



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

PROPOSED CHANGE OF AUDITORS

The Board of Directors ("**Board**") of Oceanus Group Limited ("**Company**") wishes to announce the Company's intention to change its auditors ("**Auditors**") from Messrs Foo Kon Tan LLP ("**FKT**") to Messrs RSM Chio Lim LLP ("**RSM**") (the "**Proposed Change of Auditors**") with effect from the financial year ending 31 December 2018.

The Company's current Auditors, FKT, have served as Auditors since the financial year ended 2013 and was last re-appointed at the Annual General Meeting ("**AGM**") held on 30 April 2018, to hold office until the conclusion of the next AGM.

As part of ongoing good corporate governance initiatives, the Board is of the view that it would be timely to effect a change of Auditors to further strengthen the corporate governance processes of the Company. A change of Auditors would also enable the Company to benefit from fresh perspectives and views of another professional audit firm, and thus, enhance the value of the audit of the Group.

The Board, having reviewed and deliberated on the suitability of several audit firms, and in consultation with the Audit Committee, has nominated and recommended RSM to replace FKT as the Auditors for the audit of the Company's financial statements for the financial year ending 31 December 2018.

The Company had, on 1 October 2018, received a notice dated 28 September 2018 from FKT informing the Company, among others, that FKT intends to resign as Auditors. On 13 November 2018, FKT informed the company that it had applied to the Accounting and Corporate Regulatory Authority ("**ACRA**") to seek ACRA's consent to its resignation as Auditors.

Subsequently on 20 November 2018, the Company also received a written statement from FKT dated 28 September 2018 informing the Company of the reasons for its resignation as Auditors ("**Written Statement**"). A copy of the Written Statement is attached to this announcement.

In connection with the above, the Company was, on 26 November 2018, informed by FKT that it had received a letter from ACRA dated 26 November 2018 consenting to FKT's resignation as Auditors. In accordance with Section 205AB(5) of the Companies Act, the resignation of FKT as Auditors took effect on 26 November 2018.

RSM had, in a letter dated 9 October 2018, given their written consent to act as Auditors. Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Companies Act, the appointment of RSM as Auditors in place of FKT must be specifically approved by shareholders of the Company ("**Shareholders**") at a general meeting. The appointment of RSM as Auditors will therefore take effect upon approval of the same by Shareholders at the Extraordinary General Meeting ("**EGM**") to be convened in due course and, if appointed, RSM will hold office until the conclusion of the next AGM of the Company for the financial year ending 31 December 2018.

In accordance with the requirements of Rule 1203(5) of the Listing Manual, the Company confirms that:

- (a) the Company has received a copy of FKT's professional clearance letter dated 28 September 2018 to RSM, confirming that it is not aware of any professional reasons why the new Auditors, RSM, should not accept appointment as Auditors of the Company;
- (b) the Company confirms that there were no disagreements with the outgoing Auditors, FKT, on accounting treatments within the last 12 months;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders, which has not been disclosed in this announcement;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed above; and
- (e) the Company confirms that it is in compliance with Rule 712 and Rule 715 or 716 of the Listing Manual in relation to the appointment of RSM as Auditors.

A circular to Shareholders setting out further details on the Proposed Change of Auditors, together with the notice of EGM, will be despatched to Shareholders in due course.

BY ORDER OF THE BOARD

Peter Koh Heng Kang
Executive Director and Chief Executive Officer
3 December 2018



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Our Ref.: O148/TKT/DS

28 September 2018

Oceanus Group Limited
31 Harrison Road
#11-03/04, Food Empire Building
Singapore 369649

Dear Sirs

RESIGNATION AS AUDITORS

We give notice of our intention to resign as auditors of Oceanus Group Limited (the "Company") and its subsidiaries (the "Group") in connection with your decision on discontinuance of Foo Kon Tan LLP as auditors of the Group. Your reasons for cessation of our audit services are set out in your notification letter to us as follows:

As part of ongoing good corporate governance initiatives and considering that the Company has been audited by Foo Kon Tan LLP since FY2012, the Audit Committee ("AC") of Oceanus Group Limited ("Oceanus Group" or the "Company") is of the view that it is timely to effect a change of external auditors so as to enable the Company to benefit from fresh perspective and views of another professional accounting firm.

The Board of Directors ("Board") of the Company concurs with this view and believes it is timely and in the best interest of the Company to consider a change of auditors with effect from financial year ending 31 December 2018.

Following a review of proposals from various audit firms and on the recommendation of the AC, the Board intends to propose that RSM Choi Lim LLP be appointed as auditors of the Company with effect from the financial year ending 31 December 2018.

The Board wish to express their appreciation for the past services rendered by Foo Kon Tan LLP.

Please note that pursuant to Section 205AB(1) of the Companies Act, Cap. 50 (the "Act") and Rule 712(3) of the Listing Manual, our resignation is subject to the consent from the Accounting and Corporate Regulatory Authority ("ACRA") for our resignation as auditors of the Group and the approval of the shareholders at an extraordinary general meeting of the Company.

We have applied to the ACRA for consent to our resignation.

We thank you for your support in the past and look forward to be of service again in the future should that opportunity arise.

Yours faithfully

A handwritten signature in black ink that reads 'Fook Tan LLP'.

Foo Kon Tan LLP
Chartered Accountants of Singapore

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