

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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)

CONVERSION OF CONVERTIBLE BONDS

References are made to the announcements of 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 meanings as those defined in the Announcements.

The Company received a conversion notice from Ms. Chen Suifang and Mr. Cai Haiming (“Ms. Chen & Mr. Cai”) in relation to the exercise of the conversion rights attached to the Convertible Bonds, to convert the Convertible Bonds in the principal amount of HK\$57,201,120 at the Conversion Price of HK\$0.24 per Conversion Share (the “Conversion”). Accordingly, 238,338,000 Conversion Shares were issued and allotted to the Ms. Chen & Mr. Cai on 5 December 2018 pursuant to the terms and conditions of the Convertible Bonds. The Conversion Shares rank pari passu with all the Shares currently in issue as at the date of allotment and among themselves in all respects. As at 5 December 2018 and immediately after the Conversion and issue of Conversion Shares, Ms. Chen & Mr. Cai have become shareholders of the Company.

After the Conversion, the Convertible Bonds of the Company held by Ms. Chen & Mr. Cai have been fully converted into Conversion Shares. To the best of the Directors’ knowledge, information and belief, Ms. Chen & Mr. Cai are independent third parties of the Company and its connected persons (as defined under the GEM Listing Rules) as at the date of this announcement. The shareholding structure of the Company immediately before and after the Conversion and the issue of the Conversion Shares is set out below:

	Immediately before the Conversion and issue of the Conversion Shares		Immediately after the Conversion and issue of the Conversion Shares	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Liu Yi	724,292,000	18.16	724,292,000	17.14
COFCO Capital (Hong Kong) Co. Ltd.	416,666,666	10.45	416,666,666	9.86
Chen Suifang	–	–	136,193,143	3.22
Cai Haiming	–	–	102,144,857	2.42
Wei Qing (<i>Note i, ii</i>)	79,028,000	1.98	79,028,000	1.87
Fan Guocheng (<i>Note i</i>)	800,000	0.02	800,000	0.02
Other public Shareholders	2,766,835,513	69.39	2,766,835,513	65.47
Total	3,987,622,179	100.00	4,225,960,179	100.00

Note:

- (i) Wei Qing and Fan Guocheng are executive Directors of the Company.
- (ii) Based on public information, Wei Qing is beneficially interested in 69,032,000 Shares through Sunny Sky Capital Management Limited.

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

Hong Kong, 5 December 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 Directors are Mr. Yang Yong and Mr. Lui Chun Pong; the independent non-executive Directors are Mr. Pang Pui Hung, Paton, Mr. Lam Man Hing and Mr. Li Cao.

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>.