

CORPORATE INFORMATION

DIRECTORS

EXECUTIVE DIRECTOR AND CEO

Peter Koh Heng Kang

INDEPENDENT DIRECTORS

Edward Loy Chee Kim
Zahidi Bin Abd Rahman
Yaacob Bin Ibrahim

NON-EXECUTIVE DIRECTORS

Cleveland Cuaca

AUDIT COMMITTEE

Edward Loy Chee Kim (Chairman)
Zahidi Bin Abd Rahman
Cleveland Cuaca

NOMINATING COMMITTEE

Zahidi Bin Abd Rahman (Chairman)
Edward Loy Chee Kim
Peter Koh Heng Kang

REMUNERATION COMMITTEE

Yaacob Bin Ibrahim (Chairman)
Edward Loy Chee Kim
Cleveland Cuaca

COMPANY SECRETARIES

Chen Chuanjian, Jason
Tan Ching Ching

REGISTERED OFFICE

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#11-03/04 Food Empire Building
Singapore 369649
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REGISTRAR

Boardroom Corporate & Advisory Services Pte Ltd
1 Harbourfront Avenue
Keppel Bay Tower #14-03/07
Singapore 098632

BANKERS

United Overseas Bank
DBS Bank Ltd
HSBC Bank
OCBC Bank
Bank of China

AUDITOR

RSM Chio Lim LLP
8 Wilkie Road
#03-08
Wilkie Edge
Singapore 228095

Partner-in-charge:
Ng Thiam Soon
(since financial year 2018)

CORPORATE GOVERNANCE REPORT

The Board of Directors (the “**Board**” or the “**Directors**”) and Management of Oceanus Group Limited (the “**Company**”) are committed to maintaining a high standard of corporate governance (including accountability, transparency and sustainability) and business conduct while balancing the interests of the Company’s stakeholders. The Group is also committed to maintaining a high standard of accountability to the shareholders of the Company by complying with the benchmark set by the Code of Corporate Governance 2018 (the “**Code**”) where it is applicable and practical to the Company and its subsidiaries (the “**Group**”) in the context of the Group’s business and organisational structure.

This Annual Report sets out the corporate governance practices and procedures that have been adopted by the Group with specific reference to the principles and provisions of the Code, the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST Listing Manual**”) and the Companies Act 1967 of Singapore (“**Act**”) where applicable, except where there are deviations from the Code, appropriate explanations are provided.

BOARD MATTERS

Principle 1: The Board’s Conduct of Affairs

The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company.

The Board is entrusted with the responsibility for the overall management of the business, corporate affairs, corporate governance, strategic direction, formulation of policies and supervision of the investment and business activities of the Group.

Despite the Company’s cessation of quarterly reporting, the Board will continue to meet on a quarterly basis to discharge its duties effectively and convene ad-hoc Board meetings as and when they are deemed necessary. Between Board meetings, other important matters will be put to the Board’s approval by circulating resolutions in writing. The Company’s Constitution provides for meetings of Directors to be held by means of telephone conference or other methods of simultaneous communication by electronic or other means.

Matters which specifically require the Board’s decision or approval includes the followings:

- corporate strategy and business plans;
- investment and divestment proposals;
- funding decisions of the Group;
- nomination of Board members for appointment to the Board and appointment of key personnel;
- quarterly (if applicable), half yearly^{Note A} and full year results announcements, the annual report and accounts;
- identifying key stakeholder groups and review of the effect of their perception on the Company’s reputation;
- sustainability issues as part of its strategic formulation;
- material acquisitions and disposal of assets; and
- all matters of strategic importance.

All other matters are delegated to board committees (“**Board Committees**”) whose actions are monitored and endorsed by the Board. These committees include the Audit Committee (“**AC**”), the Nominating Committee (“**NC**”) and the Remuneration Committee (“**RC**”), which operate within written terms of reference and functional procedures.

CORPORATE GOVERNANCE REPORT

Each Director acts in good faith and in the best interest of the Company. All Directors are expected to fulfil their duties to objectively take decisions in the interest of the Company. Where there are circumstances of conflict of interest/possible conflict of interest on any transaction/proposed transaction with the Company, the Director(s) involved are required to disclose his/her interests in a timely manner and refrain from participating in the discussions on the matter.

The number of meetings held and the attendance at meetings of the Board and Board Committees by the previous and present Directors of the Company during the financial year end 31 December 2021 ("FY2021") are, as follows:

	Board	AC	NC	RC
Number of meetings held	7	5	1	1
	Number of meetings attended while being a member			
Peter Koh Heng Kang	7	N.A.	1	N.A.
Edward Loy Chee Kim ⁽¹⁾	7	5	N.A.	1
Eugen Chua ⁽²⁾	7	5	1	1
Zahidi Bin Abd Rahman ⁽³⁾	7	5	1	1
Dr. Yaacob Bin Ibrahim ⁽⁴⁾	7	N.A.	N.A.	N.A.
Cleveland Cuaca ⁽⁵⁾	N.A.	N.A.	N.A.	N.A.

Notes:

- (1) Mr Edward Loy Chee Kim was appointed as a member of the NC on 5 April 2021.
- (2) Mr Eugen Chua was appointed as a member of AC of the Company on 1 September 2020. Subsequently, Mr Eugen Chua was re-designated as Non-Independent Non-Executive Director on 5 April 2021. He had also relinquished his appointment as Chairman of the RC and a member of the NC on 5 April 2021. Following the resignation of Mr Eugen Chua as the Non-Independent Non-Executive Director of the Company on 15 December 2021, he also ceased to act as the member of each of the AC and RC accordingly.
- (3) Mr Zahidi Bin Abd Rahman was appointed as an Independent Non-Executive Director, Chairman of the NC and a member of each of the AC and the RC of the Company on 29 June 2020. Subsequently, he had relinquished his appointment as a member of the RC on 5 April 2021.
- (4) Dr. Yaacob Bin Ibrahim was appointed as an Independent Non-Executive Director of the Company on 1 September 2020. He was appointed as a member of the RC and, subsequently appointed as the Chairman of the RC, on 5 April 2021.
- (5) Mr Cleveland Cuaca was appointed as a Non-Independent Non-Executive Director on 15 December 2021, and a member of each of the AC and RC.

N.A. = Not applicable

Directors are also informed and encouraged to attend seminars and receive relevant training so as that they are in a position to discharge their duties as Directors. The Company will work closely with professionals to provide its Directors with updates on changes to relevant laws, regulations and accounting standards.

The newly appointed Directors are given an orientation on the Group's business strategies and operations. Directors also have the opportunity to visit the Group's operating facilities and meet with Management to gain a better understanding of

CORPORATE GOVERNANCE REPORT

the Group's business operations and governance practices, where necessary. Mr Cleveland Cuaca was the incoming director during the financial year under review. As the first-time Director to the listed issuer, Mr Cleveland Cuaca will attend the relevant Listed Entity Director training courses which are organised by the Singapore Institute of Directors as prescribed by the SGX-ST within the stipulated timeline.

