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## THIS COMPOSITE DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of the Offer, this Composite Document and/or the accompanying Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional adviser and obtain independent professional advice.

This Composite Document does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This Composite Document does not constitute a prospectus or a prospectus equivalent document.

**If you are a Hong Kong Shareholder and you have sold or otherwise transferred all of your securities in the Company**, you should at once hand this Composite Document and the accompanying Form of Acceptance and Transfer (“FAT HK”) to the purchaser(s) or transferee(s) or to the licensed securities dealer, registered institution in securities, bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

**If you are a Singapore Shareholder and you have sold or otherwise transferred all of your securities in the Company** held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Composite Document and the accompanying Form of Acceptance and Authorisation (“FAA SG”) to the purchaser(s) or transferee(s), as CDP will arrange for a separate Composite Document and FAA SG to be sent to the purchaser(s) or transferee(s).

**If you are a Singapore Shareholder and you have sold or transferred all of your securities in the Company**, not held through CDP, you should immediately hand this Composite Document and the accompanying Form of Acceptance and Transfer (“FAT SG”) to the purchaser(s) or transferee(s) or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or transferee(s).

This Composite Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer contained herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited and The Singapore Exchange Securities Trading Limited take no responsibility for the contents of this Composite Document and the accompanying Form of Acceptance, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Composite Document and the accompanying Form of Acceptance.

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**CHINA MARK LIMITED**  
**華建有限公司**  
*(Incorporated in Hong Kong with limited liability)*

  
**COURAGE INVESTMENT GROUP LIMITED**  
**勇利投資集團有限公司**  
*(Incorporated in Bermuda with limited liability)*  
(Hong Kong Stock Code: 1145)  
(Singapore Stock Code: CIN)

**COMPOSITE DOCUMENT**  
**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY**  
**GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF**  
**CHINA MARK LIMITED TO ACQUIRE**  
**ALL OF THE ISSUED SHARES OF**  
**COURAGE INVESTMENT GROUP LIMITED**  
**(OTHER THAN THOSE ALREADY OWNED OR**  
**TO BE ACQUIRED BY CHINA MARK LIMITED)**

Financial Adviser and Offer Agent to the Offeror

  
**結好證券有限公司**  
**GET NICE SECURITIES LIMITED**

Independent Financial Adviser to the Independent Board Committee  
**Nuada Limited**

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Capitalised terms used on this cover page shall have the meanings given to them in the section headed “Definitions” in this Composite Document.

A letter from Get Nice containing, among other things, the principal terms of the Offer is set out on pages 7 to 16 of this Composite Document. A letter from the Board is set out on pages 17 to 22 of this Composite Document. A letter from the Independent Board Committee containing its advice to the Offer Shareholders in relation to the Offer is set out on pages 23 to 24 of this Composite Document. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee in relation to the Offer is set out on pages 25 to 47 of this Composite Document.

The procedures for acceptance and settlement of the Offer are set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance. Acceptances of the Offer should be received by the Registrar HK, Registrar SG and/or CDP by no later than 4:00 p.m. on Friday, 7 February 2025 (or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code).

The Offer Shareholders should inform themselves of and observe any applicable legal, tax or regulatory requirements set out in the section headed “Important Notices” of this Composite Document. Any persons including, without limitation, custodians, nominees and trustees, who would, or otherwise intend to, forward this Composite Document and/or the accompanying Form of Acceptance to any jurisdiction outside Hong Kong and Singapore should read the details in this regard which are contained in the section headed “Important Notices” in this Composite Document, the paragraph headed “9. Overseas Shareholders” in Appendix I to this Composite Document before taking any action. It is the responsibility of any Overseas Shareholders wishing to take any action in relation to the Offer, respectively, to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection therewith, including obtaining any governmental, exchange control or other consent which may be required and compliance with all necessary formalities or legal requirements and the payment of any issue, transfer or other taxes payable by such Overseas Shareholders in respect of the acceptance of the Offer (as applicable) in such jurisdiction. The Overseas Shareholders are advised to seek professional advice on deciding whether to accept the Offer (as applicable).

This Composite Document is issued jointly by the Offeror and the Company. This Composite Document will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), the Singapore Stock Exchange at [www.sgx.com](http://www.sgx.com) and the Company at [www.courageinv.com](http://www.courageinv.com) for as long as the Offer remain open. In case of any inconsistency, the English text of this Composite Document and the accompanying Form of Acceptance shall prevail over their respective Chinese text for the purpose of interpretation.

17 January 2025

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## EXPECTED TIMETABLE

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### EXPECTED TIMETABLE

*The expected timetable set out below is indicative only and may be subject to change. A further announcement will be made as and when appropriate in the event that there is any change to the expected timetable.*

***Unless otherwise expressly stated, references to times and dates in this Composite Document and the Forms of Acceptance are to Hong Kong times and dates.***

Despatch date of this Composite Document and the accompanying Forms of Acceptance and the commencement of the Offer <sup>(Note 1)</sup> .....	Friday, 17 January 2025
First Closing Date <sup>(Note 2)</sup> .....	Friday, 7 February 2025
Latest time and date for acceptance of the Offer on the First Closing Date <sup>(Note 2)</sup> .....	4:00 p.m. on Friday, 7 February 2025
Announcement of the results of the Offer as at the Closing Date (or as to whether the Offer has been revised or extended) on the websites of the Stock Exchange, the Singapore Stock Exchange and the Company <sup>(Note 2)</sup> .....	By 7:00 p.m. on Friday, 7 February 2025
Latest date for posting of remittances to Shareholders for the amounts due in respect of valid acceptances received under the Offer at or before 4:00 p.m. on the First Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) <sup>(Note 3)</sup> .....	Tuesday, 18 February 2025
Final Closing Date assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date <sup>(Note 4)</sup> .....	Friday, 21 February 2025
Latest time and date for acceptance of the Offer on the final Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) <sup>(Note 4)</sup> .....	4:00 p.m. on Friday, 21 February 2025
Announcement of the results of the Offer as at the final Closing Date, to be posted on the websites of the Stock Exchange, the Singapore Stock Exchange and the Company <sup>(Note 4)</sup> .....	By 7:00 p.m. on Friday, 21 February 2025

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## EXPECTED TIMETABLE

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Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer at or before 4:00 p.m. on the final Closing Date, being the latest time and date by which the Offer remain open for acceptances (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) <sup>(Note 3)</sup> . . . . . Tuesday, 4 March 2025

Latest time and date by which the Offer can become or be declared unconditional as to acceptances <sup>(Note 5)</sup> . . . . . 7:00 p.m. on Tuesday, 18 March 2025

*Notes:*

1. The Offer, which is conditional, is made on Friday, 17 January 2025 (being the date of posting of this Composite Document) and is capable of acceptance on and from that date for the whole of the Offer Period. Acceptances of the Offer shall be irrevocable and are not capable of being withdrawn, except in the circumstances as permitted under the Takeovers Code. Please refer to the paragraph headed “8. Right of withdrawal” in Appendix I to this Composite Document for further information on the circumstances where acceptances may be withdrawn.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least twenty-one (21) days following the date on which this Composite Document is posted. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Friday, 7 February 2025 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offer until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). The Offeror will issue an announcement in relation to any extension of the Offer, which will state either the next Closing Date or, if the Offer are at that time unconditional as to acceptances, a statement that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days’ notice in writing must be given before the Offer is closed to those Offer Shareholders who have not accepted the Offer. Beneficial owners of Shares who hold their Shares in CCASS directly as an Investor Participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I to this Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Singapore Shareholders who hold their Shares through Depository Agents should note the timing requirement (set out in Appendix I to this Composite Document) for causing instructions to be made to CDP in accordance with the CDP Operation of Securities Account with the Depository Terms and Conditions.
3. Subject to the Offer becoming unconditional or being declared unconditional in all respects, remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of the Offer Shares for which the Offer is accepted) payable for the Shares tendered under the Offer will be posted to the accepting Shareholders by ordinary post at his/her/its own risk. For Singapore Shareholders, please refer to the details set out in the paragraph headed “4. Settlement of the Offer for Singapore Shareholders” in Appendix I to this Composite Document. Payment will be made as soon as possible, but in any event no later than seven (7) Business Days after the later of (i) the date on which the Offer becomes or is declared unconditional in all respects and (ii) the Date of Receipt.
4. In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional in all respects, the Offer should remain open for acceptance for not less than fourteen (14) days thereafter and, at least fourteen (14) days’ notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as the Offeror may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue an announcement in relation to any extension of the Offer, which will state the next Closing Date or, if the Offer has become or is at that time unconditional in all respects, that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days’ notice will be given before the Offer is closed to those Shareholders who have not accepted the Offer and an announcement will be published.

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## EXPECTED TIMETABLE

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5. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on, being the 60th day after the day this Composite Document is posted. Accordingly, unless the Offer have previously become unconditional as to acceptances, the Offer will lapse after 7:00 p.m. on Tuesday, 18 March 2025 unless extended with the consent of the Executive.

### EFFECT OF BAD WEATHER ON THE EXPECTED TIMETABLE

If there is a tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoon or a black rainstorm warning (collectively, “**severe weather conditions**”) on any of the following deadlines (“**Key Deadline(s)**”):

- a. the latest date for acceptance of the Offer and the submission and publication deadline for a closing announcement;
  - b. the latest date on which the Offer can become or be declared unconditional;
  - c. the latest date on which the withdrawal rights under Rule 17 of the Takeovers Code can be exercised;
  - d. the latest date for the Company to despatch or post relevant share certificates or make the share certificates available for collection; and
  - e. the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances,
- (i) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will remain on the same Business Day; or
- (ii) in case any severe weather condition is in force in Hong Kong at any local time at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will be rescheduled to the following Business Day which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for the acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Offer Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

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## **IMPORTANT NOTICES**

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### **NOTICE TO SHAREHOLDERS OUTSIDE HONG KONG AND SINGAPORE**

The making of the Offer to the Overseas Shareholders and/or their ability to participate in the Offer may be subject to the laws of the relevant jurisdictions. Overseas Shareholders should observe any applicable legal or regulatory requirements. It is the responsibility of the Overseas Shareholders wishing to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any issue, transfer or other taxes payable in such jurisdiction from such Overseas Shareholders. Please see the paragraph headed “9. Overseas Shareholders” in Appendix I to this Composite Document.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Composite Document contains forward-looking statements, which may be identified by words such as “believe”, “expect”, “anticipate”, “intend”, “plan”, “seek”, “estimate”, “will”, “would” or words of similar meaning, that involve risks and uncertainties, as well as assumptions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements.

The Offeror and the Company assume no obligation and do not intend to update these forward-looking statements, except as required pursuant to applicable laws and the Takeovers Code.

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## DEFINITIONS

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### DEFINITIONS

*In this Composite Document, the following expressions have the meanings set out below, unless the context requires otherwise:*

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“associate”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Business Day(s)”	a day on which the Stock Exchange is open for the transaction of business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirement relating to the operations and functions of CCASS, as from time to time in force
“CDP”	The Central Depository (Pte) Limited of Singapore
“Closing Date”	the date stated in this Composite Document as the First Closing Date (or any subsequent closing date as and may be announced by the Offeror and approved by the Executive)
“Company”	Courage Investment Group Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are primarily listed on the Main Board of the Stock Exchange (Stock Code: 1145) and secondarily listed on the Main Board of Singapore Stock Exchange (Stock Code: CIN)
“Composite Document”	this composite offer and response document which is being jointly issued by the Offeror and the Company to all Shareholders in accordance with the Takeovers Code and the Listing Rules (containing, among other things, the terms and conditions of the Offer and the Forms of Acceptance)
“Condition”	the condition of the Offer, as set out under the paragraph headed “Condition of the Offer” in the “Letter from Get Nice”
“Date of Receipt”	the date of receipt by Registrar HK, Registrar SG or CDP, on behalf of the Offeror, of the relevant duly completed Form of Acceptance and all related documents, as the case may be

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## DEFINITIONS

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“Depositor(s)”	has the same meaning ascribed to it under the Securities and Futures Act 2001 of Singapore
“Depository Agent”	has the same meaning ascribed to it under the Securities and Futures Act 2001 of Singapore
“Depository Register”	has the same meaning ascribed to it under the Securities and Futures Act 2001 of Singapore
“Director(s)”	director(s) of the Company from time to time
“Electronic Acceptance”	the SGX-SFG Service provided by CDP as listed in the Terms and Conditions for User Services for Depository Agents
“Encumbrance(s)”	any option, right of acquisition, right of priority, mortgage, charge, lien, right of retention of title, right of set-off, counterclaim, trust arrangement, or any other right to collateral of any kind or equity interest or restriction in respect of any asset
“Executive”	the Executive Director of the Corporate Finance Division of the SFC from time to time or any delegates of the Executive Director
“FAA SG”	the Form of Acceptance and Authorisation in respect of the Offer accompanying this Composite Document, as applicable to Singapore Shareholders whose Shares are deposited with CDP
“FAT HK”	the Form of Acceptance and Transfer of the Shares in respect of the Offer accompanying this Composite Document, as applicable to Hong Kong Shareholders
“FAT SG”	the Form of Acceptance and Transfer in respect of the Offer accompanying this Composite Document, as applicable to Singapore Shareholders whose Shares are registered in the register of members of the Company maintained by Registrar SG but are not deposited with CDP
“First Closing Date”	7 February 2025, being 21 days after the despatch of this Composite Document
“Form of Acceptance”	the FAT HK, FAT SG or FAA SG, as the case maybe



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## DEFINITIONS

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“Get Nice”	Get Nice Securities Limited, a licensed corporation to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO, the financial adviser to the Offeror in respect of the Offer, the agent making the Offer on behalf of the Offeror, and the facility provider for financing the Offer
“Group”	the Company and its subsidiaries from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Shareholder(s)”	Shareholder(s) whose Offer Shares are registered on the branch Register of Members of the Company maintained by Registrar HK
“Independent Board Committee”	the independent committee of the Board comprising the Independent Non-executive Directors, namely Mr. Zhou Qijin, Mr. Pau Shiu Ming and Mr. Tsao Hoi Ho
“Independent Financial Adviser”	Nuada Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed by the Company with the approval of the Independent Board Committee for the purpose of advising the Independent Board Committee in respect of the Offer
“Investor Participant”	a person admitted to participate in CCASS as an investor participant
“Joint Announcement”	the joint announcement issued by the Offeror and the Company dated 4 December 2024 in connection with the Offer
“Last Trading Day”	26 November 2024, being the last trading day on which the Shares were traded on the Stock Exchange and the Singapore Stock Exchange prior to the issue and publication of the Joint Announcement
“Latest Practicable Date”	14 January 2025, being the latest practicable date for ascertaining information prior to the despatch of this Composite Document
“Letter from Get Nice”	the letter from Get Nice in respect of the Offer, which forms part of this Composite Document
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)

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## DEFINITIONS

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“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Ms. Liu”	Ms. Liu Sainan (劉賽囡), the sole shareholder and sole director of the Offeror
“Offer”	the voluntary conditional general cash offer being made by Get Nice for and on behalf of the Offeror in accordance with the Takeovers Code to acquire all of the issued Shares (other than those already owned by or to be acquired by the Offeror) in accordance with the terms and conditions set out in this Composite Document
“Offer Period”	the period from the date of the Joint Announcement until whichever is the latest of (i) the Closing Date, (ii) the date when the Offer lapses, (iii) the time when the Offeror announces that the Offer will not proceed, and (iv) the date when an announcement is made of the withdrawal of the Offer
“Offer Price”	the price at which the Offer will be made, being HK\$0.1094 per Offer Share
“Offer Share(s)”	all the Shares in issue, other than those already owned or to be acquired by the Offeror (i.e. 781,713,436 Shares)
“Offer Shareholder(s)”	holder(s) of Share(s), other than the Offeror
“Offeror”	China Mark Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by Ms. Liu
“Overseas Shareholders”	Offer Shareholder(s) whose addresses, as shown on the register of members of the Company (including the Register of Members of the Company maintained by Registrar HK or in the Depository Register maintained by CDP (as the case may be)), are outside Hong Kong or Singapore (as the case may be)
“PRC”	the People’s Republic of China (excluding Hong Kong, Macao Special Administrative Region of the PRC and Taiwan for the purpose of this Composite Document)
“public hands” and “public float”	have the respective meanings ascribed to those terms under the Listing Rules
“Register of Members”	the register of members of the Company

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## DEFINITIONS

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“Registrar HK”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Registrar SG”	Boardroom Corporate & Advisory Services Pte. Ltd., the branch share registrar and the transfer agent of the Company in Singapore located at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632
“Relevant Period”	the period commencing on 4 June 2024 (being the date falling six months prior to 4 December 2024, being the commencement of the Offer Period), and ending on the Latest Practicable Date
“relevant securities”	has the meaning as defined in Note 4 to Rule 22 of the Takeovers Code
“Sale Shares”	the 315,990,132 Shares purchased by the Offeror from the Vendor, representing approximately 28.79% of the entire issued share capital of the Company
“Securities Account”	a securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value of US\$0.001 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Singapore”	the Republic of Singapore
“Singapore Shareholder(s)”	Shareholders whose Offer Shares are registered (i) on the Register of Members of the Company maintained by Registrar SG or (ii) on the Depository Register maintained by CDP, as the case may be
“Singapore Stock Exchange”	Singapore Exchange Securities Trading Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“SG\$”	Singapore dollars, the lawful currency of Singapore
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendor”	Success United Development Limited, a company incorporated in the British Virgin Islands with limited liability, which is indirectly wholly-owned by Mr. Suen Cho Hung, Paul
“%”	per cent.

Certain amounts and percentage figures in this Composite Document have been subject to rounding adjustments.

Unless the context otherwise requires, all references in this Composite Document to:

- (a) times and dates are references to Hong Kong times and dates, except as otherwise specified;
- (b) pronouns in masculine, feminine or neutral genders shall be construed to state and include any other gender; and
- (c) words, terms and titles in the singular form shall be construed to include the plural and vice versa.

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## LETTER FROM GET NICE

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**結好證券有限公司**  
GET NICE SECURITIES LIMITED

Get Nice Securities Limited  
G/F-3/F, Cosco Tower  
Grand Millennium Plaza  
183 Queen's Road Central  
Hong Kong

17 January 2025

*To the Offer Shareholders*

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY  
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF  
CHINA MARK LIMITED TO ACQUIRE  
ALL OF THE ISSUED SHARES OF  
COURAGE INVESTMENT GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
TO BE ACQUIRED BY CHINA MARK LIMITED)**

### INTRODUCTION

The Board was notified by the Offeror on 26 November 2024 (after trading hours) that, following the purchase of 315,990,132 Shares, representing approximately 28.79% of the total issued share capital of the Company, by the Offeror from the Vendor pursuant to the sale and purchase agreement entered into between the Offeror and the Vendor on 26 November 2024, that was completed on 28 November 2024, the Offeror would make a voluntary conditional general cash offer in compliance with the Takeovers Code to acquire all of the Offer Shares.

