

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 physically at Suntec Singapore Convention & Exhibition Centre, Meeting Room 328-329, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 26 April 2024 at 5.00 p.m., for the following purposes:

As Ordinary Business

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and the Independent Auditor’s Report. **(Ordinary Resolution 1)**
2. To re-elect Mr Peter Koh Heng Kang, being a Director of the Company retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and being eligible, has offered himself for re-election. [see Explanatory Note (i)] **(Ordinary Resolution 2)**
3. To re-elect Mr Edward Loy Chee Kim, being a Director of the Company retiring pursuant to Regulation 111 of the Constitution of the Company and Rule 720(5) of the Listing Manual of the SGX-ST, and being eligible, has offered himself for re-election. [see Explanatory Note (ii)] **(Ordinary Resolution 3)**
4. To approve the payment of Directors’ fees of S\$160,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears. [2023:S\$160,000] **(Ordinary Resolution 4)**
5. To re-appoint Messrs RSM SG Assurance LLP as Auditors and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 5)**

As Special Business

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES** **(Ordinary Resolution 6)**

“That pursuant to Section 161 of the Companies Act 1967 of Singapore and the Rule 806 of the Listing Manual 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 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 subparagraph (a) above, the total number of issued Shares 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 Manual 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 1967 of Singapore and Listing Manual 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 (iii)]

By Order of the Board

Peter Koh Heng Kang, PBM
Executive Director and Chief Executive Officer

Singapore, 11 April 2024

Explanatory Notes:

- (i) Ordinary Resolution 2 – Mr Peter Koh Heng Kang will, upon re-election, remain as an Executive Director and Chief Executive Officer and a member of the Nominating Committee of the Company. The detailed information on Mr Peter Koh Heng Kang 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 2023 (“**Annual Report FY2023**”).
- (ii) Ordinary Resolution 3 – Mr Edward Loy Chee Kim will, upon re-election, remain as an Independent Non-Executive Director, the Chairman of Audit and Risk Committee and a member of the Remuneration Committee and the Nominating Committee of the Company. The detailed information on Mr Edward Loy Chee Kim 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 FY2023.
- (iii) Ordinary Resolution 6 – 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.

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Notes:

1. The AGM of the Company will be convened and held, in a fully physical format, at Suntec Singapore Convention & Exhibition Centre, Meeting Room 328-329, Level 3, 1 Raffles Boulevard, Suntec City, Singapore 039593. **There will be no option for members to participate virtually.**
2. Printed copies of this Notice and the accompanying proxy form ("**Proxy Form**") will be sent to members along with a request form for the request of hardcopies of the Annual Report FY2023 ("**Request Form**"). This Notice, Proxy Form and the Request Form may also be accessed at the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's Investor Relations ("**IR**") website at the URL www.oceanus.com.sg/investors-news/investor-information.
3. Printed copies of the Annual Report FY2023 will **NOT** be sent to the members. Instead, the Annual Report FY2023 is made available to members by electronic means available for download or online viewing from the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's IR website at the URL www.oceanus.com.sg/investors-news/annual-reports. Members will need an internet browser and a PDF reader to view the Annual Report FY2023.
4. Members may request for printed copies of the Annual Report FY2023 by submitting the completed Request Form in the following manners by 18 April 2024. By submitting such request, a member agrees and acknowledges that the Company and/ or its service providers may collect, use and disclose his/ her personal data, as contained in the submitted Request Form or which is otherwise collected from him/ her (or his/ her authorised representative(s)), for the purpose of processing and effecting his/ her request:
 - (a) by post to the Company's Share Registrar office at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - (b) by email to Oceanus-AGM2024@boardroomlimited.com.

Voting by Proxy

5. A member of the Company who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
6. A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints two or more proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
7. Persons who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act 1967 of Singapore) other than Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Schemes ("**SRS Investors**") and who wish to participate in the AGM should contact the relevant intermediary 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 and SRS investors (i) may attend, speak and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM **by 5.00 p.m. on 16 April 2024**.
8. A proxy need not be a member of the Company.
9. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
10. Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it should give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy.
11. The instrument appointing a proxy or proxies must be submitted to the Company in the following manners:
 - (a) if submitted by post, be deposited at the office of the Company's Share Registrar office at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or
 - (b) if submitted via email, please send to the Company's email address at Oceanus-AGM2024@boardroomlimited.com, in either case, **by 5.00 p.m. on 23 April 2024** (being not less than 72 hours before the time appointed for the AGM).

A member who wishes to submit an instrument of proxy must (i) complete and sign the proxy form sent physically to the members; or (ii) 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. **Members are encouraged to submit completed instrument of proxy via email.**

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12. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy or proxies 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 of proxy, failing which the instrument may be treated as invalid.
13. 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 AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
14. 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 shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Submission of Questions in Advance of the AGM

15. Members may submit questions related to the resolutions to be tabled for approval for the AGM in advance of the AGM by email to Oceanus-AGM2024@boardroomlimited.com, **no later than 5.00 p.m. on 18 April 2024**.
16. Members submitting questions by email are required to indicate: (a) their full name; (b) their identification/registration number; (c) their contact number; (d) their email address; and (e) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and /or scrip); failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
17. The Company will endeavour to address all substantial and relevant questions from members prior to the AGM by publishing the responses to those questions on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's IR Website at the URL www.oceanus.com.sg/investors-news/investor-information at least forty-eight hours (48 hours), prior to the closing date and time for the lodgement of proxy forms on 5.00 p.m. on 23 April 2024. Where substantial relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed. Members may also ask further substantial and relevant questions during the AGM.
18. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's IR Website at the URL www.oceanus.com.sg/investors-news/investor-information, and the minutes will include the responses to substantial and relevant questions from members which are addressed during the AGM respectively.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof and/or submitting any question to the Company in advance of the AGM in accordance with this Notice, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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 and his/her presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.