

FURTHER INFORMATION ABOUT THE COMPANY AND ITS SUBSIDIARIES**1. Incorporation of the Company**

Our Company was incorporated in Bermuda under the Bermuda Companies Act as an exempted company with limited liability under the name “Courage Marine Group Limited” on 5 April 2005. Pursuant to a special resolution of our Company passed on 11 April 2011, the secondary name of our Company “勇利航業集團有限公司” was adopted with effect from 12 April 2011.

Our Company has established a principal place of business in Hong Kong at Suite 1801, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong and was registered in Hong Kong as a non-Hong Kong company under Part XI of the Companies Ordinance, with Hon Kwok Ping Lawrence of Suite 1801, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong appointed as the authorized representative of our Company, and he has been appointed by our Company for the acceptance of service of process and any documents and notices on behalf of our Company in Hong Kong under Part XI of the Companies Ordinance.

As our Company was incorporated in Bermuda, it operates subject to the Bermuda Companies Act, its memorandum of association and the New Bye-laws. A summary of various provisions of its memorandum of association and the New Bye-laws and relevant aspects of Bermuda company law is set out in Appendix IV to this document.

2. Changes in share capital of the Company

There has been no alteration in the share capital of our Company within two years immediately preceding the date of this document.

3. Changes in the share capital of subsidiaries of the Company

The subsidiaries of our Company are listed in the Accountants’ Report set out in Appendix I to this document. The alterations in the share capital of each of our Company’s subsidiaries which took place within the two years immediately preceding the date of this document are as follows:

(a) *Cape Ore*

Cape Ore was incorporated in Panama as Panamanian corporation on 27 January 2010. On 27 January 2010, 100 common shares in Cape Ore were issued and allotted to Courage Marine Holdings at par and Cape Ore became a wholly-owned subsidiary of our Company.

(b) *Panamax Leader Marine*

Panamax Leader Marine was incorporated in Panama as Panamanian corporation on 26 April 2010. On 26 April 2010, 100 common shares in Panamax Leader Marine were issued and allotted to Courage Marine Holdings at par and Panamax Leader Marine became a wholly-owned subsidiary of our Company.

(c) *Courage Marine Property*

Courage Marine Property was incorporated in Hong Kong as a limited liability company on 1 June 2010. On the date of incorporation, 1 ordinary share of HK\$1 was issued and allotted to Courage Marine HK. On 22 February 2011, 9,999 ordinary shares of HK\$1 were further issued and allotted to Courage Marine HK.

(d) *Harmony*

Harmony was incorporated in BVI as a business company on 7 October 2010. On 14 October 2010, 417 and 583 ordinary shares of US\$1 were issued and allotted to Courage Amego and Mr. Chang respectively.

Saved as disclosed above, there has been no alteration in the share capital of any of the subsidiaries of our Company within two years immediately preceding the date of this document.

4. Resolutions of the Members passed at the Company's annual general meeting held on 27 April 2011

At the annual general meeting held on 27 April 2011, the following resolutions were passed:

Authority to issue shares

That pursuant to the Bye-laws and the listing rules, guidelines and measures issued by SGX-ST, authority be and was given to the Directors of the Company to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, convertible securities or other instruments convertible into shares; and/or
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues notwithstanding that this mandate may have ceased to be in force at the time the Instruments are issued; and/or
- (iv) issue shares in pursuance of any Instrument made or granted by the Directors pursuant to (ii) and (iii) above, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding that the authority conferred by this Resolution may have ceased to be in force), provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty (50) per cent. of the issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty (20) per cent. of the issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) for the purpose of this Resolution, the percentage of issued shares shall be based on the Company's issued share capital excluding treasury shares at the time this Resolution is passed (after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards that are outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST; and (b) any subsequent bonus issue, consolidation or subdivision of shares); and
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company.

5. Resolutions of the Members passed at the Company's special general meeting held on 11 April 2011

At a special general meeting of the Company held on 11 April 2011, the following resolutions were passed:

ORDINARY RESOLUTION 1 – THE PROPOSED DUAL PRIMARY LISTING OF ALL THE COMPANY'S SHARES ON THE MAIN BOARD ("SEHK LISTING") INVOLVING THE PROPOSED OFFER OF UP TO 184,144,227 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("OFFER SHARES") BY THE COMPANY, AND UP TO 27,621,634 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "ADDITIONAL SHARES", TOGETHER WITH OFFER SHARES, THE "NEW SHARES") IN THE EVENT OF THE EXERCISE OF AN OVER-ALLOTMENT OPTION TO BE CARRIED OUT IN CONJUNCTION WITH THE SEHK LISTING ("SHARE OFFER")

- (1) the dual primary listing of all the Shares on the Main Board and all matters relating thereto be approved and authorised;

- (2) the issue of the Offer Shares and the Additional Shares (in the event of the exercise of an over-allotment option) in the Share Offer at a price per New Share (“**Offer Price**”) pursuant to such structure, in such manner, on such terms and at such time as the Board may determine and all matters relating thereto be approved and authorised and notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue the New Shares in pursuance of any offer or agreement made or option granted by the Directors while this Resolution was in force; and
- (3) the Company and any Director be authorised to take all necessary steps, to do all such acts and things and sign all such documents and deeds (including approving any matters in relation to the SEHK Listing) as they may consider necessary, desirable or expedient to give effect to or carrying into effect this Ordinary Resolution, provided where the Company seal is required to be affixed to the documents and deeds, such documents and deeds shall be signed and the Company seal shall be affixed in accordance with the Bye-laws.

ORDINARY RESOLUTION 2 – THE PROPOSED ISSUE AND ALLOTMENT OF THE NEW SHARES AT AN OFFER PRICE OF NO MORE THAN A 10% DISCOUNT TO THE SGX-ST MARKET PRICE

- (1) the Offer Price of the New Shares, being at a discount, if any, of no more than a 10% discount to the SGX-ST Market Price (or the par value of the New Shares, whichever is the higher), be and was approved; and
- (2) that in the determination of the final Offer Price of the New Shares and approving any matters in relation to the Share Offer, the Company and any Director be authorised to take all necessary steps, to do all such acts and things and sign all such documents and deeds as they may consider necessary, desirable or expedient to give effect to or carrying into effect this Ordinary Resolution, provided where the Company seal is required to be affixed to the documents and deeds, such documents and deeds shall be signed and the Company seal shall be affixed in accordance with the Bye-laws.

