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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)

**DISCLOSEABLE TRANSACTION:
CONSTRUCTION OF NEW VESSELS**

On 25 May 2017, the Group entered into a shipbuilding agreement with the Shipbuilder to construct eight fishing vessels at a consideration of RMB12,700,000 for each new vessel, with an aggregate consideration of RMB101,600,000. It is currently expected that delivery will take place in six months' time.

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) of the Transaction exceeds 5% but less than 25%, the Transaction constitutes a discloseable transaction of the Company under the GEM Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

SHIPBUILDING AGREEMENT

Date: 25 May 2017

Parties:

- (i) 宇恒船務(海南)有限公司, a company established in the PRC with limited liability and is a wholly-owned subsidiary of the Company as the Purchaser;
- (ii) 海南凱鴻船舶工程有限公司, a limited liability company established in the PRC as the Shipbuilder.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Shipbuilder and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Vessels to be constructed

Pursuant to the Shipbuilding Agreement, the Shipbuilder agreed to design, build, equip, complete, deliver and sell, and the Purchaser agreed to purchase and accept delivery of, eight fishing vessels.

Consideration

Pursuant to the Shipbuilding Agreement, the Purchaser is to pay RMB12,700,000 for each new vessel, with an aggregate consideration of RMB101,600,000. The Directors (including the independent non-executive Directors) considered that the terms of the Shipbuilding Agreement to be competitive, with reference to the market information the Company had obtained from shipbrokers and its own analysis of sale and purchase transactions of similar newly built vessels concluded recently in the market.

Payment Terms

Payment of the consideration will be made in six installments according to the stages of construction of the eight fishing vessels.

INFORMATION OF THE PARTIES TO THE SHIPBUILDING AGREEMENT

宇恒船務(海南)有限公司 is a wholly-owned subsidiary of the Company and is principally engaged in the business of agent for import/export of goods by sea, land, air and agent for inspection and custom clearance .

The Shipbuilder is principally engaged in the construction and repairing of vessels.

REASONS FOR ENTERING INTO OF THE ACQUISITION

The principal activity of the Company is investment holding. The Group is principally engaged in supply chain management services and money lending business.

The Company has been actively looking for opportunities to create shareholders' value through making investments and/or acquiring business or projects that have promising outlooks and prospects, in particular, marine fishing business. The Directors consider that the Transaction allows the Group to be well equipped with fishing vessels to embark on the marine fishing business. The Directors believe that the marine fishing business could bring a new income stream to the Group, and therefore the Transaction is in the interest of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the GEM Listing Rules) of the Transactions exceed 5% but less than 25%, the Transaction constitute discloseable transactions of the Company under the Listing Rules and are subject to the notification and announcement requirements under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalized terms used shall have the following meanings:

“Board”	The board of Directors;
“Company”	China Ocean Fishing Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the GEM Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the Growth Enterprise market of the Stock Exchange;
“Group”	The Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“PRC”	People’s Republic of China;
“Purchaser”	宇恒船務(海南)有限公司, a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“RMB”	Renminbi, the lawful currency of the PRC;
“Shipbuilder”	Hainan Kaihong Shipping Engineering Company Limited (海南凱鴻船舶工程有限公司), a limited liability company established in the PRC;

“Shipbuilding Agreement”	The shipbuilding agreement for the construction of 8 fishing vessels entered into between 宇恒船務(海南)有限公司 as purchaser and the Shipbuilder as seller on 25 May 2017 pursuant to which the Shipbuilder shall design, build, equip, complete, deliver and sell, and the Company shall purchase and accept delivery of, 8 fishing vessels’
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Transaction”	The transaction contemplated under the Shipbuilding Agreement
“%”	Per cent.;

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

* *for identification purposes only*

Hong Kong, 25 May 2017

As at the date of this announcement, the executive Directors are Mr. Liu Rongsheng, Lord Cao Yunde, Mr. Gan Weiming, Mr. Fan Guocheng and Mr. Chen Liang and independent non-executive Directors are Mr. Pang Pui Hung, Paton, Ms. Li Mei and Ms. Li Yuen Fong, Michelle.

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>.