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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 2014 THIRD QUARTERLY RESULTS**

This overseas regulatory announcement is made by Courage Marine Group Limited (“Company”) pursuant to the disclosure obligations under rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and is originally prepared in English. In case of any inconsistency between the English version and the Chinese version, the English version shall prevail.

The attached announcement relating to the financial statements of the Company and its subsidiaries for the third quarter ended 30 September 2014 issued on 13 November 2014 is prepared in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited. The financial information set out in the announcement has been prepared in accordance with International Financial Reporting Standard and has not been audited. Shareholders of the Company and public investors should exercise caution when trading in the shares of the Company.

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

Hong Kong, 13 November 2014

*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.*

\* *for identification purposes only*



**COURAGE MARINE GROUP LIMITED**

勇利航業集團有限公司

(Incorporated in Bermuda on 5 April 2005)

(Company Registration no: 36692)

**Unaudited Results For The Third Quarter And First Nine Months Ended 30 September 2014**

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS**

(i) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year

**1(a)(i) Income Statement for the Third Quarter and First Nine Months Ended 30 September 2014:**

	US\$'000		% Change	US\$'000		% Change
	Q3 2014	Q3 2013		9 months 2014	9 months 2013	
Turnover	2,646	5,137	(48)	12,491	15,393	(19)
Cost of sales	(4,040)	(5,014)	(19)	(14,826)	(15,032)	(1)
Gross profit (loss)	(1,394)	123	NM	(2,335)	361	NM
Other income	17	126	(87)	206	476	(57)
Other gains	44	149	(70)	1,471	87	1,591
Administrative expenses	(630)	(708)	(11)	(1,993)	(2,225)	(10)
Other expenses	-	-	NM	(500)	-	NM
Finance cost	(325)	(306)	6	(1,041)	(931)	12
Loss before income tax	(2,288)	(616)	271	(4,192)	(2,232)	88
Income tax	-	-	NM	21	56	(63)
Loss for the period	(2,288)	(616)	271	(4,171)	(2,176)	92
Other comprehensive income						
Gain on revaluation of leasehold land and building	-	-	NM	151	2	7,450
Deferred tax (charge) credit arising on revaluation of leasehold land and building	-	-	NM	(17)	6	NM
Total comprehensive expense for the period attributable to owners of the Company	(2,288)	(616)	271	(4,037)	(2,168)	86

**1(a)(ii) Additional Information**

	US\$'000		% Change	US\$'000		% Change
	Q3 2014	Q3 2013		9 months 2014	9 months 2013	
Profit before tax is arrived after (charging) / crediting:						
Other income including interest income	17	126	(87)	206	476	(57)
Interest on borrowings	(325)	(306)	6	(1,041)	(931)	12
Depreciation and amortisation	(569)	(420)	35	(1,701)	(1,234)	38
Gain on disposal of plant and equipment	-	-	NM	1,475	-	NM
Gain (loss) on held-for-trading investment	25	134	(81)	3	(57)	NM
Gain (loss) on foreign exchange (net)	19	15	27	(22)	14	NM

**NOTES**

NM denotes not meaningful.

