



25 Ubi Road 4 #03-05 UBIX Singapore 408621

Tel: +65 6285 0500 Fax: +65 6280 0822

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

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE 6 MONTHS ENDED 30 JUNE 2024 OF OCEANUS GROUP LIMITED (“OCEANUS”) AND ITS SUBSIDIARIES (COLLECTIVELY KNOWN AS THE “OCEANUS GROUP”)

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF HALF-YEAR AND FULL YEAR RESULTS

1(a) An income statement (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

	6 months ended		Increase / (Decrease) %
	30/6/2024 SGD'000	30/6/2023 SGD'000	
Profit and Loss			
Revenue	127,608	121,800	5%
Cost of goods sold	(118,249)	(112,434)	5%
Total Gross Profit	9,359	9,366	-
Other operating income	3,221	4,515	-29%
Other operating expenses	(8,677)	(8,192)	6%
EBITDA	3,903	5,689	-31%
Depreciation expense	(1,624)	(1,909)	-15%
Finance Costs	(3,146)	(3,781)	-17%
Profit/(Loss) before income tax	(867)	(1)	86600%
Income tax expense	(304)	(609)	-50%
Profit/(Loss) for the period	(1,171)	(610)	92%

(b) A Statement of Comprehensive Income (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

	6 months ended		Increase / (Decrease) %
	30/6/2024	30/6/2023	
	SGD'000	SGD'000	
Other comprehensive income/(loss)			
Items that will not be reclassified subsequently to profit or loss:			
Exchange differences on translating foreign operations, net of tax	3,413	(3,235)	-206%
Other comprehensive income/(loss) for the period, net of tax	3,413	(3,235)	-206%
Total comprehensive income/(loss) for the period, net of tax	(4,584)	2,625	-275%
Profit/(Loss) attributable to:			
- Owners of the parent, net of tax	(1,077)	231	-566%
- Non-controlling interests, net of tax	(94)	(841)	-89%
Profit/(Loss) net of tax	(1,171)	(610)	-92%
Total comprehensive income/(loss) attributable to:			
- Owners of the parent	(4,490)	534	-941%
- Non-controlling interests	(94)	2,091	-104%
Total comprehensive income/(loss)	(4,584)	2,625	-275%
Earnings per share for profit/(loss) for the period attributable to the owners of the Company during the year			
Basic (SGD in cent)	(0.005)	(0.002)	91%
Diluted (SGD in cent)	(0.005)	(0.002)	91%

1 (c)(i) A balance sheet (for the Issuer and Group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Company	
	30/6/2024	31/12/2023	30/6/2024	31/12/2023
Balance Sheet	SGD'000	SGD'000	SGD'000	SGD'000
Assets				
Current assets				
Cash and bank balances	6,932	19,007	784	2,691
Trade receivables	102,579	100,674	-	-
Other receivables	14,085	11,834	56,821	5,947
Other current asset	7,950	14,148	-	-
Inventories	20,532	19,151	-	-
Goods in transit	2,973	-	-	-
Other investment	-	202	-	202
Total current assets	155,051	165,016	57,605	24,404
Non-current assets				
Property, plant and equipment	2,115	3,846	1,838	1,962
Investment property	8,694	9,879	-	-
Right of use assets	2,711	2,815	2,255	2,255
Loan to third party	1,268	-	-	-
Intangible assets	22	-	-	-
Investment in associates	151	151	-	-
Other investment	1,760	2,063	-	-
Goodwill on consolidation	319	867	-	-
Total non-current assets	17,040	19,621	4,093	35,235
Total assets	172,091	184,637	61,698	59,639
Liabilities and Equity				
Current liabilities				
Trade payables	8,244	7,300	-	-
Other payables	13,546	14,848	1,820	1,784
Loans and borrowings	59,206	68,277	13,456	14,804
Other current liabilities	2,810	-	-	-
Progress billing	22	-	-	-
Lease liabilities	847	964	595	595
Current tax payable	5,204	5,439	225	-
Other non-financial liabilities	-	2,398	-	-
Total current liabilities	89,879	99,226	16,096	17,183
Non-current liabilities				
Loans and borrowings	23,366	21,981	4,392	2,676
Lease liabilities	2,059	2,059	1,832	1,831
Total non-current liabilities	25,425	24,040	6,224	4,507
Total liabilities	115,304	123,266	22,320	21,690
Capital and reserves				
Share capital	683,855	683,855	683,855	683,855
Capital reserve	(217,842)	(217,842)	2,254	2,254
Currency translation reserve	4,388	6,091	-	-
Statutory reserve	8,067	8,067	-	-
Accumulated losses	(427,345)	(426,510)	(646,731)	(648,160)
Company	51,123	53,661	39,378	37,949
Non-controlling interests	5,664	7,710	-	-
Total equity	56,787	61,371	39,378	37,949
Total liabilities and equity	172,091	184,637	61,698	59,639
Unsecured borrowings				
-Amount repayable in 1 year or less, or on demand	59,206	68,277		
-Amount repayable in after 1 year	23,366	21,981		
	82,572	90,258		