The SGX-ST Market Price refers to either (i) the weighted average price for trades of the Shares done on the SGX-ST for 5 full Market Days on which the final Offer Price is determined; or (ii) the average closing price for trades of the Shares done on the SGX-ST for 5 full Market Days on which the final Offer Price is determined, as may be determined jointly by the lead manager and the Company.

ORDINARY RESOLUTION 3 – THE PROPOSED TERMINATION OF THE COURAGE MARINE EMPLOYEE SHARE OPTION SCHEME

- (1) Subject to the listing of the Shares, and the New Shares on the Stock Exchange approval be and was given for the termination of the Share Option Scheme; and

- (2) the Directors be and were authorised to do any act or thing or take such steps as may be necessary to facilitate or as may be incidental in connection with the termination of the Share Option Scheme.

Please also refer to Ordinary Resolution 2 set out in paragraph 6 below headed “Resolutions of the Members passed at the Company’s special general meeting held on 1 June 2011” in this section.

ORDINARY RESOLUTION 4 – THE PROPOSED SHARE BUY BACK MANDATE

- (a) The exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares of par value US\$0.018 each fully paid in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST or the Stock Exchange; and/or
 - (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST or the Stock Exchange in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual and The Codes on Takeovers and Mergers and Share Repurchases of Hong Kong (“**HK Takeover Code**”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Bermuda Companies Act, the Bye-laws, the Listing Manual and the Listing Rules, the HK Takeover Code, be and was authorised and approved generally and unconditionally (the “Share Buy Back Mandate”) Provided That:–

- (i) the exercise by the Directors of the powers of the Company to make Market Purchases and Off-Market Purchases on the Stock Exchange shall be contingent upon and subject to the SEHK Listing;
 - (ii) the exercise by the Directors of the powers of the Company to make Off-Market Purchases on the Stock Exchange shall be contingent upon and subject to the Company complying with all applicable conditions and requirements as required under the HK Takeover Code;
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;

- (ii) the date on which the share buy-backs are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;
- (c) for purposes of this Resolution:

“Maximum Limit” means ten per cent. (10%) of the total issued ordinary shares of the Company as at the date of the last annual general meeting of the Company or the date of the passing of this Resolution, whichever is the higher, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as treasury shares by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
 - (ii) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- “Market Day”** means a day on which the SGX-ST is open for trading in securities;
- (d) the number of shares which may in aggregate be purchased or acquired by the Company during any one financial year of the Company shall be subject to the Maximum Limit;

- (e) the Directors and/or any of them be and were authorised to deal with the shares purchased by the Company, pursuant to the Share Buy Back Mandate in any manner as they think fit, which is permitted under the Bermuda Companies Act, the Listing Manual, the HK Takeover Code and the Listing Rules; and
- (f) the Directors and/or any of them be and were authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

SPECIAL RESOLUTION 1 – THE PROPOSED ADOPTION OF NEW BYE-LAWS OF THE COMPANY

That, subject to the listing of the Shares and the New Shares on the Stock Exchange, the New Bye-laws be and were adopted as the Bye-laws in substitution for and to the exclusion of all the existing Bye-laws of the Company, such adoption to take effect on the date of the listing of the Shares and the New Shares on the Stock Exchange.

SPECIAL RESOLUTION 2 – THE PROPOSED ADOPTION BY THE COMPANY OF THE CHINESE NAME “勇利航業集團有限公司” AS ITS SECONDARY NAME

That the Chinese name “勇利航業集團有限公司” be and was adopted as the Company’s secondary name and the Company and any Director be and was authorised to exercise such discretion, to complete and do all such acts and things, including without limitation, to sign, to seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient to give effect to this resolution as they may think fit.

More information on the resolutions can be found in the announcement of our Company released on the SGX-ST on 17 March 2011, the results of the special general meeting announced on 11 April 2011 and the circular to the Members dated 17 March 2011.

6. Resolutions of the Members passed at the Company’s special general meeting held on 1 June 2011

At a special general meeting of the Company held on 1 June 2011, the following resolutions were passed:

ORDINARY RESOLUTION 1 – THE PROPOSED LISTING BY WAY OF INTRODUCTION OF THE COMPANY’S SHARES IN ISSUE ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (“INTRODUCTION LISTING”)

- (1) Approval be and was given for the Introduction Listing and all matters relating thereto; and

- (2) Any Director be and was authorised and empowered to:
- (i) prepare, sign or otherwise execute and deliver all notices, agreements, deeds, undertakings and documents (including filings and/or lodgement thereof with the relevant authorities) in connection with the Introduction Listing; and
 - (ii) exercise all discretions, take all steps and do all acts and things necessary or expedient (including authorising the affixing of the common seal of the Company in accordance with the Memorandum of Association and Bye-laws of the Company) to give effect to the Introduction Listing and all other matters referred to or contemplated hereunder.

SPECIAL RESOLUTION 1 – THE RE-ADOPTION OF NEW BYE-LAWS OF THE COMPANY

- (1) The new Bye-laws of the Company as set out in Appendix IV of the circular dated 9 May 2011 which were adopted at the special general meeting of the Company held on 11 April 2011 (“Earlier SGM”) be and were re-adopted as the Bye-laws in substitution for and to the exclusion of all the existing Bye-laws, such re-adoption to take effect on the date of the listing of the Shares on the Stock Exchange, and the special resolution 1 (approving the adoption of new Bye-laws) duly passed in the Earlier SGM be and was amended accordingly.
- (2) Any Director be and was authorised and empowered to do any act or thing or take such steps as may be necessary to facilitate or as may be incidental in connection with the proposed re-adoption of the new Bye-laws.