**1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year**

	<b>Group</b>		<b>Company</b>	
	US\$'000	US\$'000	US\$'000	US\$'000
	30/9/2014	31/12/2013	30/9/2014	31/12/2013
<b>ASSETS</b>				
<b>Current assets</b>				
Cash and cash equivalents	10,401	13,152	77	108
Trade receivables	321	1,329	-	-
Other receivables and prepayments	3,874	3,775	27	27
Amounts due from a joint venture	412	412	-	-
Held-for-trading investment	453	450	-	-
Pledged bank deposits	4,354	4,330	-	-
<b>Total current assets</b>	<b>19,815</b>	<b>23,448</b>	<b>104</b>	<b>135</b>
<b>Non-current assets</b>				
Property, plant and equipment	70,462	70,120	-	-
Investment property	929	914	-	-
Interest in a joint venture	5,330	5,330	-	-
Interests in subsidiaries	-	-	20,047	20,047
Amounts due from subsidiaries	-	-	52,317	53,584
Long-term receivables and deposits	5,141	5,015	-	-
Deposit paid for acquisition of a vessel	-	860	-	-
Available-for-sale investment	79	79	-	-
<b>Total non-current assets</b>	<b>81,941</b>	<b>82,318</b>	<b>72,364</b>	<b>73,631</b>
<b>Total assets</b>	<b>101,756</b>	<b>105,766</b>	<b>72,468</b>	<b>73,766</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
<b>Current liabilities</b>				
Other payables and accruals	1,045	2,205	12	892
Bank borrowings - due within one year	4,024	5,646	-	-
<b>Total current liabilities</b>	<b>5,069</b>	<b>7,851</b>	<b>12</b>	<b>892</b>
<b>Non-current liabilities</b>				
Deferred tax liabilities	177	190	-	-
Bank borrowings - due after one year	33,162	30,340	-	-
<b>Total non-current liabilities</b>	<b>33,339</b>	<b>30,530</b>	<b>-</b>	<b>-</b>
<b>Capital and reserves</b>				
Share capital	19,059	19,059	19,059	19,059
Share premium	28,027	28,027	28,027	28,027
Revaluation reserve	1,207	1,073	-	-
Other reserve	1,531	1,531	-	-
Retained profits	13,524	17,695	25,370	25,788
<b>Total</b>	<b>63,348</b>	<b>67,385</b>	<b>72,456</b>	<b>72,874</b>
<b>Total liabilities and equity</b>	<b>101,756</b>	<b>105,766</b>	<b>72,468</b>	<b>73,766</b>
<b>Net current assets / (liabilities)</b>	<b>14,746</b>	<b>15,597</b>	<b>92</b>	<b>(757)</b>
<b>Total assets less current liabilities</b>	<b>96,687</b>	<b>97,915</b>	<b>72,456</b>	<b>72,874</b>

**1(b)(ii) In relation to the aggregate amount of the group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:-**

**Amount repayable in one year or less, or on demand**

As at 30/09/2014		As at 31/12/2013	
Secured	Unsecured	Secured	Unsecured
US\$4,024,000	-	US\$5,646,000	-

**Amount repayable after one year**

As at 30/09/2014		As at 31/12/2013	
Secured	Unsecured	Secured	Unsecured
US\$33,162,000	-	US\$30,340,000	-

**Details of any collateral**

Secured borrowings are generally secured by:

1. Corporate guarantee from Courage Marine Group Limited on the outstanding loan balance
2. First preferred mortgage over the vessels held by Courage Marine Co. Ltd., Heroic Marine S.A., Sea Pioneer Marine Corp. and Zorina Navigation Corp., named "MV Courage", "MV Heroic", "MV Cape Pioneer" and "MV Zorina", respectively, and
3. Assignment of insurance in respect of MV Cape Pioneer, MV Courage, MV Heroic and MV Zorina

**1(c) A statement of cash flow (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year**

	<b>Group</b>	
	US\$'000	
	3Q of 2014	3Q of 2013
<b>Operating activities</b>		
Loss before income tax	(2,288)	(616)
Adjustments for:		
Depreciation of property, plant and equipment	569	420
Change in fair value of held for trading investment	(25)	(134)
Interest income	(15)	(19)
Finance costs	325	306
Operating loss before movements in working capital	(1,434)	(43)
Decrease (increase) in trade receivables	30	(2,813)
Increase in other receivables and prepayment	272	964
Increase in amount due to a joint venture	(470)	(897)
Cash (used in) operating activities	(1,602)	(2,789)
Interest expense paid	(325)	(306)
Interest income received	15	19
Net cash (used in) operating activities	(1,912)	(3,076)
<b>Investing activities</b>		
Deposit for acquisition of property, plant and equipment and investment properties	-	(379)
Purchase of plant and equipment	(462)	(5)
Placement of pledged bank deposits	(10)	(5)
Net cash (used in) investing activities	(472)	(389)
<b>Financing activities</b>		
Repayment of loans	(1,024)	(793)
Increase in bank overdraft	-	16
Net cash (used in) financing activities	(1,024)	(777)
Net (decrease) in cash and cash equivalents	(3,408)	(4,242)
Cash and cash equivalents at the beginning of the period	13,809	16,560
<b>Cash and cash equivalents at the end of the period</b>	<b>10,401</b>	<b>12,318</b>