1(d) A cash flow statement (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group	
	6 months ended	
	30/6/2024	30/6/2023
	SGD'000	SGD'000
Cash flows from operating activities		
Profit/(Loss) before income tax	(867)	(1)
Adjustments for:		
Depreciation of property, plant and equipment	1,624	1,909
Exchange differences on translation	(1,940)	2,610
Operating cash flows before changes in working capital	(1,183)	4,518
Change in trade receivables	(1,905)	(4,839)
Change in other receivables	(2,251)	(7,609)
Change in inventories	(4,354)	(23,223)
Change in trade payables	943	902
Change in other payables	(1,396)	2,581
Change in other liability	412	5,290
Change in other financial assets	4,928	(1,384)
Cash (used in)/from operations	(4,806)	(23,764)
Income taxes paid	235	(1,061)
Net cash flows (used in) operating activities	(4,571)	(24,825)
Cash flows from investing activities		
Increase in other financial assets	505	212
Net cash flows generated/(used in) from investing activities	505	212
Cash flows from financing activities		
Proceeds on loans and borrowings	(7,686)	26,493
Net cash flows generated/(used in) from financing activities	(7,686)	26,493
Net increase (decrease) in cash and cash equivalent	(11,752)	1,880
Effect of cash and cash equivalent denominated in foreign currency	(323)	146
Cash and cash equivalent at beginning of the period	19,007	10,300
Cash and cash equivalents at end of the period	6,932	12,326

1(d)(i) A statement (for the Issuer and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group	Share capital	Capital reserve	Currency translation reserve	Statutory reserve	Accumulated losses	Total attributable to equity holders of the Company	Non controlling interest	Total
	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000	SGD'000
Current year:								
Opening balance at 1 January 2024	683,855	(217,842)	6,091	8,067	(426,510)	53,661	7,710	61,371
Changes in equity:								
Total comprehensive income/(loss) for the period	-	-	(1,703)	-	(835)	(2,538)	(2,046)	(4,584)
Closing balance at 30 June 2024	683,855	(217,842)	4,388	8,067	(427,345)	51,123	5,664	56,787
Previous year:								
Opening balance at 1 January 2023	682,975	(217,842)	2,095	8,067	(424,631)	50,664	8,016	58,680
Changes in equity:								
Issue of new shares	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	3,974	-	(1,330)	2,644	(19)	2,625
Closing balance at 30 June 2023	682,975	(217,842)	6,069	8,067	(425,961)	53,308	7,997	61,305

Company	Share capital SGD'000	Capital reserve SGD'000	Currency translation reserve SGD'000	Fair value reserve SGD'000	Accumulated losses SGD'000	Total SGD'000
Current year:						
Opening balance at 1 January 2024	683,855	2,254	-	-	(648,160)	37,949
Issue of new shares	-	-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	-	-	1,429	1,429
Closing balance at 30 June 2024	683,855	2,254	-	-	(646,731)	39,378
Previous year:						
Opening balance at 1 January 2023	682,975	2,254	-	-	(642,144)	43,085
Issue of new shares	-	-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	-	-	207	207
Closing balance at 30 June 2023	682,975	2,254	-	-	(641,937)	43,292

1(e) Profit or loss from continuing operations and reconciliations

	Distribution	Services	Others	Total
	SGD'000	SGD'000	SGD'000	SGD'000
6 months ended 30 June 2024				
Revenue by segments	126,291	747	570	127,608
Results:				
Segment results	3,444	(92)	(373)	2,979
Finance costs	(2,687)	(28)	(431)	(3,146)
Foreign exchange gain	(437)	1	1,359	923
Depreciation and amortisation charges	(36)	(20)	(1,568)	(1,624)
Profit before income tax	284	(139)	(1,013)	(868)
Income tax expense	(79)	1	(225)	(303)
Profit for the period	205	(138)	(1,238)	(1,171)
6 months ended 30 June 2023				
Revenue by segments	120,303	1,020	477	121,800
Results:				
Segment results	4,774	(1,924)	599	3,449
Finance costs	(2,881)	(22)	(878)	(3,781)
Foreign exchange gain	1,458	5	777	2,240
Depreciation and amortisation charges	(34)	(292)	(1,583)	(1,909)
Profit before income tax	3,317	(2,233)	(1,085)	(1)
Income tax expense	(535)	1	(75)	(609)
Profit for the period	2,782	(2,232)	(1,160)	(610)

1(d)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

Following the completion of the debt restructuring on 26 December 2017, there are no outstanding warrants as of 30 June 2024.

