



OCEANUS GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No: 199805793D)

**REPLY TO QUERIES RAISED BY THE SINGAPORE EXCHANGE SECURITIES
TRADING LIMITED ON 20 JANUARY 2017 REGARDING TRADING ACTIVITY**

The Board of Directors (the "**Board**") of Oceanus Group Limited (the "**Company**") refers to the queries received on 20 January 2017 from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") in relation to unusual volume movements in the shares of the Company.

Question 1:

Are you (the issuer) aware of any information not previously announced concerning you, your subsidiaries or associated companies which, if known, might explain the trading? Such information may include events that are potentially material and price-sensitive, such as discussions and negotiations that may lead to joint ventures, mergers, acquisitions or purchase or sale of a significant asset. You may refer to paragraph 8 in Appendix 7.1 of the Mainboard Rules for further examples. - If yes, the information shall be announced immediately.

The Company refers to its announcement dated 8 September 2016 stating that the Company had entered into a term sheet, "Term Sheet In Relation To The Proposed Debt Restructuring Of The Company" (the "**8 September 2016 Announcement**"). The 8 September 2016 Announcement stated, *inter alia*, that, as at 30 June 2016, the total outstanding debt balance (including accrued interest) under the OWIL Loan Agreement and the BWIL Loan Agreement was approximately SGD 71.85 million, representing approximately 82.8% of the total outstanding debts of the Company. The Company then had agreed to a proposed restructuring on the terms set out in the said 8 September 2016 Announcement ("**Proposed Restructuring**").

Since then, the Company has continued with its efforts to discuss and negotiate a Proposed Restructuring with all of its creditors, and the Company has on 24 January 2017 entered into a term sheet with its key creditors, "Definitive Amended And Restated Term Sheet For The Proposed Debt Restructuring Of Oceanus Group Limited". The salient terms of this term sheet have been announced in the Company's announcement made on 25 January 2017 (the "**25 January 2017 Announcement**").

Question 2:

Are you aware of any other possible explanation for the trading? Such information may include public circulation of information by rumours or reports.

Other than the matters set out in the 25 January 2017 Announcement, the Company is not aware of any information not previously announced concerning the Company, its subsidiaries or associated companies which, if known, may explain the trading activity in its shares, and is not aware of any other possible explanation for such trading activity.

Question 3:

Can you confirm your compliance with the listing rules and, in particular, Mainboard Rule 703?

To the best of the knowledge of the Board, the Company is in compliance with the listing rules of the SGX-ST and, in particular, Mainboard Rule 703, save for non-compliance with Mainboard Rule 707(1) which requires the Company to hold its annual general meeting for financial year ended 2015 (“**2015 AGM**”) by 30 April 2016. As the Company was unable to comply with such deadline, the Company had written to SGX-ST to request for an extension and SGX-ST has granted an extension of time to hold the 2015 AGM no later than 30 September 2016. The auditing of the Company’s financial statements for financial year ended 31 December 2015 is in progress and the Company will convene the 2015 AGM as soon as the Company’s auditors have completed the audit.

The Company will, in compliance with the applicable rules (including the Corporate Disclosure Policy of the SGX-ST Listing Manual), make the relevant disclosures (if required) at the appropriate time.

Shareholders are advised to exercise caution in trading their Shares. The completion of the Proposed Restructuring is subject to numerous conditions. THERE IS NO CERTAINTY OR ASSURANCE AS AT THE DATE OF THIS ANNOUNCEMENT THAT THE PROPOSED RESTRUCTURING WILL BE COMPLETED OR THAT NO CHANGES WILL BE MADE TO THE TERMS THEREOF. THERE IS NO CERTAINTY OR ASSURANCE THAT THE DEFINITIVE AGREEMENTS WILL BE ENTERED INTO OR THAT THE PROPOSED RESTRUCTURING WILL PROCEED. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this Announcement and any other announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Peter Koh Heng Kang
Executive Director and Chief Executive Officer
25 January 2017