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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)**

## **DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES**

The Board is pleased to announce that on 25 January 2018, the Group acquired an aggregate of 30,000,000 TOMO Shares in the open market for an aggregate consideration of HK\$24 million (excluding stamp duty and related expenses).

The Acquisition, standing alone, does not constitute a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. When aggregated with the Group's other disposals in listed securities in the past twelve months, one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) of the Acquisition exceed 5% but less than 25%, and accordingly the Acquisition constitutes a discloseable transaction of the Company under the GEM Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

### **THE ACQUISITION**

The Board is pleased to announce that on 25 January 2018, the Group acquired an aggregate of 30,000,000 TOMO Shares in the open market for an aggregate consideration of HK\$24 million (excluding stamp duty and related expenses).

As all the 30,000,000 TOMO Shares acquired by the Group under the Acquisition were acquired in the open market, the Company is not aware of the identities of the seller(s) of such TOMO Shares and to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the seller(s) of such TOMO Shares and their ultimate beneficial owners is an Independent Third Party.

#### **Assets to be acquired:**

Immediately before the Acquisition, the Group did not hold any TOMO Shares. Immediately upon settlement of the Acquisition, the Group will hold 30,000,000 TOMO Shares, representing approximately 6.67% of the issued share capital of TOMO.

#### **Consideration**

The aggregate consideration of the Acquisition was HK\$24 million (excluding stamp duty and related expenses). As the Acquisition was conducted in the open market, the price in each trade represented the then market price of the TOMO Shares at the time of Acquisition.

The consideration of the Acquisition has been funded by the internal resources of the Group.

#### **INFORMATION OF THE TOMO GROUP**

TOMO is a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM (Stock Code: 8463). TOMO is principally engaged in the (i) design, manufacture, supply and installation of passenger vehicle leather upholstery; and (ii) supply and installation of passenger vehicle electronic accessories.

The following information is extracted from the interim report of TOMO for the period ended 30 June 2017:

	<b>Six months ended 30 June</b>	
	<b>2017</b>	<b>2016</b>
	<i>S\$</i>	<i>S\$</i>
Revenue	6,736,930	6,318,330
(Loss)/Profit before tax	(31,305)	1,774,722
(Loss)/Profit after tax	(376,386)	1,473,019

The unaudited consolidated total asset value and net asset value of TOMO as at 30 June 2017 was approximately S\$8,292,459

## **REASONS FOR ENTERING INTO THE ACQUISITION**

All the TOMO Shares acquired by the Group under the Acquisition will be held by the Group for medium to long-term investment purpose.

Given that all the TOMO Shares acquired under the Acquisition were acquired in the open market of the Stock Exchange, the Directors (including the independent non-executive Directors) consider that all the TOMO Shares were acquired at the then prevailing market prices and terms of the Acquisition are on normal commercial terms and are fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

The Acquisition, standing alone, does not constitute a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules. When aggregated with other disposals of listed securities in the past twelve months, one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) of the Acquisition exceed 5% but less than 25%, and accordingly the Acquisition constitutes a discloseable transaction of the Company under the GEM Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

“Acquisition”	the acquisition of an aggregate of 30,000,000 TOMO Shares by the Group in the open market for an aggregate consideration of HK\$24 million (excluding stamp duty and related expenses) on 25 January 2018;
“Board”	The board of Directors;
“Company”	China Ocean Fishing Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the GEM;
“Director(s)”	the director(s) of the Company;
“GEM”	The Growth Enterprise Market of the Stock Exchange;

“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM;
“TOMO”	TOMO Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM (stock code: 8463);
“TOMO Shares”	Ordinary shares of HK\$0.01 each in the share capital of TOMO;
“Group”	The Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“S\$”	Singapore dollar, the lawful currency of Singapore;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	a party(ies) independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	Per cent.

By Order of the Board  
**China Ocean Fishing Holdings Limited**  
**Liu Rongsheng**  
*Executive Director and Chairman*

Hong Kong, 25 January 2018

*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>.*