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

UNAUDITED FULL YEAR FINANCIAL STATEMENTS AND ANNOUNCEMENT FOR THE 12 MONTHS ENDED 31 DECEMBER 2025 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) %	12 months ended (YTD)	
	31/12/2025	31/12/2024		31/12/2025	31/12/2024
	SGD'000	SGD'000		SGD'000	SGD'000
Profit and Loss					
Revenue	159,987	163,003	-2%	279,560	290,611
Cost of goods sold	(149,212)	(152,040)	-2%	(261,184)	(270,289)
Total Gross Profit	10,775	10,963	-2%	18,376	20,322
Other operating income	(733)	12,535	-106%	4,804	15,756
Other operating expenses	(12,212)	(14,976)	-18%	(20,683)	(23,653)
Depreciation expense	(1,923)	(2,658)	-28%	(2,787)	(4,282)
Finance Costs	(3,546)	(2,466)	44%	(6,590)	(5,612)
Profit/(Loss) before income tax	(7,639)	3,398	-325%	(6,880)	2,531
Income tax expense	(1,028)	(856)	20%	(1,466)	(1,160)
Profit/(Loss) for the period	(8,667)	2,542	-441%	(8,346)	1,371

(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) %	12 months ended (YTD)		Increase / (Decrease) %
	31/12/2025	31/12/2024		31/12/2025	31/12/2024	
Other comprehensive income/(loss)	SGD'000	SGD'000		SGD'000	SGD'000	
Items that will note be reclassified subsequently to profit or loss:						
Exchange differences on translating foreign operations, net of tax	78	(3,469)	102%	(3,434)	56	-6232%
Other comprehensive income/(loss) for the period, net of tax	78	(3,469)	102%	(3,434)	56	-6232%
Total comprehensive income/(loss) for the period, net of tax	(8,745)	6,011	-245%	(11,780)	1,427	-926%
Profit/(Loss) attributable to:						
- Owners of the parent, net of tax	(7,625)	3,521	-317%	(7,194)	2,444	-394%
- Non-controlling interests, net of tax	(1,039)	(979)	-6%	(1,149)	(1,073)	-7%
Profit/(Loss) net of tax	(8,664)	2,542	-441%	(8,343)	1,371	-709%
Total comprehensive income/(loss) attributable to:						
- Owners of the parent	(7,706)	6,587	-217%	(10,631)	2,097	-607%
- Non-controlling interests	(1,039)	(576)	-80%	(1,149)	(670)	-71%
Total comprehensive income/(loss)	(8,745)	6,011	-245%	(11,780)	1,427	-926%
Earnings per share for profit/(loss) for the period attributable to the owners of the Company during the year						
Basic (SGD in cent)	(0.034)	0.010	-440%	(0.032)	0.005	-706%
Diluted (SGD in cent)	(0.034)	0.010	-440%	(0.032)	0.005	-706%

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.

Oceanus Group Limited	Group		Company	
	31/12/2025	31/12/2024 A	31/12/2025	31/12/2024 A
Balance Sheet	SGD'000	SGD'000	SGD'000	SGD'000
Assets				
Current assets				
Cash and bank balances	12,103	9,800	846	584
Trade receivables	101,136	108,659	-	-
Other receivables	9,127	12,638	1,982	3,257
Other current asset	6,386	3,156	-	-
Inventories	49,429	21,320	-	-
Other financial assets	384	384	25,446	29,009
Asset held for sales	6,374	7,557	-	-
Total current assets	184,939	163,514	28,274	32,850
Non-current assets				
Property, plant and equipment	781	1,685	661	1,442
Right of use assets	1,735	1,818	966	1,610
Intangible assets	2,957	2,568	-	-
Investment in subsidiaries	-	-	1	1
Investment in associates	1,353	4,906	-	-
Other financial assets	-	387	15,772	15,772
Goodwill on consolidation	1,157	216	-	-
Total non-current assets	7,983	11,580	17,400	18,825
Total assets	192,922	175,094	45,674	51,675
Liabilities and Equity				
Current liabilities				
Trade payables	14,194	9,459	-	-
Other payables	9,796	8,358	1,772	1,684
Loans and borrowings	78,614	77,717	8,557	13,900
Lease liabilities	1,276	903	753	677
Current tax payable	6,260	5,777	444	289
Deferred tax liabilities	64	-	-	-
Other non-financial liabilities	1,844	4,602	-	-
Derivative liabilities	355	-	-	-
Total current liabilities	112,403	106,816	11,526	16,550
Non-current liabilities				
Convertible loan	-	-	-	-
Loans and borrowings	26,580	3,446	4,937	2,226
Lease liabilities	652	1,155	402	1,155
Total non-current liabilities	27,232	4,601	5,339	3,381
Total liabilities	139,635	111,417	16,865	19,931
Capital and reserves				
Share capital	684,734	683,855	684,734	683,855
Share reserve	879	879	879	879
Capital reserve	(217,563)	(217,842)	2,254	2,254
Currency translation reserve	2,307	5,744	-	-
Statutory reserve	8,067	8,067	-	-
Accumulated losses	(431,253)	(424,066)	(659,058)	(655,244)
holders of the Company	47,171	56,637	28,809	31,744
Non-controlling interests	6,116	7,040	-	-
Total equity	53,287	63,677	28,809	31,744
Total liabilities and equity	192,922	175,094	45,674	51,675
Unsecured borrowings				
-Amount repayable in 1 year or less	78,614	77,717		
-Amount repayable in after 1 year	26,580	3,446		
	105,194	81,163		

