



## **OCEANUS GROUP LIMITED**

(the “**Company**”)

(Incorporated in the Republic of Singapore)

(Company Registration Number: 199805793D)

### **IMPORTANT NOTICE TO SHAREHOLDER IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY’S ANNUAL GENERAL MEETING TO BE HELD ON 29 JUNE 2020**

#### **1. Background**

Oceanus Group Limited (the “**Company**”) refers to:

- (a) its announcements dated 9 April 2020 and 13 April 2020 in relation to the waiver granted by both Accounting and Corporate Regulatory Authority (“**ACRA**”) and Singapore Exchange Regulation (“**SGX RegCo**”) to allow the Company an extension of time of up to 29 June 2020 in respect of holding the Company’s annual general meeting (“**AGM**”) for the financial year ended 31 December 2019 (“**FYE31Dec2019**”) and extension of time to issue the Company’s Annual Report for FYE31Dec2019;
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (d) the joint statement released by the ACRA, the Monetary Authority of Singapore and SGX RegCo on 13 April 2020, providing additional guidance on the conduct of general meetings during the elevated safe distancing period.

#### **2. Date, time and conduct of AGM.**

The Company is pleased to announce that pursuant to the Order, its AGM will be convened and held by way of electronic means on Monday, 29 June 2020 at 11.00 a.m.

The Company’s Executive Director and Chief Executive Officer, Mr Peter Koh Heng Kang, will preside as Chairman of the AGM, and together with its Chief Financial Officer, Mr Duane Ho Jun How, will conduct the proceedings of the AGM and address substantial, and relevant questions which members have submitted in advance.

#### **3. Notice of AGM and proxy form.**

The Notice of AGM and accompanying proxy form will be sent to members solely by electronic means via publication on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and the Company’s Investor Relations (“**IR**”) website at the URL <https://oceanus.com.sg/our-investors/>. Printed copies of these documents will **NOT** be sent to members.

#### **4. No personal attendance at AGM.**

Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the AGM in person.

#### **5. Alternative arrangements for participation at the AGM.** Members may participate at the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the AGM; and/or

- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively.

Details of the steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM are set out in the Appendix to this Important Notice.

**6. Persons who hold shares through relevant intermediaries.**

Persons who hold the Company's shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
- (b) submitting questions in advance of the AGM; and/or
- (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) 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 or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 June 2020.

**7. Annual Report 2019.**

The Annual Report 2019 has been published on the Company's IR website at the URL <https://oceanus.com.sg/our-investors/> and will also be made available on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and/ or <https://www.sgx.com/securities/annual-reports-related-documents>.

**8. Key dates/deadlines.**

In summary, the key dates/deadlines which members should take note of are set out in the table below:

Key dates	Actions
<b>12 June 2020 (Friday)</b>	<ul style="list-style-type: none"> <li>Members may begin to pre-register at <a href="https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg">https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg</a> for live audio-visual webcast/live audio-only stream of the AGM proceedings.</li> </ul>
<b>5.00 pm on 17 June 2020 (Wednesday)</b>	<ul style="list-style-type: none"> <li>Deadline for CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.</li> </ul>
<b>11.00 am on 26 June 2020 (Friday)</b>	<ul style="list-style-type: none"> <li>Deadline for members to:               <ol style="list-style-type: none"> <li>pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings;</li> <li>submit questions in advance of the AGM; and</li> <li>submit proxy forms appointing the Chairman of the AGM as proxy in respect of the resolutions tabled for approval at the AGM.</li> </ol> </li> </ul>

Key dates	Actions
<p><b>12.00 noon on 28 June 2020 (Sunday)</b></p>	<ul style="list-style-type: none"> <li>• Authenticated members will receive an email which will contain:               <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceedings</li> </ul> <p style="margin-left: 40px;">(collectively, the “<b>Confirmation Email</b>”).</p> </li> <li>• Members who do not receive the Confirmation Email by <b>12.00 noon on 28 June 2020</b>, but have registered by the 26 June 2020 deadline should contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a>, with the following details included:               <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS)</li> </ul> </li> </ul>
<p><b>Date and time of AGM - 11.00 am on 29 June 2020 (Monday)</b></p>	<ul style="list-style-type: none"> <li>• Click on the link in the Confirmation Email and enter the user ID and password to access the live audio-visual webcast of the AGM proceedings; or</li> <li>• Call the toll-free telephone number in the Confirmation Email and key in the PIN code to access the live audio-only stream of the AGM proceedings.</li> <li>• Note: Members may contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a> in the event if there is any technical issue for login pre-AGM or during AGM</li> </ul>

11. **Further information.** For more information, members can contact Investor Relations at the URL <https://oceanus.com.sg/our-investors/>.