In the past, the Directors attended various conferences, workshops and training programmes organised by the Singapore Institute of Directors, Singapore Management University, the Institute of Banking & Finance Singapore etc. In addition to the training courses/programmes, Directors are also at liberty to approach Management should they require any further information or clarification concerning the Company's operations. During the year, the Directors did not attend any conferences, workshops and training programmes. The Company will arrange for its Directors to attend the mandatory trainings on sustainability reporting (environment, social and governance essentials) within the current calendar year.

In order to ensure that the Board is able to fulfil its responsibilities, Management provides the Board with complete, adequate and timely information prior to Board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

Further, Non-Executive Directors and Independent Directors are routinely briefed by the Executive Director or Management at Board meetings or at separate sessions on business developments of the Group. Non-Executive Directors and Independent Directors, either individually or as a group, have full access to the Executive Director, Management and the Company Secretary.

In furtherance of their duties, the Directors may seek independent legal and other professional advice, at the Company's expense, concerning any aspect of the Group's operations or undertakings in order to fulfil their duties and responsibilities. The appointment of such independent professional advisers is subject to the approval of the Board.

The Company Secretaries attend Board and Board Committee meetings. Together with Management, the Company Secretaries are responsible for advising that appropriate Board procedures are practised and that the requirements of the Act and the provisions in the Mainboard Rules are complied with. The appointment or removal of the Company Secretaries is a matter for the Board as a whole.

The Directors are briefed either during Board and Board Committee meetings or by the Company Secretaries of these changes especially where these changes have an important bearing on the Directors' disclosure obligations.

Principle 2: Board Composition and Guidance

The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

As at the date of this Annual Report, the Board comprises the following directors:

Mr Peter Koh Heng Kang	Executive Director and Chief Executive Officer
Mr Cleveland Cuaca	Non-Independent Non-Executive Director
Mr Edward Loy Chee Kim	Independent Non-Executive Director
Mr Zahidi Bin Abd Rahman	Independent Non-Executive Director
Dr. Yaacob Bin Ibrahim	Independent Non-Executive Director

The profile of each member of the Board is found in the "Board of Directors" section of this Annual Report.

The Board currently comprises three (3) Independent Non-Executive Directors, namely Mr Edward Loy Chee Kim, Mr Zahidi Bin Abd Rahman and Dr. Yaacob Bin Ibrahim, one (1) Executive Director, namely Mr Peter Koh Heng Kang, and one (1) Non-Independent Non-Executive Director, namely Mr Cleveland Cuaca. Mr Cleveland Cuaca was appointed on 15 December 2021, replacing Mr Eugen Chua who had resigned as the Non-Independent Non-Executive Director of the Company on the same day. Details of these changes had been announced on the SGX-ST on 15 December 2021

CORPORATE GOVERNANCE REPORT

The Company has yet to decide on the appointment of a new Chairman and continues to search for a suitable candidate.

The Board considers that there is a strong independent element retained in the Board as the Independent Directors represent a majority of the Board. Non-Executive Directors of the Company also make up a majority of the Board.

The Board considers an “Independent Director” as one who is independent in conduct, character and judgement, and has no relationship with the Company, its related companies, its 5% shareholders or its officers who could interfere, or be reasonably perceived to interfere, with the exercise of the Director’s independent business judgement in the conduct of the Group’s affairs. The Board believes it is able to exercise independent judgement on corporate affairs and provide Management with a diverse and objective perspective on issues. Each Independent Director is required to complete a confirmation of independence annually to confirm his independence based on the provisions as set out in the Code. Save for the director’s shareholding as stated in the Directors’ Statement, the Independent Directors have confirmed that they do not have any relationship with the Company or its related companies, or its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors’ independent business judgement with a view to the best interests of the Company. The NC is of the view that Mr Edward Loy Chee Kim, Mr Zahidi Bin Abd Rahman and Dr. Yaacob Bin Ibrahim are independent and is satisfied that there is no other relationship which would affect their independence.

In line with the SGX-ST Listing Rule 210(5)(d)(iii) which came into effect on 1 January 2022, the continued appointment of an Independent Director who has served the Board for an aggregate period of more than nine years will be subject to the approval of (i) all Shareholders; and (ii) all Shareholders, excluding Shareholders who are Directors and the CEO of the Company (and their associates), and will also be subject to rigorous review by the NC which is charged with the responsibility of monitoring and determining if a director remains independent in accordance with the Code. There is no Independent Director on Board who is subjected to this mandatory two-tier voting process at the forthcoming annual general meeting (“**2022 AGM**”).

The Board, through the NC, has examined its structure, size and composition and is of the view that it is an appropriate size for effective decision-making, taking into account the Company’s values, mission, strategic and business plan. The NC is also of the view that the current Board comprises individuals who as a group possesses core competency required for the Board to be effective. Details of the Board members’ qualifications and experience are presented in this Annual Report under the heading “Board of Directors”. The Board will also be formalizing a Board Diversity Policy during the current year, which provides that the NC shall consider all aspects of diversity, including diversity of skills, experiences, gender, age, ethnicity and other relevant factors in reviewing the Board composition. Notwithstanding that the Board is still in the process of adopting a written Board Diversity Policy, the Company has been placing Board Diversity as a key consideration in achieving its strategic objectives and ensuring sustainable development. In addition to having directors with diverse competencies and experience on board, the current Board is multiracial, multicultural and possesses a good mix of directors across different age groups. The NC has also recently reviewed and concurred that the next board diversity objectives will continue to place importance on gender, ethnicity and skill sets diversities.

The Non-Executive Directors are encouraged to participate in the Board meetings in the development of the Company’s strategic plans and directions and in the review of Management’s performance against the targets.

To facilitate a more effective check on the Management, the Non-Executive Directors shall meet at least annually without the presence of Management.

Principle 3: Chairman and Chief Executive Officer

There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

In the Code, the roles and responsibilities of the Chairman and Chief Executive Officer (“**CEO**”) are separate, serving to institute an appropriate balance of power and authority.

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The Company has not yet taken a firm decision on the appointment of a new Chairman.

The Chairman is responsible for the following:

- providing effective leadership to the Board in relation to all Board matters;
- guiding the agenda and conducting all Board meetings:
- in conjunction with the Company Secretaries, arranging regular Board meetings throughout the year, confirming that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Directors;
- overseeing Board succession plans and efforts;
- acting as a conduit between Management and the Board, and being the primary point of communication between the Board and the Management;
- setting the agenda and ensure that adequate time is available for discussion of all agenda items, in particular strategic issues;
- promoting a culture of openness and debate at the Board; and
- representing the views of the Board to the public.

The CEO is responsible for the day-to-day operations and management of the Group, as well as the overall strategic policies and directions of the Company. The CEO and Management of the Company are accountable to the Board for the conduct and performance of the operations of the Group. The responsibilities of the CEO and the Chairman are clearly separated and delineated to ensure an appropriate balance and separation of power.

