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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 8 AUGUST 2018;
AND
CHANGE OF DIRECTOR**

All the Applicable Proposed Resolutions as set out in the AGM Notice, with the exception of the withdrawal of 2(e), were duly passed by the Shareholders by way of poll at the 2018 AGM.

Mr. Lam Man Hing has been appointed as an independent non-executive Director and a member of the Audit Committee.

Mr. Zhu Yifeng has resigned as an independent non-executive Director and a member of the Audit Committee.

POLL RESULTS OF THE AGM

The board of directors (the “Board”) of China Ocean Fishing Holdings Limited (the “Company”) is pleased to announce that all the applicable ordinary resolutions, with the exception of the withdrawal of 2(e), as set out in the notice of the annual general meeting of the Company (the “AGM” and the “Applicable Proposed Resolutions”, respectively) dated 10 July 2018 (the “AGM Notice”) were duly passed by the holders of the Company’s ordinary shares of HK\$0.01 each (the “Shares” and the “Shareholders”, respectively) by way of poll at the AGM held on Wednesday, 8 August 2018 (the “2018 AGM”).

As at the date of the AGM, there were 3,627,622,179 issued Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM” and the “GEM Listing Rules”, respectively).

None of the Shareholders are required under the GEM Listing Rules to abstain from voting on the resolutions at the AGM. None of the Shareholders have stated in the Company’s circular dated 10 July 2018 in relation to the transactions contemplated under the AGM Notice (the “Circular”) their intention to vote against or to abstain from voting on any of the resolutions at the AGM.

Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong acted as the scrutineer for the vote-taking at the 2018 AGM.

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

ORDINARY RESOLUTION		Number of Votes (%)	
		For	Against
1	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and independent auditor (the “Independent Auditor”) of the Company for the year ended 31 March 2018;	1,623,387,358 (100%)	0 (0%)
2	(a) To re-elect Ms. Wei Qing as an executive Director;	1,623,387,358 (100%)	0 (0%)
	(b) To re-elect Mr. Yang Yong as a non-executive Director;	1,623,387,358 (100%)	0 (0%)
	(c) To re-elect Mr. Pang Pui Hung, Paton as an independent non-executive Director (“INED”);	1,623,387,358 (100%)	0 (0%)
	(d) To re-elect Ms. Li Yuen Fong, Michelle as an INED;	1,623,387,358 (100%)	0 (0%)
	(e) To re-elect Mr. Zhu Yifeng as an INED;	N/A	N/A
	(f) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors for the year ending 31 March 2019;	1,623,387,358 (100%)	0 (0%)
3	To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number as and when the Board considers necessary and appropriate;	1,623,387,358 (100%)	0 (0%)

ORDINARY RESOLUTION		Number of Votes (%)	
		For	Against
4	To re-appoint Reanda Lau & Au Yeung (HK) CPA Limited (“Reanda Lau & Au Yeung”) as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration;	1,623,387,358 (100%)	0 (0%)
5	To grant the general mandate to the Board to issue, allot and otherwise deal with the Company’s shares (the “Shares”), not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution*;	1,623,387,358 (100%)	0 (0%)
6	To grant the general mandate to the Board to repurchase the Shares, not exceeding 10% of the aggregate number of the issued Shares as at date of passing of this resolution*;	1,623,387,358 (100%)	0 (0%)
7	To extend the general mandate to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company*.	1,623,387,358 (100%)	0 (0%)

* For the full text of the Applicable Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.

Notes:

- Resolution 2(e) was withdrawn by the chairman of the AGM as Mr. Zhu Yifeng notified the Company before the commencement of the AGM that he would not offer himself for re-election.*
- 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 AGM in person, by authorised representative or by proxy.*

As more than 50% of the votes were cast in favour of each of the Applicable Proposed Resolutions, all of them were duly passed at the AGM.

CHANGE OF DIRECTORS

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of China Ocean Fishing Holdings Limited (the “Company”) is pleased to announce that, with effect from 8 August 2018, (a) Mr. Lam Man Hing (“Mr. Lam”) has been appointed as an independent non-executive Director and a member of the audit committee of the Board (the “Audit Committee”); and (b) Mr. Zhu Yifeng (“Mr. Zhu”) resigned as an independent non-executive Director and a member of the Audit Committee.

The biographical details of Mr. Lam is set out below:

Mr. Lam

Mr. Lam, aged 49, obtained a master’s degree in business management from Jinan University. He is currently the chairman of Hong Kong Industrial & Commercial Association Limited; the managing director of 新華南方國際(控股)集團有限公司 Xinhua Nanfang International (Holding) Co., Ltd.*; the honorary president of Chongqing Chaozhou Overseas Friendship Association and Chongqing Chaoshan Chamber of Commerce. He has extensive management experience.

On 8 August 2018, the Company entered into a letter of appointment with Mr. Lam for a term of 3 years with effective from 8 August 2018. He shall be subject to retirement by rotation and re-election at the Company’s annual general meetings pursuant to the bye-laws of the Company (the “Bye-Laws”). Mr. Lam is entitled to receive a monthly salary of HK\$12,500 which is determined by arm’s length negotiation between Mr. Lam and the Company with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Remuneration Committee and the Board.

Save as disclosed above, as at the date of this announcement, Mr. Lam (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed in this announcement, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointments of Mr. Lam and resignation of Mr. Zhu that need to be brought to the attention of the shareholders of the Company.

* *for identification purposes only*

The Board would like to take this opportunity to welcome Mr. Lam in joining the Board and to express its sincere gratitude to Mr. Zhu for his valuable contribution to the Company during his tenure as an independent non-executive director.

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

Hong Kong, 8 August 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. Lam Man Hing.

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>.