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

Oceanus Group Limited	Group			
	6 months ended		12 months ended (YTD)	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024
	SGD'000	SGD'000	SGD'000	SGD'000
Cash flows from operating activities				
Profit/(Loss) before income tax	(7,639)	3,398	(6,880)	2,531
Adjustments for:	-	-	-	-
Depreciation of property, plant and equipment/investment prop	1,835	2,658	2,699	4,282
Depreciation of right-of-use assets	88	-	88	-
Gain on disposal of subsidiary/associate	1,825	(716)	1,825	(716)
Gain arising from loss of control on a group of subsi	-	(7,615)	-	(7,615)
(Gain)/loss on disposal of unquoted money market fund	-	(2)	-	(2)
(Gain)/loss on disposal of assets	-	-	(1,475)	-
Good will written off	(940)	-	(940)	-
Share of loss from equity-accounted associate	13	496	363	496
Share based payments	879	879	879	879
Unrealised currency (gain)/loss	-	1,242	-	1,242
Exchange differences on translation	(1,291)	1,940	(2,766)	-
Fair value loss unquoted equity shares at FVTPL to invt to subsi	-	3,246	-	3,246
Fair value loss unquoted equity shares at FVTPL	387	386	387	386
Estd credit loss allowance on other receivables (Kingsman)	-	2,300	-	2,300
Interest income	-	(315)	-	(315)
Interest expense	-	5,612	-	5,612
Operating cash flows before changes in working capital	(4,843)	13,509	(5,820)	12,326
Change in trade receivables	(15,800)	(7,704)	7,522	(9,609)
Change in other receivables	3,031	2,251	3,510	-
Change in inventories	(10,959)	2,185	(28,122)	(2,169)
Change in trade payables	6,127	(5,778)	4,733	(4,835)
Change in other payables	2,311	1,396	1,326	-
Change in other liability	(2,932)	2,151	(2,758)	2,563
Change in other financial assets	3,671	5,788	(2,875)	10,716
Cash (used in)/from operations	(19,394)	13,798	(22,484)	8,992
Income taxes paid	(187)	(1,057)	(983)	(822)
Net cash flows (used in) operating activities	(19,581)	13,056	(23,467)	8,485
Cash flows from investing activities				
Purchase of property, plant and equipment	-	(287)	-	(287)
Acquisition/disposal of associate	1,365	-	1,365	-
Increase/(decrease) in other financial assets	-	(2,755)	-	(2,250)
Disposal of subsidiary	-	(185)	-	(185)
Consideration receivable for disposal of subsi	-	1,746	-	1,746
Net effect on Acquisition of Subsidiary	-	280	-	280
Net cash flows generated/(used in) from investing activit	1,365	(1,201)	1,365	(696)
Cash flows from financing activities				
Lease liabilities-principle portion paid	-	(975)	-	(975)
Increase/(decrease) in loans and borrowings	19,832	(2,640)	24,079	(10,326)
Interest paid	-	(5,485)	-	(5,485)
Net cash flows generated/(used in) from financing activit	19,832	(9,100)	24,079	(16,786)
Net increase (decrease) in cash and cash equivalent	1,616	2,755	1,977	(8,997)
Effect of cash and cash equivalent denominated in foreign currency	(277)	113	326	(210)
Cash and cash equivalent at beginning of the period	10,764	6,932	9,800	19,007
Cash and cash equivalents at end of the period	12,103	9,800	12,103	9,800