The Company does not have any treasury shares as at 30 June 2024.

(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued shares as at 30 June 2023 is 25,665,018,696 shares (31 December 2023: 25,665,018,696 shares).

(iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable.

(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have not been reviewed or audited by the auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

The Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as those applied in the Group's most recently audited financial statements for the year ended 31 December 2023.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

Not applicable.

6. Earnings per ordinary share of the Group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	6 months ended	
	30/6/2024	30/6/2023
a) EPS based on weighted average number of shares (SGD cents/share)	(0.005)	(0.002)
b) EPS based on fully diluted basis (SGD cents/share)	(0.005)	(0.002)
Weighted average number of shares applicable to earnings per share	25,665,018,696	25,567,291,028
Weighted average number of shares fully diluted basis	25,665,018,696	25,567,291,028

Basic earnings per share is calculated by dividing earnings for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares issued during the financial period under review.

The dilutive earning per share is shown as the same amount as the basic earnings per share because the warrants are considered anti-dilutive and ignored in the computation of diluted earnings per share.

7. Net asset value (for the Issuer and Group) per ordinary share based on issued share capital excluding treasury shares of the Issuer at the end of the: -
 (a) current financial period reported on; and
 (b) immediately preceding financial year.

	Group		Company	
	30/6/2024	31/12/2023	30/6/2024	31/12/2023
Net asset value per ordinary share based on issued share capital as at end of the period (SGD cents/share)	0.22	0.24	0.15	0.15

Net asset value for the Group and the Company as at 30 June 2023 and 31 December 2022 are computed based on 25,665,018,696 at the end of the financial period under review

8. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following: -
 (a) any significant factors that affected the turnover, costs, and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors.

TURNOVER

For the six-month financial period ended 30 June 2024 (“1H 2024”), the Group generated total revenue amounting to SGD127.6 million, a SGD5.8 million (or 5%) increase from SGD121.8 million recorded in the corresponding period of the preceding financial year (“1H 2023”). This increase is largely due to revenue derived from distribution segment, particularly the increase in sales of fast-moving consumer goods, beverages and food commodities. This is largely in line with the plan to expand its product offerings and portfolio. As a result of these trades in the first half of the year, gross profit margins have been largely maintained at 7.3% as compared to 7.6% in the prior year.

OTHER OPERATING COSTS

Other operating expenses has recorded a slight increase SGD8.2 million to SGD 8.7 million largely due to additional developmental activities related to Oceanus Digital Network (ODIN).

OTHER OPERATING INCOME

The Group’s other operating income for 1H 2024 amounted to SGD3.2 million, a decrease of 28% from SGD4.5 million recorded in 1H 2023. This decrease is largely due to 1H 2024 recording a lower foreign exchange gain of SGD0.9 million, as compared to SGD2.2 million in 1H 2023.

DEPRECIATION EXPENSE

The Group recorded a depreciation expense of SGD1.6 million in 1H 2024 which is largely due to the annual straight-line depreciation expense of the Group’s farming assets in China (SGD1.2 million), which the remaining due to office fixtures and equipment.

FINANCE COSTS

The Group records a 17% reduction in finance costs from SGD3.8 million in 1H 2023 to SGD3.1 million in 1H 2024 due to lower charges derived from bank trade facilities that incorporate floating benchmark interest rates when compared to the rates in 1H 2023.

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

REVIEW OF BALANCE SHEET

The Group is in a positive **net asset** position of SGD56.8 million as at 30 June 2024, decrease from SGD61.4 million recorded as at 31 December 2023. The Group’s working capital position has been maintained year-on-year at a level of SGD65.0 million.

Total assets of the Group decreased by SGD12.5 million from SGD184.6 million as at 31 December 2023 to SGD172.1 million as at 30 June 2024. Key variances include

- Increase in other receivables of SGD2.3 million due to reclass of intercompany loan from Kingsman EXIM Wine & Spirits Pte Ltd to other receivables.
- Reduction of cash balance by SGD12.1 million due to repayment of loans and borrowings to reduce the Group’s overall leverage during the current high-interest period
- Reduction of other current assets by SGD6.2 million due to lower prepayments to supplier during 1H 2024.
- Reduction of PPE by SGD1.7 million largely due to the derecognition of assets held under Oceanus Media Global Pte. Ltd.
- Reduction in investment properties by SGD1.2m million due to annual straight-line depreciation impact

Total liabilities decreased to SGD115.3 million as at 30 June 2024, compared to SGD123.3 million recorded as at 31 December 2023. The reduction is largely due to the repayment of loans and borrowings during 1H 2024, totalling a SGD7.7 million which is part of the Group's effort to reduce leverage during the high-interest period.

