

PROXY FORM

IMPORTANT	
1.	The Annual General Meeting (“AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of the AGM, Letter to Shareholders, proxy form and Annual Report FY2022 (collectively, the “Documents”) will NOT be sent to members. Instead, these Documents are made available to members by electronic means via publication on SGXNet and the Company’s Investor Relations (“IR”) website at the URL https://oceanus.com.sg/our-investors/ and also be made available on SGXNet at the URL https://www.sgx.com/securities/company-announcements .
2.	Alternative arrangements relating to attendance at the AGM via electronic means (in particular, arrangements on participating the AGM via Live Webcast), submission of questions to the Chairman of the AGM in advance of and during the AGM, addressing of substantial and relevant questions prior to, or at the AGM and participation of Live Voting at the AGM (i) by the member or his/ her/ its duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Important Notice to Members dated 12 April 2023 in relation to the Conduct and Proceedings of the Company’s AGM on Thursday, 27 April 2023 at 10.00 a.m. (“Important Notice to Members”). This Important Notice to Members should be read together with this Proxy Form and may be accessed at the Company’s IR website at the URL https://oceanus.com.sg/our-investors/ and also be made available on SGXNet at the URL https://www.sgx.com/securities/company-announcements .
3.	A member will not be able to attend the AGM in person. A member (whether individual or corporate) may either participate in the Live Voting, or to appoint his/her/its proxy(ies) or the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies) or the Chairman of the AGM as a member’s proxy to attend, speak and vote on his/her/its behalf at the AGM.
4.	Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), may appoint more than two proxies to attend and vote at the AGM.
5.	This Proxy Form is not valid for use by such CPF or SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF or SRS investors who wish to vote 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 17 April 2023.
6.	By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.

*I/We _____ (Name) *NRIC/Passport/Co. Reg. No. _____ (Address)
of _____ (Address)
being a *member/members of **OCEANUS GROUP LIMITED** (the “Company”) hereby appoint:

Name	NRIC/Passport	Email Address***	Proportion of Shareholdings	
			No. of Shares	%
Address				

and/or (delete as appropriate)

Name	NRIC/Passport	Email Address***	Proportion of Shareholdings	
			No. of Shares	%
Address				

or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting (“AGM”) as *my/our proxy/ proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM of the Company to be convened and held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our proxy to vote for or against or abstain from voting on the Ordinary Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the *proxy/proxies will vote or abstain from voting at his/her/their discretion. The resolutions put to vote at the AGM shall be decided by poll.

No.	Ordinary Resolutions	For**	Against**	Abstain**
Ordinary Business				
1.	Adoption of Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 together with the Independent Auditor’s Report			
2.	Re-election of Dr Yaacob Bin Ibrahim as a Director			
3.	Approval of payment of Directors’ fees of S\$160,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears.			
4.	Re-appointment of Messrs RSM Chio Lim LLP as Auditors			
Special Business				
5.	Authority to allot and issue new shares			
6.	Proposed Adoption of the Restricted Share Plan			
7.	Proposed Adoption of the Performance Share Plan			

OCEANUS GROUP LIMITED
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(Company Registration No. 199805793D)

* Delete where inapplicable

** If you wish to exercise all your votes "For" or "Against", please tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in each resolution. If you wish to "Abstain" from voting on a resolution, please tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

*** Compulsory for registration purposes. All members (other than CPF and SRS investors) who submit their proxy forms appointing a proxy(ies) or the Chairman of the AGM **are also required** to pre-register their proxy(ies) at the pre-registration website at <https://go.lumiengage.com/Oceanus-AGM2023> for participation of the AGM proceedings via Live Webcast. Authenticated proxy(ies) will be provided with a confirmation email for the AGM containing details, as well as instructions on attending the AGM via the email provided during the pre-registration and in this proxy form.

Dated this _____ day of _____ 2023.

	Total number of Shares in:
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

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Notes:

1. **A member will not be able to attend the AGM in person. A member (whether individual or corporate) who is unable to attend the AGM by way of electronic means may appoint his/her/its proxy(ies) or the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** This proxy form may be downloaded from the Company's IR website at the URL <https://oceanus.com.sg/our-investors/> and also be made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. 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.
2. Please insert the total number of shares held by you as a member of the Company. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
3. 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.
4. 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 more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
5. 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 vote by way of Live Voting 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 17 April 2023**.

6. A proxy need not be a member of the Company.
7. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
8. The instrument appointing a proxy or proxies must be submitted to the Company in the following manners:
 - (a) If submitted electronically, via the pre-registration's website at <https://go.lumiengage.com/Oceanus-AGM2023>; or
 - (b) 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
 - (c) if submitted via email, please send to the Company's email address at Oceanus-AGM2023@boardroomlimited.com, in either case, **by 10.00 a.m. on 24 April 2023** (being not less than 72 hours before the time appointed for the AGM).

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. **Members are encouraged to submit completed instrument of proxy via email.**

9. 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.

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10. 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.
11. 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.
12. Subject to paragraphs 3 and 4 above, completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the "live" audio-visual webcast of the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument appointing a proxy or proxies to the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 April 2023.