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## **COURAGE MARINE GROUP LIMITED**

**勇利航業集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 1145)**

**(Singapore Stock Code: E91.SI)**

### **OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is a reproduction of the announcement made by Courage Marine Group Limited (the “**Company**”) pursuant to the Listing Manual of the Singapore Exchange Securities Trading Limited. In compliance with Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (which requires a listed issuer to ensure that if securities of the listed issuer are also listed on other stock exchanges, the Stock Exchange shall be simultaneously informed of any information released to any of such other stock exchanges and that such information is released to the market in Hong Kong at the same time as it is released on other markets), please refer to the attached announcement on the next page issued on Singapore Exchange Securities Trading Limited on 23 June 2015.

By order of the Board  
**Courage Marine Group Limited**  
**Hsu Chih-Chien**  
*Chairman*

Hong Kong, 23 June 2015

*As at the date of this announcement, the managing director is Mr. Wu Chao-Huan, the Chairman and non-executive director is Mr. Hsu Chih-Chien, the executive director is Mr. Wu Jian, the non-executive director is Mr. Tsoi Wai Kwong, the independent non-executive directors are Mr. Chu Wen Yuan, Mr. Foo Meng Kee and Mr. Ngiam Zee Moey.*

\* *for identification purpose only*



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### **DISPOSAL OF VESSEL – MV CAPE PIONEER**

On 23 June 2015 (after market hours), Sea Pioneer Marine Corp (“**Sea Pioneer**”), a wholly-owned subsidiary of the Company, entered into the MOA with Providence Shipping Corporation (“**Providence**”) in relation to the disposal of a vessel, MV Cape Pioneer, for a total cash consideration of US\$6,396,110.00 (the “**Disposal**”).

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Providence and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company and none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal.

Sea Pioneer, a wholly-owned subsidiary of the Company, is a company incorporated in the Republic of Panama, with limited liability and is principally engaged in the provision of marine transportation services.

The Disposal constitutes a discloseable transaction of the Company under Rule 14.06(2) of the HK Listing Rules.

As the Disposal is a disposal of a vessel in connection with the ordinary course of business of the Group being vessel chartering, the Disposal is not a transaction that falls under the scope of Chapter 10 of the Listing Manual of the Singapore Exchange Securities and Trading Limited (“**SGX-ST**”), and this announcement is made, inter alia, in compliance with the HK Listing Rules requirements as further set out below and under the general disclosure obligations of the Company under the Listing Manual.

### **THE MOA**

**Date:** 23 June 2015 (after market hours)

**Parties:** (1) Vendor : Sea Pioneer Marine Corp.  
(2) Purchaser : Providence Shipping Corporation

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Providence and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company and none of the Directors or controlling shareholders of the

Company has any interest, direct or indirect, in the Disposal.

**Asset to be disposed:**

Pursuant to the MOA, Providence has agreed to acquire and Sea Pioneer has agreed to sell MV Cape Pioneer which is a Capesize vessel with carrying capacity of approximately 149,369 dwt and beneficially owned by Sea Pioneer.

**Consideration:**

The total cash consideration for the Disposal is US\$6,396,110 and shall be payable by Providence to Sea Pioneer in the following manner:

- (1) a deposit of twenty per cent (20%) of the Consideration shall be lodged in the bank account nominated by Sea Pioneer within three (3) Banking Days after signing of the MOA; and
- (2) the balance of eighty per cent (80%) of the Consideration less commission payable shall be paid into the bank account nominated by Sea Pioneer within three (3) Banking Days after the notice of readiness has been tendered by Sea Pioneer, the exchange of documents has been completed and MV Cape Pioneer has been deemed ready for delivery in accordance with the terms of the MOA.

The Consideration was arrived at after arm's length negotiations between Providence and Sea Pioneer with reference to market intelligence the Company has gathered from its own analysis of recently concluded sale and purchase transactions of vessels of comparable size and year of built in the market. The Directors consider the terms and conditions of the Disposal to be fair and reasonable and are in the interests of the Group and the shareholders of the Company as a whole.

**Delivery and Completion**

MV Cape Pioneer is to be delivered on or before 30 June 2015 and Providence has an option to cancel the MOA if delivery of MV Cape Pioneer shall not take place by 30 June 2015.

Completion takes place upon receipt of the balance of the Consideration by Sea Pioneer, whereupon Sea Pioneer shall procure physical delivery of MV Cape Pioneer and documents relating to the Disposal to Providence. The Directors currently expect that the Completion and delivery of MV Cape Pioneer will take place on or before 30 June 2015.

Upon Completion, the Group will not hold any interests in MV Cape Pioneer.

**INFORMATION ON PROVIDENCE**

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Providence is a company incorporated in the Republic of Panama with limited liability and is principally engaged in the business of scrapyards.

**INFORMATION ON MV CAPE PIONEER**

MV Cape Pioneer is a Capesize vessel with carrying capacity of approximately 149,369 dwt.

Its flag state is Panama and was inspected and classified by China Corporation Register of Shipping for purpose of safety classification society. It was acquired by the Group in February 2013 at purchase cost of approximately US\$7,500,000. MV Cape Pioneer is free from all encumbrances, taxes, maritime liens and debts whatsoever.

According to the unaudited management accounts of Sea Pioneer, the unaudited net asset value of MV Cape Pioneer as at 31 March 2015 was approximately US\$7,726,000.

According to the audited accounts of the Group for the year ended 31 December 2014, the revenue attributable to MV Cape Pioneer was approximately US\$2,748,000.

