



OCEANUS GROUP LIMITED

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

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ALLOTMENT AND ISSUE OF SHARES AND CHANGE IN USE OF PROCEEDS

1. ALLOTMENT AND ISSUE OF SHARES

The board of directors (the “**Board**” or the “**Directors**”) of Oceanus Group Limited (the “**Company**”) refers to the announcement of the Company dated 3 August 2015 and 25 September 2015 (“**Previous Announcements**”) in relation to the proposed allotment and issue of new Shares for settlement of (i) Financing Shareholders Loans and (ii) accrued and default interest owing to OWIL and BWIL. Unless otherwise defined herein or the context requires otherwise, all capitalised terms used herein shall bear the same meanings ascribed to them in the Previous Announcements.

The Board wishes to announce that the Company has on 29 September 2015 allotted and issued an aggregate of 928,911,285 new Shares to Mr Thomas Chan, Mr Perman Yadi, OWIL and BWIL. These Shares are expected to be listed and quoted on the Official List of the SGX-ST on or around 2 October 2015. Following the issuance of the new Shares, the total issued and paid-up share capital of the Company has increased from 3,637,941,547 to 4,566,852,832.

2. CHANGE IN USE OF PROCEEDS

The Board further refers to the circular to Shareholders dated 6 May 2015 (the “**Circular**”). For the purposes of this section of the announcement, unless otherwise defined herein or the context requires otherwise, all capitalised terms used herein shall bear the same meanings ascribed to them in the Circular.

On page 66 of the Circular, the Company had disclosed the use of proceeds of the cash injections of an aggregate amount of S\$32,500,000 comprising (i) S\$30,000,000 from the OKGL Loan; and (ii) S\$2,500,000 from the Financing Shareholders Loans (collectively, the “**Proceeds**”). In particular, the Company had disclosed that (i) approximately S\$7,425,000 of the Proceeds was to be used for the cash repayment of loan interest owing to the Existing Warrantholders and the Financing Shareholders up till 30 June 2015; and (ii) approximately S\$5,922,000 was to be used for its working capital.

Due to the Proposed Settlement Arrangements, the OWIL Relevant Interest and BWIL Relevant Interest has been settled by way of the issuance of the Accrued Interest Shares and Settlement Shares. As such, some of the cash amounting to approximately S\$3,509,000 previously allocated for repayment of loan interest owing to the Existing Warrantholders and

the Financing Shareholders up till 30 June 2015 has been re-allocated for the Company's working capital requirements.

Accordingly, the Board wishes to announce that, as at the date of this announcement, the Company intends to use (i) approximately S\$3,916,000 of the Proceeds for the cash repayment of loan interest owing to OWIL, BWIL and the Financing Shareholders up till 30 June 2015; and (ii) approximately S\$9,431,000 for its working capital. Aside from the foregoing, there are no other changes to the use of the cash Proceeds.

The changes to the proposed use of the Proceeds are summarised in the following table:

No.	Proposed use of Proceeds	Previous Allocated Amount (S\$'000)	New Allocated Amount (S\$'000)
1.	Cash repayment of loan interest owing to the OWIL, BWIL and the Financing Shareholders up till 30 June 2015⁽¹⁾	7,425	3,916
2.	Working Capital	5,922	9,431
	Total	13,347	13,347

Note:

(1) This includes (i) S\$3,776,516.92, being the interests payable calculated up till 30 June 2015 (excluding the Tranche 2 interest payments), payable to each of OWIL and BWIL under the Existing Loans; and (ii) S\$139,225.76, being the interest accrued under the Financing Shareholders Loans calculated from the Financing Shareholders Loans Drawdown Date up till 30 June 2015.

3. **Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities. When in doubt, Shareholders and potential investors are advised to seek independent advice from their bankers, stockbrokers, solicitors or other professional advisers.**
4. The Company shall make further announcements in relation to, *inter alia*, the Settlement Shares as and when appropriate.

BY ORDER OF THE BOARD

Dr. Ng Cher Yew
Executive Chairman

29 September 2015