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中國海洋捕撈
CHINA OCEAN FISHING
HOLDINGS LIMITED

China Ocean Fishing Holdings Limited

中國海洋捕撈控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 8047)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 2 AUGUST 2017;
RESIGNATION OF EXECUTIVE DIRECTOR
AND
INSUFFICIENT NUMBER OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**

All the Applicable Proposed Resolutions as set out in the AGM Notice, with the exception of the withdrawal of 2(f), were duly passed by the Shareholders by way of poll at the 2017 AGM.

Mr. Gan Weiming has resigned as an executive Director.

Insufficient number of independent non-executive Directors after the resignation of Ms. Li Mei.

The board of directors (the “**Board**”) of China Ocean Fishing Holdings Limited (the “**Company**”) is pleased to announce that all the applicable ordinary resolutions, with the exception of the withdrawal of 2(f), as set out in the notice of the annual general meeting of the Company (the “**AGM**” and the “**Applicable Proposed Resolutions**”, respectively) dated 30 June 2017 (the “**AGM Notice**”) were duly passed by the holders of the Company’s ordinary shares of HK\$0.01 each (the “**Shares**” and the “**Shareholders**”, respectively) by way of poll at the AGM held on Wednesday, 2 August 2017 (the “**2017 AGM**”).

As at the date of the 2017 AGM, there were 2,417,475,513 issued Shares entitling the Shareholders to attend and vote on the Applicable Proposed Resolutions at the 2017 AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Applicable Proposed Resolutions at the 2017 AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM**” and the “**GEM Listing Rules**”, respectively).

None of the Shareholders are required under the GEM Listing Rules to abstain from voting on the Applicable Proposed Resolutions at the 2017 AGM. None of the Shareholders have stated in the Company’s circular dated 30 June 2017 (the “**Circular**”) their intention to vote against or to abstain from voting on any of the Applicable Proposed Resolutions at the 2017 AGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong acted as the scrutineer for the vote-taking at the 2017 AGM.

The poll results in respect of all the Applicable Proposed Resolutions put to vote at the 2017 AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %) <i>(Note 2)</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “ Directors ”) and independent auditor (the “ Independent Auditor ”) of the Company for the year ended 31 March 2017;	813,751,030 (100%)	0 (0%)
2.	(a) To re-elect Mr. Liu Rongsheng as an executive Director;	813,751,030 (100%)	0 (0%)
	(b) To re-elect Lord Cao Yunde as an executive Director;	813,751,030 (100%)	0 (0%)
	(c) To re-elect Mr. Fan Guocheng as an executive Director;	813,751,030 (100%)	0 (0%)
	(d) To re-elect Mr. Chen Liang as an executive Director;	813,751,030 (100%)	0 (0%)
	(e) To re-elect Mr. Pang Pui Hung, Paton as an independent non-executive Director (“ INED ”);	813,751,030 (100%)	0 (0%)
	(f) To re-elect Ms. Li Mei as an INED; <i>(Note 1)</i>	N/A	N/A
	(g) To authorise the board of Directors (the “ Board ”) to fix the remuneration of the Directors for the year ending 31 March 2018;	813,751,030 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of Votes (Approximate %) ^(Note 2)	
		For	Against
3.	To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number as and when the Board considers necessary and appropriate:	813,751,030 (100%)	0 (0%)
4.	To re-appoint Reanda Lau & Au Yeung (HK) CPA Limited (“ Reanda Lau & Au Yeung ”) as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;	813,751,030 (100%)	0 (0%)
5.	To grant the general mandate to the Board to issue, allot and otherwise deal with the Company’s shares (the “ Shares ”), not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution*	813,745,950 (99.999%)	5,080 (0.001%)
6.	To grant the general mandate to the Board to repurchase the Shares, not exceeding 10% of the aggregate number of the issued Shares as at date of passing of this resolution*	813,751,030 (100%)	0 (0%)
7.	To extend the general mandate to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company*	813,745,950 (99.999%)	5,080 (0.001%)

* For the full text of the Applicable Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Note:

- Resolution 2(f) was withdrawn by the chairman of the AGM as Ms. Li Mei notified the Company before the commencement of the AGM that she would not offer herself for re-election.
- The number of votes and approximate percentage of voting as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2017 AGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of each of the Applicable Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

RESIGNATION OF EXECUTIVE DIRECTOR

The Board announce that Mr. Gan Weiming (“**Mr. Gan**”) has resigned as an executive Director in order to devote more time on other business.

Mr. Gan has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Gan for his valuable contribution to the Company during his tenure of office.

INSUFFICIENT NUMBER OF INDEPENDENT NON-EXECUTIVE DIRECTORS

According to Rules 5.05 of the GEM Listing Rules, the Board must include at least three INEDs and it is required to appoint INEDs representing at least one-third of the Board.

Pursuant to Rule 5.28 of the GEM Listing Rules, the audit committee of the Company (the “**Audit Committee**”) must comprise a minimum of three members, the majority of which must be INEDs.

Pursuant to code provision A.5.1 of the Corporate Governance Code (the “**Code**”) in Appendix 15 to the Listing Rules, the nomination committee of the Company (the “**Nomination Committee**”) must comprise a majority of INEDs.

As Resolution No. 2(f) was withdrawn, such Resolutions were not passed as ordinary resolution. As a result, Ms. Li Mei was no longer an INED after the AGM and also ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. The Board would like to express its sincere gratitude to the contributions of Ms. Li Mei to the Company during her tenure of office.

Immediately after the AGM, the compositions of the Board and the Nomination Committee, Remuneration Committee and Audit Committee of the Company are as follows:

The Board:

Executive Directors:

Mr. Liu Rongsheng (*Chairman, Chief Executive Officer*)

Lord Cao Yunde

Mr. Fan Guocheng

Mr. Chen Liang

INED:

Mr. Pang Pui Hung, Paton

Ms. Li Yuen Fong, Michelle

The Audit Committee:

Mr. Pang Pui Hung, Paton (*Chairman*)

Ms. Li Yuen Fong, Michelle

The Remuneration Committee:

Mr. Pang Pui Hung, Paton (*Chairman*)

Ms. Li Yuen Fong, Michelle

The Nomination Committee:

Mr. Liu Rongsheng (*Chairman*)

Ms. Li Yuen Fong, Michelle

Immediately after the AGM and as at the date of this announcement,

- (1) since the number of INEDs are less than three, the Company is not in compliance with Rules 5.05 of the GEM Listing Rules;
- (2) since the number of members of the Audit Committee is less than three, the Company is not in compliance with Rule 5.28 of the GEM Listing Rules;
- (3) since the Nomination Committee does not comprise of a majority of INEDs, the Company is not in compliance with code provision A.5.1 of the Code.

The Company has made endeavors however more time is required to identify suitable candidates to be additional INED in order to comply with the Listing Rules and the Code. The Company will continue with such endeavors and will comply with the Listing Rules and the Code as soon as possible.

By order of the board of
China Ocean Fishing Holdings Limited
Liu Rongsheng
Chairman & Executive Director

Hong Kong, 2 August 2017

As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Lord Cao Yunde, Mr. Fan Guocheng and Mr. Chen Liang and INEDs are Mr. Pang Pui Hung, Paton, and Ms. Li Yuen Fong, Michelle.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its publication and on the Company’s website at <http://www.chinaoceanfishing.hk>.