Principle 4: Board Membership

The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

The NC of the Company currently comprises two (2) Independent Non-Executive Directors, namely Mr Zahidi Bin Abdul Rahman and Mr Edward Loy Chee Kim and one (1) Executive Director, namely Mr Peter Koh Heng Kang. Mr Zahidi Bin Abd Rahman is the Chairman of NC. Following to the re-designation of Mr Eugen Chua as Non-Independent Non-Executive Director on 5 April 2021 (whom had subsequently resigned as Non-Independent Non-Executive Director on 15 December 2021), Mr Eugen Chua also relinquished his appointment as a member of the NC.

The roles and functions of the NC are as follows:

- to make recommendations to the Board on all board appointments and re-nominations having regard to the Director's contribution and performance;
- to make recommendations to the Board on the review of board succession plans for Directors, Chairman and CEO;
- to make recommendations to the Board on the development of board evaluation performance;
- to make recommendations to the Board on the review of training and professional development program for the Board;

CORPORATE GOVERNANCE REPORT

- to make recommendations to the Board on the appointment and re-appointment of Directors;
- to ensure that all Directors submit themselves for re-nomination and re-election at regular intervals and at least once every three years;
- to determine annually whether a Director is independent, taking into account the definition of an independent director in the Code;
- to decide whether a Director is able to and has adequately carried out his duties as a Director of the Company, in particular, where the Director concerned has multiple board representations;
- to assess the effectiveness of the Board as a whole and the contribution by each Director to the effectiveness of the Board; and
- to carry out such other duties as may be agreed to by the NC and the Board.

The NC will ensure that there is a formal and transparent process for all appointments to the Board. It has adopted a written terms of reference defining its membership, administration and duties. A meeting has been held to review the independence of each Independent Director.

The Constitution requires one-third (1/3) of the Directors (except the Chief Executive Officer) to retire from office at least once every three years at an AGM and the retiring Directors are eligible to offer themselves for re-election. In addition, all Directors are required to submit themselves for re-nomination and re-appointment at least once every three (3) years. This is in line with the Rule 720(5) of the SGX-ST Listing Manual (Mainboard) which came into effect from 1 January 2019.

The re-election of each Director is voted on separately at the AGM. To assist shareholders in their decision, information such as personal profile and meetings attendance of each Director standing for election are furnished in the various sections of this Annual Report. The NC had recommended to the Board that Mr Zahidi Bin Abd Rahman would retire at the forthcoming AGM pursuant to Regulation 111 of the Company's Constitution and eligible for re-election. Mr Cleveland Cuaca would retire at the forthcoming AGM pursuant to Regulation 121 of the Company's Constitution and eligible for re-election. Detailed information relating to Mr Zahidi Bin Abd Rahman and Mr Cleveland Cuaca can be found under the section "Additional Information on New Director and Directors Seeking Re-election".

Mr Cleveland Cuaca was appointed as the Non-Independent and Non-Executive Director for the financial year under review. In accordance with Regulation 121 of the Company's Constitution, the Directors shall have power at any time and from time to time to appoint any other qualified person as a Director to fill a casual vacancy or as an addition to the Board. The Chairman of the NC or any member of the NC is usually tasked to conduct an interview with the new candidate before the appointment was tabled for the NC and Board's further discussion. The Board, through the recommendation by the NC, will assess and consider the new appointment in the aspect of Board diversity, including diversity of skills, experiences, gender, age, ethnicity and other relevant factors. The newly appointed Director will be required to stand for re-election at the next AGM of the Company pursuant to the Company's Constitution.

The Code requires listed companies to disclose in its annual report the other listed company directorships and principal commitments of each Director. In determining whether each Director is able to devote sufficient time to discharge his duties, the Board has taken cognizance of the Code's requirements. Holistically, the contributions by our Directors to and during meetings of the Board and the Board Committees as well as their attendance at such meetings are also taken into account.

The NC has reviewed the time spent and attention given by each of the Directors to the Company's affairs and is satisfied that the Directors have been able to devote adequate time and attention to fulfil their duties as Directors of the Company, notwithstanding their multiple board representations and other principal commitments. As such, the Board is of the view that such multiple board representations do not hinder them from carrying out their duties as Directors. These Directors would broaden the experience and provide a wider perspective to the Board. There is no alternate director appointed to the Board.

The dates of appointment, last re-election and directorships of the Directors in other listed companies and other principal commitment are set out below: -

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Name of Director	Date of Appointment	Last Re-Election Date	Directorships in Other Listed Companies		Other Principal Commitments
			Present	Past Three Years	
Peter Koh Heng Kang	11 October 2013	29 April 2021	-	<u>Singapore</u> Biolidics Limited	<u>Singapore</u> Director of: 1. Oceanus Aquaculture Group Pte. Ltd. 2. Oceanus Food Group Pte. Ltd. 3. Oceanus (Singapore) Restaurant Management Pte. Ltd. 4. Oceanus Tech Pte. Ltd. 5. Oceanus Investments Holdings Pte. Ltd. 6. Capy Comm (S) Pte. Ltd. 7. Pete's Creation International Pte. Ltd. 8. SMM Group Pte. Ltd. 9. SMM International Investments Pte. Ltd. 10. Asia Fisheries Pte. Ltd. 11. Season Global Trading Pte. Ltd. 12. Sino Food Group Pte. Ltd. 13. Aquarii SG Pte. Ltd. 14. SG.eMart Pte. Ltd. 15. Oceanus Media Global Pte. Ltd. 16. Oceanus Tradelog Pte. Ltd.
Edward Loy Chee Kim	3 May 2018	29 April 2021	-	-	<u>Overseas</u> Managing Director of Kone Elevator (M) Sdn Bhd
Zahidi Bin Abd Rahman	29 June 2020	29 April 2021	-	-	<u>Singapore</u> Director and Member of Budhi Pte. Ltd. (<i>Advisory</i>) Principal Architect of Zahidi A. R Arkitek

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Name of Director	Date of Appointment	Last Re-Election Date	Directorships in Other Listed Companies		Other Principal Commitments
			Present	Past Three Years	
Dr. Yaacob Bin Ibrahim	1 September 2020	29 April 2021	<u>Singapore</u> Chip Eng Seng Corporation Ltd.		<u>Singapore</u> 1. Director of Surbana Jurong Private Limited (<i>Advisory</i>) 2. Board of Trustee of Building Construction and Timber Industries Employees' Union (BATU) (<i>Advisory</i>) 3. Professor and Advisor to the President of Singapore Institute of Technology (<i>Center Director and Advisor</i>) 4. Professor-in-Practice of Lee Kuan Yew School of Public Policy, NUS (<i>Part-time Lecturer</i>) 5. Chairman and Board of Governors of Earth Observatory of Singapore (EOS) (<i>Advisory</i>) 6. Board of Governors of SGTech (<i>Advisory</i>) 7. Advisor of AI.SG (<i>Advisory</i>) 8. Chairman and Board of Governors of St John's Island National Marine Lab (<i>Advisory</i>)
Cleveland Cuaca	15 December 2021	-	-	-	<u>Singapore</u> Director of: 1. CFAM Pte. Ltd. 2. CFI Pte. Ltd. 3. NG2COS Pte. Ltd. 4. CFAM Advisory Pte. Ltd. 5. CFPI Pte. Ltd. 6. CFAM Foundation Limited (<i>Advisory</i>) 7. En Venture Pte. Ltd. 8. Alacrity Investment Group Limited Officer of: 9. Richard Mille Asia Pte. Ltd.