The total consideration of HK\$34,543,766.59 for the purchase of the Sale Shares was paid by the Offeror from its internal resources. Following the purchase and as at the Latest Practicable Date, the Offeror and the parties acting, and presumed to be acting in concert with it own 317,432,132 Shares, representing approximately 28.92% of the total issued share capital of the Company.

This letter forms part of the Composite Document and sets out, amongst other things, certain details of the Offer, the reasons for making the Offer and the intentions of the Offeror in relation to the Group. Further details on the terms of the Offer are set out in Appendix I to the Composite Document and in the accompanying Form of Acceptance. Unless the context otherwise requires, terms defined in the Composite Document have the same meanings when used in this letter.

Your attention is also drawn to the "Letter from the Board" on pages 17 to 22, the "Letter from the Independent Board Committee" on pages 23 to 24 and the "Letter from the Independent Financial Adviser" on pages 25 to 47 of the Composite Document.

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## LETTER FROM GET NICE

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### THE OFFER

Subject to the Conditions, the Offer is made by Get Nice on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

For each Offer Share . . . . . HK\$0.1094 in cash

The Offer Price of HK\$0.1094 per Offer Share is the same as, with rounding up from, the purchase price per Share of approximately HK\$0.10932 per Sale Share paid by the Offeror to the Vendor.

Under the terms of the Offer, the Offer Shares will be acquired with all rights and benefits attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document, and free from all Encumbrances.

As at the Latest Practicable Date, the Company had 1,097,703,568 Shares in issue and the Company did not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.1094 per Offer Share, 781,713,436 Shares will be subject to the Offer and the Offer is valued at HK\$85,519,449.90.

The Offer is extended to all Shareholders other than the Offeror in accordance with the Takeovers Code. The Offer will also be opened for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange.

The Offer is subject to the satisfaction of the Condition as set out in the section headed “Condition of the Offer” of this Composite Document.

### Comparison of value

The offer price of HK\$0.1094 per Offer Share represents:

- (i) a premium of approximately 4.19% over the closing price of HK\$0.105 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a discount of approximately 8.83% to the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a discount of approximately 13.72% to the average closing price of approximately HK\$0.1268 per Share as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Day;

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## LETTER FROM GET NICE

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- (iv) a discount of approximately 19.79% to the average of the closing prices of approximately HK\$0.1364 per Share as quoted on the Stock Exchange for the 10 trading days immediately prior to and including the Last Trading Day;
- (v) a discount of approximately 25.73% to the average of the closing prices of approximately HK\$0.1473 per Share as quoted on the Stock Exchange for the 30 trading days immediately prior to and including the Last Trading Day;
- (vi) a premium of approximately 6.63% over the average of the closing prices of approximately HK\$0.1026 per Share as quoted on the Stock Exchange for the 180 trading days immediately prior to and including the Last Trading Day;
- (vii) a discount of approximately 73.66% to the Group's unaudited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0532 (equivalent to approximately HK\$0.4153) as at 30 June 2024 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's unaudited consolidated net assets attributable to the Shareholders of approximately US\$58,376,000 as at 30 June 2024 and (iii) the exchange rate of US\$1: HK\$7.809 as at 28 June 2024); and
- (viii) a discount of approximately 73.08% to the Group's audited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0520 (equivalent to approximately HK\$0.4063) as at 31 December 2023 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's audited consolidated net assets attributable to the Shareholders of approximately US\$57,098,000 as at 31 December 2023 and (iii) the exchange rate of US\$1: HK\$7.811 as at 28 December 2023).

### **Highest and lowest Share prices**

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.182 per Share on 27 August 2024 and 12 September 2024 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.07 per Share on 8 July 2024.

### **Value of the Offer**

On the basis of the Offer Price of HK\$0.1094 per Offer Share and 1,097,703,568 Shares in issue as at the Latest Practicable Date, the entire issued share capital of the Company is valued at approximately HK\$120,088,770.

Based on the Offer Price of HK\$0.1094 per Offer Share and 781,713,436 Shares (i.e., other than 315,990,132 Shares held by the Offeror) being subject to the Share Offer and on the basis that there is no other change in the issued share capital of the Company from the date of the Joint Announcement up to the close of the Offer, the value of the Offer will be HK\$85,519,449.90.

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## LETTER FROM GET NICE

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### **Confirmation of sufficient financial resources**

The Offeror intends to finance the consideration payable under the Offer with its own internal cash resources of HK\$26,500,000 and the facility of HK\$60,000,000 provided by Get Nice, which is secured by the share charge over the Sale Shares and the Shares to be acquired by the Offeror during the Offer Period and under the Offer.

The Offeror does not intend that the payment of interest on, repayment of or provision of security for any liability (contingent or otherwise) under the facility will depend to any significant extent on the business of the Company.

Get Nice, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror to satisfy the consideration payable upon full acceptances of the Offer.

### **Effect of accepting the Offer**

Subject to the Offer becoming unconditional, the accepting Shareholders will sell their tendered Shares to the Offeror free from all Encumbrances and together with all rights and benefits attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document.

Acceptances of the Offer will be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code.

### **Stamp Duty**

#### ***Hong Kong***

Seller's ad valorem stamp duty at a rate of 0.1% of the market value of the Shares or consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the amount payable to the relevant Shareholder on acceptance of the Offer. The Offeror will arrange for payment of the sellers' ad valorem stamp duty on behalf of the accepting Shareholders and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares.

#### ***Singapore***

There is no seller's stamp duty resulting from acceptances of the Offer payable by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange and no stamp duty is payable in Singapore on the transfer of scripless shares through the book entry securities system maintained by CDP. Buyer's stamp duty and buyer's transfer fees (if any) resulting from acceptances of the Offer by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange will be paid by the Offeror.



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## LETTER FROM GET NICE

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### **Taxation advice**

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Get Nice and their respective ultimate beneficial owners, directors, officers, agents or associates or any other person involved in the Offer accept responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

### **Overseas Shareholders**

The Offer will also be open for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange, and a copy of this Composite Document is available on the website of the Singapore Stock Exchange at [www.sgx.com](http://www.sgx.com). As the Company's primary listing is not on the Singapore Stock Exchange and the Company is not a Singapore incorporated public company, the Singapore Code on Takeovers and Mergers will not apply to the Offer.

The Offeror intends to make the Offer available to all Offer Shareholders, including those with a registered address in a jurisdiction outside Hong Kong and Singapore. The availability of the Offer to persons with a registered address in a jurisdiction outside Hong Kong and Singapore may be affected by the laws of the relevant overseas jurisdictions. The making of the Offer to persons with a registered address in jurisdictions outside Hong Kong and Singapore may be prohibited or limited by the laws or regulations of the relevant jurisdictions. The Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong and Singapore should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice.

Where there are potential restrictions on despatching the Composite Document, the FAA SG and/or the FAT SG (if applicable) to any Singapore Shareholder in any overseas jurisdiction (other than Hong Kong), each of the Offeror, CDP and the Registrar SG reserves the right not to despatch these documents or any part thereof to such overseas jurisdiction.

For the avoidance of doubt, the Offer is open to all Singapore Shareholders holding Offer Shares, including those to whom this Composite Document, FAA SG and/or the FAT SG (if applicable) have not been or may not be mailed or otherwise forwarded, distributed or sent.

**It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required or compliance with all necessary formalities or legal requirements and the payment of any issue, transfer or other taxes payable by such Overseas Shareholders in such jurisdictions).**

**Any acceptance by Shareholders and beneficial owners of the Shares who are citizens, residents or nationals of a jurisdiction outside Hong Kong and Singapore will be deemed to constitute a representation and warranty from such persons to the Offeror that the local laws and requirements**

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## LETTER FROM GET NICE

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**have been complied with. Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

The information on the Overseas Shareholders as at the Latest Practicable Date were set out as follow:

<b>Location (by alphabetical order)</b>	<b>Number of Overseas Shareholder(s)</b>
Australia	7
China	1
Indonesia	1
Malaysia	16
New Zealand	1
Philippines	1
Taiwan	6
United States	1

### **Settlement of consideration**

Subject to the Offer having become, or having been declared, unconditional in all respects, payment in cash in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days after the later of: (i) the date on which the Offer becomes, or is declared unconditional; and (ii) the date of receipt of a duly completed acceptance of the Offer. Relevant documents evidencing title of the Offer Shares must be received by or on behalf of the Offeror (or the branch share registrar and transfer office of the Company in Hong Kong, the share transfer agent of the Company in Singapore, or the CDP (as the case may be)) to render each such acceptance of the Offer complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.1 of the Takeovers Code.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

### **Closing date of the Offer**

In accordance with Rule 15.1 of the Takeovers Code, the Closing Date will fall on or after the 21st day from the date of the Composite Document. Where the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), it shall remain open for acceptance for not less than fourteen (14) days thereafter, provided that the Offer shall initially be open for acceptance for at least twenty-one (21) days. The Offer Shareholders are reminded that the Offeror does not have any obligations to keep the Offer open for acceptance beyond this minimum 14-day period.

The latest date on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on Tuesday, 18 March 2025, or such later date to which the Executive may consent.

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## LETTER FROM GET NICE

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### CONDITION OF THE OFFER

The Offer is conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and parties acting in concert with it, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights of the Company as at the Closing Date. This Condition cannot be waived.

If the Condition cannot be fulfilled by the Closing Date, the Offer will lapse. The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the Condition in accordance with the Takeovers Code and the Listing Rules.

The Offeror reserves the right to revise the terms of the Offer in accordance with the Takeovers Code.

**The Offer may or may not become unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.**

Pursuant to Rule 15.3 of the Takeovers Code, the Offeror must publish an announcement when the Offer becomes unconditional as to acceptances and when the Offer becomes unconditional in all respects.

### INFORMATION ON THE OFFEROR

The Offeror is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. Save for the purchase of the Sale Shares, the Offeror did not engage in any other business activities. The Offeror is wholly-owned by Ms. Liu.

Ms. Liu, aged 41, is a Chinese entrepreneur with over 10 years of experience in the construction, real estate development, coal mining and investment industries. She served as the executive president from May 2018 to November 2022 of Wuhai Jintian Real Estate Co., Ltd\* (烏海市金田房地產有限公司), which is principally engaged in real estate development. Ms. Liu has served as the chairman of Hainan Sairui Zhenghe Consulting Management Co., Ltd\* (海南賽睿正和諮詢管理有限公司) and Hainan Saihe Landao Trading Co., Ltd\* (海南賽和藍島貿易有限公司), which are principally engaged in investment holding for coal mining business, since November 2022 and April 2023 respectively. Ms. Liu obtained a bachelor's degree in International Trade from Dongbei University of Finance and Economics (東北財經大學) in 2005.

Save for having managing experience in real estate development business that is relevant to the Group's line of business in property holding and investment, Ms. Liu does not have managing experience in other principal business of the Group.

\* For identification purpose only

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## LETTER FROM GET NICE

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### **INTENTIONS OF THE OFFEROR REGARDING THE GROUP**

It is the Offeror's intention to acquire a majority interest in the Company pursuant to the Offer. The Offeror intended to continue the existing principal businesses of the Group as at the Latest Practicable Date immediately after completion of the Offer. However, the Offeror also intended to review the operation and business activities and financial position of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities and consider whether any asset acquisitions/disposals, business rationalisation, restructuring of the business and/or fund raising will be appropriate in order to enhance the long-term growth potential of the Group.

As at the Latest Practicable Date, (i) the Offeror had no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the Offeror had no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business; and (iii) no investment or business opportunity had been identified nor has the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

The Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the Latest Practicable Date, except that the Offeror intended to nominate Ms. Liu as a director to the Board after the close of the Offer, the Offeror had not identified any potential candidate to be appointed as a new director to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

### **PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) that there are insufficient Shares in public hands to maintain an orderly market;

it will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends for the Company to remain listed on the Stock Exchange and the Singapore Stock Exchange. If the level of acceptances of the Offer Shares resulting in the shareholding of the Offeror and parties acting in concert with it reaches 75% of the total issued share capital of the Company, the sole director of the Offeror and the new directors to be appointed to the Board, if any, will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. In this connection, in the event that the public float of the Company falls below 25% upon the close of the Offer, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement

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## LETTER FROM GET NICE

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under the Listing Rules can be met. No such arrangements have been confirmed or put in place as at the Latest Practicable Date. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

### COMPULSORY ACQUISITION

The Offeror does not intend to exercise or apply any right which may be available to it to acquire compulsorily any Shares outstanding after the close of the Offer.

### FURTHER DETAILS OF THE OFFER

Further details regarding the Offer, including the terms of the Offer and procedures for acceptance, are set out in Appendix I to the Composite Document and the accompanying Form of Acceptance.

### GENERAL

To ensure equality of treatment of all Offer Shareholders, those registered Offer Shareholders who hold the Shares as nominees for more than one beneficial owners should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Offer Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

All documents and remittances to be sent to the Offer Shareholders will be sent to them by ordinary post at their own risk. Such documents and remittances will be sent to the Offer Shareholders (other than the Overseas Shareholders) at their respective addresses as they appear in the Register of Members or in the records of CDP (as the case may be) or, in the case of joint Offer Shareholders, to such Offer Shareholder (i) whose name appears first in the Register of Members or (ii) whose address appears in the records of CDP, as the case may be. The Offeror and parties acting in concert with it, Get Nice, the Company, the Independent Financial Adviser, Registrar HK, Register SG, CDP and their respective ultimate beneficial owners, directors, officers, agents or associates or any other persons involved in the Offer will not be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof or in connection therewith.

### WARNING

**Shareholders and/or potential investors of the Company should be aware that the Offer is subject to the Condition being fulfilled, and therefore the Offer may or may not become unconditional. Shareholders and potential investors should therefore exercise caution when dealing in Shares. Persons who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.**

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## LETTER FROM GET NICE

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### ADDITIONAL INFORMATION

Your attention is drawn to the “Letter from the Board” on pages 17 to 22, the “Letter from the Independent Board Committee” on pages 23 to 24 and the “Letter from the Independent Financial Adviser” on pages 25 to 47, all of which are contained in the Composite Document, in relation to their recommendations and/or advice regarding the Offer.

Your attention is also drawn to the additional information set out in the appendices which form part of the Composite Document.

Yours faithfully,  
For and on behalf of  
**Get Nice Securities Limited**  
**Larry Ng**  
*Director*

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LETTER FROM THE BOARD

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**COURAGE INVESTMENT GROUP LIMITED**  
**勇利投資集團有限公司**

*(Incorporated in Bermuda with limited liability)*

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

**(Singapore Stock Code: CIN)**

*Executive Directors:*

Ms. Lee Chun Yeung, Catherine  
*(Chief Executive Officer)*

Ms. Wang Yu

Mr. Wu Ying Ha

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Zhou Qijin

Mr. Pau Shiu Ming

Mr. Tsao Hoi Ho

*Principal Place of business in Hong Kong:*

Room 1501, 15th Floor  
Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

17 January 2025

*To the Shareholders*

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY  
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF  
CHINA MARK LIMITED TO ACQUIRE  
ALL OF THE ISSUED SHARES OF  
COURAGE INVESTMENT GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
TO BE ACQUIRED BY CHINA MARK LIMITED)**

**1. INTRODUCTION**

Reference is made to the Joint Announcement made jointly by the Company and the Offeror.

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## LETTER FROM THE BOARD

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On 26 November 2024 (after trading hours), the Board was informed by the Offeror that, following the purchase of 315,990,132 Shares, representing approximately 28.79% of the total issued share capital of the Company, by the Offeror from the Vendor pursuant to the sale and purchase agreement entered into between the Offeror and the Vendor on 26 November 2024, that was completed on 28 November 2024, the Offeror would make a voluntary conditional general cash offer in compliance with the Takeovers Code to acquire all of the Offer Shares.

As the Company's primary listing is not on the Singapore Stock Exchange and the Company is not a Singapore incorporated public company, the Singapore Code on Takeovers and Mergers will not apply to the Offer.

The purpose of this Composite Document is to provide you with, among other things:

- (a) information relating to the Group and the Offeror;
- (b) further information regarding the terms and procedures of the Offer;
- (c) a letter from Get Nice containing, among other things, details of the Offer;
- (d) a letter from the Independent Board Committee containing its recommendation to the Offer Shareholders; and
- (e) a letter from the Independent Financial Adviser containing its advice to the Independent Board Committee.

## **2. INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

Rules 2.1 and 2.8 of the Takeovers Code require the Company to establish an independent committee of the Board to give a recommendation to the Offer Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer and that such independent committee should comprise all the non-executive Directors who have no direct or indirect interest in the Offer other than as a Shareholder.

The Independent Board Committee, which comprises Mr. Zhou Qijin, Mr. Pau Shiu Ming and Mr. Tsao Hoi Ho, being all the Independent Non-executive Directors, has been established by the Board to make a recommendation to the Offer Shareholders as to whether the terms of the Offer is fair and reasonable and as to acceptance of the Offer.

The Independent Financial Adviser, Nuada Limited, has been appointed with the approval of the Independent Board Committee to advise the Independent Board Committee in connection with the Offer pursuant to Rule 2.1 of the Takeovers Code and, in particular, as to whether the terms of the Offer is fair and reasonable and as to the acceptance of the Offer. The full texts of the letter from the Independent Board Committee addressed to the Offer Shareholders and the letter from the Independent Financial Adviser addressed to the Independent Board Committee are set out in this Composite Document. You are advised to read both letters and the additional information contained in the appendices to this Composite Document carefully before taking any action in respect of the Offer.



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## LETTER FROM THE BOARD

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### 3. THE OFFER

As set out in the “Letter from Get Nice” on pages 7 to 16 of this Composite Document, the Offer is made by Get Nice for and on behalf of the Offeror on the following basis:

For each Offer Share . . . . . HK\$0.1094 in cash

The Offer Price of HK\$0.1094 per Offer Share is the same as, with rounding up from, the purchase price per Share of approximately HK\$0.10932 per Sale Share paid by the Offeror to the Vendor.

