

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

UPDATE ON APPLICATION FOR EXTENSION OF TIME TO MEET THE FINANCIAL EXIT CRITERIA UNDER RULE 1314 OF THE LISTING MANUAL (*LISTING MANUAL*) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (SGX-ST) TO EXIT FROM THE SGX-ST WATCH-LIST (*WATCH-LIST*)

1. INTRODUCTION

The Board of Directors (**Board**) of Oceanus Group Limited (the **Company**, and together with its subsidiaries, the **Group**) refers to the following announcements made by the Company:

- (a) the announcement dated 14 December 2015, pursuant to which it was announced that the Company was placed on the Watch-List and would have to fulfill the financial exit criteria set out in Rule 1314(1) of the Listing Manual (**Financial Exit Criteria**) within 24 months from 14 December 2015 (**Cure Period**), failing which the SGX-ST may either delist the Company or suspend trading in the Company's shares with a view to delist the Company from the SGX-ST; and
- (b) the announcement dated 8 December 2017, pursuant to which it was announced that the Company had on 8 December 2017 submitted an application (**Application**) to the SGX-ST for an extension of the Cure Period of 12 months from 14 December 2017 (**Extension**) to meet the Financial Exit Criteria .

2. REASONS FOR APPLICATION

The reasons for the Application were, *inter alia*, that the Company had not satisfied the Financial Exit Criteria based on the consolidated audited accounts of the Group for the financial year ended 31 December 2016 which were tabled at an annual general meeting held on 22 December 2017. The Application is necessary to provide the Group with sufficient time to satisfy the Financial Exit Criteria. At the date of the Application, the Company had considered that the operating profit of the Company for the financial statements for 9 months ended 30 September 2017 announced by the Company on 13 November 2017 was approximately RMB57,000.

3. GRANT OF WAIVER

3.1. The Board is pleased to announce that the Company has on 6 March 2018 been notified by the SGX-ST that the Company shall be granted an extension of up to 6 months to 2 June 2017 (**Waiver**) to meet the Financial Exit Criteria subject to the following:

- (a) the Company announcing the Waiver granted (as set out in this paragraph 3.1), the reasons for seeking the Waiver (as set out in paragraph 2), and the conditions as required under Rule 107 of the Listing Manual (as set out in this paragraph 3.1), and if the Waiver conditions have been satisfied (as set out in paragraph 3.2) (collectively, **Announcement Requirements**). If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met; and
- (b) the Company's Audit Committee instituting adequate and effective internal controls to safeguard as well as monitor the use and disbursement of the Company's cash reserves,

(collectively, **Waiver Conditions**).

3.2. The Waiver will not be effective if any of the Waiver Conditions have not been fulfilled. As at the date of this Announcement, of the Waiver Conditions, the Announcement Requirements have been fulfilled.

3.3. The Company is required to make an immediate disclosure via SGXNet if it is or will be in contravention of any laws and regulations governing the Company and the constitution of the Company (or the equivalent in the Company's country of incorporation) arising from the Waiver.

3.4. The Board further wishes to remind the shareholders of the Company that the SGX-ST reserves the right to amend/vary the above decision and such decision is subject to changes in the SGX-ST's policies.

4. CLARIFICATION

4.1. In the financial statements for the full year ended 31 December 2017 announced by the Company on 1 March 2018 (**Unaudited FY2017 Results**), the Company had on page 14 stated that "With regards to the watch list, the Group has met all necessary criteria required and hope to be granted our exit in FY2018. The Group will continue to work closely with our auditors and SGX to accelerate the process."

4.2. The Financial Exit Criteria requires the Company to record a consolidated pre-tax profit for the most recently completed financial year (based on the latest full year consolidated audited accounts) and an average daily market capitalisation of S\$40 million or more over the last 6 months.

4.3. With reference to the statement in paragraph 4.1, the Company wishes to clarify that the Company has satisfied the Financial Exit Criteria based on the Unaudited FY2017 Results. The Company expects to finalise the consolidated audited accounts of the Group for FY2017 and table the same at the upcoming annual general meeting of the Company.

BY ORDER OF THE BOARD

Peter Koh Heng Kang
Executive Director and Chief Executive Officer
6 March 2018