ORDINARY RESOLUTION 2 – THE RE-APPROVAL OF THE PROPOSED TERMINATION OF THE COURAGE MARINE EMPLOYEE SHARE OPTION SCHEME

- (1) The Share Option Scheme be and was terminated and the ordinary resolution 3 (approving the termination of the Share Option Scheme) duly passed in the Earlier SGM be and was amended and superseded accordingly.
- (2) Any Director be and was authorised and empowered to do any act or thing or take such steps as may be necessary to facilitate or as may be incidental in connection with the proposed termination of the Share Option Scheme.

ORDINARY RESOLUTION 3 – THE PROPOSED RENEWAL OF THE SHARE BUY BACK MANDATE

- (1) The exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares of par value US\$0.018 each fully paid in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) market purchase(s) (each a “**Market Purchase**”) on the SGX-ST or the Stock Exchange; and/or
- (ii) off-market purchase(s) (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST or Stock Exchange in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Listing Manual and The Codes on Takeovers and Mergers and Share Repurchases of Hong Kong (“**HK Takeover Code**”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Bermuda Companies Act, the Bye-laws, the Listing Manual and the Listing Rules, the HK Takeover Code, be and was authorised and approved generally and unconditionally (the “**Share Buy Back Mandate**”) Provided That:–

- (i) the exercise by the Directors of the powers of the Company to make Market Purchases and Off-Market Purchases on the Stock Exchange shall be contingent upon and subject to the Introduction Listing;
 - (ii) the exercise by the Directors of the powers of the Company to make Off-Market Purchases on the Stock Exchange shall be contingent upon and subject to the Company complying with all applicable conditions and requirements as required under the HK Takeover Code;
- (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next annual general meeting of the Company is held or date by which such annual general meeting is required to be held;
 - (ii) the date on which the share buy-backs are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked;
- (3) for purposes of this Resolution:

“**Maximum Limit**” means ten per cent. (10%) of the total issued ordinary shares of the Company as at the date of the last annual general meeting of the Company or the date of the passing of this Resolution, whichever is the higher, unless the Company has effected a reduction of the share capital of the Company (other than a reduction by virtue of a share buy-back) in accordance with the applicable provisions of the Bermuda Companies Act, at any time during the Relevant Period (as hereinafter defined) in which event the

issued ordinary shares of the Company shall be taken to be the total number of the issued ordinary shares of the Company as altered by such capital reduction (the total number of ordinary shares shall exclude any ordinary shares that may be held as treasury shares by the Company from time to time);

“Relevant Period” means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Market Purchase was made by the Company and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and
- (ii) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) Market Days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under the Off-Market Purchase scheme and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period; and

“Market Day” means a day on which the SGX-ST is open for trading in securities;

- (4) the number of shares which may in aggregate be purchased or acquired by the Company during any one financial year of the Company shall be subject to the Maximum Limit;
- (5) the Directors and/or any of them be and were authorised to deal with the shares purchased by the Company, pursuant to the Share Buy Back Mandate in any manner as they think fit, which is permitted under the Bermuda Companies Act, the Listing Manual, the HK Takeover Code and the HK Listing Rules; and
- (6) the Directors and/or any of them be and were authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

More information on the resolutions can be found in the announcement of our Company released on the SGX-ST on 9 May 2011, the results of the special general meeting announced on 1 June 2011 and the circular to the Members dated 9 May 2011.

REORGANISATION

The companies comprising our Group have not underwent any reorganisation of the Group's corporate structure for the Listing.

REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES

This paragraph contains information required by the Stock Exchange to be included in this document concerning the repurchase by the Company of its own securities.

1. Provisions of the Listing Rules

The Listing Rules permit a company listed on the Stock Exchange to repurchase its securities on the Stock Exchange subject to certain restrictions, the more important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company listed on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

Note: Pursuant to the Members' resolution passed at the special general meeting of our Company on 1 June 2011, the Share Repurchase Mandate was given to the Directors authorizing any repurchase by the Company as described above in the paragraph headed "Resolutions of the Members passed at the Company's special general meeting held on 1 June 2011.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and the New Bye-laws, and the applicable laws and regulations of Hong Kong, Bermuda and Singapore. A dual-listed company on the Stock Exchange and SGX-ST may not repurchase its own securities on the SGX-ST and the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST and/or the trading rules of the Stock Exchange (as the case may be) from time to time.

2. Reasons for repurchases

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company repurchase Shares in the market at any time, subject to market conditions, during the period when the Share Repurchase Mandate is in force. The Directors believe that the repurchases of Shares will enhance the return on equity of the Company, and will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-effective manner.

3. Funding of repurchases

The Bermuda Companies Act permits the Company to purchase or acquire its own Shares out of capital paid up on the purchased Shares, or from funds of the Company which would otherwise be available for dividend or distribution, or out of the proceeds of a fresh issue of Shares made for the purpose of the purchase. Apart from using its internal sources of funds, the Company may obtain or incur borrowings to finance its purchase or acquisition of Shares.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group. The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Group and the prevailing market conditions. The Share Repurchase Mandate will be exercised with a view of enhancing the earnings per Share and/or the net tangible assets value per Share.

The exercise in full of the Share Repurchase Mandate, on the basis of 1,058,829,308 Shares in issue on the date of the grant of the Share Repurchase Mandate, would result in 105,882,930 Shares being repurchased by the Company during the period in which the Share Repurchase Mandate remains in force.

4. General

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates currently intends to sell any Shares to the Company or its subsidiaries.

No connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so if the Share Repurchase Mandate is exercised.

If, as a result of the repurchase of the securities by the Company pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

Our Company had not repurchased any Shares on the SGX-ST or by any other means in the previous six months from the Latest Practicable Date.

FURTHER INFORMATION ABOUT THE BUSINESS OF THE GROUP

1. Summary of material contracts


The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

- (1) AIC-SP Agreement;
- (2) Supplemental AIC-SP Agreement;
- (3) Deed of indemnity referred to in the paragraph headed “Sunrise investment” under the section headed “History and development”;
- (4) Deed of Non-competition referred to in the paragraph headed “Deed of non-competition” under section headed “Relationship with our Controlling Shareholders”;
- (5) Second Undertaking referred to in the paragraph headed “Confirmation” under section headed “Relationship with our Controlling Shareholders”; and
- (6) Deed of Indemnity.