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	Share 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	SGD'000
Current year:									
Opening balance at 1 January 2025	683,855	(217,842)	5,744	879	8,067	(424,066)	56,637	7,040	63,677
Effect of prior year adjustments		279				7	286	225	511
Changes in equity:									
Issue of new shares	879	-	-	(879)	-	-	-	-	-
Total comprehensive income/(loss) for the period	-	-	(3,437)	-	-	(7,194)	(10,631)	(1,149)	(11,780)
Closing balance at 31 December 2025	684,734	(217,563)	2,307	879	8,067	(431,253)	47,171	6,116	53,287
Previous year:									
Opening balance at 1 January 2024	683,855	(217,842)	6,091	-	8,067	(426,510)	53,661	7,710	61,371
Adjustment for reserve	-	-	-	-	-	-	-	-	-
Changes in equity:									
Issue of new shares	-	-	-	-	-	-	-	-	-
Share-based payments				879			879		879
Capital contribution from non-controlling interest	-	-	-	-	-	-	-	-	-
Acquisition of a subsidiary	-	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the period			(347)	-	-	2,444	2,097	(670)	1,427
Closing balance at 31 December 2024	683,855	(217,842)	5,744	879	8,067	(424,066)	56,637	7,040	63,677

Company	Share capital SGD'000	Capital reserve SGD'000	Share reserve SGD'000	Accumulated losses SGD'000	Total SGD'000
Current year:					
Opening balance at 1 January 2025	683,855	2,254	879	(655,244)	31,744
Issue of new shares	879	-	(879)	-	-
Total comprehensive income/(loss) for the period	-	-	-	(3,814)	(3,814)
Closing balance at 31 December 2025	684,734	2,254	879	(659,058)	28,809
Previous year:					
Opening balance at 1 January 2024	683,855	2,254	-	(648,160)	37,949
Adjustment for reserve	-	-	-	-	-
Issue of new shares	-	-	-	-	-
Share-based payments			879		879
Total comprehensive income/(loss) for the period	-	-	-	(7,084)	(7,084)
Closing balance at 31 December 2024	683,855	2,254	879	(655,244)	31,744

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

	Distribution	Services	Others	Total
	SGD'000	SGD'000	SGD'000	SGD'000
12 months ended 31 December 2025				
Revenue by segments	278,323	1,194	43	279,560
Results:				
Segment results	10,386	171	(5,486)	5,071
Finance costs	(5,682)	(84)	(824)	(6,590)
Foreign exchange gain	(2,349)	(1)	(224)	(2,574)
Depreciation and amortisation charges	(1,046)	(302)	(1,439)	(2,787)
Profit before income tax	1,309	(216)	(7,973)	(6,880)
Income tax expense	(1,312)	-	(154)	(1,466)
Profit for the period	(3)	(216)	(8,127)	(8,346)
12 months ended 31 December 2024				
Revenue by segments	287,754	1,725	1,132	290,611
Results:				
Segment results	4,380	(1,467)	7,490	10,403
Finance costs	(4,617)	(79)	(916)	(5,612)
Foreign exchange gain	538	(76)	1,560	2,022
Depreciation and amortisation charges	(81)	(428)	(3,773)	(4,282)
Profit before income tax	220	(2,050)	4,361	2,531
Income tax expense	(871)	-	(289)	(1,160)
Profit for the period	(651)	(2,050)	4,072	1,371

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 31 December 2025.

(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 of 31 December 2025 is 25,762,746,364 shares (31 December 2024: 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 2024.

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		12 months ended (YTD)	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024
a) EPS based on weighted average number of shares (SGD cents/share)	(0.03)	(0.01)	(0.03)	0.01
b) EPS based on fully diluted basis (SGD cents/share)	(0.03)	(0.01)	(0.03)	0.01
Weighted average number of shares applicable to earnings per share	25,762,746,364	25,665,018,696	25,762,746,364	25,665,018,696
Weighted average number of shares fully diluted basis	25,762,746,364	25,665,018,696	25,762,746,364	25,665,018,696

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	
	31/12/2025	31/12/2024	31/12/2025	31/12/2024
Net asset value per ordinary share based on issued share capital as at end of the period (SGD cents/share)	0.21	0.25	0.11	0.12

Net asset value for the Group and the Company as at 31 December 2025 and 31 December 2024 are computed based on 25,762,746,364 (Dec 2025) and 25,665,018,696 (Dec 2024) 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 full year ended 31 December 2025 ("FY2025"), the Group generated total revenue of SGD279.9 million, representing a 4% decrease from SGD290.6 million recorded in the preceding financial year ("FY2024"). The decline was mainly due to lower commodities volume and the cessation / scaling back of certain distribution activities, following the Group's deliberate streamlining to exit unprofitable and non-

core operations. This was partially offset by continued strength in the higher-margin B2B segment, which supported revenue quality.

OTHER OPERATING COSTS

Other operating expenses were reduced by SGD3.0 million (or 13%) from SGD23.7 million in FY2024 to SGD20.6 million in FY2025. This was mainly due to operational cost-saving measures implemented during the year.

OTHER OPERATING INCOME

Other operating income decreased by SGD11.0 million (or 70%) from SGD15.8 million in FY2024 to SGD4.8 million in FY2025. This was mainly due to the absence of FY2024 one-off items, including gains from the disposal of interests in subsidiary OMG, as well as higher commission-based income recognised in FY2024.