As at the Latest Practicable Date, the Company has 1,097,703,568 Shares in issue and the Company does not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

The Directors confirm that, as at the Latest Practicable Date, the Company has no outstanding dividend or other distribution that has been declared, made but not yet paid. In addition, the Company does not intend to declare, make and/or pay any dividend or other distribution on the Shares until after the close of the Offer.

The Offer is extended to all Shareholders other than the Offeror in accordance with the Takeovers Code. The Offer will also be opened for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange.

The details of the total value of the Offer are set out in the section headed “The Offer” in the “Letter from Get Nice” in this Composite Document.

Further details of the Offer including, among other things, information on stamp duty, procedures for acceptance and settlement and acceptance period are set out in the “Letter from Get Nice” and Appendix I to this Composite Document and Form of Acceptance.

### 4. CONDITION OF THE OFFER

The Condition to the Offer is set out in the section headed “Condition of the Offer” in the “Letter from Get Nice” in this Composite Document.

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## LETTER FROM THE BOARD

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### 5. SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the Latest Practicable Date is as follows:

	<b>As at the Latest Practicable Date</b>	
	<i>Number of Shares</i>	<i>Approximate %</i>
		<i>(Note 4)</i>
Offeror and parties acting in concert with it <i>(Note 1)</i>	315,990,132	28.79
Mr. Hung Hon Man <i>(Note 2)</i>	<u>1,442,000</u>	<u>0.13</u>
<b>Sub-total of the Offeror and the parties acting, and presumed to be acting, in concert with it</b>	317,432,132	28.92
Other Shareholders	<u>780,271,436</u>	<u>71.08</u>
<b>Total</b>	<u><u>1,097,703,568</u></u>	<u><u>100.00</u></u>

*Notes:*

1. These Shares are held by the Offeror.
2. Mr. Hung Hon Man is presumed to be acting in concert with the Offeror by virtue of class (5) of the definition of acting in concert in the Takeovers Code. Under class (5) of the definition of “acting in concert” in the Takeovers Code, a financial or other professional adviser (including a stockbroker) with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser (except in the capacity of an exempt principal trader or exempt fund manager) are presumed to be acting in concert with others in the same class unless the contrary is established. As such, Mr. Hung Hon Man, being the ultimate controlling shareholder of Get Nice, who is the financial adviser to the Offeror in respect of the Offer, is presumed to be acting in concert with the Offeror until the close or lapse of the Offer.
3. None of the Directors holds any Shares or other securities of the Company.
4. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as total may not be an arithmetic aggregation of the figures preceding them.

### 6. INFORMATION ON THE GROUP

The principal activity of the Company is investment holding. The Group, comprising the Company and its subsidiaries, is principally engaged in the business of marine transportation, investment holding, property holding and investment, and merchandise trading.

The following table is a summary of certain consolidated financial information of the Group for the two financial years ended 31 December 2022 and 31 December 2023 as extracted from the annual report of the Company for the year ended 31 December 2023, and for the six months ended 30 June 2023 and 30 June 2024 as extracted from the interim report of the Company for the six months ended 30 June 2023 and 30 June 2024:

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## LETTER FROM THE BOARD

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	<b>For the year ended</b>		<b>For the six months ended</b>	
	<b>31 December</b>		<b>30 June</b>	
	<b>2022</b>	<b>2023</b>	<b>2023</b>	<b>2024</b>
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue	12,372	8,512	3,989	5,070
Profit/(Loss) before taxation	1,123	(3,974)	(983)	1,278
Profit/(Loss) attributable to owners of the Company	1,123	(3,974)	(983)	1,278
Total comprehensive (expense)/income attributable to owners of the Company	(314)	(4,040)	(1,232)	1,278
	<b>As at 31 December</b>		<b>As at 30 June</b>	
	<b>2022</b>	<b>2023</b>	<b>2023</b>	<b>2024</b>
	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>	<i>US\$'000</i>
	<i>(Audited)</i>	<i>(Audited)</i>	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Net assets	61,138	57,098	59,906	58,376

Further financial information of the Group is set out in Appendix III to this Composite Document.

### **7. INFORMATION OF THE OFFEROR AND INTENTIONS OF THE OFFEROR IN RELATION TO THE GROUP**

Your attention is drawn to the sections headed “Information on the Offeror” and “Intentions of the Offeror regarding the Group” in the “Letter from Get Nice” set out in this Composite Document. The Board is open to working with the Offeror in reviewing the operation and business activities and financial position of the Group which is in the interests of the Company and the Shareholders as a whole.

### **8. PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY**

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or
- (ii) that there are insufficient Shares in public hands to maintain an orderly market;

it will consider exercising its discretion to suspend dealings in the Shares.

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## LETTER FROM THE BOARD

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The Company understands that the Offeror intends for the Company to remain listed on the Stock Exchange and the Singapore Stock Exchange. If the level of acceptances of the Offer Shares resulting in the shareholding of the Offeror and parties acting in concert with it reaches 75% of the total issued share capital of the Company, the director of the Offeror and the new directors to be appointed to the Board will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

### 9. RECOMMENDATION AND ADDITIONAL INFORMATION

The recommendation from the Independent Board Committee to the Offer Shareholders in relation to the Offer is set out in the “Letter from the Independent Board Committee” in this Composite Document. The advice from Nuada Limited, being the Independent Financial Adviser, to the Independent Board Committee in relation to the Offer and the principal factors considered by Nuada Limited in arriving at its advice are set out in the “Letter from the Independent Financial Adviser” in this Composite Document.

Additional information is also set out in the appendices to this Composite Document. You are recommended to read carefully Appendix I titled “Further Terms and Procedures for Acceptance of the Offer” to this Composite Document and the accompanying Form of Acceptance for further details in respect of the procedures for acceptance of the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax positions, if any, and, in case of any doubt, consult your professional advisers.

By Order of the Board  
**Courage Investment Group Limited**  
**Lee Chun Yeung, Catherine**  
*Chief Executive Officer*

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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*The following is the full text of a letter from the Independent Board Committee to the Offer Shareholders in respect of the Offer for inclusion in this Composite Document.*



# COURAGE INVESTMENT GROUP LIMITED 勇利投資集團有限公司

*(Incorporated in Bermuda with limited liability)*

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

**(Singapore Stock Code: CIN)**

17 January 2025

*To the Offer Shareholders*

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY  
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF  
CHINA MARK LIMITED TO ACQUIRE  
ALL OF THE ISSUED SHARES OF  
COURAGE INVESTMENT GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
TO BE ACQUIRED BY CHINA MARK LIMITED)**

### INTRODUCTION

We refer to the composite document dated 17 January 2025 jointly issued by the Company and the Offeror (the “**Composite Document**”), of which this letter forms part. Capitalised terms used in this letter have the same meanings as that defined in the Composite Document unless stated otherwise or the context requires otherwise.

We have been constituted by the Board as the Independent Board Committee to consider the terms of the Offer and to make a recommendation as to whether, in our opinion, the Offer is fair and reasonable insofar as the Offer Shareholders are concerned, and to make a recommendation in relation to the acceptance or not of the Offer.

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## LETTER FROM THE INDEPENDENT BOARD COMMITTEE

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Nuada Limited has been appointed as the Independent Financial Adviser with our approval to advise the Independent Board Committee in respect of the terms of the Offer and as to acceptance thereof. Details of their advice and recommendations and the principal factors and reasons considered and taken into account by it in arriving at its advice are set out in the “Letter from the Independent Financial Adviser” at pages 25 to 47 of the Composite Document.

We also wish to draw your attention to the “Letter from the Board” and “Letter from Get Nice” and the additional information set out in the Composite Document.

We, as members of the Independent Board Committee, have declared that we are independent and do not have any conflict of interest in respect of the Offer and are therefore able to consider the terms of the Offer and make recommendations accordingly to the Offer Shareholders.

### RECOMMENDATIONS

Having considered the terms of the Offer and the letter of advice and recommendations from the Independent Financial Adviser, we concur with the view of the Independent Financial Adviser and consider that the terms of the Offer are fair and reasonable insofar as the Offer Shareholders are concerned. Accordingly, we recommend the Offer Shareholders to accept the Offer.

The Offer Shareholders are recommended to read the full text of the “Letter from the Independent Financial Adviser” set out in the Composite Document.

Notwithstanding our recommendation, the Offer Shareholders should consider carefully the terms of the Offer. In any case, the Offer Shareholders are reminded that the decision to realise or to hold their investment is subject to individual circumstances and investment objectives.

If in doubt, the Offer Shareholders should consult their own professional advisers for professional advice. In addition, Offer Shareholders who wish to accept the Offer are recommended to read and consider carefully the procedures for accepting the Offer detailed in Appendix I titled “Further Terms and Procedures for Acceptance of the Offer” and the accompanying Form of Acceptance.

Yours faithfully,

For and on behalf of the Independent Board Committee of  
**Courage Investment Group Limited**

**Mr. Zhou Qijin**  
*Independent Non-executive  
Director*

**Mr. Pau Shiu Ming**  
*Independent Non-executive  
Director*

**Mr. Tsao Hoi Ho**  
*Independent Non-executive  
Director*

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*The following is the full text of the letter of advice from the Independent Financial Adviser setting out the advice to the Independent Board Committee in respect of the Offer, which has been prepared for the purpose of inclusion in this Composite Document.*

Nuada Limited

Unit 1606, 16/F  
OfficePlus @Sheung Wan  
93-103 Wing Lok Street  
Sheung Wan, Hong Kong  
香港上環永樂街93-103號  
協成行上環中心16樓1606室

17 January 2025

*To the Independent Board Committee*

Dear Sir or Madam,

**VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY  
GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF  
CHINA MARK LIMITED TO ACQUIRE  
ALL OF THE ISSUED SHARES OF  
COURAGE INVESTMENT GROUP LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
TO BE ACQUIRED BY CHINA MARK LIMITED)**

### INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee in respect of the terms of the Offer, details of which are set out in this Composite Document dated 17 January 2025, of which this letter forms part. Terms used in this letter shall have the same meanings as defined in this Composite Document unless the context requires otherwise.

References are made to the letter from the Board of this Composite Document (“**Board Letter**”) and the Joint Announcement dated 4 December 2024 whereby the Company and the Offeror jointly announced that the Board was notified by the Offeror on 26 November 2024, following the purchase of 315,990,132 Shares, representing approximately 28.79% of the total issued share capital of the Company, by the Offeror from the Vendor pursuant to the sale and purchase agreement entered into between the Offeror and the Vendor on 26 November 2024, that was completed on 28 November 2024, the Offeror would make a voluntary conditional general cash offer in compliance with the Takeovers Code to acquire all of the Offer Shares.

The total consideration of HK\$34,543,766.59 for the purchase of the Sales Shares was paid by the Offeror from its internal resources. Following the purchase and as at the Latest Practicable Date, the Offeror and the parties acting, and presumed to be acting in concert with it own 317,432,132 Shares, representing approximately 28.92% of the total issued share capital of the Company.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### The Offer

#### *Principal terms of the Offer*

Subject to the Condition, the Offer is made by Get Nice on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

**For each Offer Share . . . . . HK\$0.1094 in cash**

The Offer Price of HK\$0.1094 per Offer Share is the same as, with rounding up from, the purchase price per Share of approximately HK\$0.10932 per Sale Share paid by the Offeror to the Vendor.

The Independent Board Committee comprising all the Independent Non-executive Directors has been established to make a recommendation to the Offer Shareholders as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer. We, Nuada Limited, have been appointed by the Company pursuant to Rule 2.1 of the Takeovers Code and with the approval of the Independent Board Committee, to advise the Independent Board Committee as to the fairness and reasonableness of the Offer and as to acceptance of the Offer.

### **OUR INDEPENDENCE**

As at the Latest Practicable Date, we are not associated or connected with the Company, the Vendor, Mr. Suen Cho Hung, Paul, the Offeror, Ms. Liu, Get Nice, their respective controlling shareholders or any party acting, or presumed to be acting, in concert with any of them. During the past two years immediately preceding and up to the date of our appointment as the Independent Financial Adviser, save for this appointment as the Independent Financial Adviser in respect of the Offer, there were no other engagements between us and the Company, the Vendor, Mr. Suen Cho Hung, Paul, the Offeror, Ms. Liu, Get Nice, their respective controlling shareholders or any party acting, or presumed to be acting, in concert with any of them. Apart from normal professional fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company, the Vendor, Mr. Suen Cho Hung, Paul, the Offeror, Ms. Liu, Get Nice, their respective controlling shareholders or any party acting, or presumed to be acting, in concert with any of them. Accordingly, we are considered eligible to give independent advice on the Offer.

### **BASIS OF OUR OPINION**

In formulating our opinion to the Independent Board Committee, we have relied on the accuracy of the statements, information, opinions and representations contained or referred to in this Composite Document and the information and representations provided to us by the Directors and the management of the Company (the “**Management**”). We have assumed that all statements, information and representations provided by the Management, for which they are solely responsible, are true and accurate at the time when they were provided and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors or the Offeror (as the case may be) in this Composite Document were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth,



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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accuracy and completeness of the information and facts contained in this Composite Document, or the reasonableness of the opinions expressed by the Company, the Offeror, their respective advisers, the Directors, which have been provided to us.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than that expressed by the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statements in this Composite Document misleading.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this Composite Document (other than that relating to the Vendor and the Group) and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this Composite Document (other than that expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statements in this Composite Document misleading.

Our review and analysis were based upon, among other things, (i) the Joint Announcement in relation to the Offer; (ii) this Composite Document; (iii) certain published information from the public domain including announcements in respect of Comparable Companies (as defined as “**Comparable Company(ies)**” below under the paragraph headed “4. Analysis of the Offer Price” in this letter); (iv) the annual report of the Company (“**Annual Report 2022**”) for the financial year ended 31 December 2022 (“**FY2022**”); (v) the annual report of the Company (“**Annual Report 2023**”) for the financial year ended 31 December 2023 (“**FY2023**”); and (vi) the interim report of the Company (“**Interim Report 2024**”) for the six months ended 30 June 2024 (“**FP2024**”).

We consider that we have been provided with sufficient information and have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion. We have not, however, carried out any independent verification of the information provided, nor have we conducted any independent investigation into the business and affairs of the Group. We have not considered the taxation implication on the Group, the Offer Shareholders as a result of the Offer. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context. Our opinion is necessarily based on the financial market and other conditions in effect and the information made available to us as at the Latest Practicable Date, and the Offer Shareholders will be notified of any material changes (if any) to such statements, information, opinions and/or representations as soon as possible in accordance with Rule 9.1 of the Takeovers Code.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation with regards to the Offer, we have taken into account the following principal factors and reasons:

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### 1. Information on the Group

#### (a) *Principal business of the Group*

With reference to the Board Letter and according to the Management, the principal activity of the Company is investment holding. The Group is principally engaged in the business of marine transportation (provision of vessel chartering services), investment holding, property holding and investment, and merchandise trading.

#### (b) *Financial information of the Group*

The table below summarises the financial results of the Group (i) for the financial year ended 31 December 2021 (“**FY2021**”), FY2022 and FY2023 respectively as extracted from the Annual Report 2022 and the Annual Report 2023; and (ii) for the six months ended 30 June 2023 (“**FP2023**”) and FP2024 as extracted from the Interim Report 2024.

Table 1: Financial information of the Group extracted from the condensed consolidated income statement/consolidated income statement of the Group

	For the six months ended		For the year ended		
	30 June 2024	30 June 2023	31 December 2023	31 December 2022	31 December 2021
	(Unaudited) US\$'000	(Unaudited) US\$'000	(Audited) US\$'000	(Audited) US\$'000	(Audited) US\$'000
Revenue	5,070	3,989	8,512	12,372	9,738
Direct expenses	(2,966)	(3,147)	(6,219)	(7,000)	(4,925)
Administrative expenses	(1,010)	(721)	(1,563)	(1,335)	(1,523)
Impairment loss (recognised) reversed on vessels, net	(299)	109	(1,008)	(797)	13,430
Allowance for credit losses on debt instruments at fair value through other comprehensive income, net	-	(704)	(1,146)	(1,402)	(5,360)
Loss on disposal of subsidiaries	-	-	(2,100)	-	-
Share of result of a joint venture	-	(591)	(788)	(758)	87
Profit(loss) for the period/year attributable to owners of the Company	1,278	(983)	(3,974)	1,123	10,488

#### *Financial performance for FY2022*

The Group recorded a revenue of approximately US\$12.37 million for FY2022, marking an increase of approximately 27.00% compared to that for FY2021 (i.e. approximately US\$9.74 million) and such increase was mainly attributable to the improved market conditions of the marine chartering industry and the general increase in charter rates of the Group’s vessels during the year according to the Annual Report 2022 and the Management. The

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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revenue of the Group's marine transportation business increased by 34.52% to US\$12.08 million for FY2022 (FY2021: approximately US\$8.98 million), and with its profit increased by 38.07% to US\$5.44 million for FY2022 (FY2021: approximately US\$3.94 million). The direct expenses of the Group increased from approximately US\$4.93 million for FY2021 to approximately US\$7.00 million for FY2022. With reference to the breakdown of the direct expenses provided by the Management, such increase was mainly due to (i) the crew wages increased from approximately US\$1.79 million for FY2021 to approximately US\$2.49 million for FY2022; (ii) the depreciation increased from approximately US\$1.35 million for FY2021 to approximately US\$2.15 million for FY2022; and (iii) the repairs and maintenance increased from approximately US\$823,000 for FY2021 to approximately US\$1.35 million for FY2022.

With reference to note 15 to the consolidated financial statements in the Annual Report 2022, the fair value less costs of disposal of two vessels of the Group was determined based on prevailing market conditions, including second-hand prices and freight rate of similar vessels and amounted to approximately US\$30.23 million for FY2022 (approximately US\$31.97 million for FY2021) in aggregate, such fair values are higher than their respective value in use. As the recoverable amounts of these vessels were lower than their individual carrying amount before impairment, an impairment loss on vessels of US\$797,000 was recognised in profit or loss during FY2022 (an impairment loss on vessels of approximately US\$13.43 million was reversed for FY2021 as the recoverable amounts of the vessels were higher than their individual carrying amount).

In FY2022, a net allowance for credit losses on debt instruments at fair value through other comprehensive income of approximately US\$1.40 million was recognised in profit or loss with a corresponding adjustment to other comprehensive income, showing an improvement from approximately US\$5.36 million for FY2021. With reference to the section headed "Management Discussion and Analysis" in the Annual Report 2022, the recognition of these credit losses was primarily a result of the further deterioration of the financial position of the issuers of the corporate bonds held by the Group during FY2022. These bond issuers are all property companies based in the PRC and their credit ratings have been withdrawn or downgraded by the credit rating agencies. Additionally, some of the bonds held by the Group are in default status due to non-payments of interest and/or principal.