2. Intellectual property

Trademarks

As of the Latest Practicable Date, our Company was the registered owner of the following trademarks:

Trademark	Place of Application	Class	Registration number	Expiry date
Courage Marine Group Limited 勇利航業集團有限公司	Hong Kong	39	301804392	4-Jan-21
	Hong Kong	39	301804383	4-Jan-21

Domain name

As of the Latest Practicable Date, the Company had registered the following domain name:

Domain name	Registration Date	Expiry Date
www.couragemarine.com	13-Aug-04	12-Aug-11

3. Further information about members of the Group

The following sets forth further information on each member of our Group:–

*Panama**(a) Midas Shipping*

Type of company:	Panamanian corporation
Company number:	307124
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	28 September 1995, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	100 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Lin Tsai-Seng, Hsu Chih-Chien, Chen Shin-Yung, Wu Chao-Huan
Term:	Perpetual

(b) Zorina Navigation

Type of company:	Panamanian corporation
Company number:	439876
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	10 September 2003, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	100 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Wu Chao-Huan, Chiu Chi-Shun
Term:	Perpetual

(c) Raffles Marine

Type of company:	Panamanian corporation
Company number:	470516
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	14 December 2004, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Chiu Chi-Shun, Wu Chao-Huan
Term:	Perpetual

(d) Bravery Marine

Type of company:	Panamanian corporation
Company number:	507240
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	24 October 2005, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Chiu Chi-Shun, Wu Chao-Huan
Term:	Perpetual

(e) Sea Valour

Type of company:	Panamanian corporation
Company number:	507262
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	25 October 2005
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	100 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Wu Chao-Huan, Chen Shin-Yung
Term:	Perpetual

(f) Heroic Marine

Type of company:	Panamanian corporation
Company number:	518586
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	6 March 2006, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Wu Chao-Huan, Wu Chao-Ping
Term:	Perpetual

(g) Sea Pioneer

Type of company:	Panamanian corporation
Company number:	640063
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	6 November 2008, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	100 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Wu Chao-Huan, Chiu Chi-Shun
Term:	Perpetual

(h) New Hope Marine

Type of company:	Panamanian corporation
Company number:	080856
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	18 November 1981, Panama
Authorised share capital:	10 shares of US\$1,000 each
Issued share capital:	10 shares of US\$1,000 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Chen Shin-Yung, Lin Tsai-Seng, Chiu Chi-Shun
Term:	Perpetual

(i) Cape Ore

Type of company:	Panamanian corporation
Company number:	689795
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	27 January 2010, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Wu Chao-Huan, Hsu Chih-Chien, Chen Shin-Yung
Term:	Perpetual

(j) Panamax Leader Marine

Type of company:	Panamanian corporation
Company number:	698628
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	26 April 2010, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Chen Shin-Yung, Wu Chao-Huan
Term:	Perpetual

(k) Courage Amego

Type of company:	Panamanian corporation
Company number:	461812
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	6 September 2004, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Wu Chao-Huan, Wu Chao-Ping, Lin Tsai-Seng
Term:	Perpetual

(l) Courage Maritime

Type of company:	Panamanian corporation
Company number:	461813
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	6 September 2004, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	2 shares of US\$100 each
Shareholder:	Courage Marine Holdings
Director(s):	Chiu Chi-Shun, Chen Shin-Yung, Ho Tsuy-Hong
Term:	Perpetual

(m) Airline Investment

Type of company:	Panamanian corporation
Company number:	544283
Registered office address:	Salduba Building, 3rd Floor, 53rd East Street, Urbanizacion Obarrio, Panama City, Panama
Date and place of incorporation:	9 November 2006, Panama
Authorised share capital:	100 shares of US\$100 each
Issued share capital:	100 shares of US\$100 each
Shareholder:	Courage Amego
Director(s):	Hsu Chih-Chien, Carl Yuen, Lawrence Hon
Term:	Perpetual

BVI*(n) Courage Marine BVI*

Type of company:	Business Company
Company number:	643095
Registered office address:	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, BVI
Date and place of incorporation:	21 February 2005, BVI
Authorised share capital:	50,000 shares of US\$1 each
Issued share capital:	10,000 shares of US\$1 each
Shareholder:	The Company
Director(s):	Hsu Chih-Chien, Chiu Chi-Shun, Wu Chao-Huan, Chen Shin-Yung, Wu Chao-Ping
Term:	Perpetual

(o) Courage Marine

Type of company:	Business Company
Company number:	534244
Registered office address:	P.O. Box 3159, Road Town, Tortola, BVI
Date and place of incorporation:	19 February 2003, BVI
Authorised share capital:	50,000 shares of US\$1 each
Issued share capital:	50,000 shares of US\$1 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Chiu Chi-Shun, Wu Chao-Huan, Chen Shin-Yung
Term:	Perpetual

(p) Panamax Mars Marine

Type of company:	Business Company
Company number:	604659
Registered office address:	P.O. Box 3159, Road Town, Tortola, BVI
Date and place of incorporation:	6 July 2004, BVI
Authorised share capital:	50,000 shares of US\$1 each
Issued share capital:	50,000 shares of US\$1 each
Shareholder:	Courage Marine Holdings
Director(s):	Hsu Chih-Chien, Wu Chao-Huan
Term:	Perpetual

(q) Harmony

Type of company:	Business Company
Company number:	1608131
Registered office address:	3rd Floor, Omar Hodge Building, Wickhams Cay 1, Road Town, Tortola, BVI
Date and place of incorporation:	7 October 2010, BVI
Authorised share capital:	50,000 shares of US\$1 each
Issued share capital:	1,000 shares of US\$1 each
Shareholders:	Courage Amego (41.7%), Chang Hsiao-Yi (58.3%)
Director(s):	Wu Chao-Huan, Chang Hsiao-Yi
Term:	Perpetual

