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PACIFIC ANDES INTERNATIONAL HOLDINGS LIMITED

太平洋恩利國際控股有限公司

(Incorporated in Bermuda with limited liability)

(STOCK CODE: 1174)

UPDATE ON SUSPENSION OF TRADING

This announcement is made by Pacific Andes International Holdings Limited (the “**Company**” together with its subsidiaries, the “**Group**” or the “**Pacific Andes Group**”) pursuant to Rule 13.24A of the Rules Governing the Listing of Securities on the Stock Exchange.

The board of directors (the “**Board**”) of the Company wishes to provide an update on the restructuring initiatives pursuant to Chapter 11 filings in the United States Bankruptcy Court in the Southern District of New York (the “**NY Court**”), in addition to providing operational and financial information in relation to certain major subsidiaries.

UPDATE ON RESTRUCTURING INITIATIVES

As previously announced, on 30 June 2016, the Company made voluntary filings for protection under Chapter 11 in the NY Court. The NY Court is jointly administering the Company’s filings in conjunction with the other entities within the broader Pacific Andes Group which filed for Chapter 11 protection. In line with announcements made since July 2016, to date the Company, and a total of three other entities within the Pacific Andes International Holdings Group have filed for Chapter 11 protection.

Referring to announcements made by the Company's indirect subsidiary, China Fishery Group Limited (“**CFGL**”) on 31 October and 16 November 2016, the NY Court approved an order presented by the Chapter 11 trustee for CFG Peru Investments (Singapore) Limited on 28 November 2016 to assist with the goal of stabilising the fishmeal and fish oil operations in Peru. Since that time, the claims before the Peruvian restructuring tribunal, INDECOPI, have been either satisfied or withdrawn. As a consequence, the Chapter 15 recognition proceedings in relation to CFGL entities have been withdrawn from the NY Court.

The goal of stabilising the Peruvian operations is aligned with the Company's view that, once normalised, those operations will have the ability to generate considerable revenue and profit, creating enhanced value for all creditors and other stakeholders of the Company. Accordingly, development of the Company's plan of reorganisation was placed on hold for some time as requested by the trustee while fishing in Peru normalised. Discussions and development of the plan resumed after the successful completion of the second 2016 fishing season which concluded in late January 2017.

On 24 April 2017, the trustee filed his Status Report with the NY Court. The report covered considerable operational information on the Peruvian fishmeal and fish oil business, business results, a recap of the trustee's activities, and the approach he is taking to the case and certain issues. In particular, the report outlined the three potential outcomes that may arise from the trustee's appointment over the Peruvian operating entities. The first is to see if management and ownership of Pacific Andes can engineer a successful refinancing and restructuring of the business. The second alternative would be for management of the Peruvian operating companies to locate and align themselves with a “white knight”. Should either of the first two alternatives come to pass, the third possible alternative would be an outright sale of the Peruvian operating companies to a third party.

The period during which the Company has the exclusive right to file with the NY Court a plan of reorganization currently extends to 17 May 2017 when there will be a hearing of a request to have the exclusivity period extended until 31 December 2017. Bank creditors have objected to the exclusivity period being extended up to that date.

On 25 October 2016, Malayan Banking Berhad (“**Maybank**”) filed a motion in the NY Court to dismiss the Chapter 11 filing by the Company's indirect subsidiary, Pacific Andes Resources Development Limited (“**PARD**”). On 2 December 2016, Coöperatieve Rabobank U.A., Standard Chartered Bank (Hong Kong) Limited and DBS Bank (Hong Kong) Limited filed a joinder to Maybank's motion to dismiss. The motion is yet to be heard by the NY Court, and PARD will contest the motion when the hearing takes place.

The Company will continue to engage and work closely with all creditors, including bondholders, to achieve the best possible consensual restructuring for all interested parties, and will continue to provide updates on any material developments.

The Company will make further announcements as further material developments arise.

OPERATIONAL AND FINANCIAL UPDATE FOR CERTAIN MAJOR SUBSIDIARIES

(i) Operational Update

The Company's seafood processing facility in Qingdao processed and purchased 55.3 million pounds of fish fillets and portions for the year ended 28 September 2016. During the financial year ended 28 September 2016, the Group sold 72.35 million pounds of fish fillets and portions. The retrofitting of new salmon processing line in 2016 operated at full capacity throughout the year, and sales of salmon in the future should be improved, growing our margin.