Despite the Group recorded an increase in revenue during FY2022 as mentioned above, the Group recorded a decrease in profit for the year attributable to owners of the Company. Such decline was mainly due to the impairment loss recognised on vessels for FY2022, in contrast to the impairment loss reversed on vessels for FY2021 as mentioned above. The profit for the year attributable to the owners of the Company decreased from approximately US\$10.49 million for FY2021 to approximately US\$1.12 million for FY2022.

### *Financial performance for FY2023*

The Group recorded a revenue of approximately US\$8.51 million for FY2023, representing a decrease of approximately 31.20% as compared to approximately US\$12.37 million for FY2022. According to the Management and Annual Report 2023, the revenue generated from the Group's marine transportation business decreased from approximately

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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US\$12.08 million for FY2022 to approximately US\$8.45 million for FY2023. Throughout FY2023, the average freight rate charged by the Group's vessels was approximately 50% lower than that in FY2022 mainly due to the decrease in demand of dry bulk commodities worldwide according to the Management. The freight rates charged by the Group were in line with the movement of the Baltic Dry Index, which is closely correlated to the market freight rates. During FY2023, the Baltic Dry Index remained volatile and hovering between the 1,000 to 2,000 points level for most of FY2023, and was considerably lower than the 1,500 to 2,500 points level in FY2022.

With reference to note 29 to the consolidated financial statements of the Company in the Annual Report 2023, during FY2023, the Group disposed of its interest in a joint venture through the disposal of a subsidiary to an independent third party at a cash consideration of Renminbi 13.5 million (approximately US\$1.86 million at the date of transaction) and recorded a loss on disposal of subsidiaries of approximately US\$2.1 million.

Due to the aforesaid decrease in revenue and loss on disposal of subsidiaries, the Group experienced a turnaround from profit for the year attributable to owners of the Company of approximately US\$1.12 million for FY2022 to a loss for the year attributable to owners of the Company of approximately US\$3.97 million for FY2023.

### *Financial performance for FP2024*

The Group recorded an unaudited revenue of approximately US\$5.07 million for FP2024, reflecting an increase of approximately 27.07% compared to that for FP2023 (i.e. approximately US\$3.99 million). According to the Management and Interim Report 2024, such increase was mainly due to the average freight rate charged by the Group's vessels in FP2024 was approximately 34% higher than that in FP2023 as a result of the reduced vessels supply in the market caused by the disruptions in the Panama and Suez Canals. Vessels in the market then have to take alternate routes leading to longer voyage. The increased freight rates were in line with the movements of the Baltic Dry Index, which was hovering between 1,500 to 2,000 points level for much of FP2024, which was noticeably higher than the range of 500 to 1,500 points level observed in FP2023.

According to the Interim Report 2024, the Group experienced a turnaround from an unaudited loss for the period attributable to owners of the Company of approximately US\$983,000 for FP2023 to an unaudited profit for the period attributable to owners of the Company of approximately US\$1.28 million for FP2024. According to the Management and the Interim Report 2024, such turnaround was mainly the combined effect of (i) an increase in profit contribution from the Group's marine transportation operation to approximately US\$2.17 million for FP2024 (approximately US\$796,000 for FP2023); (ii) the absence of the allowance for credit losses on debt instruments at fair value through other comprehensive income for FP2024 (approximately US\$704,000 for FP2023); (iii) the absence of the loss of a joint venture shared by the Group for FP2024 (approximately US\$591,000 for FP2023) and (iv) the impairment loss recognised on vessels of approximately US\$299,000 (a net reversal of impairment loss of approximately US\$109,000 for FP2023).

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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Table 2: Financial position of the Group

	<b>As at 30 June 2024</b>	<b>As at 31 December 2023</b>
	<i>US\$'000</i>	<i>US\$'000</i>
	(Unaudited)	(Audited)
<b>Non-current assets</b>		
– Property, plant and equipment	38,444	39,733
– Right-of-use asset	56	105
– Debt instruments at fair value through other comprehensive income	389	389
	<u>38,889</u>	<u>40,227</u>
<b>Current assets</b>		
– Trade receivables	56	323
– Other receivables and prepayments	554	635
– Bank deposits	18,050	16,535
– Cash and cash equivalents	1,914	1,314
	<u>20,574</u>	<u>18,807</u>
<b>Total assets</b>	<b>59,463</b>	<b>59,034</b>
<b>Current liabilities</b>		
– Deposits received, other payables and accruals	890	1,072
– Contract liabilities	138	–
– Borrowings	–	756
– Lease liabilities	59	99
	<u>1,087</u>	<u>1,927</u>
<b>Net current assets</b>	<b>19,487</b>	<b>16,880</b>
<b>Total equity</b>	<b>58,376</b>	<b>57,098</b>
<b>Non-current liabilities</b>		
– Lease liabilities	–	9

As stated in the Interim Report 2024, as at 30 June 2024, the current assets of the Group amounted to approximately US\$20.57 million (unaudited) as compared with that of approximately US\$18.81 million (audited) as at 31 December 2023 mainly attributable to (i)

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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the bank deposits of the Group slightly increased from approximately US\$16.54 million as at 31 December 2023 to approximately US\$18.05 million as at 30 June 2024; and (ii) the cash and cash equivalents of the Group increased from approximately US\$1.31 million as at 31 December 2023 to approximately US\$1.91 million as at 30 June 2024.

With reference to the condensed consolidated statement of cash flows in the Interim Report 2024, the increase of cash and cash equivalents of the Group was the combined effect of (i) the net cash generated from operating activities of approximately US\$2.92 million for FP2024; (ii) the net cash used in investing activities of approximately US\$1.52 million for FP2024; and (iii) the net cash used in financing activities of approximately US\$0.81 million for FP2024.

The non-current assets of the Group slightly decreased from approximately US\$40.23 million (audited) as at 31 December 2023 to approximately US\$38.89 million (unaudited) as at 30 June 2024, mainly due to a slight decrease in property, plant and equipment from approximately US\$39.73 million as at 31 December 2023 to approximately US\$38.44 million as at 30 June 2024.

The current liabilities of the Group decreased from approximately US\$1.93 million (audited) as at 31 December 2023 to approximately US\$1.09 million (unaudited) as at 30 June 2024, which was mainly due to the decrease of borrowings from approximately US\$756,000 as at 31 December 2023 to nil as at 30 June 2024. With reference to note 15 to the condensed consolidated financial statements of the Group for FP2024, the loans of the Group were fully repaid during FP2024.

The total equity increased slightly from approximately US\$57.10 million (audited) as at 31 December 2023 to approximately US\$58.38 million (unaudited) as at 30 June 2024. Such increase was mainly attributable to the profit and total comprehensive income for the period of approximately US\$1.28 million for FP2024 according to the condensed consolidated statement of changes in equity in the Interim Report 2024.

**(c) *Prospects of the Group***

As discussed in the paragraph headed “(b) Financial information of the Group” above, for FY2023, the Group recorded an approximately 31.20% decrease in revenue compared to FY2022. The deteriorated revenue for FY2023 were mainly due to the fact that the freight rates charged by the Group’s vessels were 50% lower than for FY2022 as a result of decreased in demand of dry bulk commodities worldwide according to the Management. The revenue of the Group recovered for FP2024 and recorded an increase of approximately 27.07% compared to that for FP2023 attributed by higher freight rates charged by the Group’s vessels in FP2024 compared to FP2023 as a result of the reduced vessels supply in the market caused by the disruptions in the Panama and Suez Canals. Vessels in the market then have to take alternate routes leading to longer voyage. According to the Management, they expect that the disruptions in the Panama and Suez Canals will be lessened in 2025 and vessels supply in the market will improve in 2025. Based on the above, we are of the view

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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that the revenue of the Group has been influenced by fluctuations in freight rates. If disruptions in the Panama and Suez Canals lessen and vessel supply in the market improves in 2025, the freight rates may decrease in 2025 and it could negatively impact the revenue of the Company in the short future.

According to the “Review of Maritime Transport 2024” (the “**Maritime Transport Report**”) published by the United Nations Conference on Trade and Development (“**UNCTAD**”) in October 2024 (source: <https://unctad.org/publication/review-maritime-transport-2024>), looking beyond 2024, UNCTAD projects global maritime trade to grow at an average annual rate of 2.4% between 2025 and 2029, with containerised trade expected to increase by 2.7% during the same period. This growth will be supported by technological advancements, the transition to cleaner energy and infrastructure developments. Although the prospects for maritime trade are positive, it is further stated in the Maritime Transport Report that downside risks persist, including potential disruptions from geopolitical tensions, economic uncertainties, trade related tensions and environmental challenges. The global economy faces numerous challenges that could impact medium-term growth prospects. Persistent inflation, particularly in the services sector, makes it more difficult to normalise monetary policies, with central banks cautious about easing too quickly. Inflationary pressures are expected to remain high in several regions. Furthermore, geopolitical tensions, such as those involving trade-related and regional tensions, add complexity to the economic landscape. The potential for significant swings in economic policy, driven by elections and fiscal constraints, increases the uncertainty around global growth projections. High public debt levels in many economies, combined with elevated borrowing costs, constrain fiscal space and limit the ability of governments to respond to economic shocks. Based on the above, while UNCTAD forecasts a 2.4% average annual growth in global maritime trade between 2025 and 2029, the downside risks such as potential disruptions from geopolitical tensions and economic uncertainties persist and therefore we are of the view that the prospect of the global marine transportation industry is uncertain.

On 13 September 2024, the Company announced that (i) Peak Prospect Global Limited (a wholly-owned subsidiary of the Company) as purchaser and Fortune Marine Holdings Limited (the “**Seller**”) entered into the sale and purchase agreement (the “**Acquisition Agreement**”) in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of Poly Odyssey Marine Corp., (the “**Acquisition Target**”) and an interest-free shareholder’s loan advanced by Seller to the Acquisition Target as at the date of completion of the Acquisition Agreement, for a maximum consideration of US\$15,450,100 and the handling fee of US\$22,125. The sole asset of the Acquisition Target would be a vessel named “Diva” (the “**Acquisition Vessel**”); and (ii) Courage Marine (Holdings) Co., Limited (an indirect wholly-owned subsidiary of the Company) (“**Courage Marine**”) as seller and VELDA MARINE CORP., as purchaser entered into the sale and purchase agreement (the “**Disposal Agreement**”) in relation to the disposal (“the “**Disposal**”) of the entire issued share capital of Zorina Navigation Corp., (the “**Disposal Target**”) and an interest-free shareholder’s loan advanced by Courage Marine to the Disposal Target as at the date of completion of the Disposal Agreement, for a consideration of US\$13,800,000. The sole asset of the Disposal Target was a vessel named “Zorina” (the “**Disposal Vessel**”) (details of the Acquisition and the Disposal are set out in the Company’s announcement (the “**Transactions Announcement**”) dated 13 September 2024 and the Company’s circular dated 1 November 2024).

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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According to the Management, the Acquisition with the Disposal represents the replacement of a vessel of the Group's dry bulk fleet, which is expected to be easier to maintain and less costly to operate. With the scrubber system installed, the Acquisition Vessel can use less costly fuel oil to comply with the relevant regulations of the International Maritime Organization. Additionally, the Disposal Vessel was built by a shipyard that, to the best knowledge, information and belief of the Directors, has ceased to engage in the building of dry bulk vessels. As a result, it became difficult for the Group to obtain technical support for the repairs and maintenance of the Disposal Vessel. In contrast, the Acquisition Vessel was built by Jiangsu New Hantong, a reputable shipbuilder in the PRC, which would be able to provide technical support as required by the Group for the repairs and maintenance of the Acquisition Vessel. Based on the above, we are of the view that the Acquisition Vessel would enhance operation efficiency and reduce maintenance costs for the Group.

As stated in the section headed "Management Discussion and Outlook" in the Interim Report 2024, the Group is prudently optimistic about the prospects of the marine transportation business in the medium to long term, given that global trading activities have increased alongside the recovery and growth of the global economy. Nevertheless, ongoing conflicts in Ukraine and Palestine, and disruptions in the Panama and Suez Canals, are adding uncertainties to the market.

Notwithstanding that the Acquisition Vessel could enhance operation efficiency and reduce maintenance costs for the Group, having also considered that (i) if disruptions in the Panama and Suez Canals lessen and vessel supply in the market improves in 2025, freight rates may decrease in 2025 and it could negatively impact the revenue of the Company in the short future; and (ii) the potential disruptions from geopolitical tensions and economic uncertainties which may affect the prospect of the global marine transportation industry as stated in the Maritime Transport Report, we are of the view that the prospect and outlook of the Group and the global marine transportation industry is uncertain. We are of the opinion that the Offer provides an opportunity for Offer Shareholders to realise their investment in the Company for cash, especially if the Group faces challenges and the Group's performance is negatively impacted by the upcoming uncertainties.

## 2. Information on the Offeror and the Offeror's intention regarding the Group

### (a) Information on the Offeror

As stated in the "Letter from Get Nice" in this Composite Document, the Offeror is a company incorporated in Hong Kong with limited liability and is principally engaged in investment holding. Save for the purchase of the Sale Shares, the Offeror did not engage in any other business activities. The Offeror is wholly-owned by Ms. Liu.

Ms. Liu, aged 41, is a Chinese entrepreneur with over 10 years of experience in the construction, real estate development, coal mining and investment industries. She served as the executive president from May 2018 to November 2022 of Wuhai Jintian Real Estate Co., Ltd\* (烏海市金田房地產有限公司), which is principally engaged in real estate development. Ms. Liu has served as the chairman of Hainan Sairui Zhenghe Consulting Management Co., Ltd\* (海南賽睿正和諮詢管理有限公司) and Hainan Saihe Landao Trading Co., Ltd\* (海南賽和藍島貿易有限公司),



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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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which are principally engaged in investment holding for coal mining business, since November 2022 and April 2023 respectively. Ms. Liu obtained a bachelor's degree in International Trade from Dongbei University of Finance and Economics (東北財經大學) in July 2005.

Based on (i) the background information of the Offeror and Ms. Liu as stated above; and (ii) the intention of the Offeror to continue the existing principal businesses of the Group immediately after completion of the Offer as at the Latest Practicable Date, as detailed in the paragraph below, we are of the view that Ms. Liu did not have relevant work experience related to the existing business of the Group and how the Offeror and Ms. Liu may contribute to the existing businesses of the Group in the near future is uncertain.

***(b) Intention of the Offeror in relation to the Group***

As stated in the "Letter from Get Nice" in this Composite Document, it is the Offeror's intention to acquire a majority interest in the Company pursuant to the Offer. The Offeror intended to continue the existing principal businesses of the Group immediately after completion of the Offer as at the Latest Practicable Date. However, the Offeror also intended to review the operation and business activities and financial position of the Group to formulate a long-term business strategy for the Group. Subject to the results of such review, the Offeror may explore other business opportunities and consider whether any asset acquisitions/disposals, business rationalisation, restructuring of the business and/or fund raising will be appropriate in order to enhance the long-term growth potential of the Group.

As at the Latest Practicable Date, (i) the Offeror had no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the Offeror had no intention to dispose of or re-deploy the assets of the Group other than those in its ordinary course of business; and (iii) no investment or business opportunity had been identified nor has the Offeror entered into any agreement, arrangement, understandings or negotiation in relation to the injection of any assets or business into the Group.

***(c) Changes to the composition of the Board***

As stated in the "Letter from Get Nice" in this Composite Document, the Offeror intends to nominate new director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Takeovers Code or such later date as the Offeror considers to be appropriate. As at the Latest Practicable Date, except that the Offeror intended to nominate Ms. Liu as a director to the Board after the close of the Offer, the Offeror had not identified any potential candidate to be appointed as a new director to the Board. Any changes to the members of the Board will be made in compliance with the Takeovers Codes and/or the Listing Rules and further announcement(s) will be made as and when appropriate.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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*(d) Maintaining the listing status of the Company*

As stated in the “Letter from Get Nice” in this Composite Document, the Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares (excluding treasury shares), are held by the public, or if the Stock Exchange believes that:

- a false market exists or may exist in the trading of the Shares; or
- that there are insufficient Shares in public hands to maintain an orderly market;

it will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends for the Company to remain listed on the Stock Exchange and the Singapore Stock Exchange. If the level of acceptances of the Offer Shares resulting in the shareholding of the Offeror and parties acting in concert with it reaches 75% of the total issued share capital of the Company, the sole director of the Offeror and the new directors to be appointed to the Board, if any, will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares. In this connection, in the event that the public float of the Company falls below 25% upon the close of the Offer, the Offeror will, as soon as practicable, dispose of such number of Shares either directly in the market or through a placing agent to be appointed by the Offeror to ensure that the public float requirement under the Listing Rules can be met. No such arrangements have been confirmed or put in place as at the Latest Practicable Date. Further announcement(s) will be made in accordance with the requirements of the Listing Rules and the Takeovers Code as and when appropriate.

*(e) Our view*

Having considered that (i) the Offeror had no intention to make material changes to the employment of the employees of the Group (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate); (ii) the intention of the Offeror is that the Company’s existing principal activities will be maintained, and at the same time after completion of the Offer, the Offeror intends to review the operation and business activities and financial position of the Group to formulate a long-term business strategy for the Group, as at the Latest Practicable Date, no investment or business opportunity had been identified; (iii) the Offeror had no intention to dispose or re-deploy the assets of the Group other than those in its ordinary and usual course of business; and (iv) the Offeror intended to nominate Ms. Liu as a director to the Board after the close of the Offer, however, Ms. Liu did not have relevant work experience related to the existing business of the Group, we expect that there would not be substantial change in the principal business activities of the Group as a direct result of the Offer and how the Offeror and Ms. Liu may contribute to the existing businesses of the Group in the near future is uncertain.

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### 3. Principal terms of the Offer

Subject to the Condition, the Offer is made by Get Nice on behalf of the Offeror in compliance with the Takeovers Code on the following basis:

#### *The Offer*

**For each Offer Share . . . . . HK\$0.1094 in cash**

The Offer Price of HK\$0.1094 per Offer Share is the same as, with rounding up from, the purchase price per Share of approximately HK\$0.10932 per Sale Share paid by the Offeror to the Vendor.

Under the terms of the Offer, the Offer Shares will be acquired with all rights and benefits attaching to them, including, without limitation, the rights to receive in full all dividends and other distributions, if any, recommended, declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of despatch of this Composite Document, and free from all Encumbrances.