*Hong Kong**(r) Courage Marine Holdings*

Type of company:	Limited company
Company number:	758794
Registered office address:	Suite 1801, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong
Date and place of incorporation:	1 June 2001, Hong Kong
Authorised share capital:	10,000 shares of HK\$1 each
Issued share capital:	10,000 shares of HK\$1 each
Shareholder:	Courage Marine BVI
Director(s):	Wu Chao-Huan, Hsu Chih-Chien, Chiu Chi-Shun, Chen Shin-Yung, Wu Chao-Ping
Term:	Perpetual

(s) Courage Marine HK

Type of company:	Limited company
Company number:	899673
Registered office address:	Suite 1801, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong
Date and place of incorporation:	7 May 2004, Hong Kong
Authorised share capital:	10,000 shares of HK\$1 each
Issued share capital:	100 shares of HK\$1 each
Shareholder:	Courage Marine Holdings
Director(s):	Wu Chao-Huan, Hon Kwok Ping Lawrence
Term:	Perpetual

(t) Courage Marine Property

Type of company:	Limited company
Company number:	1463323
Registered office address:	Suite 1801, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong
Date and place of incorporation:	1 June 2010, Hong Kong
Authorised share capital:	10,000 shares of HK\$1 each
Issued share capital:	10,000 share of HK\$1 each
Shareholder:	Courage Marine HK
Director(s):	Wu Chao-Huan, Hon Kwok Ping Lawrence, Hsu Chih-Chien
Term:	Perpetual

Taiwan***(u) Courage Amego Agency***

Type of company:	Limited Company
Company number:	27768194
Registered office address:	5/F. Transworld Commercial Centre, 2 Nanking East Road, Sec-2, Taipei, Taiwan, ROC
Date and place of incorporation:	9 September 2005, Taiwan
Registered capital:	NT\$9,000,000
Paid-up capital:	NT\$9,000,000
Shareholder:	Courage Amego
Representative:	Lin Tsai-Seng
Term:	Perpetual

PRC***(v) Courage Marine Holdings Shanghai Office***

Economic nature:	Representative Office
Registration number:	企外滬駐字第17628號
Registered office address:	19D, 137 Xianxia Road, Shanghai, PRC
Date and place of establishment:	29 March 2007, PRC
Registered owner:	Courage Marine Holdings
Chief Representative:	Wu Chao-Huan
Term of operation:	14 March 2007 to 14 March 2011
Scope of Business:	Assist Courage Marine Holdings to coordinate and handle vessel chartering matters

FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**1. Disclosure of Interests*****(a) Interests of Directors in the share capital of the Company***

Immediately following completion of the Introduction (assuming that the options which may be granted under the Share Option Scheme is not exercised at all and no Shares may be allotted and issued or repurchased by the Company under the general mandates for the allotment and issue or repurchase of Shares granted to the Director), so far as is known to the Directors, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have taken under such provisions) once the Shares are listed, or which will be required, pursuant to section 352 of the SFO, to be entered in the register required to be kept

therein once the Shares are listed, or will be required pursuant to the Model Code for Securities Transactions by Directors of Listing Companies contained in the Listing Rules to be notified to the Company and the Stock Exchange once the Shares are listed, will be as follows:

Name of Directors	Capacity	Number of Shares	Approximate percentage of issued Shares (%)
Hsu Chih-Chien (<i>Note 1</i>)	Founder of a discretionary trust	142,081,611	13.419%
Wu Chao-Huan (<i>Note 2</i>)	Interest in a controlled corporation	142,081,611	13.419%
Chen Shin-Yung (<i>Note 3</i>)	Interest in a controlled corporation	142,081,611	13.419%
Sun Hsien-Long	Beneficial owner	6,334,936	0.598%
Chu Wen Yuan	Beneficial owner	40,000	0.004%

Notes:

1. These Shares are registered in the name of Sea-Sea Marine, the entire issued share capital of which is owned by Besco which in turn is wholly-owned by HSBC Trustee in its capacity as trustee of a discretionary trust with Hsu Chih-Chien as settlor. Hsu Chih-Chien is deemed to be interested in the Shares held by Sea-Sea Marine under the SFO.
2. China Lion was interested in these 142,081,611 Shares, of which 131,493,318 Shares were lent to the Bridging Dealer pursuant to the Stock Borrowing and Lending Agreement, and 10,588,293 Shares were subject to the sale and repurchase pursuant to the Sale and Repurchase Agreement. These Shares are registered in the name of China Lion, the entire issued share capital of which is owned by Wu Chao-Huan as to 60% and by Wang Ho as to 40%. Wu Chao-Huan is deemed to be interested in the Shares held by China Lion under the SFO.
3. These Shares are registered in the name of China Harvest, the entire issued share capital of which is owned by Chen Shin-Yung. Chen Shin-Yung is deemed to be interested in the Shares held by China Harvest under the SFO.

(b) *Interests of Substantial Shareholders in the share capital of the Company*

So far as the Directors are aware, immediately following completion of the Introduction (assuming that the options which may be granted under the Share Option Scheme is not exercised at all and no Shares may be allotted and issued or repurchased by the Company under the general mandates for the allotment and issue or repurchase of Shares granted to the Directors), the following (not being a Director or chief executive of the Company) will have an interest or short position in the Shares and/or the underlying Shares which would fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying right to vote in all circumstances at general meetings of any other members of the Group.

