



OCEANUS GROUP LIMITED

(the “Company”)

(Incorporated in the Republic of Singapore under Registration Number: 199805793D)

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RESPONSE TO SGX-ST'S QUERIES ON THE ANNUAL REPORT OF THE COMPANY FOR THE FULL YEAR ENDED 31 DECEMBER 2013

Oceanus Group Limited (the “Company” and collectively with its subsidiaries, the “Group”) would like to respond to the questions raised by the SGX on 13 June 2014 in relation to the annual report of the Company for the full year ended 31 December 2013 that has been dispatched to the shareholders on 13 June 2014.

SGX'S QUESTION (A):

Guideline 9.3 of the Code of Corporate Governance:

Please disclose the name and the remuneration of at least the top five key management personnel (who are not directors or the CEO) in bands of S\$250,000. There will be a breakdown (in percentage or dollar terms) of each key management personnel's remuneration earned through base/fixed salary, variable or performance-related income/bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives. In addition, the company should disclose in aggregate the total remuneration paid to the top five key management personnel (who are not directors or the CEO).

Company's response:

The Company has only three (3) key management personnel (who are not directors or the CEO) for the financial year ended 31 December 2013. Details of the name and remuneration of key management are as follows:

Remuneration bands	Salary %	Performance Bonus %	Fees %	Allowances %	Other Benefits %	Total %
Executive Officers Below S\$250,000						
Wong Yew Ban	100	-	-	-	-	100
Matthew Tan	100	-	-	-	-	100
Yap Siew Khim	100	-	-	-	-	100

Note:

1. Mr Wong Yew Ban is the Chief Financial Officer cum Chief Operating Officer of the Company who was appointed on 29 August 2013;
2. Mr Matthew Tan is the Chief Risk Officer of the Company who was appointed on 16 September 2013; and
3. Ms Yap Siew Khim was the former Chief Financial Officer of the Company who resigned from her office on 14 November 2013.

The aggregate remuneration paid to the above three key management personnel (who are not directors or the CEO) for the financial year ended 31 December 2013 is S\$290,415.66.

The remuneration of the key management personnel is not disclosed to the nearest thousand dollar in the Annual Report as the Company has concerns that disclosing the detailed breakdown of the remuneration of the key management personnel may compromise sensitive information to the Company's competitors, having regard to the highly competitive industry conditions and the sensitivity and confidentiality of remuneration matters.

SGX'S QUESTION (B):

Guideline 9.4 of the Code of Corporate Governance:

Please disclose details of the remuneration of employees who are immediate family members of a director or the CEO, and whose remuneration exceeds S\$50,000 during the year. This will be done on a named basis with clear indication of the employee's relationship with the relevant director or the CEO. Disclosure of remuneration should be in incremental bands of S\$50,000

Company's response:

The Company confirms that there are no employees who are immediate family members of a Director or the CEO, and whose remuneration exceeds S\$50,000 during the financial years ended 31 December 2013.

BY ORDER OF THE BOARD

Dr. Ng Cher Yew
Executive Chairman

17 June 2014