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Principle 5: Board Performance

The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The NC reviews the criteria for evaluating the Board's performance and effectiveness as a whole and the performance of individual Directors, based on performance criteria set by the Board. Based on the recommendations of the NC, the Board has established formal assessment process to assess the effectiveness of the Board as a whole where a performance evaluation questionnaire will be circulated and completed by each Director. The review of the performance of the Board is undertaken collectively by the Board annually and informally on a continuous basis by the NC with input from the other Board members. The Board has not engaged any external facilitator to conduct the assessment of the performance of the Board and each individual Director.

The individual performance criteria include qualitative and quantitative factors such as attendance and participation in and outside the meetings, performance of principal functions and fiduciary duties, intervention and industry and business knowledge.

During the financial year under review, all Directors completed a board evaluation questionnaire designed to seek view on various aspects of the Board and Board Committees' performance as described above. All Directors also completed a Directors' Peer Evaluation and Self-Assessment Questionnaire in relation to the assessment of individual Director's contribution. The NC is satisfied that each Director has contributed effectively and demonstrated commitment to their respective role and the Board as a whole has also met the performance evaluation criteria and objectives. As Mr Cleveland Cuaca was only appointed close to the end of FY2021 on 15 December 2021, his performance as a Board and Board Committee member would only be assessed from the next assessment onwards.

REMUNERATION MATTERS

Principle 6: Procedures for Developing Remuneration Policies

The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

The RC of the Company currently comprises two (2) Independent Non-Executive Directors, namely Dr. Yaacob Bin Ibrahim and Mr Edward Loy Chee Kim and one (1) Non-Independent Non-Executive Director, namely Mr Cleveland Cuaca. Dr. Yaacob Bin Ibrahim is the Chairman of the RC. Mr Cuaca Cleveland was appointed as a member of the RC with effect from 15 December 2021 in place of Mr Eugen Chua following Mr Chua's resignation as director on the same day. The RC has written terms and reference that describe the responsibilities of its members.

The roles and functions of the RC are as follows:

- to recommend to the Board a framework of remuneration for the directors and key management personnel;
- to determine specific remuneration packages for each director as well as for the key management personnel;
- in the case of service contracts of directors, to review and to recommend to the Board the terms of renewal of the service contracts;
- to consider the various disclosure requirements for directors' and key management personnel's' remuneration, particularly those required by regulatory bodies such as the SGX-ST, and ensure that there are adequate disclosures in the financial statements to ensure and enhance transparency between the Company and relevant interested parties;

CORPORATE GOVERNANCE REPORT

- to review the Company's obligation arising in the event of termination of the executive directors' and key management personnel's contracts of service, to ensure that such contracts of service contain fair and reasonable termination clause which are not overly generous; and
- to carry out such other duties as may be agreed to by the RC and the Board.

The RC had been established for the purpose of ensuring that there is a formal and transparent procedure for fixing the remuneration packages of individual Directors. All aspects of the remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses and benefits in kind will be reviewed by the RC. The overriding principle is that no Director should be involved in deciding his own remuneration. In addition, the RC reviews the performance of the Group's key management personnel and employees who are immediate family members of a director or CEO taking into consideration the CEO's assessment of and recommendation for remuneration package.

The RC members are familiar with executive compensation matters as they manage their own businesses and/or are holding directorships in other listed companies. The RC has access to advice regarding executive compensation matters, if required. For FY2021, there was no external remuneration consultant engaged by the Company.

Principle 7: Level and Mix of Remuneration

The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the Company, taking into account the strategic objectives of the Company.

In setting remuneration packages for Directors, the RC will review that the remuneration is adequately but not excessively remunerated as compared to the industry and comparable companies. The Company understands that an appropriate remuneration could attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

The remuneration packages for Executive Director and the key management personnel take into account the performance of the Group and the individual. Performance-related remuneration is aligned with the interest of shareholders and other stakeholders and promotes the long-term success of the Company. The Director's remuneration for Non-Executive Directors shall be appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities of the Non-Executive Directors, subject to approval of the shareholders of the Company at AGM.

Having reviewed and considered the variable components of remuneration of the Executive Director and the key management personnel, which are moderate, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to clawback incentive components of their paid remuneration in exceptional circumstances such as misstatements of financial results, or misconduct resulting in financial loss to the Company.

Principle 8: Disclosure on Remuneration

The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The RC recommends to the Board a framework of remuneration for the Board and key management personnel to ensure that the structure is fair and competitive, keeping with industry practices yet sufficient to attract, retain and motivate key management personnel to run the Company successfully in order to maximize shareholders' value. The recommendations of the RC on the remuneration of Directors and key management personnel will be submitted for endorsement by the Board. The members of the RC do not participate in any decisions concerning their own remuneration.

CORPORATE GOVERNANCE REPORT

Generally, the nature of the role performed and market practice are taken into consideration in determining the composition of the remuneration package for each of its staff. For key executive officers, the Company adopts a performance-driven approach to compensation with rewards linked to individual, team and corporate performance.

The breakdown, showing the level and mix of each individual Director's remuneration in percentage term for the financial year ended 31 December 2021 paid by the Group, is stated as follows:

Remuneration Band and Name of Director / CEO	Base/Fixe dsalary	Fees	Variable or performance benefits related income/Bonus	Other Benefits
S\$250,000 to below S\$500,000				
Peter Koh Heng Kang	87%	-	8%	5%
Below S\$250,000				
Edward Loy Chee Kim ⁽¹⁾	-	100%	-	-
Zahidi Bin Abd Rahman ⁽²⁾	-	100%	-	-
Dr. Yaacob Bin Ibrahim ⁽³⁾	-	100%	-	-
Cleveland Cuaca ⁽⁴⁾	-	100%	-	-
Eugen Chua ⁽⁵⁾	-	100%	-	-

Notes:

- (1) Mr Edward Loy Chee Kim was appointed as a member of the NC on 5 April 2021.
- (2) Mr Zahidi Bin Abd Rahman was appointed as an Independent Non-Executive Director, Chairman of the NC and a member of each of the AC and the RC of the Company on 29 June 2020. Subsequently, he had relinquished his appointment as a member of the RC on 5 April 2021.
- (3) Dr. Yaacob Bin Ibrahim was appointed as an Independent Non-Executive Director of the Company on 1 September 2020. He was appointed as a member of the RC and, subsequently appointed as the Chairman of the RC on 5 April 2021.
- (4) Mr Cleveland Cuaca was appointed as a Non-Independent Non-Executive Director of the Company on 15 December 2021. Accordingly, he was also appointed as member of each of the AC and RC.
- (5) Mr Eugen Chua was appointed as a member of AC of the Company on 1 September 2020. Subsequently, Mr Eugen Chua was re-designated as Non-Independent Non-Executive Director on 5 April 2021. He also relinquished his appointment as Chairman of the RC and a member of the NC on 5 April 2021. Mr Eugen Chua had resigned as the Non-Independent Non-Executive Director and ceased to be a member of each of the AC and RC on 15 December 2021.