Name	Capacity	Number of Shares	Approximate percentage of issued Shares (%)
Sea-Sea Marine	Beneficial owner	142,081,611	13.419%
Besco (<i>Note 1</i>)	Interest in a controlled corporation	142,081,611	13.419%
HSBC Trustee (<i>Note 1</i>)	Trustee	142,081,611	13.419%
Hsu Chih-Chien (<i>Note 1</i>)	Founder of a discretionary trust	142,081,611	13.419%
Yeh Wen-Yao (<i>Note 1</i>)	Interest of spouse	142,081,611	13.419%
China Lion	Beneficial owner	142,081,611	13.419%
Wu Chao-Huan (<i>Note 2</i>)	Interest in a controlled corporation	142,081,611	13.419%
Wang Ho (<i>Note 2</i>)	Interest of spouse	142,081,611	13.419%
China Harvest	Beneficial owner	142,081,611	13.419%
Chen Shin-Yung (<i>Note 3</i>)	Interest in a controlled corporation	142,081,611	13.419%
Pronto	Beneficial owner	135,451,611	12.793%
Chiu Chi-Shun (<i>Note 4</i>)	Interest in a controlled corporation	135,451,611	12.793%
Kuo Mei-Yuan (<i>Note 4</i>)	Interest of spouse	135,451,611	12.793%
Unit Century	Beneficial owner	94,676,874	8.942%
Wu Chao-Ping (<i>Note 5</i>)	Interest in a controlled corporation	94,676,874	8.942%
Hsuen A-Chou (<i>Note 5</i>)	Interest of spouse	94,676,874	8.942%

Notes:

1. Sea-Sea Marine is wholly-owned by Besco which in turn is wholly-owned by HSBC Trustee in its capacity as trustee of a discretionary trust with Hsu Chih-Chien as settlor of the trust. Yeh Wen-Yao is the spouse of Hsu Chih-Chien. Besco, HSBC Trustee in its capacity as trustee of a discretionary trust with Hsu Chih-Chien as settlor of the trust, Hsu Chih-Chien and Yeh Wen-Yao are all deemed to be interested in the Shares held by Sea-Sea Marine under the SFO.
2. China Lion was interested in these 142,081,611 Shares, of which 131,493,318 Shares were lent to the Bridging Dealer pursuant to the Stock Borrowing and Lending Agreement, and 10,588,293 Shares were subject to the sale and repurchase the Sale and Repurchase Agreement. China Lion is owned as to 60% by Wu Chao-Huan and as to 40% by Wang Ho. Wang Ho is the spouse of Wu Chao-Huan. Wu Chao-Huan and Wang Ho are deemed to be interested in the Shares held by China Lion under the SFO.
3. China Harvest is wholly-owned by Chen Shin-Yung. Chen Shin-Yung is deemed to be interested in the Shares held by China Harvest under the SFO.
4. Pronto is wholly-owned by Chiu Chi-Shun. Kuo Mei-Yuan is the spouse of Chiu Chi-Shun. Chiu Chi-Shun and Kuo Mei-Yuan are deemed to be interested in the Shares held by Pronto under the SFO.
5. Unit Century is owned as to 52% by Wu Chao-Ping. Hsuen A-Chou is the spouse of Wu Chao-Ping. Wu Chao-Ping and Hsuen A-Chou are deemed to be interested in the Shares held by Unit Century under the SFO.

(c) Interests in suppliers and customers of the Group

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective associate or persons who are interested in more than 5% of the issued share capital of the Company had an interest in the five largest customers or suppliers of the Group.

2. Particulars of Directors' service agreements

(a) Executive Directors

Wu Chao-Huan ("Mr. CH Wu") entered into a service agreement with our Company on 1 July 2005, pursuant to which he has been appointed as the Managing Director of our Company commencing from 1 July 2005 for a period of 3 years. The said service agreement was renewed for a further period of 3 years as from 13 October 2008 evidenced by a renewal memorandum dated 13 January 2011 which may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. CH Wu is entitled to an annual salary of US\$120,000 and his appointment is subject to the normal retirement provisions under the New Bye-laws. Mr. CH Wu entered another renewal memorandum in respect of his service agreement on 25 February 2011 to extend the term for a further period of 2 years as from 13 October 2011 on same terms as before.

Chen Shin-Yung ("Mr. Chen") entered into a service agreement with our Company on 1 July 2005, pursuant to which he has been appointed as the Executive Director of our Company commencing from 1 July 2005 for a period of 3 years. The said service agreement was renewed for a further period of 3 years as from 13 October 2008 evidenced by a renewal memorandum dated 13 January 2011 which may be terminated by not less than 3 months' notice in writing served by either party on the other. Mr. Chen is entitled to an annual salary of US\$108,000 and his appointment is subject to the normal retirement provisions under the New Bye-laws. Mr. Chen entered another renewal memorandum in respect of his service agreement on 25 February 2011 to extend the term for a further period of 2 years as from 13 October 2011 on same terms as before.

(b) Non-Executive Directors

Hsu Chih-Chien ("Mr. Hsu") entered into a service agreement with our Company on 7 May 2008, pursuant to which he has been appointed as the Director of our Company commencing from 7 May 2008 for a period of 3 years which had been renewed for a further period of 3 years as from 7 May 2011 evidenced by a renewal memorandum dated 13 January 2011. Mr. Hsu is entitled to an annual fee of not more than US\$8,000 and his appointment is subject to the normal retirement provisions under the New Bye-laws.

Sun Hsien-Long (“Mr. Sun”) had not entered into a service agreement with our Company as at the Latest Practicable Date and was appointed as a non-executive Director of the Company commencing from 13 August 2010 for a period of 3 years as confirmed by a letter of appointment dated 13 January 2011 which may be terminated by not less than 3 months’ notice in writing served by either party on the other. Mr. Sun’s appointment is subject to the normal retirement provisions under the New Bye-laws.

Chang Shun-Chi (“Mr. Chang”) had not entered into a service agreement with our Company as at the Latest Practicable Date and was appointed as a non-executive Director of our Company commencing from 13 August 2010 for a period of 3 years as confirmed by a letter of appointment dated 13 January 2011. Mr. Chang’s appointment is subject to the normal retirement provisions under the New Bye-laws.

(c) Independent non-executive Directors

Sin Boon Ann (“Mr. Sin”) had not entered into a service agreement with our Company as at the Latest Practicable Date. Mr. Sin’s appointment is subject to the normal retirement provisions under the New Bye-laws.

Chu Wen Yuan (“Mr. Chu”) had not entered into a service agreement with our Company as at the Latest Practicable Date. Mr. Chu’s appointment is subject to the normal retirement provisions under the New Bye-laws.