NON-OPERATIONAL AND LEGACY ITEMS AFFECTING REPORTED EARNINGS

The Group's reported earnings were impacted by several non-operational / non-recurring items arising from Management's strategy to comprehensively address legacy exposures and strengthen the Group's financial position:

- a) Foreign exchange losses: FX losses of SGD2.3 million, which were mostly unrealised in nature and largely related to the translation of inter-company loans.
- b) Impairments: Impairment charges recognised in relation to various legacy exposures, including certain receivables and investments.
- c) Finance costs: Finance costs increased due mainly to the higher utilisation rate of trade revolving facilities to support the Group's trade financing and working capital requirements.

Adjusting for the above non-operational / non-recurring items (including the removal of extraordinary / one-off gains and the cessation of certain non-core segments), such normalised FY2025 P&L reflects an adjusted net profit of approximately SGD0.77 million.

(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 remained in a positive net asset position of SGD53.3 million as at 31 December 2025.

Total assets increased year-on-year, driven primarily by a strategic inventory build of approximately SGD27.9 million to support the expanding pipeline of the Trade & Distribution segment and improve fulfilment readiness.

Management continued to tighten working capital discipline, including enhanced receivables collection efforts, resulting in a reduction in trade receivables of approximately SGD7.6 million and improvement in receivables ageing. Management is also proactively shortening customer payment terms where feasible to accelerate cash conversion.

Total liabilities increased mainly due to a SGD28.0 million increase in revolving facilities utilisation, which was used principally to finance the aforementioned inventory build and support trade financing needs. The higher utilisation of such facilities was also a key driver for the increase in finance costs for FY2025.

REVIEW OF CASH FLOW STATEMENT

The Group closed FY2025 with a cash and bank balance of SGD12.1 million (FY2024: SGD9.8 million). Operating cash flows were impacted primarily by the intentional deployment of working capital into inventories (consistent with the strategic inventory build), and were correspondingly supported by financing inflows from revolving facilities and trade finance lines.

The Group is in a positive **net asset** position of SGD53.3 million as at 31 December 2025, compared to SGD63.7 million recorded in 31 December 2024.

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.

For the full year ended 31 December 2025 (“FY2025”), Oceanus Group generated total revenue amounting to SGD279.9 million. The lower revenue compared to the corresponding period (“FY2024”) was largely attributed to the Group’s deliberate organisational streamlining exercise, where certain non-core businesses such as media, fruits trading, and B2C e-commerce distributions were scaled back to channel our capital and resources into higher growth areas. Gross profit was SGD18.3 million, a 10% moderation from FY2024, reflecting the Group’s shift away from lower-quality, non-core revenue streams.

Following this organisational streamlining, the Group is now better positioned to focus on its core competencies. Our forward trajectory will be firmly anchored on three core pillars: Trade & Distribution, Logistics (4PL), and our financial technology platform, the Oceanus Digital Intelligence Network (ODIN). Under Trade & Distribution, our subsidiary Season Global will drive growth across four key engines: cross-border e-commerce, online growth, offline expansion directly to hotels and restaurants, and proprietary brand strategies. To complement our Asian trading networks, we formally established Oceanus US in FY2025, marking our strategic expansion into North America. We also joined the US-based International Factoring Association to access a network of over 400 industry members, and will continue selectively exploring high-value trade opportunities in Latin America and the MENA region to build upon our existing supply chain footprint.

Investing in technology for a sustainable digital ecosystem remains central as we expand ODIN to help close the US\$2.5 trillion global trade finance gap. In February 2026, we partnered with Clearwater Capital Pte. Ltd. to launch verifiable tokenisation of trade flows on ODIN’s blockchain platform. This initiative aims to digitise trade, increase transparency, and boost efficiency for companies, with ODIN streamlining food trade finance by reducing payment friction and improving international transactions.

Looking ahead, we are highly cognisant of the ongoing macroeconomic uncertainty characterised by geopolitical tensions, trade fragmentations, price volatility, and climate risks which have put pressure on global food supply chains. According to the World Bank, the state of food security is expected to worsen globally, with a 20 percent increase in the number of people facing acute food insecurity since 2020. To navigate these headwinds, management remains focused on strengthening our business fundamentals, prioritising strict cost discipline, tightening working capital management—such as reducing customer payment terms from 150 days to 120 days to improve cash flow—and enhancing operational efficiencies. By leveraging our strong partnerships and AI-driven capabilities through ODIN, the Group is well-positioned to create a more efficient, resilient, and frictionless global food marketplace while delivering sustainable long-term value for our shareholders.

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 31 December 2025.

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 12 months ended 31 December 2025 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
27 February 2026