N.A. = Not applicable

CORPORATE GOVERNANCE REPORT

The top key management personnel (who were not Director or CEO) of the Group during the financial year ended 31 December 2021:

- Ho Jun How Duane - Chief Financial Officer (“CFO”)

The remuneration paid to the CFO for the financial year ended 31 December 2021 falls within the band of S\$250,000.

The remuneration of the Directors, the CEO and the key management personnel is not disclosed to the nearest thousand dollars in this Annual Report as the Company and Management have concerns that disclosing the detailed breakdown of their remuneration may compromise sensitive information to the Company’s competitors. As the Group operates mainly in the highly competitive fast-moving consumer goods industry, disclosure of such sensitive and confidential information may result in the risk of the staff being poached by competitors, which would adversely affect the Company’s business and operations. Having regard to the highly competitive industry conditions and the sensitivity and confidentiality of remuneration matters.

The Directors’ fees paid to Independent Directors are also reviewed by the RC to ensure that the remuneration commensurate with the contributions, responsibilities of the Directors and the need to pay competitive fees to attract and retain the Directors. The Directors’ fees recommended to the Board for payment are subject to the shareholders’ approval at each AGM. The remuneration for the Executive Directors and the key management personnel comprises salary and bonus that is linked to the performance of the Company and individual. The above actions enable the Company to align the remuneration of Directors and key management personnel with long-term interest and risk policies of the Group, which serves to attract and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company.

Currently, the Group does not have any employee share option scheme in place.

ACCOUNTABILITY AND AUDIT

Principle 9: Risk Management and Internal Controls

The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

The Group’s internal control system is designed to provide reasonable assurance as to the integrity and reliability of the financial information and to safeguard and maintain accountability of assets. Procedures are in place to identify major business risks and evaluate potential financial effects, as well as for the authorisation of capital expenditure and investments.

During the financial year under review, the AC, which was assisted by Management (the Executive Director and the CFO) and considered the work performed by the external auditors, carried out an annual review of the adequacy and effectiveness of the Group’s key internal controls, including financial, operational and compliance and information technology controls as well as risk management to the extent of their scope as laid out in their audit plan. In addition, annual review was conducted to ensure that safeguards, checks and balances are put in place to prevent any conflicts of interest or any weakening of internal controls. Any material weaknesses in internal controls, together with recommendation for improvement, are reported to the AC. The AC also reviews the effectiveness of the actions taken by Management on the recommendations made by the external auditors in this respect.

The AC has reviewed arrangements by which the staff of the Company may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, with the objective of ensuring that arrangements are in place for the independent investigation of such matters for appropriate follow-up action.

CORPORATE GOVERNANCE REPORT

Risk Management

As the Group does not have a risk management committee, the Board, AC, Management assumes the responsibility of the risk management function. Management reviews regularly the Group's business and operational activities to identify areas of significant risks as well as appropriate measures to control and mitigate these risks. Management reviews all significant policies and procedures and highlight all significant matters to the Board and the AC.

The Group had implemented a manual at its abalone farms, i.e. the "Farm Safety and Risk Management Plans for Oceanus Farms". The Farm Safety and Risk Management Plans deal extensively with (i) standard operating procedures ("SOP") for the Group's farm safety, in terms of animal health, farm bio-security and farm worker's health and safety; and (ii) risk management plans for all of the Group's farms in China, primarily comprising the identification of all risks and hazards affecting abalone farms, risk characterization, elements of risk analysis and risk management processes and protocol for all Oceanus farms.

Internal Controls

The Board recognizes the importance of maintaining a sound system of internal controls and risk management to safeguard the interests of the shareholders and the Group's assets. The Board has received assurance from the CEO and CFO that the financial records have been properly maintained and financial statements for the financial year under review give a true and fair view of the Company's operations and finances, and that an effective risk management and internal control system has been put in place.

The Company had implemented a whistleblowing policy where suspected unethical, illegal, corrupt, fraudulent or undesirable conduct involving Company's business can be reported without fear of victimisation or reprisal. The whistleblowing policy is part of the Company's commitment to maintain the highest standards of fair dealing, honesty and integrity. Employees and officers are strongly encouraged to disclose any reportable conduct in accordance with the guidelines and procedures set in the whistleblowing policy to the Whistleblower Protection Officer whose contact details are provided in the policy. All investigation will be conducted in a fair, independent, and timely manner and all reasonable efforts will be made to preserve confidentiality during the investigation. Measures in protecting the identity of the whistleblowers include preservation of confidentiality, availability of protection from legal action, protection against harassment and retaliation were provided in the whistleblowing policy, supported by the oversight by the AC. During the year, there was no significant matter(s) raised through the whistle-blowing channel. A copy of the whistleblowing policy of the Company and its Group can be found at this URL: <https://oceanus.com.sg/corporate-governance/>

The CFO is responsible for the Company's financial and management accounting, treasury, taxation and any other corporate compliance matters. Prior to his appointment, together with CEO, the CFO was also responsible the Company's internal controls and risk management of the Company.

The Board, with the concurrence of the AC, is therefore of the opinion that the Group's internal controls including financial, operational, compliance, information technology controls and risk management systems were adequate and effective in its current business environment.

Principle 10: Audit Committee

The Board has an Audit Committee which discharges its duties objectively.

The AC of the Company currently comprises two (2) Independent Non-Executive Directors, namely Mr Edward Loy Chee Kim and Mr Zahidi Bin Abd Rahman and one (1) Non-Independent Non-Executive Director, namely Mr Cuaca Cleveland. Mr Edward Loy Chee Kim is the Chairman of the AC. Mr Cuaca Cleveland was appointed as a member of the AC with effect from 15 December 2021 in place of Mr Eugen Chua following Mr Chua's resignation as director on the same day.

The roles and functions of the AC are as follows:

CORPORATE GOVERNANCE REPORT

- commissioning of the external auditors or a suitable accounting firm to conduct a full review of the internal controls of the Group, which includes reviewing the audit plans of the external auditors, the results of the external and internal auditors' examination and their evaluation of internal accounting controls systems, and the external auditors' report, letter to management and the management's response thereto;
- reviewing the internal control and procedures and ensuring the co-ordination between the auditors and Management, reviewing the co-operation and assistance given by the management to the auditors, and discussing problems and concerns, if any, arising from the interim and final audits and any matters which the auditors may wish to discuss (in the absence of the management where necessary)
- ensuring that the internal audit function is adequate and that a clear reporting structure is in place between the AC and the internal auditors, and reviewing the scope and results of the internal audit procedures including the effectiveness of the internal audit function. In particular, ensuring that all internal control weaknesses are satisfactorily and properly rectified and that the SGX-ST is updated on any findings of the external auditors or accounting firm and any action taken by the AC to rectify such weaknesses pursuant thereto;
- ensuring that a review of the effectiveness of the Company's material internal controls, including financial, operational, compliance, information technology controls and risk management system, is conducted at least annually by the internal auditor;
- reviewing and ensuring the integrity of the financial statements of the Group before submission to the Board for approval, focusing in particular, on significant financial reporting issues, changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with accounting standards and compliance with the SGX-ST Listing Manual and any other statutory/regulatory requirements;
- reviewing and discussing with the relevant professional parties, and commissioning and reviewing the findings of internal investigations into, any suspected fraud or irregularity, or suspected failure of internal controls, or suspected infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results and/or financial position, and the management's response;
- reviewing the risk profile of the Company, its internal control and risk management procedures and the appropriate steps annually to be taken to mitigate and manage risks at acceptable levels determined by the Board;
- reviewing the scope and results of the audit and its cost effectiveness and the independence and objectivity of the external auditors, and where the external auditors also supply a substantial volume of non-audit services to the Company, keeping the nature and extent of such services under review, seeking to balance the maintenance of objectivity and value for money;
- reviewing the independence of the external auditor annually, and considering for recommendation to the Board the appointment, remuneration, terms of engagement or re-appointment of the external auditor and matters relating to the resignation or dismissal of the external auditor;
- reviewing and approving any interested person transactions falling within the scope of Chapter 9 of the SGX-ST Listing Manual;
- reviewing any potential conflicts of interests that may arise in respect of any Director of the Company for the time being;

CORPORATE GOVERNANCE REPORT

- reviewing arrangements by which staff of the Company may, in confidence, raise concerns about possible impropriety in matters of financial reporting and other matters and the adequacy of procedures for independent investigation and appropriate follow-up action in response to such complaints;
- undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC;
- generally undertaking such other functions and duties as may be required by statute or the SGX-ST Listing Manual, or by such amendments made thereto from time to time;
- assessing the performance of the CFO, for the relevant period, on an annual basis to determine his suitability for the position;
- at quarterly (if applicable), half-yearly^{Note A} intervals, or any other period that the AC deems fit, ensuring that trade receivables are stated at fair value, accurately recorded in the financial statements;
- conducting such tests and examinations of financial statements including, but not limited to, securing independent confirmations of balances from major debtors, checking on frequencies of payments from major debtors and evaluating the adequacy of credit policies;
- reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance, information technology controls and risk management systems (such review can be carried out internally or with the assistance of any competent third parties); and
- reviewing the assurance from the CEO and the CFO on the financial records and financial statements.

The AC has adopted written terms of reference defining its membership, administration and duties. The Board is of the view that all the members of the AC have accounting and/or financial management expertise and experience to discharge their responsibilities as members of the AC.

The AC will meet with the external auditors without the presence of Management at least once in every financial year.

The AC has explicit authority to investigate any matter within its terms of reference, full access to and co-operation by the Executive Director and Management to discharge its functions properly.

The Company will be appointing an outsourced internal auditor to perform its internal audit function for the financial year ending 31 December 2022.

The AC meets to review the half yearly^{Note A} and the audited annual financial statements and all related documents in relation thereof before submission to the Board for approval.

The AC has ultimate responsibility for the systems of internal control maintained and set in place by the Company. The systems are intended to provide reasonable assurance, but not an absolute guarantee, against material financial misstatement of loss, and regarding the safeguarding of investments and assets, reliability of financial information, compliance with appropriate legislation, regulations and best practices, and the identification of business risks.

For the financial year ended 31 December 2021, the respective amount of the agreed audit and non-audit fees to be paid to the external auditor were S\$228,000 and S\$8,000. The AC has conducted an annual review of all non-audit services provided by the independent auditors and is satisfied that the nature and extent of such services do not affect the independence of the external auditor.

CORPORATE GOVERNANCE REPORT

The Company confirms that it is in compliance with Rule 712 and Rule 715 (when read with Rule 716) and Rule 717 of the SGX-ST Listing Manual in relation to its auditing firms for financial year ended 31 December 2021.

The AC is satisfied with the independence and objectivity of RSM Chio Lim LLP, the external auditor, and recommends to the Board the nomination of the external auditor for re-appointment.

No former partner or director of the Company's existing external auditor is a member of the AC.

SHAREHOLDERS RIGHTS AND ENGAGEMENT

Principle 11: Shareholder Rights and Conduct of General Meetings

The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

The Company is committed to maintaining and improving its level of corporate transparency of financial results and other pertinent information. Other than the routine announcements made in accordance with the requirements of the SGX-ST Listing Manual, the Company has issued additional announcements and press releases to update shareholders on the activities of the Company and the Group.

This section describes the Company's usual practice for the conduct of general meetings prior to the onset of the COVID-19 pandemic in early 2020.

The Company does not practice selective disclosure. The Company ensures true and fair information is delivered adequately to all shareholders and to ensure that shareholders have the opportunity to participate effectively in and vote at general meetings of shareholders. Financial results and annual reports are announced or issued within the mandatory period (and where this is not possible, relevant extensions of time are sought in accordance with applicable laws, regulations and rules).

The Board and the Board Committees and CEO as well as the external auditors will be present and on hand to address all issue raised at the AGM. While the AGM of the Company is a principal forum for dialogue and interaction with all Shareholders, the Company will consider use of other forums such as analyst briefings as and when applicable. All Directors have attended the 2021 AGM.

Currently, the Constitution of the Company allows a member of the Company to appoint up to two (2) proxies to attend and vote at general meetings. A shareholder who is a relevant intermediary (as defined in the Act) may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

Separate resolutions are proposed at general meetings for each distinct issue. All resolutions are put to vote by poll in the presence of independent scrutineer. Votes cast, for or against, and the respective percentages on each resolution are announced via SGXNET on the same day of the general meeting.

The external auditor may review the internal accounting controls that are relevant to the statutory audit and provide recommendations to improve such internal accounting controls.

The Company does not have a fixed dividend policy. The form, frequency and amount of dividend will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion and other factors that the Board may deem appropriate. The Board had not declared or recommend dividend payment for FY2021 as the Company was not profitable for FY2021.

CORPORATE GOVERNANCE REPORT

Conduct of AGM in 2021 amidst current COVID-19 pandemic

In view of the prolonged COVID-19 pandemic situation, shareholders had participated in the virtual 2021 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 2021 AGM; and (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the 2021 AGM. We had disclosed, on our website and SGXNET, the names of the Directors and key managements who had attended the 2021 AGM held by way of electronic means as well as detailed records of the proceeding. The Company did receive one hundred and six (106) questions from members in advance by the submission deadline on Monday, 26 April 2021 at 11.00 a.m. Nine (9) of the questions received were considered as substantial and relevant questions from shareholders and the answers/explanations provided by the Company during the AGM.

Conduct of 2022 AGM amidst current COVID-19 pandemic

Due to prevailing Covid-19 restrictions, shareholders will not be able to attend our 2022 AGM in person. Instead, we will be holding our 2022 AGM by electronic means on 29 April 2022 and shareholders are invited to participate at our virtual 2022 AGM by (a) observing and/or listening to the 2022 AGM proceedings via live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the 2022 AGM and submitting questions via live chat function during the 2022 AGM; and (c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the 2022 AGM. Details of the steps for pre-registration, submission of questions and voting at the 2022 AGM by shareholders, including CPF and SRS investors, are set out in a separate announcement released on SGXNET on 14 April 2022. In view of the uncertain Covid-19 situation, we may be required to change our arrangements for the AGM at short notice and shareholders should check SGXNET or the Company's website at URL: <https://oceanus.com.sg/our-investors/> for the latest updates on the status of the 2021 AGM.