Total equity decreased to SGD56.8 million as at 30 June 2024, compared to SGD61.4 million as at 31 December 2023.

REVIEW OF CASH FLOW STATEMENT

The Group generated a negative net cash outflow of SGD11.7 million, resulting in a closing cash balance of SGD6.9 million for the period ended 30 June 2024. This decrease is attributed to the settlement of the company's loans and borrowings.

DIVESTMENT OF INTEREST IN SUBSIDIARY COMPANIES

Oceanus Media Global Pte. Ltd. ("OMG")

On 29 February 2024, the Company entered into and completed a sales and purchase agreement ("SPA") with Bellbrook Inc. for the sale of 3,000 issued shares in the capital of OMG, representing 30% of the total issued and paid-up share capital of OMG for an aggregate cash consideration of SGD6 million. With the completion of this transaction, the Company retains a 33.5% stake in OMG, which then changed from a subsidiary to an associate company of the Group.

Kingsman EXIM Wine & Spirits Pte. Ltd. ("Kingsman")

On 1 April 2024, the Company entered into and completed a sales and purchase agreement ("SPA") with Jake Lam, the CEO of Kingsman, for the sale of 1,800,000 issued shares in the capital of Kingsman, representing 60% of the total issued and paid-up share capital of Kingsman for an aggregate cash consideration of SGD1.8 million. With the completion of this transaction, Kingsman ceases to be a subsidiary of the Group.

The considerations for both OMG and Kingsman was arrived at after arm's length negotiations on a willing-buyer, willing-seller basis, and after taking into account, inter alia, the net asset value and financial performance of subsidiaries.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Not applicable.

10.A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

Oceanus has achieved a record first-half topline for 1H 2024, hitting a new-high of SGD127.6 million.

In the midst of its ambitious "Tech Up" phase, Oceanus Group is making significant strides towards solidifying its position as an Asian leader in food security through the strategic deployment of cutting-edge technology. Central to this transformation is the development of the Oceanus Digital Network (ODIN), a platform that has already proven its impact. Despite being live for less than a year, ODIN has facilitated gross transaction values nearing

SGD 200 million, underpinned by the Group's investment of over SGD 2 million in developmental and innovation costs.

This technological advancement is not just a milestone but a critical driver in Oceanus' mission to lead the industry in food security. The Group's continued investment in ODIN and related technologies will further enhance its global trading and distribution capabilities, allowing Oceanus to deliver greater value to customers and partners alike. The Group is also engaging in key projects poised to increase volumes and establish Oceanus as an industry leader.

In parallel with its technological advancements, Oceanus has made significant strides in expanding its product offerings across all food products. Notably, through its subsidiary, Season Global Trading Pte. Ltd. ("SEASON"), Oceanus entered into a RMB 200 million Investment Intention Agreement with the Shaoxing Huangjiu Town (Dongpu) Development and Construction Management Committee and the Shaoxing Yuecheng District Agriculture, Rural and Water Resources Bureau, facilitating mutual cross-border trade of food, wine, and other consumer goods. Earlier, SEASON was also appointed by Treasury Wine Estates ("TWE"), one of the world's leading premium wine companies listed on the Australian Securities Exchange, as the exclusive agency for the distribution of its Penfolds Champagne series across China. This strategic partnership further underscores Oceanus' growing influence in the global market.

Leveraging the Group's expanding global trade network, Oceanus is well-positioned to advance its 'tech up' vision, securing Singapore's food security and future-proofing its business as a leading game changer in the industry.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?
No.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

No.

(c) Date payable

Not applicable

(d) Books closure date

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect.

No dividend has been declared in respect of the current financial period in view of the Group's current accumulated losses position as at 30 June 2024.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920 (1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

There is no general mandate obtained from shareholders for the interested person's transactions.

14. Negative assurance confirmation on the interim financial results pursuant to Rule 705(5) of the listing manual.

The Board hereby confirms to the best of our knowledge, nothing has come to the attention of the Board of Directors of the Company which may render the unaudited interim financial results for the 6 months ended 30 June 2024 to be false or misleading in any material respect.

15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the SGX-ST Listing Manual

The Company confirms that it has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1) of the SGX-ST Listing Manual.

BY ORDER OF THE BOARD

Peter Koh Heng Kang,^{PBM}
Executive Director and Chief Executive Officer
14 August 2024