Lui Chun Kin, Gary (“Mr. Lui”) had not entered into a service agreement with our Company as at the Latest Practicable Date. Mr. Lui’s appointment is subject to the normal retirement provisions under the New Bye-laws.

None of the Directors has entered into a service agreement with our Group other than a service agreement expiring or determinable by the employer with one year without payment of compensation (other than statutory compensation). Save as disclosed above, none of the Directors has entered or has proposed to enter into any service agreements with our Company or any other member of our Group (other than contracts expiring or determinable by the employer with 1 year without payment of compensation other than the statutory compensation.)

3. Directors’ remuneration

Our Group determines its Directors’ remuneration based on factors including, but not limited to duties, qualifications, experience and performance of the Directors. For the years ended 31 December 2008, 31 December 2009, 31 December 2010, the Directors’ remuneration paid by the Group were approximately US\$901,000, US\$441,000 and US\$520,000 respectively. Details of the remuneration packages of the Directors are set out under the paragraph headed “Particulars of Directors’ service agreements” above.

The Group estimates the aggregate amount of remuneration of the Directors, excluding annual bonus of the executive Directors mentioned above, payable for the year ending 31 December 2011 will be approximately US\$520,000, that is more or less the same as in the year 2010. The Directors confirm that the Company's remuneration policies for Directors will remain the same immediately after the Introduction.

None of the directors or any past directors of any member of our Group has been paid any sum of money for each of the three years ended 31 December 2010:

- (i) as an inducement to join or upon joining our Company; or
- (ii) for loss of office as a director of any member of our Group or of any other notice in connection with the management of the affairs of any member of our Group.

Save as the waiver of directors' fee by Hsu Chih-Chien for the year ended 31 December 2009, there has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 December 2010. Save as disclosed in this document, no remuneration or benefit in kind have been made or are payable, in respect of the three years ended 31 December 2010 by our Group to or on behalf of any of the Directors.

4. Personal guarantees

As at the Latest Practicable Date, none of the Directors had provided any personal guarantees in favour of lenders in connection with banking facilities to our Group.

5. Related party transactions

Please refer to the section headed "Connected Transactions" for details as to the related party transactions. Save as disclosed in this document, our Group had not entered into any related party transactions within the two years immediately preceding the date of this document.

6. Disclaimers

Save as disclosed in this document, as at the Latest Practicable Date:

- (a) none of the Directors nor any of the persons whose names are listed in the paragraph headed "Consent of experts" under the section headed "Other information" in this Appendix:
 - (i) was interested in the promotion of the Company or in any assets which have within the two years immediately preceding the issue of this document been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; or
 - (ii) was materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Group;

- (b) none of the persons whose names are listed in the paragraph headed “Consents of experts” under the section headed “Other information” in this Appendix had any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group;
- (c) no cash, securities or other benefit had been paid, allotted or given within the two years immediately preceding the date of this document to any promoter of the Company nor was any such cash, securities or benefit intended to be paid, allotted or given on the basis of the Introduction or related transaction as mentioned in this document;
- (d) none of the Directors or chief executive of the Company had any interest, any long and short positions in shares and underlying shares, listed or unlisted derivatives of, or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which would be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which would be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to the Company and the Stock Exchange once the Shares are listed;
- (e) there were no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (f) so far as known to the Directors, none of the Directors was aware of any person (not being a Director or chief executive of the Company) who will immediately following the Introduction be interested or have a short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group; and
- (g) so far as is known to the Directors, none of the Directors, their respective associates or Shareholders who are interested in 5% or more of the issued share capital of the Company had any interests in the five largest customers or the five largest suppliers of the Group.

SHARE OPTION SCHEME

The Share Option Scheme was adopted by our Company at an extraordinary general meeting held on 24 August 2005 for the purpose of providing an opportunity for the employees of the Company to participate in its equity.

Under the Share Option Scheme, options granted to the executive and non-executive directors and employees of our Group may, except in certain special circumstances, be exercised at any time after the first or second anniversary (depending on the exercise price) of the grant of the option. Options granted under the Share Option Scheme will have a life span of 10 years, save for those granted to non-employees which shall have a life span of 5 years. The exercise prices of the options may at the Committee's discretion, be set at a price equal or at a discount not exceeding 20 percent to the average of last dealt prices of our Company's shares on the SGX-ST for the five market days immediately preceding the date of grant. To date, no share options have been granted or agreed to be granted by our Company under the Share Option Scheme.

At a special general meeting of our Company held on 1 June 2011, it was resolved that the Share Option Scheme was terminated.

OTHER INFORMATION

1. Deed of Indemnity

The Controlling Shareholders (save for Sea-Sea Marine) (the "Indemnifiers") have entered into the Deed of Indemnity in favour of the Group (being a material contract referred to in the paragraph headed "Summary of material contracts" of this Appendix) to provide the following indemnities in favour of the Company (for itself and as trustee for its subsidiaries).

Under the Deed of Indemnity, each of the Indemnifiers irrevocably, jointly and severally agrees, covenants and undertakes with each of the members of the Group that he/she/it will indemnify each of the members of the Group against, amongst others, the following:

- (i) taxation falling on any or all members of the Group resulting from or by reference to any income, profits or gains earned, accrued or received (or deemed to be so earned, accrued or received) or transactions, events, acts, omissions, matters or things entered into or occurring on or before the date when the Introduction becomes unconditional (the "Effective Date"); and
- (ii) any depletion or reduction in value of the assets of any member of the Group or increase in their respective liabilities, or any loss or depreciation of any relief against estate duty of any member of the Group, as a consequence of, and in respect of any amount which the members of the Group or any of them may become liable to pay, being any liability for Hong Kong estate duty which might be incurred by any member of the Group by reason of any transfer of property (within the meaning of sections 35 and 43 of the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong) or the equivalent thereof under the laws of any jurisdiction outside Hong Kong) to any member of the Group and any claim which has arisen or may arise wholly or partly in respect of or in consequence of any act or omission occurring at any time on or before the Effective Date.