Principle 12: Engagement with Shareholders

The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogue to allow shareholders to communicate their views on various matters affecting the Company.

The Board is mindful of its obligations to provide timely disclosure of material information to shareholders of the Company, to understand the views of the shareholders and does so through:

- annual reports issued to all shareholders. Non-shareholders may access the SGX website for static copies of the Company's annual reports;
- quarterly (if applicable), half year ^{Note A} and full year announcements of its financial statements on the SGXNET;
- other announcements on the SGXNET;
- press releases on major developments regarding the Company; and
- the Company's website at www.oceanus.com.sg through which shareholders can access information on the Company.

By supplying shareholders with reliable and timely information, the Company has appointed Citigate Dewe Rogerson Singapore Pte Ltd who focuses on facilitating the communications with all stakeholders – shareholders, analysts and media.

CORPORATE GOVERNANCE REPORT

The Company endeavours to communicate regularly and effectively with the Shareholders. Currently, the Company does not have an investor relations policy. However, Shareholders are encouraged to visit the Company's website at www.oceanus.com.sg for information of the Company. There is a dedicated investor contact in the Company's website where the Shareholders are encouraged to call or write to the Company if they have questions. The investor relations representatives will respond to the queries and emails requesting information promptly.

Managing Stakeholders Relationships

Principle 13: Engagement with Stakeholders

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.

The Company is committed to regular and proactive communication with its shareholders in line with continuous disclosure obligations of the Company under the SGX-ST Listing Manual and to establishing a corporate governance culture that promotes fair and equitable treatment of all shareholders. All shareholders are treated fairly and equitably, and enjoy specific rights under the Act and the Constitution. Pertinent information will be disclosed to shareholders in a timely, fair and equitable manner. The Company does not practice selective disclosure. Material developments, press releases, quarterly (if applicable), half year ^{Note A} and full year results, analysts briefing materials and other changes in the Company or its business which would be likely materially affect the price or value of the Company are always released through SGXNET pursuant to the rules of the SGX-ST Listing Manual. When analysts' briefings are held to discuss on major events and financial results, Management will only meet the analysts after the announcement is released on SGXNET.

Pertinent information is communicated to shareholders through:

1. quarterly (if applicable), half year ^{Note A} and full year results announcements which are published on the SGXNET and in press releases;
2. the Company's annual reports that are prepared and issued to all shareholders;
3. notices of and explanatory memoranda, for AGM's and extraordinary general meetings;
4. press releases on major developments of the Company; and
5. the Company's website at www.oceanus.com.sg through which shareholders can access information on the Company.

This section describes the Company's usual practice for the conduct of general meetings prior to the onset of the COVID-19 pandemic in early 2020.

All shareholders of the Company are encouraged to participate at general meetings. Information on shareholders' meeting disseminated through notices published in newspapers, as well as through reports or circulars sent to all shareholders, to allow shareholders to be informed of the rules, including voting procedures that govern general meetings of shareholders. Resolutions at general meetings are on each substantially separate issue. All the resolutions at the general meetings are single item resolutions.

CORPORATE GOVERNANCE REPORT

AGMs are the main forum for dialogue with shareholders and allow the Board and Management to address shareholders' questions and concerns. These meetings provide a forum for Management to explain the Group's strategy and financial performance. Management also uses meetings with investors and analysts to solicit their perceptions of the Group. Annual reports and notices of the AGMs are sent to all shareholders by way of post or by electronic transmission in accordance with the Act, the SGX-ST Listing Manual and the Company's Constitution. The members of the AC, NC and RC will be present at AGMs to answer questions relating to the work of these committees. The external auditors will also be present to assist the Directors in addressing any relevant queries by shareholders. The Board welcomes the views of shareholders on matters affecting the Company, whether at shareholders' meetings or on an ad-hoc basis.

To promote greater transparency and effective participation, the Company has conducted the voting of its resolutions by poll at all the general meetings and make announcement on the SGXNET of the detailed results showing the number of votes cast for and against each resolution and the respective percentages after the conclusion of the general meetings.

The Company prepares minutes of the general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meetings and responses from the Board and Management. These minutes will be published on the Company's corporate website as soon as practicable.

As the authentication of shareholders' identity information and other related integrity issues remain a concern, the Company will not implement voting in absentia by mail or electronic means.

Due to Covid-19 pandemic situation, the Company had made references and act in accordance with the relevant legislation/regulations in relation to the conduct of its AGM such as the Covid-19 (Temporary Measures) Act 2020, Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holdings) Order 2020 and/ or the prevailing statements/ joint, statements issued by the Accounting and Corporate Regulatory Authority, SGX and Monetary Authority of Singapore from time to time. The forthcoming AGM of the Company to be held on 29 April 2022 will also be held via electronic means. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the AGM and submission of questions via live chat function during the AGM, addressing of substantial and relevant questions at the AGM, voting by appointing the Chairman of the Meeting as proxy at the AGM, will be put in place for the forthcoming AGM. The minutes of the AGM will be made available to the Shareholders and the public by way of announcement via SGXNET. The Company will also publish the minutes of the AGM to the Company's website within 1 month after the conclusion of the AGM.

DEALINGS IN SECURITIES

The Group has adopted and implemented policies in line with the SGX-ST's best practices in relation to the dealing of shares of the Company. The policies have been made known to directors, executive officers and any other persons as determined by Management who may possess unpublished material price-sensitive information of the Group.

The Group has advised Directors and all key executives not to deal in the Company's shares during the period commencing one month prior to the announcement of the Company's half year ^{Note A} and full year results and ending on the date of the announcement of the results.

The Group has reminded its Directors and officers that it is an offence under the Securities and Futures Act 2001, for a listed issuer or its officers to deal in the listed issuer's securities as well as securities of other listed issuers when the officers are in possession of unpublished material price-sensitive information in relation to those securities. Directors and executives are expected and reminded to observe insider-trading laws at all times even when dealing in securities within permitted trading periods. The Group has further reminded its Directors and officers not to deal in the Company's securities on short-term considerations.

Note A: On 7 February 2020, SGX RegCo introduced a new risk-based approach to quarterly reporting of financial statements with only companies in the list of issuers published by SGX RegCo are required to perform quarterly reporting (QR). As at the date of this Annual Report, OGL is not among the companies selected by SGX RegCo to continue to perform QR. After due deliberation and taking into consideration the compliance cost, time and efforts required in connection with QR, the Company has decided to cease the QR in respect of financial year ended 31 December 2021. A separate announcement in relation to the cessation of QR has been released on 14 January 2021 to the SGXNET.

CORPORATE GOVERNANCE REPORT

INTERESTED PERSON TRANSACTIONS

The Group has adopted an internal policy in respect of any transactions with interested persons and established procedures for the review and approval of such transactions.