As at the Latest Practicable Date, the Company had 1,097,703,568 Shares in issue and the Company did not have any other outstanding Shares, options, warrants, derivatives or other securities which are convertible into Shares or exchangeable into Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) and has not entered into any agreement for the issue of such options, warrants, derivatives or other relevant securities which are convertible or exchangeable into Shares.

Assuming that there is no change in the issued share capital of the Company and based on the Offer Price of HK\$0.1094 per Offer Share, 781,713,436 Shares will be subject to the Offer and the Offer is valued at HK\$85,519,449.90.

The Offer is extended to all Shareholders other than the Offeror in accordance with the Takeovers Code. The Offer will also be opened for acceptance by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange.

#### *Condition of the Offer*

The Offer is conditional upon valid acceptances of the Offer having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide) in respect of the Offer Shares, which together with the Shares already held by the Offeror and parties acting in concert with it, would result in the Offeror and the parties acting in concert with it holding more than 50% of the voting rights of the Company as at the Closing Date. This Condition cannot be waived.

If the Condition cannot be fulfilled by the Closing Date, the Offer will lapse. The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the Condition in accordance with the Takeovers Code and the Listing Rules.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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The Offeror reserves the right to revise the terms of the Offer in accordance with the Takeovers Code.

**The Offer may or may not become unconditional. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares. Those who are in doubt as to the action should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.**

### *Comparison of value*

The Offer Price of HK\$0.1094 represents:

- a premium of approximately 4.19% over the closing price of HK\$0.105 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- a discount of approximately 8.83% to the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Last Trading Day;
- a discount of approximately 13.72% to the average closing price of approximately HK\$0.1268 per Share as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 19.79% to the average of the closing prices of approximately HK\$0.1364 per Share as quoted on the Stock Exchange for the 10 trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 25.73% to the average of the closing prices of approximately HK\$0.1473 per Share as quoted on the Stock Exchange for the 30 trading days immediately prior to and including the Last Trading Day;
- a premium of approximately 6.63% over the average of the closing prices of approximately HK\$0.1026 per Share as quoted on the Stock Exchange for the 180 trading days immediately prior to and including the Last Trading Day;
- a discount of approximately 73.66% to the Group's unaudited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0532 (equivalent to approximately HK\$0.4153) as at 30 June 2024 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's unaudited consolidated net assets attributable to the Shareholders of approximately US\$58,376,000 as at 30 June 2024 and (iii) the exchange rate of US\$1: HK\$7.809 as at 28 June 2024.); and
- a discount of approximately 73.08% to the Group's audited consolidated net assets attributable to the Shareholders per Share of approximately US\$0.0520 (equivalent to approximately HK\$0.4063) as at 31 December 2023 (calculated based on (i) a total of 1,097,703,568 Shares as at the Latest Practicable Date, (ii) the Group's audited

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consolidated net assets attributable to the Shareholders of approximately US\$57,098,000 as at 31 December 2023 and (iii) the exchange rate of US\$1: HK\$7.811 as at 28 December 2023).

#### 4. Analysis of the Offer Price

##### (a) Historical price performance of the Shares

Set out below are our analysis on the Offer Price to the Share price during the Review Period:

Graph 1: Historical daily closing price per Share during the Review Period



Source: Website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk))

We have analysed the movements in the closing price of the Shares for the period commencing from 27 November 2023 to the Last Trading Day (i.e. 26 November 2024), being the 12-month period prior to the Last Trading Day (the “**Review Period**”), including key/relevant events that have been identified. In determining the length of the Review Period, we have ensured that it is sufficiently long to effectively demonstrate the correlation between the recent trend of the closing price of the Shares and the Offer Price.

Based on the chart above, closing prices of the Shares fluctuated within a range from HK\$0.060 per Share to HK\$0.182 per Share recorded with an average closing price of approximately HK\$0.093 per Share (the “**Average Closing Price**”) during the Review Period. The Offer Price (i.e.

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HK\$0.1094) represents a premium of approximately 17.63% to the Average Closing Price. We also found that out of 246 trading days during the Review Period, there were 181 trading days that the closing prices of the Shares were trading below the Offer Price and only 65 trading days that the closing prices of the Shares were trading over the Offer price.

We observed that the daily closing prices of the Shares remained stable from the beginning of the Review Period until the middle of August 2024. Subsequently, the closing price of the Share surged from HK\$0.095 on 14 August 2024 to HK\$0.118 on 16 August 2024. We attribute such increase to the Company's positive profit alert announcement dated 14 August 2024, where the Group anticipated recording a profit attributable to owners of the Company for FP2024 of not less than US\$1.0 million, compared to the loss attributable to owners of the Company of approximately US\$1.0 million reported for FP2023. The closing price of the Share reached its peak during the Review Period (i.e. HK\$0.182) on 27 August 2024 and 12 September 2024.

The closing price of the Shares subsequently declined from HK\$0.182 on 12 September 2024 to HK\$0.086 on 23 September 2024. During that period, the Company published the Transactions Announcement on 13 September 2024 regarding the Acquisition and the Disposal. As discussed with the Management, other than the Transactions Announcement, they were not aware of any Group's affairs that could potentially related to the drop in the closing price of the Share during September 2024.

Immediately following the aforesaid drop, the closing price of the Shares followed an upward trend from HK\$0.086 on 23 September 2024 to HK\$0.172 on 5 November 2024 before retracting to HK\$0.120 on the Last Trading Day. As discussed with the Management, besides the disclosed information, they were not aware of any Group's affairs that could potentially lead to fluctuations in the trading price of the Share during the Review Period.

***(b) Historical trading liquidity of the Shares during the Review Period***

The following table sets out the historical trading liquidity of the Shares during the Review Period:

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Table 3: Historical trading liquidity of the Shares during the Review Period

Month/Period	Number of trading days in each month/ period	Total trading volume in each month/ period  (Shares)	Average daily trading volume in each month/ period  (Note 1) (Shares)	Percentage of average trading volume to	Percentage of number of Shares held by public	Percentage of average trading volume to total number of Shares held by public
				total number of Shares in issue at the month/period end  (Note 2)	Shareholders to total number of Shares in issue at the month/ period end  (Note 3)	Shareholders at the month/ period end  (Note 4)
<b>2023</b>						
November	4	720,000	180,000	0.016%	71.21%	0.023%
December	19	45,780,000	2,409,474	0.220%	71.21%	0.308%
<b>2024</b>						
January	22	15,784,000	717,455	0.065%	71.21%	0.092%
February	19	13,130,600	691,084	0.063%	71.21%	0.088%
March	20	16,620,000	831,000	0.076%	71.21%	0.106%
April	20	10,640,000	532,000	0.048%	71.21%	0.068%
May	21	4,646,600	221,267	0.020%	71.21%	0.028%
June	19	11,833,600	622,821	0.057%	71.21%	0.080%
July	22	12,796,000	581,636	0.053%	71.21%	0.074%
August	22	42,498,000	1,931,727	0.176%	71.21%	0.247%
September	19	28,675,000	1,509,211	0.137%	71.21%	0.193%
October	21	18,160,000	864,762	0.079%	71.21%	0.111%
November	18	9,103,000	505,722	0.046%	71.21%	0.065%
			Minimum	0.016%		0.023%
			Maximum	0.220%		0.308%
			Average	0.081%		0.114%

Source: the Stock Exchange's website ([www.hkex.com.hk](http://www.hkex.com.hk))

Notes:

1. It is calculated by dividing the total trading volume of the Shares for the month/period by the corresponding number of trading days of that month/period.
2. It is calculated by dividing the average daily trading volume of the Shares by the total number of Shares in issue at each month/period end.
3. We calculated the number of Shares held by public Shareholders by using the number of issued Shares of the Company at the end of each month based on the monthly return of the Company available from the Stock Exchange's website minus the number of Shares held by substantial Shareholder(s) of the

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Company, which are available from disclosure of interests of the Stock Exchange's website and according to the Management. The number of Shares held by the substantial Shareholder(s) have remained constant during the Review Period according to the Management.

4. It is calculated by dividing the average daily trading volume of the Shares by the total number of Shares held by public Shareholders at each month/period end.

As shown above, during the Review Period, the average daily trading volume for each month or period ranged from approximately 0.016% to 0.220% of the total number of Shares in issue at the end of the respective month or period. The average daily trading volume of the Shares on the Stock Exchange during the Review Period was approximately 936,531 Shares, representing approximately 0.085% of the Company's existing total issued Shares as at the Latest Practicable Date. The average daily trading volume for each month or period ranged from approximately 0.023% to 0.308% of the total number of Shares held by public Shareholders at the end of the respective month or period with an average of approximately 0.114%. Based on the above, we consider that the liquidity of the Shares had been generally thin during the Review Period.

While the Offer provides an exit alternative at the Offer Price for the Offer Shareholders who would like to realise their investments in the Shares at a fixed price and within a short period of time, we also advise these Offer Shareholders to consider selling their Shares in the open market instead of accepting the Offer if the closing prices of the Shares are above the Offer Price. This recommendation takes into account the potential pressure on the Share price when selling in bulk.

### *(c) Comparable analysis*

In assessing the fairness and reasonableness of the Offer, we attempted to compare the pricing of other recent cash offers announced by other listed companies in Hong Kong with principal business similar to that of the Company. However, we could not identify any cash offer announced by other listed companies in Hong Kong with principal business similar to that of the Company during the Review Period. Instead, we compared the price-to-earnings ratio ("**PE Ratio**"), the price-to-book ratio ("**PB Ratio**") and the price-to-sales ratio ("**PS Ratio**") of the Company implied by the Offer Price with other listed companies in Hong Kong with business similar to that of the Company. PE Ratio, PB Ratio and PS Ratio are the commonly used valuation benchmarks in assessing the valuation of a company since the data for calculating these ratios can be obtained directly from publicly available information and reflect the value of the company determined by the open market. However, given that the Group recorded loss for the year attributable to the owners of the Company for FY2023, PE Ratio is not applicable and we have relied on the PB Ratio and PS Ratio for our comparable analysis.

Given that (i) the revenue of the Group is mainly generated from marine transportation (provision of vessel chartering services) with reference to note 6 to the consolidated financial statements of the Annual Report 2023 and according to the Management; and (ii) the market capitalisation of the Company was approximately HK\$139 million as at the Last Trading Day (based on the total issued shares of 1,097,703,568 Shares and the average closing price of Share for the five consecutive trading days immediately prior to the Last Trading Day, HK\$0.1268), we attempted to identify companies listed on the Stock Exchange based on the selection criteria that (a) over 80% of their revenue were generated from provision of vessel chartering services in their respective latest



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financial year; (b) market capitalisation of which is below HK\$300.0 million as at the Last Trading Day; and (c) have their shares listed on the Main Board of the Stock Exchange. However, we could only identify one comparable company. In this regard, we adjusted the selection criteria to those companies that (a) over 40% of their revenue were generated from provision of vessel chartering services in their respective latest financial year; (b) market capitalisation of which is lower than HK\$500 million as at the Last Trading Day; and (c) have their shares listed on the Main Board of the Stock Exchange. Based on these selection criteria, we identified an exhaustive list of four comparable companies (“**Comparable Company(ies)**”) as shown below. We consider that while the Company and the Comparable Companies are not closely related in terms of, among others, financial performance, financial position and market capitalisation, the principal activities of such companies are in general affected by similar macro-economic factors including but not limited to, economy and outlook. The Comparable Companies represent a complete and an exhaustive list of companies meeting the aforementioned criteria. The following table sets out the details of the Comparable Companies:

Table 4: Information of the Comparable Companies

Company No.	(Stock code)	Principal business	Market capitalisation as at the Last Trading Day (HK\$ million) (Note 1)	Revenue of the respective Comparable Company/ Company in the latest financial year (HK\$ million) (Note 2)	Average closing price of the share of the respective Comparable Company as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day (HK\$) (Note 3)	Net asset value attributable to the shareholders of the respective Comparable Company/ (HK\$ million) (Note 4)	PB Ratio (times) (Note 5)	PS Ratio (times) (Note 6)
1.	Jinhui Holdings Company Limited (137)	Ship chartering and ship owning	357.4	638.6	0.674	1,618.28	0.22	0.56
2.	Asia Energy Logistics Group Limited (351)	Shipping and logistics and telecommunications related business	239.4	143.7	0.120	170.14	1.41	1.67
3.	Yun Lee Marine Group Holdings Limited (2682)	Provision of vessel chartering and related services, ship management services and marine construction services	124.0	334.6	0.124	265.50	0.47	0.37

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Company No. (Stock code)	Principal business	Market capitalisation as at the Last Trading Day (HK\$ million) (Note 1)	Revenue of the respective Comparable Company/ Company in the latest financial year (HK\$ million) (Note 2)	Average closing price of the share of the respective Comparable Company as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day (HK\$) (Note 3)	Net asset value attributable to the shareholders of the respective Comparable Company/ (HK\$ million) (Note 4)	PB Ratio (times) (Note 5)	PS Ratio (times) (Note 6)
4. Great Harvest Maeta Holdings Limited (3683)	Chartering of vessels business	179.1	105.3	0.188	82.13	2.18	1.70
					Minimum	0.22	0.37
					Maximum	2.18	1.70
					Average	1.07	1.07
					Median	0.94	1.11
The Offer/The Company		120.1 (Note 7)	66.5	0.1094 (Note 8)	455.86	0.26 (Note 9)	1.81 (Note 10)

Source: the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the latest published financial reports of the respective Comparable Companies.

*Notes:*

- Based on the average closing price of the share of the respective Comparable Company as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day and their respective issued shares (excluding treasury shares) as quoted on the latest published monthly return available on the website of the Stock Exchange.
- Based on the figures from respective Comparable Companies' latest published annual reports.
- The figures are calculated based on the figures available from the website of the Stock Exchange.
- Based on the figures from respective Comparable Companies' latest published financial results.
- The figures are calculated based on the average closing price of the share of the respective Comparable Company as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day (please refer to note 1 above) divided by net asset value attributable to the shareholders of the respective Comparable Company per issued share of the respective Comparable Company.

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6. The figures are calculated based on the market capitalisation of the respective Comparable Company (please refer to note 1 above) divided by the revenue of the respective Comparable Company in the latest financial year.
7. Being the market capitalisation of the Company implied by the Offer Price.
8. Being the Offer Price.
9. The figure is calculated by dividing the Offer Price by the net asset value attributable to the Shareholders of the Company as at 30 June 2024 (i.e. US\$58.38 million (equivalent to approximately HK\$455.86 million based on the exchange rate of US\$1: HK\$7.809 as at 28 June 2024) according to the Interim Report 2024) per issued Share.
10. The figure is calculated by dividing the market capitalisation of the Company implied by the Offer Price and the revenue of the Company for FY2023 from the Annual Report 2023.

As shown above, the PB Ratios of the Comparable Companies ranged from approximately 0.22 times to approximately 2.18 times, with an average of 1.07 times and a median of approximately 0.94 times. Consequently, the PB Ratio of the Company implied by the Offer Price of approximately 0.26 times is (i) higher than one out of four Comparable Companies' PB Ratios; and (ii) lower than the average and median of the PB Ratios presented by the Comparable Companies.

The PS Ratios of the Comparable Companies ranged from approximately 0.37 times to approximately 1.70 times, with an average of 1.07 times and a median of approximately 1.11 times. Consequently, the PS Ratio of the Company implied by the Offer Price of approximately 1.81 times is higher than that of all of the Comparable Companies.

Although the Offer Price represents a discount of approximately 73.66% to the Group's unaudited consolidated net assets attributable to the Shareholders per Share as at 30 June 2024, having considered that (i) the PB Ratio of the Company implied by the Offer Price of approximately 0.26 times is within the range of the PB Ratios presented by the Comparable Companies; (ii) the Average Closing Price during the Review Period (HK\$0.093) represents a deep discount of approximately 77.61% to the net asset value attributable to the Shareholders of the Company per Share as at 30 June 2024 (HK\$0.4153) ("**NAV per Share**"), indicating the trading price of the Share has been significantly lower than the NAV per Share for an extended period; and (iii) the PS Ratio of the Company implied by the Offer Price is higher than that of all of the Comparable Companies, we are of the view that the Offer Price is fair and reasonable.

Given the closing price of the Shares has continued to fluctuate since the publication of the Joint Announcement and up to the Latest Practicable Date, Offer Shareholders who intend to realise their investment in the Company should, considering their own circumstances, contemplate selling the Shares in the open market instead of accepting the Offer if the net proceeds from the sale of such Shares in the open market would exceed what they would receive under the Offer. Offer Shareholders should carefully weigh the various factors outlined in different sections of this letter before deciding whether to accept the Offer.

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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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### RECOMMENDATION

#### The Offer

Having taken into account the principal factors and reasons as discussed above and summarised as follows (to be read in conjunction with and interpreted in the full context of this letter):

- (i) despite the Group turned around from an unaudited loss for the period attributable to the owners of the Company of approximately US\$983,000 for FP2023 to an unaudited profit for the period attributable to the owners of the Company of approximately US\$1.28 million for FP2024 as stated under the paragraph headed “1. Information on the Group – (b) Financial information of the Group” above in this letter, we remain cautious about the financial performance of the Group based on the uncertainties as stated in the paragraph headed “1. Information on the Group – (c) Prospects of the Group” above in this letter that freight rates may decrease in 2025 because of the disruptions in the Panama and Suez Canals may lessen and vessel supply in the market may improve in 2025, which could in turn negatively impact the revenue of the Company in the short future;
- (ii) notwithstanding that the Acquisition Vessel could enhance operation efficiency and reduce maintenance costs for the Group, having also considered that (a) if disruptions in the Panama and Suez Canals lessen and vessel supply in the market improves in 2025, freight rates may decrease in 2025 and it could negatively impact the revenue of the Company in the short future; and (b) the potential disruptions from geopolitical tensions and economic uncertainties which may affect the prospect of the global marine transportation industry as stated in the Maritime Transport Report, we are of the view that the prospect and outlook of the Group and the marine transportation industry is uncertain as stated in the paragraph headed “1. Information on the Group – (c) Prospects of the Group” above in this letter;
- (iii) despite there would not be a substantial change in the principal business activities of the Group resulting from the Offer, we are of the view that Ms. Liu did not have relevant work experience related to the existing businesses of the Group and the contribution from the Offeror and Ms. Liu to the existing business of the Group is uncertain based on the background of the Offeror as stated in paragraph headed “2. Information on the Offeror and the Offeror’s intention regarding the Group” above in this letter;
- (iv) the PS Ratio of the Company implied by the Offer Price is higher than that of all of the Comparable Companies; and
- (v) given the low trading liquidity of the Shares during the Review Period and the uncertainty regarding whether there would be sufficient liquidity in the Shares for the Offer Shareholders to dispose of a significant number of the Shares in the open market without affecting the price of the Shares and downward pressure on the trading price as stated under the paragraph headed “4. Analysis of the Offer Price” above in this letter, the Offer provides an alternative exit to the Offer Shareholders of the Company;

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we are of the view that the terms of the Offer are fair and reasonable so far as the Offer Shareholders are concerned. Accordingly, we recommend that the Independent Board Committee advise the Offer Shareholders to accept the Offer.