The Indemnifiers will, however, not be liable under the Deed of Indemnity for taxation where, among others:

- (a) provision, reserve or allowance has been made for such taxation in the audited accounts of the Group for each of the three financial years ended 31 December 2010 (“Accounts”);
- (b) where any liability or taxation claim falling on any of the members of the Group in respect of their current accounting periods or any accounting period commencing on or after 1 January 2011 and ending on the Effective Date where such liability or taxation claim would not have arisen but for any act or omission of, or transaction voluntarily effected by, any of the members of the Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) without the prior written consent or agreement of the Indemnifiers other than any such act, omission or transaction that are:
 - (i) carried out or effected in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets after 1 January 2011; or
 - (ii) carried out, made or entered into pursuant to a legally binding commitment created on or before 31 December 2010; or
 - (iii) consisting of any of the members of the Group ceasing, or being deemed to cease, to be a member of any group of companies or being associated with any other company for the purposes of any matter of or taxation; or
 - (iv) to the extent of any provisions or reserve made for taxation in the Accounts which is finally established to be an over-provision or an excessive reserve provided that the amount of any such provision or reserve applied to reduce the Indemnifiers’ liability in respect of taxation shall not be available in respect of any such liability arising thereafter; and
- (c) the taxation arises or is incurred as a result of a retrospective change in law or the interpretation or practice by the relevant tax authority coming into force after the Effective Date or to the extent that the taxation arises or is increased by an increase in rates of taxation after the Effective Date with retrospective effect. The Directors have been advised that no material liability for estate duty is likely to fall on any member of the Group in Bermuda.

2. Litigation

Save as disclosed in this document, as at the Latest Practicable Date, no member of our Group was engaged in any litigation, arbitration or claim of material importance and no such litigation, arbitration or claim was known to the Directors or the Company to be pending or threatened by or against any member of our Group that would have a material adverse effect on our Group’s results of operations or financial condition.

3. Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Shares in issue as mentioned in this document.

4. Preliminary expenses

The estimated preliminary expenses of our Company in relation to its incorporation are approximately US\$7,400 and have been paid-up by our Company.

5. Qualifications of experts

The qualifications of the experts who have given opinions and/or whose names are included in this document are as follows:

Name	Qualification
Deloitte Touche Tohmatsu	Certified public accountants
RHL Appraisal Limited	Professional surveyor
Lee & Lee	Singapore legal adviser
Conyers Dill & Pearman Pte. Ltd.	Bermuda and BVI legal advisers
Quijano & Associates	Panama attorneys-at-law
Tian Yuan Law Firm	Qualified PRC lawyer
Lee and Li, Attorneys-at-Law	Taiwan legal adviser
Li, Wong, Lam & W.I. Cheung	Hong Kong legal adviser

6. Consents of experts

Each of Deloitte Touche Tohmatsu, RHL Appraisal Limited, Lee & Lee, Conyers Dill & Pearman Pte. Ltd., Quijano & Associates, Tian Yuan Law Firm, Lee and Li, and Li, Wong, Lam & W.I. Cheung has given and has not withdrawn its written consent to the issue of this document with copy of its reports, valuation, letters or opinions (as the case may be) and the references to each of their respective names or summary of opinions included herein in the form and context in which it appears.

7. Register of members and branch register of members

Subject to the provisions of the Bermuda Companies Act, the principal register of members of our Company will be maintained in Bermuda and a branch register of members of the Company will be maintained in Hong Kong by Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Unless the Directors otherwise agree, all transfers and other documents of title of Shares which are traded on the Stock Exchange must be lodged for registration with and registered by, our Company's branch share registrar in Hong Kong and may not be lodged in Bermuda.

8. Promoter

Our Company has no promoter and no cash, securities or other benefit has been paid, allotted or given, or proposed to be paid, allotted or given, to any promoters within two years preceding the date of this document.

9. Taxation of holders of Shares**(1) Hong Kong**

The sale, purchase and removal of Shares registered with our Company's Hong Kong register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and the seller is 0.1% of the consideration of or the fair value of, the Shares being sold or transferred, whichever is the higher. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

(2) Bermuda

Under present Bermuda law, transfers and other dispositions of Shares are exempt from Bermuda stamp duty.

(3) Consultation with professional advisers

Potential holders of Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in, Shares or exercising any rights attaching to them. It is emphasized that none of the Company, the Directors or the other parties involved in the Introduction can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in, Shares or exercising any rights attaching to them.

10. Miscellaneous

- (1) Save as disclosed in this document:
- (i) within the two years immediately preceding the date of this document, no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (ii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no founders, management or deferred shares of the Company or any of its subsidiaries have been issued or agreed to be issued;
 - (iv) the Company does not have outstanding convertible debt securities or debentures;
 - (v) no founders, management or deferred shares of the Company or, any of its subsidiaries have been issued or agreed to be issued;
 - (vi) within the two years immediately preceding the date of this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of the Company or any of its subsidiaries;
 - (vii) within the two years preceding the date of this document, no commission has been paid or payable to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of the Company or any of its subsidiary;
 - (viii) there is no arrangement under which future dividends are waived or agreed to be waived;
 - (ix) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the twelve months immediately preceding the date of this document; and
 - (x) save as disclosed in the paragraph headed “Material adverse changes” under section headed “Financial Information”, the Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since 31 December 2010 (being the date to which the latest audited consolidated financial statements of the Group were made up).

- (2) None of Deloitte Touche Tohmatsu, RHL Appraisal Limited, Lee & Lee, Conyers Dill & Pearman Pte. Ltd., Quijano & Associates, Tian Yuan Law Firm, Lee and Li, and Li, Wong, Lam & W.I. Cheung:
 - (i) is interested beneficially or non-beneficially in any shares in any member of the Group; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group.
- (3) Save for the Company, no company within the Group is presently listed on any stock exchange or traded on any trading system.
- (4) All necessary arrangements have been made to enable the Shares to be admitted into CCASS for clearing and settlement.
- (5) Deloitte & Touche LLP will continue be the auditor of the Company upon Listing.