Due to the current COVID-19 situation, further measures and/or changes to the AGM arrangements may be made on short notice. Members are advised to check on the Company's announcement(s) on SGXNet or the Company's corporate website for the latest updates on the status of the AGM.

The Company would like to thank all members for their patience, understanding and cooperation.

**BY ORDER OF THE BOARD**

Peter Koh Heng Kang, <sup>PBM</sup>  
Executive Director and Chief Executive Officer

12 June 2020

## APPENDIX

### Steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM

Members will be able to observe and/or listen to the AGM proceedings through a live audio-video webcast using their mobile phones, tablets or computers, or live audio-only stream by calling a toll free telephone number, submit questions in advance of the AGM and/or vote by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps:

No.	Steps	Details
1.	<b>Pre-registration</b>	<p>Members must pre-register at the pre-registration website at <a href="https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg">https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg</a> from <b>12 June 2020 up to 11.00 am on 26 June 2020</b> to enable the Company to verify their status as members.</p> <p>Following the verification, authenticated members will receive an email by <b>12.00 noon on 28 June 2020</b>. The email will contain:</p> <ul style="list-style-type: none"> <li>(a) user ID and password details as well as the link to access the live audio-visual webcast; and</li> <li>(b) a PIN code and the toll-free telephone number to access the live audio-only stream of the AGM proceedings</li> </ul> <p>(collectively, the “<b>Confirmation Email</b>”).</p> <p>Members who do not receive the Confirmation Email by <b>12.00 noon on 28 June 2020</b>, but have registered by the 26 June 2020 deadline should contact us via email at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a>, with the following details included:</p> <ul style="list-style-type: none"> <li>(a) full name;</li> <li>(b) address; and</li> <li>(c) the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).</li> </ul>
2.	<b>Submit questions in advance</b>	<p>Members will <b>NOT</b> be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for members to pre-register and submit their questions in advance of the AGM.</p> <p><b>Submission of questions.</b> Members can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM via the pre-registration website at <a href="https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg">https://us02web.zoom.us/webinar/register/WN_zhwv8YJ5QCOCJXk8IWUedg</a>.</p> <p><b>Deadline to submit questions.</b> All questions must be submitted by <b>11.00 am on 26 June 2020</b>.</p> <p><b>Addressing questions and Minutes of AGM.</b> The Company will endeavour to address all substantial and relevant questions received from members during the AGM through live audio-visual webcast and live audio-only stream. The Company will publish the minutes of the AGM on SGXNet and its IR website, and the minutes will include the responses to substantial and relevant questions from members which are addressed during the AGM respectively.</p>

No.	Steps	Details
3.	<b>Submit proxy forms to vote</b>	<p><b>Appointment of Chairman of the AGM as proxy.</b> Members (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled for approval at the AGM must appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, respectively, in accordance with the instructions on the proxy form.</p> <p><b>Specific voting instructions to be given.</b> Where members (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.</p> <p><b>Submission of proxy forms.</b> Proxy forms must be submitted in the following manner:</p> <ul style="list-style-type: none"> <li>(i) if submitted by post, be deposited at the office of the Company's Share Registrar at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or</li> <li>(ii) if submitted via email, please send to the Company's email address at <a href="mailto:agm@oceanus.com.sg">agm@oceanus.com.sg</a> , in either case, not less than 72 hours before the time appointed for the Annual General Meeting.</li> </ul> <p>in either case, by <b>11.00 am on 26 June 2020.</b></p> <p>A member who wishes to submit an instrument of proxy must first 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.</p> <p><b>In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.</b></p> <p>CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective Agent Banks or SRS Operators to submit their votes by <b>5.00 pm on 17 June 2020.</b></p>