According to the audited accounts of the Group for the years ended 31 December 2013 and 31 December 2014, the net losses (both before and after taxation and extraordinary items) attributable to MV Cape Pioneer were approximately US\$231,000 and approximately US\$1,634,000.

## **INFORMATION ON THE GROUP**

The principal activity of the Company is that of an investment holding company and the principal activities of the Group are provision of marine transportation services, property holding, investment holding and provision of administration services.

## **REASONS FOR THE DISPOSAL**

The Directors consider that the Consideration to be attractive in the current market condition.

The Disposal is for demolition and this provides a good opportunity for the Group to generate cash which is intended to be used for general working capital and for funding any future acquisition of further vessels when suitable opportunities arise.

The Directors believe that the terms of the MOA are entered into upon normal commercial terms following arm's length negotiations between the parties and the terms of the MOA are fair and reasonable and are in the interests of the shareholders of the Company as a whole.

The sale proceeds of the Disposal is US\$6,396,110. The net proceeds of the Disposal of approximately US\$6,204,227, after deducting the related expenses paid by the Company in a sum of approximately US\$191,883, will be used for general working capital of the Group and if the right opportunity arises in future, such proceeds can also be used for the acquisition of further vessels.

## **FINANCIAL EFFECTS OF THE DISPOSAL**

Subject to audit, it is estimated that the Group will record a loss on the Disposal of approximately US\$1,521,773 for the year ending 31 December 2015, which will be reflected in the consolidated profit and loss account of the Group for the year ending 31 December 2015. The loss on the Disposal is calculated by the net proceeds of approximately US\$6,204,227 arising from the Disposal less the book value of MV Cape Pioneer of approximately US\$7,726,000 as at 31 March 2015.

Apart from the loss on the Disposal to be reflected in the consolidated profit and loss account of the Group for the year ending 31 December 2015, it is estimated that the Disposal would not

have a material impact on the Group’s financial position or performance.

## **HK LISTING RULES IMPLICATION**

The Disposal constitutes a discloseable transaction of the Company under Rule 14.06(2) of the HK Listing Rules.

## **SINGAPORE LISTING RULES IMPLICATION**

As the Disposal is a disposal of a vessel in connection with the ordinary course of business of the Group being vessel chartering, the Disposal is not a transaction that falls under the scope of Chapter 10 of the Listing Manual respectively, and this announcement is made, inter alia, in compliance with HK Listing Rules requirements as further set out below and under the general disclosure obligations of the Company under the Listing Manual.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

|                        |   |
|------------------------|---|
| <b>“Banking Days”</b>  | days on which commercial banks are open for business in New York / London / Belgium;  |
| <b>“Capsize”</b>       | dry bulk vessels size range as 100,000 dwt  |
| <b>“Company”</b>       | Courage Marine Group Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the main board of the Stock Exchange and on the Singapore Exchange Securities Trading Limited |
| <b>“Completion”</b>    | completion of the sale and purchase of MV Cape Pioneer in accordance with the MOA   |
| <b>“Consideration”</b> | a total cash consideration of US\$6,396,110 payable by Providence to Sea Pioneer  |
| <b>“Directors”</b>     | the directors of the Company  |
| <b>“Disposal”</b>      | the disposal by Sea Pioneer of MV Cape Pioneer subject to and upon the terms and conditions of the MOA  |
| <b>“dwt”</b>           | an acronym for deadweight tonnage, a measure expressed in metric tons or long tons of a ship’s carrying capacity, including bunker oil, fresh water, crew and provisions  |
| <b>“Group”</b>         | the Company and its subsidiaries  |
| <b>“Hong Kong”</b>     | the Hong Kong Special Administrative Region of the People’s Republic of China   |

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|---------------------------|--|
| <b>“HK Listing Rules”</b> | the Rules Governing the Listing of Securities on the SEHK  |
| <b>“Listing Manual”</b>   | the Listing Manual of the SGX-ST;  |
| <b>“MOA”</b>              | a memorandum of agreement dated 23 June 2015 entered into between Providence as purchaser and Sea Pioneer as vendor  |
| <b>“MV Cape Pioneer”</b>  | MV Cape Pioneer, a Capesize vessel with carrying capacity of approximately 149,369 dwt and beneficially owned by Sea Pioneer   |
| <b>“Providence”</b>       | Providence Shipping Corporation, a company incorporated in the Republic of Panama with limited liability and the purchaser under the MOA                                       |
| <b>“Sea Pioneer”</b>      | Sea Pioneer Marine Corp., a company incorporated in Republic of Panama with limited liability, an indirect wholly-owned subsidiary of the Company and the vendor under the MOA |
| <b>“SEHK”</b>             | The Stock Exchange of Hong Kong Limited;   |
| <b>“SGX-ST”</b>           | the Singapore Exchange Securities and Trading Limited;   |
| <b>“US\$”</b>             | United States dollars, the lawful currency of the United States of America   |
| <b>“%”</b>                | per cent.  |

By order of the Board  
**Courage Marine Group Limited**  
Hsu Chih-Chien  
*Chairman*

Singapore, 23 June 2015

*As at the date of this announcement, the managing Director is Mr. Wu Chao-Huan, the Chairman and non-executive Director is Mr. Hsu Chih-Chien, the executive Director is Mr. Wu Jian, the non-executive Director is Mr. Tsoi Wai Kwong and the independent non-executive Directors are Mr. Chu Wen Yuan, Mr. Foo Meng Kee and Mr. Ngiam Zee Moey.*