However, Offer Shareholders intending to accept the Offer are reminded to closely monitor the market price and liquidity of the Shares during the Offer Period, especially because disposing of large blocks of Shares in the open market may trigger price slump due to the relatively inactive trading in the Shares. Offer Shareholders considering realising their investment in the Company should, based on their own circumstances, evaluate selling the Shares in the open market instead of accepting the Offer if the net proceeds from such a sale would exceed what they would receive under the Offer.

Yours faithfully,  
For and on behalf of  
**Nuada Limited**  
**Kim Chan**  
*Director*

*Mr. Kim Chan is a person licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO and is a responsible officer of Nuada Limited who has over 20 years of experience in corporate finance industry.*

\* *The English names of PRC nationals, entities, facilities and localities are unofficial translation or transliteration from their Chinese names and are for identification purposes only.*

**1. PROCEDURES FOR ACCEPTANCE OF THE OFFER FOR HONG KONG SHAREHOLDERS**

To accept the Offer, you should complete and sign the accompanying FAT HK in accordance with the instructions printed thereon, which form part of the terms of the Offer.

- (a) If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Share(s) is/are in your name, and you wish to accept the Share Offer, you must send the duly completed and signed FAT HK together with the relevant Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for not less than the number of Shares in respect of which you intend to accept the Offer, by post or by hand, to the Registrar HK, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in an envelope marked “**Courage Investment Group Limited – Offer**” to be received by the Registrar HK no later than 4:00 p.m. on the Closing Date or such later time and/or date as the Offeror may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code.
  
- (b) If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Share(s) is/are in the name of a nominee company or a name other than your own, and you wish to accept the Offer in respect of your Shares (whether in full or in part), you must either:
  - (i) lodge your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) with the nominee company, or other nominee, with instructions authorising it to accept the Offer on your behalf and requesting it to deliver the duly completed FAT HK together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar HK; or
  - (ii) arrange for the Shares to be registered in your name by the Company through the Registrar HK, and deliver the duly completed FAT HK together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) to the Registrar HK; or
  - (iii) if your Shares have been lodged with your licensed securities dealer/registered institution in securities/custodian bank through CCASS, instruct your licensed securities dealer/registered institution in securities/custodian bank to authorise HKSCC Nominees Limited to accept the Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer/registered institution in securities/

custodian bank for the timing on processing of your instruction, and submit your instruction to your licensed securities dealer/registered institution in securities/custodian bank as required by them; or

- (iv) if your Shares have been lodged with your investor participant's account maintained with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.
  
- (c) If the Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Share(s) is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Offer in respect of your Share(s), the FAT HK should nevertheless be completed and delivered to the Registrar HK together with a letter stating that you have lost one or more of your Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) or that it/they is/are not readily available. If you find such document(s) or if it/they become(s) available, it/they should be forwarded to the Registrar HK as soon as possible thereafter. If you have lost your Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title, you should also write to the Registrar HK for a letter of indemnity which, when completed in accordance with the instructions given, should be returned to the Registrar HK.
  
- (d) If you have lodged transfer(s) of any of your Share(s) for registration in your name and have not yet received your Share certificate(s), and you wish to accept the Offer in respect of your Share(s), you should nevertheless complete and sign the FAT HK and deliver it to the Registrar HK together with the transfer receipt(s) duly signed by yourself. Such action will be deemed to be an irrevocable authority to the Offeror and/or Get Nice or their respective agent(s) to collect from the Company or the Registrar HK on your behalf the relevant Share certificate(s) when issued and to deliver such certificate(s) to the Registrar HK on your behalf and to authorize and instruct the Registrar HK to hold such Share certificate(s), subject to the terms and conditions of the Offer, as if it was/they were delivered to the Registrar HK together with the FAT HK.
  
- (e) Acceptance of the Offer will be treated as valid only if the completed FAT HK is received by the Registrar HK no later than 4:00 p.m. on the Closing Date (or such later time and/or date as the Offeror may determine and announce, with the consent of the Executive, in accordance with the Takeovers Code) and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, and the Registrar HK has recorded that the acceptance and any relevant document(s) required by the Takeovers Code have been so received, and is:
  - (i) accompanied by the relevant Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and, if the Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title is/are not in your name, such other document(s) (e.g. a duly

stamped transfer of the relevant Share(s) in blank or in favour of the acceptor executed by the registered holder) in order to establish your right to become the registered holder of the relevant Share(s); or

- (ii) from a registered Shareholder or his/her personal representative (but only up to the amount of the registered holding and only to the extent that the acceptance relates to Share(s) which is/are not taken into account under another subparagraph of this paragraph (e)); or
  - (iii) inserted in the FAT HK, the total number of Shares equal to that represented by the certificates for Shares tendered for acceptance of the Offer. If no number is inserted or a number inserted in excess or smaller than that represented by the certificates for Shares tendered for acceptance of the Offer, the FAT HK will be returned to you for correction and resubmission. Any corrected FAT HK must be resubmitted and received by the Registrar HK on or before the latest time of acceptance of the Offer; or
  - (iv) certified by the Registrar HK or the Stock Exchange.
- (f) If the FAT HK is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (e.g. a grant of probate or certified copy of a power of attorney) to the satisfaction of the Registrar HK must be produced.
- (g) No acknowledgement of receipt of any FAT HK, Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Share(s) will be given.

## **2. PROCEDURES FOR ACCEPTANCE OF THE OFFER FOR SINGAPORE SHAREHOLDERS**

### **(a) Depositors**

- (i) **Depositors whose Securities Accounts are credited with Offer Shares.** If you have Offer Shares standing to the credit of the “Free Balance” of your Securities Account, you should receive this Composite Document (if applicable) together with the FAA SG. If you do not receive the FAA SG, you may obtain a copy of such FAA SG, upon production of satisfactory evidence that you are a Shareholder, from CDP, by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com). An electronic copy of the FAA SG may also be obtained on the website of the Singapore Stock Exchange at [www.sgx.com](http://www.sgx.com).

**Acceptance.** If you wish to accept the Offer, you should:

- (1) complete the FAA SG in accordance with this Composite Document and the instructions printed on the FAA SG (which provisions and instructions shall be deemed to form part of the terms and conditions of the Offer). In particular, you



must state in **Section C** of the FAA SG or the relevant section in the electronic form of the FAA SG, the number of Offer Shares in respect of which you wish to accept the Offer. If you:

- (I) do not specify such number; or
- (II) specify a number which exceeds the number of Offer Shares standing to the credit of the “Free Balance” of your Securities Account on the Date of Receipt or, in the case where the Date of Receipt is on the Closing Date, as at 4:00 p.m. on the Closing Date,

you shall be deemed to have accepted the Offer in respect of all the Offer Shares already standing to the credit of the “Free Balance” of your Securities Account as at the Date of Receipt or 4:00 p.m. on the Closing Date (if the FAA SG is received by CDP on the Closing Date); or

- (2) if paragraph 2(a)(i)(1)(II) of this Appendix I applies and at the time of verification by CDP of the FAA SG on the Date of Receipt, there are outstanding settlement instructions with CDP to receive further Offer Shares into the “Free Balance” of your Securities Account (“**Unsettled Buy Position**”), and the Unsettled Buy Position settles such that the Offer Shares in the Unsettled Buy Position are transferred to the “Free Balance” of your Securities Account at any time during the period the Offer is open, up to 4:00 p.m. on the Closing Date (the “**Settled Shares**”), you shall be deemed to have accepted the Offer in respect of the balance number of Offer Shares inserted in **Section C** of the FAA SG or the relevant section in the electronic form of the FAA SG which have not yet been accepted pursuant to paragraph 2(a)(i)(1)(II) of this Appendix I, or the number of Settled Shares, whichever is less;
- (3) if you are submitting the FAA SG in physical form, complete and sign the FAA SG in accordance with this Appendix I and the instructions printed on the FAA SG; and
- (4) submit the completed and signed FAA SG:
  - (I) **in electronic form**, via Singapore Stock Exchange’s Investor Portal at [investors.sgx.com](http://investors.sgx.com); or
  - (II) **by post**, in the enclosed pre-addressed envelope at your own risk, to China Mark Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

**in either case so as to arrive no later than 4:00 p.m. on the Closing Date.** If the completed and signed FAA SG is delivered by post to the Offeror, please use the enclosed pre-addressed envelope, which is pre-paid for posting in Singapore

only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above address. If you submit the FAA SG in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold the Offeror and CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

If you have sold or transferred all your Offer Shares held through CDP, you need not forward this Composite Document (if applicable) and the accompanying FAA SG to the purchaser(s) or transferee(s), as CDP will arrange for a separate Composite Document and FAA SG to be despatched to the purchaser(s) or transferee(s).

If you are a Depository Agent, you may accept the Offer via **Electronic Acceptance**. CDP has been authorised by the Offeror to receive Electronic Acceptances on its behalf and such Electronic Acceptances must be submitted **no later than 4:00 p.m. on the Closing Date**. Such Electronic Acceptances submitted will be deemed irrevocable and subject to each of the terms and conditions contained in the FAA SG and this Composite Document as if the FAA SG had been completed and delivered to CDP.

- (ii) **Depositors whose Securities Accounts will be credited with Offer Shares.** If you have purchased Offer Shares on the Singapore Stock Exchange and such Offer Shares are in the process of being credited to the “Free Balance” of your Securities Account, you should also receive this Composite Document (if applicable) together with a FAA SG. If you do not receive the FAA SG, you may obtain a copy of such FAA SG, upon production of satisfactory evidence that you are a Shareholder, from CDP by submitting a request to CDP via phone (+65 6535 7511) during their operating hours or email services (asksgx@sgx.com). An electronic copy of the FAA SG may also be obtained on the website of the Singapore Stock Exchange at [www.sgx.com](http://www.sgx.com).

**Acceptance.** If you wish to accept the Offer in respect of such Offer Shares, you should, **AFTER** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares purchased:

- (1) complete and sign the FAA SG in accordance with paragraph 2(a)(i) of this Appendix I and the instructions printed on the FAA SG; and
- (2) submit the completed and signed FAA SG:
  - (I) **in electronic form**, via Singapore Stock Exchange’s Investor Portal at [investors.sgx.com](http://investors.sgx.com); or
  - (II) **by post**, in the enclosed pre-addressed envelope at your own risk, to China Mark Limited c/o The Central Depository (Pte) Limited, Robinson Road Post Office, P.O. Box 1984, Singapore 903934,

**in either case so as to arrive no later than 4:00 p.m. on the Closing Date.** If the completed and signed FAA SG is delivered by post to the Offeror, please use the enclosed pre-addressed envelope which is pre-paid for posting in Singapore only. It is your responsibility to affix adequate postage on the said envelope if posting outside of Singapore. Proof of posting is not proof of receipt by the Offeror at the above address. If you submit the FAA SG in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold the Offeror and CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

- (iii) **Depositors whose Securities Accounts are and will be credited with Offer Shares.** If you have Offer Shares credited to the “Free Balance” of your Securities Account, and have purchased additional Offer Shares on the Singapore Stock Exchange which are in the process of being credited to the “Free Balance” of your Securities Account, you may accept the Offer in respect of the Offer Shares standing to the credit of the “Free Balance” of your Securities Account and may accept the Offer in respect of the additional Offer Shares purchased which are in the process of being credited to your Securities Account only **AFTER** the “Free Balance” of your Securities Account has been credited with such number of Offer Shares. The provisions and instructions set out above shall apply in the same way to your acceptance of the Offer.
- (iv) **Rejection.** If upon receipt by CDP, on behalf of the Offeror, of the FAA SG, it is established that such Offer Shares have not been or will not be credited to the “Free Balance” of your Securities Account (as, for example, where you sell or have sold such Offer Shares), then your acceptance is liable to be rejected and none of CDP, Get Nice and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

If you purchase Offer Shares on the Singapore Stock Exchange during the Offer Period and on a date close to the Closing Date, your acceptance of the Offer in respect of such Offer Shares is liable to be rejected if the “Free Balance” of your Securities Account is not credited with such Offer Shares by the Date of Receipt or by 4:00 p.m. on the Closing Date (if the FAA SG is received by CDP on the Closing Date), unless Paragraph 2(a)(i)(1)(II) of this Appendix I read together with Paragraph 2(a)(i)(2) of this Appendix I applies. If the Unsettled Buy Position does not settle by 4:00 p.m. on the Closing Date, your acceptance in respect of such Offer Shares will be rejected. None of CDP, Get Nice and the Offeror accepts any responsibility or liability for such a rejection, including the consequences of such a rejection.

- (v) **FAA SG received on Saturday, Sunday and public holidays.** For the avoidance of doubt, acceptance in the form of the FAA SG received by CDP on a Saturday, Sunday or public holiday in Singapore will only be processed and validated on the next Business Day.

- (vi) **General.** No acknowledgement will be given by CDP for submissions of the FAA SG. All communications, notices, documents and payments will be despatched at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Offer Shares credited to your Securities Account. You can verify such number of Offer Shares in your Securities Account: (i) through CDP Online if you have registered for the CDP Internet Access Service, or (ii) through the CDP Phone Service using SMS OTP, under the option “To check your securities balance”.
- (vii) **Blocked Balance.** Upon receipt of the FAA SG which is complete and valid in all respects and accompanied with any other relevant documents (if applicable), CDP will transfer the Offer Shares in respect of which you have accepted the Offer from the “Free Balance” of your Securities Account to the “Blocked Balance” of your Securities Account. Such Offer Shares will be held in the “Blocked Balance” until the consideration for such Offer Shares has been despatched to you.
- (viii) **Notification.** If you have accepted the Offer in accordance with the provisions contained in this Appendix I and the FAA SG, upon the Offer becoming or being declared unconditional in all respects in accordance with its terms, CDP will send you a notification letter stating the number of Offer Shares debited from your Securities Account together with payment of the Offer Price which will be credited directly into your designated bank account for Singapore Dollars via CDP’s Direct Crediting Service (“DCS”), as soon as practicable and in any event (i) in respect of acceptances of the Offer which are complete and valid in all respects and are received on or before the date on which the Offer has become unconditional or is declared unconditional in all respects, no later than seven (7) Business Days after the Date of Receipt, or (ii) in respect of acceptances of the Offer which are complete and valid in all respects and are received after the date on which the Offer has become unconditional or is declared unconditional in all respects, but before the Offer closes, no later than seven (7) Business Days after that date.

The currency conversion of the Offer Price to Singapore Dollars will be effected at the prevailing rate of exchange between Hong Kong Dollars and Singapore Dollars on the relevant date of crediting to your designated bank account for Singapore Dollars in accordance with the CDP’s Currency Conversion Service (“CCY”).

If you are a CDP Securities Account holder with DCS, CCY is automatically provided. If you wish to receive your payment of the Offer Price in Hong Kong Dollars, you must OPT OUT of CCY no later than three (3) Business Days before the payment date, failing which, payment of the Offer Price to you will be in Singapore Dollars based on the currency exchange rate as may be determined by CDP in accordance with the CCY. For details on DCS and CCY, please visit [investors.sgx.com](http://investors.sgx.com).

In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and shall be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

- (ix) **Return of Offer Shares.** In the event the Offer does not become or is not declared to be unconditional in all respects in accordance with its terms, CDP will return the aggregate number of Offer Shares in respect of which you have accepted the Offer and tendered for acceptance under the Offer to the "Free Balance" of your Securities Account as soon as possible but in any event no later than seven (7) Business Days after the lapse or withdrawal of the Offer.
- (x) **No Securities Account.** If you do not have any existing Securities Account in your own name at the time of acceptance of the Offer, your acceptance as contained in the FAA SG will be rejected.

(b) **Scripholders**

- (i) **Shareholders whose Offer Shares are not deposited with CDP.** As at the Latest Practicable Date, there are no Shareholders holding scrip Offer Shares. In the event there are Shareholders holding scrip Offer Shares who may wish to accept the Offer, you may obtain such FAT SG, upon production of satisfactory evidence that you are a Shareholder, from the Registrar SG. An electronic copy of the FAT SG may also be obtained on the website of the Singapore Stock Exchange at [www.sgx.com](http://www.sgx.com).

### **3. SETTLEMENT OF THE OFFER FOR HONG KONG SHAREHOLDERS**

Provided that a valid FAT HK and the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Shares as required by Note 1 to Rule 30.2 of the Takeovers Code are complete and in good order and in all respects and have been received by the Registrar HK before the close of the Offer, a cheque for the amount due to each of the Shareholders who accepts the Offer less seller's ad valorem stamp duty in respect of the Offer Shares tendered by him/her/it under the Offer will be despatched to such Shareholder by ordinary post at his/her/its own risk as soon as possible but in any event no later than seven (7) Business Days after the date on which the duly completed acceptances of the Offer and the relevant documents of title in respect of such acceptances are received by the Registrar HK to render each such acceptance complete and valid.

Settlement of the consideration to which any accepting Offer Shareholders is entitled under the Offer will be implemented in full in accordance with the terms of the Offer (save with respect to the payment of seller's ad valorem stamp duty), without regard to any lien, right of setoff, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Offer Shareholders.

