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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)

COMPLETION OF
(i) DISCLOSEABLE TRANSACTION IN RELATION TO
ACQUISITION OF 65% OF EQUITY INTERESTS IN LIANYUNGANG ANNI
OCEAN FISHING CO., LTD.; AND
(ii) ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

References are made to (i) the announcements of China Ocean Fishing Holdings Limited (the “**Company**”) dated 8 February 2018, 20 February 2018, 26 February 2018 and 28 March 2018; and (ii) the circular of the Company (the “**Circular**”) dated 8 June 2018, in relation to, amongst other things, the Acquisition and the issue of the Convertible Bonds. Unless otherwise stated, capitalized terms used herein shall have the same meaning as those defined in the Circular.

COMPLETION OF THE ACQUISITION AND THE ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all of the conditions in the Sale and Purchase Agreement have been fulfilled including, but not limited to, the filing in relation to the transfer of the Sale Shares to the Purchaser with the State Administration for Industry and Commerce of Lianyungang City in the PRC having been completed. Completion took place on 27 July 2018 and the Convertible Bonds in the principal amount of HK\$16,209,440 were issued to the Vendors.

Upon Completion, the Company will indirectly hold 65% equity interests in the Target Group and the Target Company will become an indirectly owned subsidiary of the Company and its financial results and assets and liabilities will be consolidated and accounted as long-term investment in subsidiaries in the financial statements of the Company in accordance with the applicable accounting standards of HKFRS. The following table shows the shareholding structure as at the date of this announcement and immediately after exercise in full of the conversion rights attaching to the Convertible Bonds at the initial Conversion Price of HK\$0.52 per Conversion Share (subject to adjustments), assuming there will be no change in the shareholding of the listed shareholders and the issued share capital of the Company between the date of this announcement and the date on which the Convertible Bonds are converted in full:

	Immediately upon Completion and as at the date of this announcement		Immediately after Completion of the Acquisition and assuming full conversion of the Convertible Bonds to Conversion Shares	
	<i>No. of Shares</i>	<i>Approx.%</i>	<i>No. of Shares</i>	<i>Approx.%</i>
Shareholders				
Vendor A	–	–	28,989,960	0.79
Vendor B	–	–	2,182,040	0.06
Subscriber I (<i>Note 3</i>)	70,000,000	1.93	70,000,000	1.91
Subscriber II (<i>Note 3</i>)	80,000,000	2.20	80,000,000	2.19
Subscriber III (<i>Note 3</i>)	187,204,000	5.16	187,204,000	5.12
Liu Yi	707,920,000	19.51	707,920,000	19.35
COFCO Capital (Hong Kong) Co., Ltd	416,666,666	11.49	416,666,666	11.39
Wei Qing (<i>Note 1, 2</i>)	79,996,000	2.21	79,996,000	2.19
Fan Guocheng (<i>Note 1</i>)	800,000	0.02	800,000	0.02
Public Shareholders	<u>2,085,035,513</u>	<u>57.48</u>	<u>2,085,035,513</u>	<u>56.98</u>
Total	<u><u>3,627,622,179</u></u>	<u><u>100.00</u></u>	<u><u>3,658,794,179</u></u>	<u><u>100.00</u></u>

Notes:

1. Ms. Wei Qing and Mr. Fan Guocheng are the executive Directors.
2. Ms. Wei Qing is beneficially interested in 70,000,000 Shares through Sunny Sky Capital Management Limited.
3. As defined in the circular of the Company dated 8 June 2018.

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

Hong Kong, 30 July 2018

As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Mr. Fan Guocheng and Ms. Wei Qing, the non-executive Director is Mr. Yang Yong and 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>.