Based on information provided by the board of directors of PARD, and made available to the Board, in the three months ended 28 September 2016, the Company's frozen fish supply chain division's trading operation has been minimal due to limited working capital. The Company continues to explore opportunities to obtain working capital to improve these operations. The Company's ocean logistics and agency services continued to operate throughout the period.

Based on information provided by the board of directors of CFGL, and made available to the Board, CFGL's operations in Peru have been continuing. In Peru, the second 2016 fishing season in the North/Centre region of Peru concluded on 27 January 2017. The Peruvian operations successfully utilized 100% of their quota for the season which equated to a total catch of 339,453 tonnes of anchovy. In addition, 108,232 tonnes were purchased from third parties for processing. 101,856 tonnes of fishmeal and 16,947 tonnes of fish oil were produced. This was the strongest second fishing season in the North/Centre region for three years in terms of catch volume and percentage utilization of quota.

On 20 April 2017, the Ministry of Production in Peru announced a very favourable Total Allowable Catch (the "TAC") of 2.8 million tonnes for the first 2017 season in the North/Centre region. Exploratory fishing commenced on 22 April, with the season officially commencing on 26 April. This is the largest TAC for five years and a 55% increase on the TAC for the corresponding season in 2016. Encouragingly, the assessment by the Peruvian Marine Institute, IMARPE, found a biomass in the North/Centre region of 7.78 million tonnes.

Since the commencement of the North/Centre fishing season, the Peruvian operations have caught 116,525 tonnes of anchovy and have purchased 28,323 tonnes from third parties up to 9 May 2017. This represents 24.6% of the Group's quota after only approximately three weeks' fishing. 30,117 tonnes of fishmeal and 3,816 tonnes of fish oil have been produced since the season commenced.

In the smaller South region's first fishing season, the Peruvian operations have caught 21,956 tonnes of anchovy and purchased 17,888 tonnes from third parties, which represents 28.9% of the Group's quota. 8,790 tonnes of fishmeal and 543 tonnes of fish oil have been produced since the season commenced on 17 January 2017.

(ii) Financial Update for the Year Ended 28 September 2016

The Company wishes to provide an update on the operational and financial results of certain major subsidiaries. Such financial information is based on the management accounts, which information has not been audited or reviewed by the auditors of the Company and may, therefore, be subject to change, and in no way represents the consolidated financial performance of the Company.

For the year ended 28 September 2016, the Group's Processing & Distribution Division's principal subsidiaries in frozen fish fillets distribution, recorded a combined unaudited turnover of HK\$2,449 million (approximately US\$314 million), which represent a decrease of 39% over HK\$4,027 million (approximately US\$516 million) for the year ended 28 September 2015. The decrease in turnover was mainly due to limited funding for working capital. During the year ended 28 September 2016, the subsidiaries recorded a combined unaudited loss before tax of HK\$242 million (approximately US\$31 million), compared to a loss before tax of HK\$1,537 million (approximately US\$197 million) for the year ended 28 September 2015. The significant loss for the year ended 28 September 2015 included the provision of loans and trade receivables in relation to the Pickenpack group and exchange losses arising from the changes in value in derivative financial instruments of HK\$1,066 million (approximately US\$137 million).

In relation to the Company's indirect subsidiary, PARD, during the year ended 28 September 2016, the Company's principal subsidiaries engaged in shipping and agency services, Pacos Trading Limited, Paco Alpha Limited and Champion Shipping Limited, recorded a combined turnover of HK\$244 million (approximately US\$31.2 million), representing a decrease of 4.7% from HK\$256 million (approximately US\$32.8 million) of last financial year ended 28 September 2015. EBITDA decreased 15.7% from HK\$13.0 million (approximately US\$1.7 million) for the financial year ended 28 September 2015 to HK\$11.0 million (approximately US\$1.4 million) for the financial year ended 28 September 2016. However, the combined loss before tax was reduced by 14.2% from HK\$40.2 million (approximately US\$5.15 million) for the financial year ended 28 September 2015 to HK\$34.5 million (approximately US\$4.4 million) for the financial year ended 28 September 2016. Performance improved in the first quarter of the financial year ending 28 September 2017.