Seller's ad valorem stamp duty payable by the relevant Offer Shareholders in connection with the acceptance of the Share Offer at the rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Offer, whichever is higher, will be deducted from the cash amount payable by the Offeror to such Offer Shareholders on acceptance of the Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Offer Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

#### **4. SETTLEMENT OF THE OFFER FOR SINGAPORE SHAREHOLDERS**

Subject to the Offer becoming or being declared unconditional in all respects and the receipt by the Offeror from accepting Singapore Shareholders of valid acceptances and all relevant documents required by the Offeror (c/o CDP or Registrar SG, as the case may be) which are complete in all respects and in accordance with the instructions given in this Composite Document and in the FAA SG or the FAT SG (as the case may be) and in the case of a Depositor, the receipt by the Offeror of a confirmation satisfactory to it that the relevant number of Offer Shares tendered by the accepting Depositor in acceptance of the Offer standing to the credit of the "Free Balance" of the Depositor's Securities Account at the relevant time(s), remittances for the appropriate amounts in respect of the Offer Shares tendered by the accepting Depositor under the Offer will be despatched to the accepting Singapore Shareholders (or in the case of Singapore Shareholders holding share certificate(s) which are not deposited with CDP, their designated agents, as they may direct) by means of:

- (a) in the case of accepting Singapore Shareholders who have subscribed to CDP's DCS, credited directly into such Singapore Shareholders' designated bank account for Singapore Dollars via CDP's DCS. In the case of accepting Singapore Shareholders who have not subscribed to CDP's DCS, any monies to be paid to such Singapore Shareholder shall be credited to his Cash Ledger and be subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distributions are as defined therein); or
- (b) in the case of accepting Singapore Shareholders holding share certificate(s) which are not deposited with CDP, in the form of Singapore Dollar cheques drawn on a bank operating in Singapore and sent by ordinary post, at the risk of the accepting Singapore Shareholders,

as soon as practicable, and in any case no later than seven (7) Business Days after (i) the date on which the Offer has become or is declared unconditional in all respects, and (ii) the Date of Receipt (where the relevant duly completed Form of Acceptance and all related documents were tendered after the Offer has become or is declared unconditional in all respects), whichever is later.

Settlement of the consideration to which any accepting Offer Shareholders is entitled under the Offer will be implemented in full in accordance with the terms of the Offer (save with respect to the payment of seller's ad valorem stamp duty, if any), without regard to any lien, right of setoff, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Offer Shareholders.

**5. ACCEPTANCE PERIOD AND REVISIONS**

- (a) Unless the Offer have previously been revised or extended, with the consent of the Executive, in accordance with the Takeovers Code, the relevant Forms of Acceptance must be received in accordance with the instructions printed thereon by 4:00 p.m. on the First Closing Date.
- (b) The Offeror and the Company will jointly issue an announcement in accordance with the Takeovers Code through the websites of the Stock Exchange (with a copy made available on the website of the Singapore Stock Exchange) and the Company no later than 7:00 p.m. on the First Closing Date stating whether the Offer has been revised or extended.
- (c) If the Offeror decides to extend the Offer, at least fourteen (14) days' notice by way of announcement will be given, before the latest time and date for acceptance of the Offer, to those Offer Shareholders who have not accepted the Offer.
- (d) If the Offeror revises the terms of the Offer, all Offer Shareholders, whether or not they have already accepted the Offer, will be entitled to the revised terms.
- (e) If the Offer is extended or revised, the announcement of such extension or revision will state the next Closing Date or, if the Offer has become unconditional as to acceptances, include a statement that the Offer will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing will be given before the Offer is closed to the Offer Shareholders who have not accepted the Offer, and an announcement will be released. The revised Offer will be kept open for at least fourteen (14) days thereafter.
- (f) If the First Closing Date of the Offer is extended, any reference in this Composite Document and in the Forms of Acceptance to the Closing Date shall, except where the context otherwise requires, be deemed to refer to the First Closing Date of the Offer so extended.
- (g) There is no obligation on the Offeror to extend the Offer if the Condition is not satisfied by the First Closing Date or any subsequent Closing Date.

**6. NOMINEE REGISTRATION**

To ensure equality of treatment to all Shareholders, those Shareholders who hold Shares as nominees for more than one beneficial owners should, as far as practicable, treat the holding of each beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

**7. ANNOUNCEMENT**

- (a) As required under Rule 19 of the Takeovers Code, by 6:00 p.m. on the Closing Date (or such later time and/or date as the Executive may in exceptional circumstances permit), the Offeror must inform the Executive and the Stock Exchange of its decision in relation to the revision, extension or expiry of the Offer. The Offeror must publish an announcement on the Stock

Exchange's website (with a copy made available on the website of the Singapore Stock Exchange) in accordance with the requirements of the Takeovers Code by 7:00 p.m. on the Closing Date stating whether the Offer have been extended, revised or has expired. Such announcement must state the total number of Shares and rights over Shares:

- (i) for which acceptances of the Offer have been received;
- (ii) held, controlled or directed by the Offeror or parties acting in concert with it before the Offer Period; and
- (iii) acquired or agreed to be acquired by the Offeror or parties acting in concert with it during the Offer Period.

The announcement must also include details of any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Offeror or parties acting in concert with it has borrowed or lent, save for any borrowed securities which have been either on-lent or sold and the percentages of the relevant classes of share capital of the Company and the percentages of voting rights of the Company represented by these numbers.

- (b) In computing the total number of Shares represented by acceptances, only valid acceptances in complete and good order and which have been received by the Registrar HK, Registrar SG and CDP or the Company (as the case may be) no later than 4:00 p.m. on the Closing Date, being the latest time and date for acceptance of the Offer, shall be included.
- (c) As required by the Takeovers Code and the Listing Rules, all announcements in relation to the Offer which the Executive and the Stock Exchange have confirmed that they have no further comments thereon must be published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.courageinv.com](http://www.courageinv.com)).
- (d) As required under the Listing Manual of the Singapore Stock Exchange, any information and documents released on the Stock Exchange must be released at the same time on the Singapore Stock Exchange ([www.sgx.com](http://www.sgx.com)) in English.

## **8. RIGHT OF WITHDRAWAL**

- (a) Acceptance of the Offer tendered by the Offer Shareholders shall be irrevocable and cannot be withdrawn, except in the circumstances set out in paragraphs (b) and (c) below.
- (b) In compliance with Rule 17 of the Takeovers Code, which provides that an acceptor of the Offer shall be entitled to withdraw his/her/its acceptance after twenty-one (21) days from the First Closing Date if the Offer have not by then become unconditional as to acceptances. The Offer Shareholders may withdraw his/her/its acceptance by lodging a notice in writing signed by the Offer Shareholders (or his/her/its agent duly appointed in writing and evidence of whose appointment is produced together with the notice) to the Registrar HK, Registrar SG and CDP or the Company (as the case may be).



- (c) If the Offeror is unable to comply with the requirements set out in the paragraph headed “7. Announcement” in this Appendix I, the Executive may require pursuant to Rule 19.2 of the Takeovers Code that the Offer Shareholders who have tendered acceptances of the Offer, be granted a right of withdrawal on terms that are acceptable to the Executive until the requirements of Rule 19 of the Takeovers Code are met.

In such case, when the Offer Shareholders withdraw their acceptances, the Offeror, Registrar HK and Registrar SG shall, as soon as possible but in any event no later than seven (7) Business Days after receipt of the notice of withdrawal, return by ordinary post the Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the Offer Shares lodged with the Form of Acceptance to the relevant Offer Shareholders or deposit the relevant Shares to the Securities Account of the Shareholder (in the case of acceptance made with FAA SG) at their own risk.

## **9. OVERSEAS SHAREHOLDERS**

This Composite Document will not be filed under the applicable securities or equivalent legislation or rules of any jurisdiction other than Hong Kong and Singapore.

The Offer is in respect of a company incorporated in Bermuda and listed in Hong Kong and Singapore and is therefore subject to the procedural and disclosure requirements of laws, regulations and rules in Hong Kong and Singapore which may be different to those in other jurisdictions.

The availability of the Offer to any Overseas Shareholders may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders should fully observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers. It is the sole responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental, exchange control or other consent which may be required and the compliance with all necessary formalities of legal requirements and the payment of any issue, transfer or other taxes payable by such Overseas Shareholders in respect of such jurisdictions). The Offeror, the Company, Get Nice, the Independent Financial Adviser, Registrar HK, Registrar SG, CDP and any person involved in the Offer shall be entitled to be fully indemnified and held harmless by Overseas Shareholders for any taxes, imposts, duties or requisite payment as he/she/it may be required to pay.

Where there are potential restrictions on despatching the Composite Document, the FAA SG and/or the FAT SG (if applicable) to any Singapore Shareholder in any overseas jurisdiction (other than Hong Kong), each of the Offeror, CDP and the Registrar SG reserves the right not to despatch these documents or any part thereof to such overseas jurisdiction.

For the avoidance of doubt, the Offer is open to all Singapore Shareholders holding Offer Shares, including those to whom this Composite Document, FAA SG and/or the FAT SG (if applicable) have not been or may not be mailed or otherwise forwarded, distributed or sent.

**Acceptance of the Offer by any Overseas Shareholder will be deemed to constitute a representation and warranty from such Overseas Shareholder to the Offeror that all local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.**

#### **10. STAMP DUTY AND OTHER FEES**

Sellers' Hong Kong ad valorem stamp duty on acceptances of the Share Offer at a rate of 0.1% of the consideration payable in respect of the relevant acceptances or, if higher, the market value of the Shares subject to such acceptance, will be deducted from the amounts payable to the Offer Shareholders who accept the Offer. The Offeror will arrange for payment of sellers' ad valorem stamp duty on behalf of the Offer Shareholders who accept the Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfers of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Cap. 117 of the Laws of Hong Kong).

Buyer's stamp duty and buyer's transfer fees (if any) resulting from acceptances of the Offer by Offer Shareholders whose Shares are traded on the Singapore Stock Exchange will be paid by the Offeror.

#### **11. TAX IMPLICATIONS**

Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, parties acting in concert with the Offeror, the Company, Get Nice, the Independent Financial Adviser and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

#### **12. GENERAL**

- (a) All communications, notices, Form of Acceptance, certificates, transfer receipts, other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offer to be delivered by or sent to or from the Offer Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk, and none of the Offeror or the parties acting in concert with it, Get Nice, the Company, the Independent Financial Advisers and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts any liability for any loss or delay in postage or any other liabilities whatsoever which may arise as a result thereof.
- (b) Acceptance of the Offer by any Offer Shareholder will constitute a warranty by such person to the Offeror and Get Nice that all Offer Shares to be sold by such person under the Offer are fully paid and free from all encumbrances whatsoever together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date of this Composite Document.

- (c) Acceptance of the Offer by any nominee will be deemed to constitute a warranty by such nominee to the Offeror and Get Nice that the number of Offer Shares in respect of which it has indicated in the relevant Form of Acceptance is the aggregate number of Shares held by such nominee for such beneficial owners who accept the Share Offer.
- (d) Acceptance of the Offer by any person will be deemed to constitute a warranty by such person that such person is permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws and regulations. Any such person will be responsible for any such issue, transfer and other applicable taxes or other governmental payments by such persons.
- (e) All acceptances, instructions, authorities and undertakings given by the Offer Shareholders in the Form of Acceptance shall be irrevocable, except as permitted under the Takeovers Code.
- (f) The provisions set out in the accompanying Form of Acceptance form part of the terms of the Offer.
- (g) The accidental omission to despatch this Composite Document and/or the accompanying Form of Acceptance or either of them to any person to whom the Offer are made shall not invalidate the Offer in any way.
- (h) The Offer is, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong.
- (i) Due execution of the Form of Acceptance will constitute an irrevocable authority to the Offeror and/or Get Nice and/or such person or persons as any of them may direct to complete, amend and execute any document on behalf of the person accepting the Offer, and to do any other act that may be necessary or expedient for the purpose of vesting in the Offeror, or such person or persons as it may direct, the Offer Shares in respect of which such person has accepted the Offer.
- (j) The Offer is made in accordance with the Takeovers Code.
- (k) In making their decision, the Offer Shareholders must rely on their own examination of the Offeror, the Group and the terms of the Offer, including the merits and risks involved. The contents of this Composite Document, including any general advice or recommendation contained herein together with the accompanying Form of Acceptance shall not be construed as any legal or business advice on the part of the Offeror and the parties acting in concert with it, Get Nice, the Company, the Independent Financial Advisers or their respective professional advisers. The Offer Shareholders should consult their own professional advisers for professional advice.

- (l) This Composite Document has been prepared for the purposes of compliance with the legislative and regulatory requirements applicable in respect of the Offer in Hong Kong and the operating rules of the Stock Exchange.
- (m) References to the Offer in this Composite Document and the Form of Acceptance shall include any extension and/or revision thereof.
- (n) The English text of this Composite Document and of the accompanying Form of Acceptance shall prevail over the Chinese text in case of any inconsistency.

**1. RESPONSIBILITY STATEMENT**

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this Composite Document (other than the information relating to the Vendor and the Group), and confirms, having made all reasonable enquiries, that to the best of her knowledge, opinions expressed in this Composite Document (other than the opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement contained in this Composite Document misleading.

**2. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, the Offeror and the parties acting in concert with it held an aggregate of 317,432,132 Shares, representing approximately 28.92% of the issued share capital of the Company, of which 315,990,132 Shares (representing approximately 28.79% of the total issued share capital of the Company) owned by the Offeror and the 1,442,000 Shares (representing approximately 0.13% of the total issued share capital of the Company) owned by Mr. Hung Hon Man (who is a party presumed to be acting in concert with the Offeror, details of which are set out in the section headed “Shareholding structure of the Company” in the “Letter from the Board” in this Composite Document). Save for the aforesaid, the Offeror and the parties acting in concert with it do not hold, own, control or have direction over any Shares or voting rights of the Company or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

**3. ADDITIONAL DISCLOSURE OF INTERESTS AND DEALINGS**

The Offeror and Ms. Liu confirmed that, as at the Latest Practicable Date:

- (i) save for the 315,990,132 Shares (representing approximately 28.79% of the total issued share capital of the Company) owned by the Offeror and the 1,442,000 Shares (representing approximately 0.13% of the total issued share capital of the Company) owned by Mr. Hung Hon Man (who is a party presumed to be acting in concert with the Offeror, details of which are set out in the section headed “Shareholding structure of the Company” in the “Letter from the Board” in this Composite Document), neither the Offeror and Ms. Liu nor any parties acting in concert with any of them owned or had control or direction over any voting rights, or rights over the Shares or convertible securities, warrants, options or any derivatives in respect of such securities;
- (ii) there was no outstanding derivative in respect of the securities in Company entered into by the Offeror and Ms. Liu or any parties acting in concert with any of them;
- (iii) neither the Offeror and Ms. Liu nor any parties acting in concert with any of them had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;
- (iv) there was no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;

- (v) there was no agreement or arrangement to which the Offeror and Ms. Liu nor any party acting in concert with any of them is a party which relates to circumstances in which the Offeror may or may not invoke or seek to invoke a precondition or condition to the Offer;
- (vi) neither the Offeror and Ms. Liu nor any parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;
- (vii) save for the share charge over the Sale Shares and the Shares to be acquired by the Offeror during the Offer Period and under the Offer in respect of the facility of HK\$60,000,000 provided by Get Nice, there was no agreement, arrangement or understanding which may result in the securities of the Company to be acquired in pursuance of the Offer being transferred, charged or pledged to any other persons;
- (viii) save for the purchase of 315,990,132 Sale Shares (representing approximately 28.79% of the total issued share capital of the Company) by the Offeror from the Vendor, neither the Offeror and Ms. Liu nor any parties acting in concert with any of them had dealt in any Shares, convertible securities, warrants, options or derivatives in respect of the Shares during the Relevant Period;
- (ix) there was no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between any Shareholder(s) on one hand, and the Offeror and Ms. Liu nor any parties acting in concert with any of them, on the other hand;
- (x) no benefit (other than statutory compensation required under the applicable laws) had been or would be given to any Directors as compensation for loss of office or otherwise in connection with the Offer;
- (xi) there was no agreement, arrangement or understanding (including any compensation arrangement) existing between the Offeror, Ms. Liu and parties acting in concert with any of them and any Directors, recent Directors, Shareholders or recent Shareholders having any connection with or dependence upon the Offer;
- (xii) other than the total consideration of HK\$34,543,766.59 (equivalent to approximately HK\$0.10932 per Sale Share) paid by the Offeror to the Vendor for the purchase of the Sale Shares, there is no other consideration, compensation or benefits in whatever form paid or to be paid by the Offeror and Ms. Liu or any parties acting in concert with any of them to the Vendor and its beneficial owner or any parties acting in concert with any of them in connection with the sale and purchase of the Sale Shares; and
- (xiii) there was no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Vendor and its beneficial owner and any parties acting in concert with any of them on one hand, and the Offeror and Ms. Liu or any parties acting in concert with any of them on the other hand.

#### 4. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualifications of the expert who has given opinions or advice which are contained or referred to in this Composite Document:

Name	Qualification
Get Nice Securities Limited	a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO

As at the Latest Practicable Date, the above expert had given and had not withdrawn its written consent to the issue of this Composite Document with the inclusion of its letter, advice and/or references to its name in the form and context in which they are respectively included.

#### 5. MARKET PRICES

The table below shows the closing prices of the Shares as quoted on the Stock Exchange and the Singapore Stock Exchange on (a) the last day on which trading took place in each of the calendar months during the Relevant Period; (b) the Last Trading Day; and (c) the Latest Practicable Date.

Date	Closing price per Share on the Stock Exchange (HK\$)	Closing price per Share on the Singapore Stock Exchange (SG\$)
28 June 2024	0.075	0.010
31 July 2024	0.085	0.011
30 August 2024	0.175	0.014
30 September 2024	0.135	0.020
31 October 2024	0.170	0.015 <i>(Note)</i>
26 November 2024 (the Last Trading Day)	0.120	0.021
31 December 2024	0.106	0.030
14 January 2025 (the Latest Practicable Date)	0.105	0.035

*Note:* The last day on which trading took place on the Singapore Stock Exchange in October 2024 was 30 October 2024.

During the Relevant Period:

- (i) the highest closing price of the Shares quoted on the Stock Exchange was HK\$0.182 per Share on 27 August 2024 and 12 September 2024; the lowest closing price of the Shares quoted on the Stock Exchange was HK\$0.070 per Share on 8 July 2024; and

- (ii) the highest closing price of the Shares quoted on the Singapore Stock Exchange was SG\$0.035 per Share on 8, 9, 10, 13, 14 January 2025; the lowest closing price of the Shares quoted on the Singapore Stock Exchange was SG\$0.009 per Share on 1, 5, 8, 22, 23, 24, 25, 26 July 2024, 6, 7, 8, 13, 14 August 2024.

**6. MISCELLANEOUS**

- (i) The Offeror is wholly and beneficially owned by Ms. Liu.
- (ii) The sole director of the Offeror is Ms. Liu.
- (iii) The Offeror is incorporated in Hong Kong with limited liability and its registered address is Flat C & D, 8th Floor, Centre Mark II, 305-313 Queen's Road Central, Hong Kong and the correspondence address is situated at Flat C & D, 8th Floor, Centre Mark II, 305-313 Queen's Road Central, Hong Kong.
- (iv) The correspondence address of Ms. Liu is Flat C & D, 8th Floor, Centre Mark II, 305-313 Queen's Road Central, Hong Kong.
- (v) Get Nice is the financial adviser and the offer facility provider to the Offeror and agent making the Offer on behalf of the Offeror, and its registered office is situated at G/F-3/F, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong.
- (vi) The English text of this Composite Document and the accompanying Form of Acceptance shall prevail over the Chinese text in case of inconsistency.

