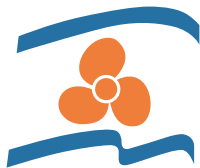


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**Courage Marine Group Limited**  
**( 勇利航業集團有限公司 )**

*(Incorporated in Bermuda with limited liability)*

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

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

**DISCLOSEABLE TRANSACTION**  
**DISPOSAL OF VESSEL – M/V SEA PIONEER**

On 21 December 2011, Sea Pioneer Marine, an indirect wholly-owned subsidiary of the Company, entered into the MOA with Pacific Goal in relation to the disposal of a vessel, MV Sea Pioneer, for a total cash consideration of US\$5,164,867.60 (equivalent to approximately HK\$40,285,967.28).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Pacific Goal and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

Sea Pioneer Marine, an indirect wholly-owned subsidiary of the Company, is a company incorporated in 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 Listing Rules.

## **MOA**

Date: 21 December 2011

Parties: (1) Vendor : Sea Pioneer Marine Corp.  
(2) Purchaser : Pacific Goal Investments Limited (“Pacific Goal”)

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, Pacific Goal and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons of the Company.

### **Asset to be disposed:**

Pursuant to the MOA, Pacific Goal has agreed to acquire and Sea Pioneer Marine has agreed to sell MV Sea Pioneer, which is a panamax vessel with carrying capacity of approximately 67,000 dwt and beneficially owned by Sea Pioneer Marine.

### **Consideration:**

The total cash consideration for the Disposal is US\$5,164,867.60 (equivalent to approximately HK\$40,285,967.28) and shall be payable by Pacific Goal to Sea Pioneer Marine in the following manner:

- (1) a deposit of 20% of the Consideration shall be lodged in bank account nominated by Sea Pioneer Marine within 24 hours after signing of the MOA; and
- (2) the balance of the Consideration shall be paid to Sea Pioneer Marine within 24 hours after the notice of readiness has been tendered by Sea Pioneer Marine.

The Consideration was arrived at after arm’s length negotiations between Pacific Goal and Sea Pioneer Marine 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 build 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 Sea Pioneer is to be delivered between 22 December 2011 and 30 December 2011 and Pacific Goal has an option to cancel the MOA if delivery of MV Sea Pioneer shall not take place by 30 December 2011.

Completion takes place within 24 hours after receipt of the balance of Consideration by Sea Pioneer Marine, whereupon Sea Pioneer Marine shall procure physical delivery of MV Sea Pioneer and documents relating to the Disposal to Pacific Goal. The Directors currently expect that the Completion and delivery of MV Sea Pioneer will take place on or about 26 December 2011.

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

## **INFORMATION ON PACIFIC GOAL**

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Pacific Goal is a company incorporated in the British Virgin Islands with limited liability and is principally engaged in the business of scrapyard.

## **INFORMATION ON MV SEA PIONEER**

MV Sea Pioneer is a panamax vessel with carrying capacity of approximately 67,000 dwt. Its flag State is Panama and was inspected and classified by International Register of Shipping for purpose of safety classification society. It was acquired by the Group in 2008 at purchase cost of US\$3,800,000 (equivalent to approximately HK\$29,640,000). MV Sea Pioneer is free from all encumbrances, mortgages, taxes, maritime liens and debts whatsoever.

According to the unaudited management accounts of Sea Pioneer Marine, the unaudited net asset value of MV Sea Pioneer as at 30 September 2011 was approximately US\$3,750,000 (equivalent to approximately HK\$29,250,000).

According to audited accounts of the Group for the year ended 31 December 2010, the net profits (both before and after taxation and extraordinary items) attributable to MV Sea Pioneer was approximately US\$750,000 (equivalent to approximately HK\$5,850,000).

According to audited accounts of the Group for the year ended 31 December 2009, the net profits (both before and after taxation and extraordinary items) attributable to MV Sea Pioneer was approximately US\$1,080,000 (equivalent to approximately HK\$8,424,000).

## **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 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 vessel when suitable opportunity arises.

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\$5,164,867.60 (equivalent to approximately HK\$40,285,967.28). The net proceeds of the Disposal of approximately US\$5,040,000 (equivalent to approximately HK\$39,312,000), after deducting the related expenses paid by the Company in a sum of approximately US\$120,000 (equivalent to approximately HK\$936,000), will be used for general working capital of the Group and if the right opportunity shall arise in future, such proceeds can also be used for acquisition of further vessel.

## **FINANCIAL EFFECT OF THE DISPOSAL**

Subject to audit, it is estimated that the Group will record a gain on the Disposal of approximately US\$1,290,000 (equivalent to approximately HK\$10,062,000) for the year ending 31 December 2011, which will be reflected in the consolidated profit and loss account of the Group for the year ending 31 December 2011. The gain on the Disposal is calculated by the net proceeds of approximately US\$5,040,000 (equivalent to approximately HK\$39,312,000) arising from the Disposal less the book value of MV Sea Pioneer of approximately US\$3,750,000 as at 30 September 2011 (equivalent to approximately HK\$29,250,000).

Apart from the gain on the Disposal to be reflected in the consolidated profit and loss account of the Group for the year ending 31 December 2011, it is estimated that the Disposal would not have a material impact on the Group's financial position/performance.

## **LISTING RULES IMPLICATION**

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

## DEFINITIONS

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

“Company”	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 SGX-ST
“Completion”	completion of the sale and purchase of MV Sea Pioneer in accordance with the MOA
“Consideration”	a total cash consideration of US\$5,164,867.60 (equivalent to approximately HK\$40,285,967.28) payable by Pacific Goal to Sea Pioneer Marine
“Directors”	the directors of the Company
“Disposal”	the disposal by Sea Pioneer Marine of MV Sea Pioneer subject to and upon the terms and conditions of the MOA
“dwt”	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
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOA”	a memorandum of agreement dated 21 December 2011 entered into between Pacific Goal as buyer and Sea Pioneer Marine as seller
“MV Sea Pioneer”	M/V Sea Pioneer, a panamax vessel with carrying capacity of approximately 67,000 dwt and beneficially owned by Sea Pioneer Marine
“Pacific Goal”	Pacific Goal Investments Limited, a company incorporated in the British Virgin Islands with limited liability and the buyer under the MOA

“panamax”	dry bulk vessels with size ranging from approximately 60,000 to 99,999 dwt
“Sea Pioneer Marine”	Sea Pioneer Marine Corp., a company incorporated in Panama with limited liability, an indirect wholly-owned subsidiary of the Company and the vendor under the MOA
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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

Hong Kong, 21 December 2011

*For the purpose of this announcement, unless otherwise specified, conversion of United States dollars into Hong Kong dollars are based on the approximate exchange rates of US\$1.00 to HK\$7.80. The exchange rate is for illustration purpose only and do not constitute a representation that any amounts have been, could have been or may be exchanged at this or any other rates at all.*

*As at the date of this announcement, the managing Director is Mr. Wu Chao-Huan, executive Director is Mr. Chen Shin-Yung, the Chairman and non-executive Director is Mr. Hsu Chih-Chien, the non-executive Directors are Mr. Sun Hsien-Long and Mr. Chang Shun-Chi, the independent non-executive Directors are Mr. Lui Chun Kin, Gary, Mr. Sin Boon Ann and Mr. Chu Wen Yuan.*