All interested person transactions will be properly documented and submitted to the AC for quarterly review to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the shareholders.

There are no interested person transactions during the year under review. The Company has not adopted any interested person transaction mandate which requires approvals from its shareholders.

MATERIAL CONTRACTS

There are no material contracts of the Company and its subsidiaries involving the interests of the CEO, each Director or controlling shareholder, either still subsisting at the end of the financial year ended 31 December 2021 or entered into since the end of the previous financial year ended 31 December 2020.

SUSTAINABILITY REPORTING

The Company has published its sustainability report ("SR") since the financial year ended 31 December 2017 and such reports are made available to shareholders on the SGXNET and the Company's website.

A detailed SR has been prepared with reference to the Global Reporting Initiative ("GRI") Standards which represent the global best practices for reporting on economic, environmental and social topics. The financial year of reporting for the SR falls within the financial year ended 31 December 2021 and would include data and information from 1 January 2021 to 31 December 2021. Further information on our overall sustainability performance will be released and be available at the Company's website and on the SGXNET at a timeline as stipulated by the SGX-ST.

USE OF PROCEEDS

On 26 December 2017, the Company had raised S\$6.0 million from the issuance of 1,518,987,341 new ordinary shares at S\$0.00395 each in the issued and paid-up share capital of the Company from the debt restructuring exercise. As at the date of this Annual Report, the Company has fully utilized the proceeds for the following purposes:

Intended Used	Amount Allocated (S\$'000)	Amount Utilised (S\$'000)	Balance Amount (S\$'000)
Working Capital Requirements	4,950	4,950	-
Repayment of Existing Debt	1,050	1,050	-
Total	6,000	6,000	-

Pursuant to Rule 720(6) of the Listing Manual: Main Board Rules of the SGX-ST ("**Main Board Rules**"), the information relating to Mr Zahidi Bin Abd Rahman and Mr Cleveland Cuaca, the directors of Oceanus Group Limited (the "**Company**") as set out in Appendix 7.4.1 of the Main Board Rules is set out below:

	MR ZAHIDI BIN ABD RAHMAN	MR CLEVELAND CUACA
Date of Appointment	29 June 2020	15 December 2021
Date of last re-appointment	29 April 2021	N.A.
Age	60	27
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The re-election of Mr Zahidi Bin Abd Rahman as the Independent Non-Executive Director be/was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Mr Zahidi's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr Cleveland Cuaca as the Non-Independent Non-Executive Director be/was recommended by the Nominating Committee and the Board has accepted the recommendation, after taking into consideration Mr Cuaca's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Audit Committee	Non-Independent Non-Executive Director and a member of each of the Audit Committee and the Remuneration Committee of the Company
Professional qualifications	1) Bachelor of Arts (Arch. Studies), National University of Singapore 2) Bachelor of Arts (Hons), National University of Singapore	1) Master of Arts in Management, Regent's University 2) Bachelor of Science – Accounting and Management, Queen Mary University of London

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

Working experience and occupation(s) during the past 10 years	1992 to present Principal Architect, Zahidi A. R Arkitek	June 2019 to present Executive Director, Alacrity Investment Group Limited August 2019 to present Executive Director, CFI Group, including CFI Pte. Ltd., CFAM Pte. Ltd., NG2COCOS Pte. Ltd. and CFAM Advisory Pte. Ltd. October 2019 to present Executive Director, CFPI Pte. Ltd. November 2020 to present Director, Richard Mille Asia Pte. Ltd. March 2021 to present Director, CFAM Foundation Limited October 2021 to present Executive Director, En Venture Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	Yes (Direct interest: 10,526,315 ordinary shares in the Company)	Yes (Deemed interest: 3,545,729,444 ordinary shares in the Company held by Alacrity Investment Group Limited)
Any relationship (including immediate family relationships) with any existing director, executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	Yes (Executive Director and majority shareholder of Alacrity Investment Group Limited (substantial shareholder of the Company))
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

Other Principal Commitments ¹ Including Directorships	
Past (for the last 5 years)	<p>1. CPF Board member 2. IMDA Board member 3. National Heritage Board 4. Singapore Malay Chamber of Commerce and Industries Board Member</p>
Present	<p>1. Zahidi A.R Arkittek 2. Budhi Pte. Ltd.</p>
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a	No
	<p>NA</p> <p>1. Executive Director and majority shareholder, Alacrity Investment Group Limited 2. Executive Director, CFI Group, including CFI Pte. Ltd., CFAM Pte. Ltd., NGZCOS Pte. Ltd. and CFAM Advisory Pte. Ltd. 3. Executive Director, CFPI Pte. Ltd. 4. Director, Richard Mille Asia Pte. Ltd. 5. Director, CFAM Foundation Limited 6. Executive Director, En Venture Pte. Ltd.</p>

¹ "Principal Commitments" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

<p>director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?</p>	<p>No</p>	<p>No</p>
<p>(c) Whether there is any unsatisfied judgment against him?</p>	<p>No</p>	<p>No</p>
<p>(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?</p>	<p>No</p>	<p>No</p>
<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of</p>	<p>No</p>	<p>No</p>

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

<p>which he is aware) for such breach?</p> <p>(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?</p>	<p>No</p>	<p>No</p>
<p>(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?</p>	<p>No</p>	<p>No</p>
<p>(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?</p>	<p>No</p>	<p>No</p>

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

<p>(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, or permanently or temporarily enjoining him from engaging in any type of business practice or activity?</p>	<p>No</p>	<p>No</p>
<p>(ii) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of the followings in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?:- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or</p>	<p>No</p>	<p>No</p>
<p>(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or</p>	<p>No</p>	<p>No</p>

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

<p>(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or</p>	<p>No</p>	<p>No</p>
<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere;</p>	<p>No</p>	<p>No</p>
<p>(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, professional exchange, or government agency, whether in Singapore or elsewhere?</p>	<p>Yes</p> <ol style="list-style-type: none"> 1. In and around 2015/2016, a disciplinary matter has raised by the owner of 118 Race Course Road to the Board of Architects (Singapore) with regards to my professional conduct as a Qualified Person, responsible for the development at 118 Race Course Road. 2. The primary complaint was that I was not able/refuse to apply and obtain Certificate of Statutory Completion ("CSC") for the development. 3. The Board of Architect, after a formal interview, formally discharge and do not find any merit in the complaint as: <ol style="list-style-type: none"> i) Contract is between owner and contractor. ii) I was appointed by contractor iii) The contractor has not proceed to complete work for CSC as they have not been paid and has refuse to comply to authority requirements, even though after being reminded by us. iv) The matter is a commercial dispute between contractor and owner. 	<p>No</p>
<p>Any prior experience as a director of an issuer listed on the Exchange?</p>	<p>N.A.</p>	<p>N.A.</p>

ADDITIONAL INFORMATION ON NEW DIRECTOR AND DIRECTORS SEEKING RE-ELECTION

If YES, please provide details of prior experience	N.A.	N.A.
If NO, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange:	N.A.	N.A.
Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable)	N.A.	N.A.