



OCEANUS GROUP LIMITED
(Incorporated in the Republic of Singapore)
Reg. No. 199805793D

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Oceanus Group Limited (the "**Company**") will be held at me/us on my/our behalf and, if necessary, to demand a poll at the Annual General Meeting of the Company to be held at The Grassroots Club, Auditorium (Level 2), 190 Ang Mo Kio Ave 8, Singapore 568046 on Thursday, 30 June 2016 at 2.00 p.m., for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2014, together with the Directors' Statements. **(Resolution 1)**
2. To re-elect Mr Stephen Lee, being a Director who retires pursuant to Article 107 of the Articles of Association of the Company. **[see Explanatory Note 1]** **(Resolution 2)**
3. To re-elect Mr Yeo Kan Yen, Alvin, being a Director who retires pursuant to Article 107 of the Articles of Association of the Company. **[see Explanatory Note 2]** **(Resolution 3)**
4. To re-elect Mr Jason Aleksander Kardachi, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **[see Explanatory Note 3]** **(Resolution 4)**
5. To re-elect Mr Wong Ann Chai, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **[see Explanatory Note 4]** **(Resolution 5)**
6. To approve the payment of Directors' fees of S\$300,000 for the financial year ending 31 December 2015, to be paid quarterly in arrears. [2014: S\$280,000] **(Resolution 6)**
7. To re-appoint Messrs Foo Kon Tan LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

As Special Business:

To consider and if deemed fit to pass the following Ordinary Resolutions with or without modifications:-

8. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Chapter 50 (the "**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

1. (i) issue and allot shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that may or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
2. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that:-
 - (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued share capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued share capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);
 - (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of issued share capital shall be calculated based on the issued share capital of the Company (excluding treasury shares) at the time of the passing of this Resolution, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
 - (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (d) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held whichever is the earlier. **[See Explanatory Note 5]** **(Resolution 8)**
9. To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Peter Koh Heng Kang
Executive Director and Chief Executive Officer
Singapore, 15 June 2016

Explanatory Notes

- (1) **Resolution 2** – Mr Stephen Lee, when re-elected, will remain as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company. He is a Non-Executive Director of the Company.
- (2) **Resolution 3** – Mr Yeo Kan Yen, Alvin, when re-elected, will remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Company. He is the Lead Independent Director of the Company.
- (3) **Resolution 4** – Mr Jason Aleksander Kardachi, when re-elected, will remain as a member of the Nominating Committee and the Remuneration Committee of the Company. He is a Non-Executive Director of the Company.
- (4) **Resolution 5** – Mr Wong Ann Chai, when re-elected, will remain as the Chairman of the Nominating Committee and the Remuneration Committee of the Company. He is an Independent Director of the Company.
- (5) **Resolution 8** – if passed, will empower the Directors of the Company, effective until (i) the conclusion of the next Annual General Meeting of the Company, or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held or (iii) the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of issued share capital of the Company (excluding treasury shares), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the total number of issued shares will be calculated based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Resolution is passed, after adjusting for:-

- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 9, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

2. A proxy need not be a member of the Company. An instrument appointing a proxy must be deposited at the registered office of the Company, 31 Harrison Road #11-03/04 Food Empire Building, Singapore 369649, not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.

3. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.