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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)**

## **NOTICE OF SGM**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“**Meeting**”) of China Ocean Fishing Holdings Limited (the “**Company**”) will be held at Room 03, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on at 11:00 a.m. on 28 November 2017 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

### **ORDINARY RESOLUTION**

“**THAT:**

1. the terms and conditions of the sale and purchase agreement dated 29 May 2017 (the “**Sale and Purchase Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Chen Suifang, (“**Vendor A**”), Cai Haiming (“**Vendor B**”) (collectively, “**Vendors**”) and Jin Yu Tang Shenzhen Fishery Co., Ltd (the “**Purchaser**”), in relation to the acquisition of 70% equity interests (“**Sale Equity**”) of Shenzhen Qisen Fishery Company Limited (the “**Target Company**”), at a consideration of RMB60,909,000, which shall be satisfied as to RMB10,000,000 in cash and RMB50,909,000 by issue of the Convertible Bonds (as defined below) by the Company to the Vendors be and are hereby approved, confirmed and ratified;
2. the terms and conditions of the instrument of the convertible bond (the “**Convertible Bond Instrument**”) to be entered into between the Company and each of Vendor A and Vendor B in relation to the convertible bond in the aggregate principal amount of RMB50,909,000 (equivalent to HK\$57,201,120) to be issued by the Company (the “**Convertible Bonds**”) under Specific Mandate (as defined below), a copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification, pursuant to which the Company is to issue to Vendor A (as to principal amount of HK\$32,686,354) and Vendor B (as to principal amount of HK\$24,514,766) which is convertible into shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.24 per share (subject to adjustment) be and are hereby approved, confirmed and ratified;

3. the grant of specific mandate (the “**Specific Mandate**”) to the directors (the “**Directors**”) of the Company to allot and issue the Convertible Bond and to issue and allot the Conversion Shares (as defined in the circular of the Company dated 13 November 2017) to the Vendors pursuant to the Sale and Purchase Agreement and the Convertible Bond Instrument be and is hereby approved, confirmed and ratified; the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
4. any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Convertible Bonds to the Vendors (the “**Transactions**”).”

On behalf of the Board  
**China Ocean Fishing Holdings Limited**  
**Liu Rongsheng**  
*Executive Director and Chairman*

Hong Kong, 13 November 2017

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of business  
in Hong Kong:*  
Room 03, 22/F,  
China Resources Building,  
26 Harbour Road,  
Wanchai Hong Kong

*Notes:*

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.

4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Lord Cao Yunde, Mr. Fan Guocheng, Ms. Chen Liang 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM") 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 seven days from the date of its publication. This announcement will also be published on the Company's website at <http://www.chinaoceanfishing.hk>.*