

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its 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 announcement.



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 SPECIAL GENERAL MEETING
HELD ON 28 NOVEMBER 2017 IN RELATION TO THE
(I) MAJOR TRANSACTION - ACQUISITION OF 70% OF EQUITY
INTERESTS IN SHENZHEN QISEN FISHERY COMPANY LIMITED; AND
(II) PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC
MANDATE**

The proposed resolution as set out in the SGM Notice was duly passed by the Shareholders by way of poll at the SGM held on 28 November 2017.

References are made to (i) the announcements of China Ocean Fishing Holdings Limited (the “**Company**”) dated 15 March 2017, 29 May 2017 and 21 June 2017; and (ii) the circular of the Company (the “**Circular**”) dated 13 November 2017, both in relation to, amongst other things, the Acquisition and the issue of the Convertible Bonds. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated. The Board is pleased to announce that all the ordinary resolutions as set out in the notice of the special general meeting of the Company (the “**SGM**”) dated 13 November 2017 (the “**SGM Notice**”) were duly passed by way of poll at the SGM held on 28 November 2017.

As at the date of the SGM, there were 2,900,955,513 issued Shares entitling the Shareholders to attend and vote on the resolutions at the SGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the SGM as set out in GEM Listing Rule 17.47A.

None of the Shareholders are required under the GEM Listing Rules to abstain from voting on the resolutions at the SGM. None of the Shareholders have stated in the Circular their intention to vote against or to abstain from voting on any of the resolutions at the SGM.

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

The poll results in respect of all the resolutions put to vote at the SGM are set out as follows:

ORDINARY RESOLUTION		Number of Votes (Approximate %) ^(Note)	
		For	Against
1.	To approve the Sale and Purchase Agreement (as referred in resolution numbered 1 in the SGM Notice);	1,164,357,250 (100%)	0 (0.000%)
2.	To approve the Convertible Bond Instrument, the Convertible Bonds and the Conversion Shares (as referred in resolution numbered 2 in the SGM Notice);	1,164,357,250 (100%)	0 (0.000%)
3.	To approve the Specific Mandate (as referred in resolution numbered 3 in the SGM Notice); and	1,164,357,250 (100%)	0 (0.000%)
4.	To approve the Transactions (as referred in resolution numbered 4 in the SGM Notice);.	1,164,357,250 (100%)	0 (0.000%)

Note: 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 SGM in person, by authorised representative or by proxy.

As more than 50% of the votes were cast in favour of the ordinary resolutions, the ordinary resolutions were duly passed at the SGM.

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

Hong Kong, 28 November 2017

As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Lord Cao Yunde, Mr. Fan Guocheng, Mr. Chen Liang and Ms. Wei Qing, the non-executive Director is Mr. Yang Yong and the independent non-executive Directors are Mr. Pang Pui Hung, Paton, Ms. Li Yuen Fong, Michelle and Mr. Zhu Yifeng.

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. This announcement will also be published on the Company’s website at <http://www.chinaoceanfishing.hk>.