**7. DOCUMENTS ON DISPLAY**

Copies of the following documents are published on (i) the website of the SFC ([www.sfc.hk](http://www.sfc.hk)); and (ii) the website of the Company ([www.courageinv.com](http://www.courageinv.com)), from the date of this Composite Document up to and including the Closing Date:

- (i) the articles of association of the Offeror;
- (ii) the letter from Get Nice, the text of which is set out in this Composite Document; and
- (iii) the written consents as referred to in the section headed "4. Qualification and consent of expert" in this Appendix II.



## 1. SUMMARY OF FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of unaudited consolidated financial information of the Group for the six months ended 30 June 2024 as disclosed in the Interim Report 2024 and audited consolidated financial statements of the Group for each of the three financial years ended 31 December 2023 as disclosed in the Annual Report 2022 (as defined hereinafter) and Annual Report 2023 (as defined hereinafter) of the Company:

	For the financial year ended			For the
	31 December			six months
	2021	2022	2023	ended 30 June
	US\$'000	US\$'000	US\$'000	2024
	(Audited)	(Audited)	(Audited)	(Unaudited)
Revenue	9,738	12,372	8,512	5,070
Profit (loss) before tax	10,488	1,123	(3,974)	1,278
Income tax expense	–	–	–	–
Profit (loss) attributable to owners of the Company	10,488	1,123	(3,974)	1,278
Other comprehensive income (expense)				
– Exchange difference arising on translation of financial statements of the foreign operation of a joint venture	136	(394)	(163)	–
– Reclassification of cumulative exchange reserve upon disposal of the foreign operation of a joint venture	–	–	170	–
– Net decrease in fair value of debt instruments at fair value through other comprehensive income	(3,862)	(2,439)	(1,219)	–
– Reclassification upon redemption of debt instruments at fair value through other comprehensive income	–	(6)	–	–
– Allowance for credit losses on debt instruments at fair value through other comprehensive income, net	5,360	1,402	1,146	–
Total comprehensive income (expense) attributable to owners of the Company	12,122	(314)	(4,040)	1,278
Basic earnings (loss) per share	0.96	0.10	(0.36)	0.12

The Company did not record any non-controlling interests for each of the three financial years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024, all profit/loss of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024 was attributable to owners of the Company. There was no payment of dividends for each of the three financial years ended 31 December 2021, 2022 and 2023 and the six months ended 30 June 2024.

The auditors of the Company for each of the three financial years ended 31 December 2021, 2022 and 2023 were Deloitte Touche Tohmatsu.

The auditor's reports issued by the auditor of the Company, Deloitte Touche Tohmatsu in respect of the audited consolidated financial statements of the Group for each of the three financial years ended 31 December 2021, 2022 and 2023 did not contain any modified opinion, emphasis of matter or material uncertainty related to going concern.

There was no change in the Group's accounting policy during each of the three financial years ended 31 December 2021, 2022 and 2023 which would result in the figures in its consolidated financial statements being not comparable to a material extent.

Save as disclosed above, there were no items of any income or expense which are material in respect of the consolidated financial results of the Group for each of the aforesaid periods.

## **2. CONSOLIDATED FINANCIAL STATEMENTS**

The Company is required to set out or refer to in this Composite Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the consolidated financial statements of the Group for the year ended 31 December 2021 (the "**2021 Financial Statements**"), 31 December 2022 (the "**2022 Financial Statements**"), 31 December 2023 (the "**2023 Financial Statements**"), together with the notes to the relevant published accounts which are of major relevance to the appreciation of the above financial information.

The 2021 Financial Statements are set out from pages 57 to 118 in the annual report of the Company for the year ended 31 December 2021 (the "**Annual Report 2021**"), which was published on 28 April 2022. The Annual Report 2021 is posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.courageinv.com](http://www.courageinv.com)), and is accessible via the following hyperlinks:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2022/0428/2022042801633.pdf>

The 2022 Financial Statements are set out from pages 58 to 115 in the annual report of the Company for the year ended 31 December 2022 (the "**Annual Report 2022**"), which was published on 27 April 2023. The Annual Report 2022 is posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.courageinv.com](http://www.courageinv.com)), and is accessible via the following hyperlinks:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042701782.pdf>

The 2023 Financial Statements are set out from pages 58 to 107 in the annual report of the Company for the year ended 31 December 2023 (the “**Annual Report 2023**”), which was published on 29 April 2024. The Annual Report 2023 is posted on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.courageinv.com](http://www.courageinv.com)), and is accessible via the following hyperlinks:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0429/2024042901783.pdf>

### 3. INDEBTEDNESS

As at 31 October 2024, being the most recent practicable date for this indebtedness statement prior to the printing of this Composite Document, the Group had lease liabilities of approximately US\$25,000 that were unsecured and unguaranteed. Save as disclosed herein and apart from intra-group liabilities and normal accounts payable in the ordinary course of business, at the close of business on 31 October 2024, the Group did not have any other material debt securities, issued or outstanding, or authorised or otherwise created but unissued, term loan, other borrowing or indebtedness in the nature of borrowing of the Group including bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits or hire purchase commitments, mortgages, charges, covenants, other contingent liabilities or guarantees.

### 4. MATERIAL CHANGE

Save for:

- (i) the unaudited profit for the period attributable to owners of the Company for the six months period ended 30 June 2024 (“**FP2024**”) was approximately US\$1.28 million, which represents a turnaround from the unaudited loss for the period attributable to owners of the Company of approximately US\$983,000 for the six months period ended 30 June 2023 (“**FP2023**”), which was mainly the combined effect of (i) the increase in profit contribution from the Group’s marine transportation operation to approximately US\$2.17 million (approximately US\$796,000 for FP2023); (ii) the absence of the allowance for credit losses on debt instruments at fair value through other comprehensive income for FP2024 (approximately US\$704,000 for FP2023); (iii) the absence of the loss of a joint venture shared by the Group for FP2024 (approximately US\$591,000 for FP2023); and (iv) the impairment loss recognised on vessels of approximately US\$299,000 (a net reversal of impairment loss of approximately US\$109,000 for FP2023) (details of the financial information of the Group for FP2024 are set out in the interim report of the Group for FP2024 published on 27 September 2024);
- (ii) On 13 September 2024, Peak Prospect Global Limited (a wholly-owned subsidiary of the Company) as purchaser and Fortune Marine Holdings Limited (the “**Seller**”) entered into the sale and purchase agreement (the “**Acquisition Agreement**”) in relation to the acquisition of the entire issued share capital of Poly Odyssey Marine Corp., (the “**Acquisition Target**”) and an interest-free shareholder’s loan advanced by Seller to the Acquisition Target as at the date of completion of the Acquisition Agreement, for a maximum consideration of US\$15,450,100 and the handling fee of US\$22,125. The sole asset of the Acquisition Target is a vessel named

“Diva” (the “**Acquisition**”) (details of the Acquisition are set out in the Company’s announcement dated 13 September 2024 and the Company’s circular dated 1 November 2024); and

- (iii) On 13 September 2024, Courage Marine (Holdings) Co., Limited (an indirect wholly-owned subsidiary of the Company) (“**Courage Marine**”) as seller and VELDA MARINE CORP., as purchaser entered into the sale and purchase agreement (the “**Disposal Agreement**”) in relation to the disposal of the entire issued share capital of Zorina Navigation Corp., (the “**Disposal Target**”) and an interest-free shareholder’s loan advanced by Courage Marine to the Disposal Target as at the date of completion of the Disposal Agreement, for a consideration of US\$13,800,000. The sole asset of the Disposal Target is a vessel named “Zorina” (the “**Disposal**”) (details of the Disposal are set out in the Company’s announcement dated 13 September 2024 and the Company’s circular dated 1 November 2024),

the Directors confirm that, there had been no material change in the financial or trading position or outlook of the Group since 31 December 2023, being the date to which the latest published audited financial statements of the Company were made up, up to and including the Latest Practicable Date.

## 1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this Composite Document (other than the information relating to the Offeror and parties acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this Composite Document (other than the opinions expressed by the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this Composite Document, the omission of which would make any statement contained in this Composite Document misleading.

## 2. SHARE CAPITAL OF THE COMPANY

### Authorised and issued share capital

As at the Latest Practicable Date, the authorised and issued share capital of the Company were as follows:

<i>Authorised:</i>	<i>US\$</i>
180,000,000,000 Shares of US\$0.001 each	<u>180,000,000.00</u>
<i>Issued and fully paid:</i>	
1,097,703,568 Shares of US\$0.001 each	<u>1,097,703.57</u>

All of the Shares currently in issue rank pari passu in all respects with each other, including, in particular, as to rights in respect of capital, dividends and voting. The Shares are listed and traded on the Stock Exchange and the Singapore Stock Exchange. No Shares are listed, or dealt in, on any other stock exchange, nor is any listing of or permission to deal in the Shares being or proposed to be sought, on any other stock exchange.

As at the Latest Practicable Date, the Company did not have any outstanding options, warrants, derivatives or securities carrying conversion or subscription rights that would affect the issued share capital of the Company.

The Company has not issued any Shares since 31 December 2023, the date to which the latest audited financial statements of the Company were made up.

### 3. DISCLOSURE OF INTERESTS

#### Directors' and chief executives' interests in the securities of the Company and its associated companies

As at the Latest Practicable Date, none of the Directors or chief executive of the Company and/or any of their respective associates had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions in which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transaction by Director of Listed Issuers as set out in Appendix C3 to the Listing Rules; or (iv) which were required to be disclosed under the Takeovers Code were as follows:

#### Substantial Shareholders' and other persons' interests and short positions in shares and underlying shares

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons (other than Directors and the chief executive of the Company) had interests or short positions in the Shares and/or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of Shareholder	Capacity	Number of shares held	Approximate percentage of shareholding (Note 2)
China Mark Limited (Note 1)	Beneficial owner	315,990,132	28.79%
Liu Sainan	Interest of controlled corporation	315,990,132	28.79%

*Notes:*

- China Mark Limited is wholly-owned by Ms. Liu Sainan. Ms. Liu Sainan is deemed to be interested in 315,990,132 shares of the Company held by China Mark Limited under the SFO.
- The percentage has been calculated based on 1,097,703,568 Shares in issue as at Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, there was no other person who was recorded in the register of the Company as having interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly,

interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all the circumstances at general meetings of members of the Group other than the Company, or which were required, pursuant to section 336 of the SFO, to be entered in the register referred to therein.

#### 4. ADDITIONAL DISCLOSURE OF INTERESTS AND DEALINGS

None of the Directors and the Company have dealt for value in Shares, convertible securities, warrants or options in the Company or any derivatives in respect of such securities during the Relevant Period.

As at the Latest Practicable Date,

- (i) none of the Directors have any interest in the Shares, derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into the Shares;
- (ii) none of the subsidiaries of the Company, pension fund of the Company or its subsidiaries, or the person who is presumed to be acting in concert with the Company by virtue of class (5) of the definition of acting in concert or who is an associate of the Company by virtue of class (2) of the definition of associate under the Takeovers Code but excluding exempt principal traders and exempt fund managers, owned or controlled any Shares or any other convertible securities, warrants, options or derivatives in respect of Shares and none of them had dealt for value in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Relevant Period;
- (iii) there was no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code between any person and the Company or with any person who is presumed to be acting in concert with the Company by virtue of classes (1), (2), (3) and (5) of the definition of “acting in concert” or who is an associate of the Company by virtue of classes (2), (3) and (4) of the definition of “associate” under the Takeovers Code, and no such person had dealt for value in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) during the Relevant Period;
- (iv) no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company were managed on a discretionary basis by fund managers connected with the Company;
- (v) no fund manager (other than exempt fund managers) connected with the Company, who manages funds on a discretionary basis, had dealt for value in any Shares or any convertible securities, warrants, options or derivatives in respect of the Shares during the Relevant Period;
- (vi) none of the Company or any Directors had borrowed or lent any Shares or any other convertible securities, warrants, options or derivatives in respect of the Shares as at the Latest Practicable Date and during the Relevant Period; and
- (vii) there was no understanding, arrangement, agreement or special deal between any Shareholder on one hand and the Company, its subsidiaries or associated companies on the other hand.

## 5. DISCLOSURE OF INTERESTS IN SHARES OF THE OFFEROR

- (i) As at the Latest Practicable Date, the Company had no shareholding in the Offeror or any warrants, options, convertible securities or derivatives in respect of any shares of the Offeror.
- (ii) As at the Latest Practicable Date, none of the Directors was interested within the meaning of Part XV of the SFO in any shares of the Offeror or any warrants, options, convertible securities or derivatives in respect of any shares of the Offeror.
- (iii) Neither the Company nor any of its Directors has dealt for value in any shares of the Offeror or any warrants, options, convertible securities or derivatives in respect of any shares of the Offeror during the Relevant Period.

## 6. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was pending or threatened against any members of the Group.

## 7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) had been entered into by members of the Group within the two years preceding the commencement of the Offer Period and up to and including the Latest Practicable Date and were or might be material:

- (i) the sale and purchase agreement 13 September 2024 entered into between Peak Prospect Global Limited (a wholly-owned subsidiary of the Company) as purchaser and Fortune Marine Holdings Limited as seller in relation to the acquisition of the entire issued share capital of and the shareholder's loan to Poly Odyssey Marine Corp. at a maximum consideration of US\$15,450,100 (the "**Acquisition Consideration**"), where the sole asset of Poly Odyssey Marine Corp. would be a vessel named "Diva" or a contractual right to acquire the vessel under a memorandum of agreement entered on the same day by Poly Odyssey Marine Corp. (see (ii) below);
- (ii) the memorandum of agreement dated 13 September 2024 entered into between Poly Odyssey Marine Corp. (a wholly-owned subsidiary of the Company since 22 November 2024) as purchaser and STAR TRIDENT VII LLC as seller in relation to the purchase of a vessel named "Diva" at a purchase price of US\$14,750,000;
- (iii) the sale and purchase agreement dated 13 September 2024 entered into between the VELDA MARINE CORP. as purchaser and Courage Marine (Holdings) Co., Limited (another wholly-owned subsidiary of the Company) as seller in relation to the disposal of the entire issued share capital of and the shareholder's loan to Zorina Navigation Corp. at a disposal price of US\$13,800,000 where the sole asset of Zorina Navigation Corp. was a vessel named "Zorina"; and



- (iv) the share transfer agreement dated 26 September 2023 entered into between Courage Marine (Holdings) Co., Limited (a wholly-owned subsidiary of the Company) as vendor, Mr. Chang Hsiao-Yi (張曉翼) as purchaser and Courage Marine (HK) Company Limited as target company in relation to the disposal of all the issued shares in Courage Marine (HK) Company Limited at the consideration of RMB13,500,000 (equivalent to approximately US\$1,861,000) holding indirectly a minority interest in a joint venture which owned parcels of land and two industrial buildings constructed thereon.

## 8. QUALIFICATION AND CONSENT OF EXPERT

The following are the qualifications of the experts who have given opinions or advice which are contained or referred to in this Composite Document:

Name	Qualification
Nuada Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, the above expert had given and had not withdrawn its written consent to the issue of this Composite Document with the inclusion of its letter, advice and/or references to its name in the form and context in which it is included.

## 9. DIRECTORS' SERVICE AGREEMENTS

Save as disclosed below as at the Latest Practicable Date, (i) none of the Directors had any service contracts with the Company or any of its subsidiaries or associated companies in force which (a) (including both continuous and fixed term contracts) have been entered into or amended with during the Relevant Period; (b) were continuous contracts with a notice period of twelve (12) months or more; or (c) were fixed term contracts with more than twelve (12) months to run irrespective of the notice period; and (ii) none of the Directors had any existing or proposed service contract with any member of the Group or any associated companies of the Company which does not expire or is not determinable by such member of the Group within one year without payment of compensation (other than statutory compensation):

Director	Terms of service contract/appointment	Amount of remuneration	Variable remuneration
Wu Ying Ha	No fixed term with a notice period of one month by either parties	HK\$455,000 per annum	Discretionary bonus and other benefits as the Board and Remuneration Committee may determine having regard to Mr. Wu's and the Company's performance.

**10. MISCELLANEOUS**

- (i) As at the Latest Practicable Date, no arrangement was in place for any benefit (other than statutory compensation) to be given to any Directors as compensation for loss of office or otherwise in connection with the Offer.
- (ii) As at the Latest Practicable Date, there was no agreement or arrangement between any Directors and any other person which was conditional on or dependent upon the outcome of the Offer or is otherwise connected with the Offer.
- (iii) As at the Latest Practicable Date, there was no material contract entered into by the Offeror and parties acting in concert with it in which any Director has a material personal interest.
- (iv) The registered address of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (v) The principal place of business of the Company in Hong Kong is at Room 1501, 15th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.
- (vi) The company secretary of the Company is Ms. Wang Yu, who is chartered secretary, chartered governance professional and fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.
- (vii) The Company's branch share registrar and transfer office in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (viii) The Company's branch share registrar and transfer agent in Singapore is Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.
- (ix) Nuada Limited, is the Independent Financial Adviser and its registered office is situated at Unit 1606, 16/F, OfficePlus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong.
- (x) the English text of this Composite Document and the accompanying Form of Acceptance shall prevail over the Chinese text in case of inconsistency.

**11. DOCUMENTS ON DISPLAY**

Copies of the following documents are published on (i) the website of the SFC ([www.sfc.hk](http://www.sfc.hk)); and (ii) the website of the Company ([www.courageinv.com](http://www.courageinv.com)), from the date of this Composite Document up to and including the Closing Date:

- (i) the amended and restated bye-laws of the Company;
- (ii) the annual reports of the Group for the three years ended 31 December 2021, 2022 and 2023 and the interim report of the Group for the six months ended 30 June 2024;

- (iii) the letter from the Board, the text of which is set out in this Composite Document;
- (iv) the letter from the Independent Board Committee, the text of which is set out in this Composite Document;
- (v) the letter from the Independent Financial Adviser, the text of which is set out in this Composite Document;
- (vi) the material contracts referred to in the section headed “7. Material contracts” in this Appendix IV;
- (vii) the written consent referred to in the section headed “8. Qualification and consent of expert” in this Appendix IV;
- (viii) the service contract referred to in the section headed “9. Directors’ service agreements” in this Appendix IV; and
- (ix) this Composite Document and the accompanying Form of Acceptance.