



# BH GLOBAL MARINE LIMITED

(Company Registration No: 200404900H)

BH GLOBAL MARINE LIMITED  
明輝環球海事有限公司

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## AGREEMENT TO INVESTMENT IN ASSOCIATE COMPANIES

- GL LIGHTING HOLDING PTE. LTD. (“GLH”)
  - GENERAL LUMINAIRE (SHANGHAI) CO. LTD. (“GLS”)
  - GL LIGHTING CO. LTD (“GLC”)
  - YEONG LONG ELECTRIC INDUSTRY CO. LTD (“YLE”)
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The Board of Directors of BH Global Marine Limited (the “Company”) wishes to announce the Company has signed a Share Purchase and Subscription Agreement to purchase and subscribe for 25% of the enlarged share capital in GLH for a total consideration of US\$5,000,000.

The principal activities of GLH and its proposed subsidiaries are that of manufacture and sale of LED lighting modules and fixtures with specialisation in controls, electronics, power management, optics, fixture design and integration. Its principal areas of business is in the People’s Republic of China and Taiwan.

The above purchase and subscription is conditional upon, amongst others, GLH having, to the satisfaction of the Company, entered into relevant agreements for the acquisition by it of the entire equity in GLS, GLC and YLE.

On completion of the purchase and subscription, GLH will constitute an associated company of our Group.

### Relative Bases Pursuant to Rule 1006

The following table provides the information required in respect of the comparative bases set out under Rule 1006 of the Listing Manual, as on the date of this announcement:-

Rule 1006(a) - The net asset value of the assets to be disposed of, compared with the Group’s net asset value.	Not applicable
Rule 1006(b) - The net profits attributable to the assets acquired or disposed of, compared with the group’s net profits. <sup>(1)</sup>	0.3%
Rule 1006(c) - The aggregate value of the consideration given or received, compared with the Issuer’s market capitalisation. <sup>(1)</sup>	5.4%
Rule 1006(d) - The number of equity securities issued by the Issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable

Note:

- (1) Based on the proforma consolidated profit of GLH and its subsidiaries for the financial year ended 31 December 2010, based on management accounts, on the basis that GLH has completed the acquisition of GLS, GLC and YLE as of 1 January 2010.

The establishment of the abovementioned associates is not expected to have any material impact on the net tangible assets and earnings per share of the Group for the financial year ending 31 December 2011.

The purchase and subscription will be funded through the Company's internal financial resources.

None of the directors or substantial shareholders of the Company has any interest, whether directly or indirectly, in the establishment of the abovementioned subsidiary save for their shareholdings in the Company.

By Order of the Board

Vincent Lim Hui Eng  
Chief Executive Officer  
BH Global Marine Limited

Date: 6 May 2011