

Notice of Annual General Meeting



OCEANUS GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199805793D)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Oceanus Group Limited (the “**Company**”) will be convened and held by way of electronic means on Monday, 29 June 2020 at 11.00 a.m., for the following purposes:

As Ordinary Business

1. To receive and adopt the re-issued and restated Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors’ Statement and the Independent Auditor’s Report. **(Resolution 1)**
2. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors’ Statement and the Independent Auditor’s Report. **(Resolution 2)**
3. To note the retirement of Mr Kee Poir Mok, who is retiring pursuant to Regulation 111 of the Constitution of the Company, who has decided not to seek for re-election. [see Explanatory Note 1]
4. To re-elect Mr Eugen Chua, being a Director of the Company retiring pursuant to Regulation 121 of the Constitution of the Company and Rule 720(5) of the Listing Rule of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)-ST, and being eligible, has offered himself for re-election. [see Explanatory Note 2] **(Resolution 3)**
5. To approve the payment of Directors’ fees of S\$60,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. [2019:S\$60,000] **(Resolution 4)**
6. To re-appoint Messrs RSM Chio Lim LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
7. To transact any other business that may be properly transacted at an AGM.

As Special Business

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

8. To appoint Mr Zahidi Bin Abd Rahman as a Director pursuant to Section 149B of the Companies Act, (Cap. 50) of Singapore. [see Explanatory Note 3] **(Resolution 6)**
9. **AUTHORITY TO ALLOT AND ISSUE SHARES**

“That pursuant to Section 161 of the Companies Act, (Cap. 50) of Singapore and the Rule 806 of the Listing Rule of 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 (“**Shares**”) (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

Notice of Annual General Meeting

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 Instruments 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 Shares (excluding treasury shares and subsidiary holdings, if any) (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 total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (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 total number of issued Share shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the share capital of the Company 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 the Listing Rule 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 Companies Act, (Cap. 50) of Singapore and Listing Rule of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held whichever is the earlier.
[see Explanatory Note 4] **(Resolution 7)**

By Order of the Board

Peter Koh Heng Kang
Executive Director and Chief Executive Officer

Singapore, 12 June 2020

Notice of Annual General Meeting

Explanatory Notes:

- (1) Mr Kee Poir Mok will not be seeking for re-election and will retire at the conclusion of the AGM. Upon the retirement of Mr Kee Poir Mok as the Independent Non-Executive Director of the Company, he will cease as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.
- (2) Ordinary Resolution 3 – Mr Eugen Chua will, upon re-election, remain as an Independent Non-Executive Director, the Chairman of Remuneration Committee and a member of the Nominating Committee of the Company. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. The detailed information on Mr Eugen Chua as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found under the sections “Board of Directors” and “Additional Information on New Director and Directors Seeking Re-election” in the Annual Report for the financial year ended 31 December 2019 (“**Annual Report FY2019**”).
- (3) Ordinary Resolution 6 – Mr Zahidi Bin Abd Rahman will be appointed as a Director pursuant to Section 149B of the Companies Act, (Cap. 50) of Singapore. He will be appointed as an Independent Non-Executive Director of the Company and the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704 (8) of the Listing Manual of the SGX-ST. The detailed information on Mr Zahidi Bin Abd Rahman as recommended under the 2018 Code of Corporate Governance and as required under Rule 720(6) of the Listing Manual of the SGX-ST can be found under the section “Additional Information on New Director and Directors Seeking Re-election” in the Annual Report FY2019.
- (4) Ordinary Resolution 7 – if passed, will empower the Directors of the Company, effective until (i) the conclusion of the next AGM of the Company, or (ii) the date by which the next AGM 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 total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), 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 (excluding treasury shares and subsidiary holdings, if any) 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 this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Notes:

1. The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice, proxy form, Restated Audited Financial Statements for the financial year ended 31 December 2017 and the Annual Report FY2019 (collectively, the “**Documents**”) will **NOT** be sent to members. Instead, these Documents will be sent to members by electronic means via publication on SGXNet and the Company’s Investor Relations (“IR”) website at the URL <https://oceanus.com.sg/our-investors/> and also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (in particular, arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Important Notice to Shareholders dated 12 June 2020 in relation to the Conduct and Proceedings of the Company’s AGM on Monday, 29 June 2020 at 11.00 a.m. (“**Important Notice to Shareholders**”). This Important Notice to Shareholders may be accessed at the Company’s IR website at the URL <https://oceanus.com.sg/our-investors/>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.
3. Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company’s IR website at the URL <https://oceanus.com.sg/our-investors/>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as a proxy for that Resolution will be treated as invalid.

Notice of Annual General Meeting

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, (Cap. 50) of Singapore) should contact their relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by 5.00 pm on 17 June 2020.

4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
 - (i) if submitted by post, be deposited at the office of the Company's Share Registrar office at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (ii) if submitted via email, please send to the Company's email address at agm@oceanus.com.sg, in either case, not less than 72 hours before the time appointed for the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The Annual Report FY2019 may be accessed at the Company's IR website at the URL <https://oceanus.com.sg/our-investors/>, and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and/ or <https://www.sgx.com/securities/annual-reports-related-documents>.
7. Due to the current COVID situation, further measures and/or changes to the AGM arrangements may be made on short notice. Members are advised to check our corporate website at the URL <https://oceanus.com.sg/our-investors/> for the latest updates on the status of the AGM.
8. The Company would like to thank all Members for their understanding and cooperation to hold the AGM by way of electronic means.
9. **Personal data privacy:**

By pre-registering for the live audio-visual webcast or live audio-only stream, submitting a proxy form appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live audio-visual webcast or live audio-only stream to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the Meeting and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.