



oceanus
GROUP

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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Oceanus Group Limited (the "Company") will be held at Grand Ballroom, Level 5, Furama City Centre, 60 Eu Tong Sen Street, Singapore 059804 on Monday, 30 June 2014 at 2.00 p.m., for the following purposes:

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013, together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To re-elect Dr Ng Cher Yew, being a Director who retires by rotation pursuant to Article 107 of the Articles of Association of the Company. **(Resolution 2)**
[see Explanatory Note 1]
- To re-elect Mr Yeo Kan Yen, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 3)**
[see Explanatory Note 2]
- To re-elect Mr Kee Poir Mok, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 4)**
[see Explanatory Note 3]
- To re-elect Mr Chua Seng Kiat, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 5)**
[see Explanatory Note 4]
- To re-elect Mr Liu Yanlong, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 6)**
[see Explanatory Note 5]
- To re-elect Mr Goh Kok Liang, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 7)**
[see Explanatory Note 6]
- To re-elect Mr Koh Heng Kang, being a Director who retires pursuant to Article 117 of the Articles of Association of the Company. **(Resolution 8)**
[see Explanatory Note 7]
- To re-elect Dr Ngiam Tong Tau pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the conclusion of this Annual General Meeting until the next Annual General Meeting. **(Resolution 9)**
[see Explanatory Note 8]
- To approve the payment of Directors' fees of S\$280,000 for the financial year ending 31 December 2014, to be paid quarterly in arrears. **(Resolution 10)**
[2013: S\$295,000]
- To re-appoint Messrs Foo Kon Tan Grant Thornton LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 11)**

As Special Business:

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

12. 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:

- (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
- (a) 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:-
 - 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);
 - (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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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
 - any subsequent bonus issue, consolidation or subdivision of shares;
 - 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
 - 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. **(Resolution 12)**
[See Explanatory Note 9]
- To transact any other business that may properly be transacted at an Annual General Meeting.

By Order of the Board

Yap Lian Seng / Tan Min Arn
Company Secretary
Singapore, 13 June 2014

Explanatory Notes

- Resolution 2** – Dr Ng Cher Yew, when re-elected, will remain as the Executive Chairman, the Chief Executive Officer and a member of the Nominating Committee of the Company. He is an Executive Director of the Company.
- Resolution 3** – Mr Yeo Kan Yen, when re-elected, will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee of the Company. He is an Independent Director of the Company.
- Resolution 4** – Mr Kee Poir Mok, 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.
- Resolution 5** – Mr Chua Seng Kiat, when re-elected, will remain as the Chairman of the Nominating Committee of the Company. He is an Independent Director of the Company.
- Resolution 6** – Mr Liu Yanlong, when re-elected, will remain as an Executive Director of the Company.
- Resolution 7** – Mr Goh Kok Liang, when re-elected, will remain as an Independent Director of the Company.
- Resolution 8** – Mr Koh Heng Kang, when re-elected, will remain as an Independent Director of the Company.
- Resolution 9** – Dr Ngiam Tong Tau, when re-elected, will remain as the Chairman of the Remuneration Committee, a member of the Audit Committee and the Nominating Committee of the Company. He is the lead Independent Director of the Company.
- Resolution 12** – 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:-

- new shares arising from the conversion or exercise of any convertible securities
- 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 7, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
- any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- If the instrument appointing a proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he deems fit.
- If the instrument appointing a proxy is returned without the name of the proxy indicated, the instrument appointing a proxy shall be invalid.
- If the appointor is an individual, the instrument appointing a proxy shall be signed by the appointor or his attorney.
- If the appointor is a corporation, the instrument appointing a proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Chapter 50).
- The signature on the instrument appointing a proxy need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy, failing which the instrument may be treated as invalid.
- The instrument appointing a proxy shall be deposited at the Registered Office of the Company 61 Robinson Road #10-01, Robinson Centre, Singapore 068893 not less than 48 hours before the time appointed for holding of the Annual General Meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used.

General

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.

In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not general to have shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting, as certified by The Central Depository (Pte) Limited to the Company.