	<b>Group</b>	
	US\$'000	
	9 months of 2014	9 months of 2013
<b>Operating activities</b>		
Loss before income tax	(4,192)	(2,232)
Adjustments for:		
Dividends from held-for-trading investments	(20)	(20)
Depreciation of property, plant and equipment	1,701	1,234
Change in fair value of investment property	(15)	23
Change in fair value of held for trading investment	(3)	(57)
Change in fair value of structured deposit	-	(38)
Gain on disposal of property, plant and equipment	(1,475)	-
Discount effect on long-term loan receivable	246	-
Interest income	(45)	(69)
Finance costs	1,041	931
Impairment loss on deposit paid	254	-
Imputed interest income on long-term receivables	(118)	(112)
Operating loss before movements in working capital	(2,626)	(340)
Decrease (increase) in trade receivables	1,008	(2,061)
Increase in other receivables and prepayment	(99)	(291)
(Decrease) increase in other payables and accruals	(1,160)	16
Cash (used in) operating activities	(2,877)	(2,676)
Interest expense paid	(1,041)	(931)
Interest income received	45	69
Income tax paid	(9)	-
Dividend received from held-for-trading investment	20	20
Net cash (used in) operating activities	(3,862)	(3,518)
<b>Investing activities</b>		
Deposit for acquisition of property, plant and equipment and investment properties	(254)	(956)
Purchase of plant and equipment	(8,204)	(7,850)
Proceeds on disposal of plant and equipment	8,393	-
Placement of pledged bank deposits	(24)	(24)
Withdrawal of structured deposit	-	1,000
Net cash (used in) investing activities	(89)	(7,830)
<b>Financing activities</b>		
Repayment of loans	(6,343)	(2,258)
New loans raised	10,000	4,000
(Decrease) increase in bank overdraft	(2,457)	52
Net cash from financing activities	1,200	1,794
Net (decrease) in cash and cash equivalents	(2,751)	(9,554)
Cash and cash equivalents at the beginning of the period	13,152	21,872
<b>Cash and cash equivalents at the end of the period</b>	<b>10,401</b>	<b>12,318</b>

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

	Share Capital	Share Premium	Property Revaluation Reserve	Other Reserve	Retained profits attributable to the shareholders	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>The Group</b>						
Balance at 1 July 2013	19,059	28,027	1,125	1,531	17,910	67,652
Loss for the period	-	-	-	-	(616)	(616)
Balance at 30 September 2013	19,059	28,027	1,125	1,531	17,293	67,035
Balance at 1 July 2014	19,059	28,027	1,207	1,531	15,812	65,636
Loss for the period	-	-	-	-	(2,288)	(2,288)
Balance at 30 September 2014	19,059	28,027	1,207	1,531	13,524	63,348

	Share Capital	Share Premium	Property Revaluation Reserve	Other Reserve	Retained profits attributable to the shareholders	Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
<b>The Company</b>						
Balance at 1 July 2013	19,059	28,027	-	-	25,159	72,245
Loss for the period	-	-	-	-	(320)	(320)
Balance at 30 September 2013	19,059	28,027	-	-	24,839	71,925
Balance at 1 July 2014	19,059	28,027	-	-	25,530	72,616
Loss for the period	-	-	-	-	(160)	(160)
Balance at 30 September 2014	19,059	28,027	-	-	25,370	72,456

**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares or cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles, as well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year**

There has been no change in the Company's share capital since the end of the previous period reported on.

The Company does not have any outstanding convertibles as at 30 September 2014 and 31 December 2013.

**1 (d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year**

<b>As at 30/09/2014</b>	<b>As at 31/12/2013</b>
1,058,829,308	1,058,829,308

**1 (d)(iv) A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on**

There were no shares being held as treasury shares by the Company.

**2. Whether the figures have been audited, or reviewed and in accordance with which standard**

The figures have not been audited or reviewed.

**3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter)**

Not Applicable

**4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied**

The Group has adopted the same accounting policies and method of computation in the financial statements for the current period compared with the financial statements for the financial year ended 31 December 2013.