During the first quarter ended 28 December 2016, Pacos Trading Limited, Paco Alpha Limited and Champion Shipping Limited recorded a combined turnover of HK\$52.5 million (approximately US\$6.7 million), representing an increase of 34.3% from HK\$39.1 million (approximately US\$5.0 million) compared to the first quarter in the previous year. EBITDA increased to HK\$4.5 million (approximately US\$0.6 million) for the first quarter ended 28 December 2016 from a loss of EBITDA of HK\$26.4 million (approximately US\$3.4 million). The substantial loss in the first quarter ended 28 December 2015 was due to the repair expenses of certain transportation vessels. Taking into account depreciation, the combined loss before tax for the first quarter ended 28 December 2016 reduced by 91% to HK\$3.3 million (approximately US\$0.4 million) from HK\$36.4 million (approximately US\$4.7 million) for the corresponding period in the previous year.

In relation to the Company's indirect subsidiary, CFGL, the key driver of the financial performance for the year ended 28 September 2016 was the first 2016 fishing season in Peru's North/Centre region. Due to the residual effects of El Nino, the season commenced late on 1 July 2016, and lasted for only a short period, concluding on 27 July 2016. In view of the shortened season, the industry was only able to utilise 51% of the 1.8 million tonnes TAC. The Company's Peruvian operations caught 143,132 tonnes of anchovy and purchased 45,374 tonnes from third parties during the season. We produced 45,272 tonnes of fishmeal and 6,054 tonnes of fish oil.

Accordingly, based on the unaudited management accounts, Corporacion Pesquera Inca S.A.C. and CFG Investment S.A.C., the principal subsidiaries engaged in Peruvian fishmeal and fish oil business recorded a combined turnover of US\$331.2 million (approximately HK\$2,583 million) for the year ended 28 September 2016, which represents an increase of 37% over US\$241.0 million (approximately HK\$1,880 million) for the year ended 28 September 2015. The increase in revenue was mainly attributable to no catch being allowed in 2014 B fishing season in the Peruvian North/Centre fishery which caused a reduction in revenue in the previous year. With this increase in revenue, the combined loss before tax for the year ended 28 September 2016 was US\$41.0 million (approximately HK\$319.8 million) as compared to the loss of US\$59.4 million (approximately HK\$463.3 million) for the year ended 28 September 2015.

In the first quarter ended 28 December 2016, Corporacion Pesquera Inca S.A.C. and CFG Investment S.A.C. recorded a combined turnover of US\$60.9 million (approximately HK\$475.0 million), which represented a significant decrease of 59% over US\$148.7 million (approximately HK\$1,159.9 million) for the same period ended 28 December 2015. The decrease in revenue was mainly attributable to the residual impact of the poor first 2016 fishing season given that the second fishing season for 2016 did not commence until December. Therefore, there was less fishmeal and fish oil available for sale in the first quarter ended 28 December 2016. Combined loss before tax for the first quarter ended 28 December 2016 was US\$10.9 million (approximately HK\$85.0 million) as compared to the profit before tax of US\$7.5 million (approximately HK\$58.5 million) for the same period ended 28 December 2015 due to lower revenue.

PROGRESS ON THE FORENSIC REVIEW

The Board has been advised by RSM Corporate Advisory (Hong Kong) Limited (the “**RSM**”) that substantial progress on the forensic review has been made in recent month. As at the date of this announcement, the forensic review is on-going.

As the forensic review is being conducted independently, the timing of the release of a report from RSM is not within the control of the Company. We are advised that RSM is working to complete the review expeditiously and anticipate that the draft report will be available to Company expeditiously.

The Company will announce further updates as material developments arise.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company (the “**Shares**”) on the Stock Exchange was halted from 9:00 a.m. on 26 November 2015 (automatically converted to “**being suspended**” thereafter), and will remain suspended until further notice. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

By Order of the Board
Pacific Andes International Holdings Limited
Ng Puay Yee (Jessie)
Managing Director

Hong Kong, 12 May 2017

As at the date of this announcement, the executive directors of the Company are Ms. Ng Puay Yee (Jessie), Mr. Ng Joo Kwee and Mr. Ng Joo Puay, Frank, the non-executive director of the Company is Madam Teh Hong Eng whilst the independent non-executive directors of the Company are Mr. Lew V Robert, Mr. Tao Kwok Lau, Clement and Mr. Nguyen Van Tu, Peter.