**5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change**

Not Applicable



**6. Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends (a) based on the weighted average number of ordinary shares on issue; and (b) on a fully diluted basis (detailing any adjustments made to the earnings)**

	<b>Group</b>			
	Q3 2014	Q3 2013	9 months 2014	9 months 2013
	US Cents	US Cents	US Cents	US Cents
a Based on the weighted average number of ordinary shares in issue	(0.21)	(0.06)	(0.38)	(0.21)
b On a fully diluted basis	(0.21)	(0.06)	(0.38)	(0.21)

**NOTES:**

The earnings per ordinary share is calculated by dividing the consolidated profit attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during the financial period reported on.

The fully diluted earnings per ordinary share is the same as the earnings per ordinary share as there were no options granted or outstanding during the financial period.

**7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on; and (b) immediately preceding financial year**

	<b>Group</b>		<b>Company</b>	
	30/9/2014	31/12/2013	30/9/2014	31/12/2013
	US Cents	US Cents	US Cents	US Cents
Net asset value per ordinary share	5.98	6.36	6.84	6.88

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following: (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

#### Turnover

##### 3Q2014

The Group turnover decreased by 48% from approximately US\$5.1 million in 3Q13 to US\$2.6 million in 3Q14, reflecting the low demand for the dry bulk market. The Baltic Dry Index (the "BDI") remained low and was below 1,000 level during 3Q14.

##### 9m2014

The Group turnover decreased by 19% from approximately US\$15.4 million in the nine months ended 30 September 2013 to approximately US\$12.5 million in the nine months ended 30 September 2014. The dry bulk market remains under intense pressure and the BDI was below 1,000 level for most of the time during the first nine months of this year.

#### Profitability

##### 3Q2014

The Group's cost of sales decreased by 19% from approximately US\$5 million in 3Q13 to approximately US\$4 million in 3Q14. This was because of the low fleet utilisation during the period. The Group recorded a gross loss of approximately US\$1.4 million in 3Q14 compared to a gross profit of US\$0.1 million in 3Q13.

Other income consists of interest income from banks and certificate of deposit, sundry income, and other one-off income. The Group recorded other income of US\$17,000 in 3Q14, a decrease of 87% compared to 3Q13. This was mainly due to a one-off insurance claim received in 3Q13.

Other gains and losses consist of changes in fair value of investment property, changes in fair value of held-for-trading investments, gains and losses on the disposal of fixed assets and exchange gains and losses. The Group recorded other gains of approximately US\$44,000 in 3Q14 due to the change in fair value of held-for-trading investment and exchange gains. The Group recorded other gains of approximately US\$149,000 in 3Q13.

Administrative expenses decreased by 11% from approximately US\$0.7 million in 3Q13 to approximately US\$0.6 million in 3Q14 as the Group had less legal and professional expenses during the quarter.

The Group recorded finance costs of approximately US\$0.33 million in 3Q14 compared to US\$0.31 million in 3Q13 due mainly to bank borrowings.

Overall, the Group recorded a net loss of approximately US\$2.3 million in 3Q14 compared to approximately US\$0.6 million in 3Q13. This is mainly due to the lower utilisation rate and low turnover during the 3Q14.

## 9m2014

The Group's cost of sales decreased by 1% from approximately US\$15 million in 9m13 to approximately US\$14.8 million in 9m14. The Group recorded a gross loss for approximately US\$2.3 million in 9m14 compared to a gross profit of approximately US\$0.4 million in 9m13.

Other income consists of interest income from banks and certificate of deposit, sundry income, and other one-off income. The Group recorded other income of approximately US\$0.2 million in 9m14, a decrease of 57% compared to 9m13. This was largely due to a one-off insurance claim received in 9m13.

Other gains and losses consist of changes in fair value of investment property, changes in fair value of held-for-trading investments, gains and losses on the disposal of fixed assets and exchange gains and losses. The Group recorded other gains of approximately US\$1.5 million in 9m14 compared to other gains of approximately US\$87,000 in 9m13 which was due to the disposal gain of MV Cape Warrior.

Administrative expenses decreased by about 10% as the Group had less legal and professional expenses during the period.

The Group recorded other expenses of approximately US\$0.5 million in 9m14 as there was an impairment loss on deposits paid and discount effect on the long-term loan advanced. The Group did not record such expense in 9m13.

The Group recorded finance costs of approximately US\$1 million in 9m14 compared to US\$0.9 million in 9m13 mainly due to the addition of bank borrowings.

The Group's subsidiaries recorded an income tax credit of US\$21,000 during 9m14 compared to approximately US\$56,000 in 9m13. It was due mainly to the over provision of the deferred tax liability in the previous year.

The Group recorded a gain on revaluation of owner-occupied property for approximately US\$151,000 in 9m14 compared to a gain of US\$2,000 in 9m13.

The Group recorded a deferred tax charge on revaluation of leasehold land and building for approximately US\$17,000 in 9m14 compared to a deferred tax credit of approximately US\$6,000 in 9m13.

Overall, the Group recorded a higher net loss of approximately US\$4 million in 9m14 compared to US\$2.2 million in 9m13 due to lower turnover and lower utilisation rate.

## Cashflow

There was a net decrease in cash and cash equivalents of approximately US\$2.8 million in 9m14. Although the Group had obtained a new bank loan of US\$10 million and had cash proceeds of approximately US\$8.4 million on the disposal of MV Cape Warrior, cash was also utilised to purchase MV Courage and to repay part of the bank loans. The Group had cash and bank balances of approximately US\$10.4 million as at 30 September 2014.

**9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results**

Not Applicable

**10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.**

The dry bulk market was gradually picking up and the BDI, which has a close correlation to freight rates, climbed up to 1400 level in November. However, low demand of commodities in the Greater China Region, and over-supply of vessels has led to more pressure on the freight rates in the dry bulk market.

The updated tonnage of the Group fleet is approximately 335,000 dwt. The Group will endeavour to maintain its cost-effective structure and focus on keeping its fleet well-deployed and running efficiently. With the current fleet, the Group is well placed to operate at higher efficiency in the event the dry bulk market recovers.

In view of the foregoing, the financial performance of the Group for 2014 will continue to be adversely affected by the current challenging economic conditions and uncertain outlook.

## 11. Dividend

### **(a) Whether an interim (final) ordinary dividend has been declared (recommended)**

No.

### **(b)(i) Amount per share in cents**

Not applicable.

### **(b)(ii) Previous corresponding period in cents**

Not applicable.

### **(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated)**

Not applicable.

### **(d) The date the dividend is payable**

Not applicable.

### **(e) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined**

Not applicable.

## 12. If no dividend has been declared / (recommended), a statement to that effect

No dividend was declared or recommended for the current financial period reported on.

## 13. Interested Person Transactions

The Group has not obtained a general mandate for interested person transactions. During the period under review, the following interested person transactions were entered into by the Group:

Interested Person	Aggregate value of all interested person transactions conducted for 3Q14
Ms. Chou (Spouse of Mr Chang Shun-Chi) *	Rental expenses for lease of Shanghai office - US\$7,000

\*Mr Chang Shun-Chi has retired as a director of the Company with effect from the conclusion of the annual general meeting of the Company held on 29 April 2014.

## By Order of the Board

**WU CHAO-HUAN**  
Managing Director  
13 November 2014



## **Courage Marine Group Limited**

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### **COURAGE MARINE GROUP LIMITED (Incorporated in Bermuda)**

To: All Shareholders

The Board of Directors of Courage Marine Group Limited wishes to make the following announcement:

#### **Financial Result**

The unaudited financial results of the Group for the nine months and third quarter ended 30 September 2014 are enclosed.

#### **Confirmation by Directors**

The Board of Directors hereby confirm that, to the best of their knowledge, nothing has come to their attention which may render the unaudited financial results of the Group for the nine months and third quarter ended 30 September 2014 to be false or misleading.

**By Order of the Board  
Courage Marine Group Limited**

Mr. Hsu Chih-Chien  
Chairman and Director

Mr. Wu Chao-Huan  
Managing Director

Dated this the 13th day of November 2014