



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)

2017-2018
Interim Report



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (THE “GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

The GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached other than companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of the GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on the GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

This report, for which the directors of China Ocean Fishing Holdings Limited (the “Company” and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM (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 report 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 report misleading.



HIGHLIGHTS

For the six months ended 30 September 2017 (the "Period")

- Revenue from continuing operations of the Group was approximately HK\$405,595,000 as compared to the revenue of approximately HK\$103,600,000 recorded in the corresponding period in 2016.
- Profit attributable to equity holders of the Company was approximately HK\$13,516,000 (2016: loss of approximately HK\$26,000).
- The Directors do not declare the payment of an interim dividend (2016: Nil).
- Earnings per share of the Company was approximately HK0.56 cent (2016: loss per share of approximately HK0.002 cent).



FINANCIAL RESULTS

The board of directors (the “Board” and “Directors” respectively) of China Ocean Fishing Holdings Limited (the “Company”) announces the unaudited condensed consolidated results of the Company and its subsidiaries (together, the “Group”) for the three months and six months ended 30 September 2017 together with the relevant comparative unaudited figures as follows:

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

For the three months and six months ended 30 September 2017

	Notes	For the six months ended 30 September		For the three months ended 30 September	
		2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Continuing operations					
Revenue	3	405,595	103,600	183,768	98,156
Cost of services rendered and cost of goods sold		(380,004)	(98,643)	(169,389)	(93,406)
Gross profit		25,591	4,957	14,379	4,750
Other revenue	3	3	2	1	1
Other income	4	467	17	14	–
Net gain on financial assets at fair value through profit or loss		919	–	–	–
Selling and distribution costs		(1)	(2,771)	(1)	(31)
Administrative expenses		(9,596)	(23,584)	(5,383)	(15,366)
Net unrealised profit on financial assets at fair value through profit or loss		–	4,030	–	4,814
Share of results of associates		–	–	–	(157)
Gain on disposal of a subsidiary		–	194	–	194
Profit (loss) before taxation	6	17,383	(17,155)	9,010	(5,795)
Income tax expense	7	(3,867)	–	(2,359)	–



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) *(Continued)*

For the three months and six months ended 30 September 2017

	Notes	For the six months ended 30 September		For the three months ended 30 September	
		2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Profit (Loss) for the period from continuing operations		13,516	(17,155)	6,651	(5,795)
Discontinued operations	8				
Profit for the period from discontinued operations		-	17,129	-	17,373
Profit (Loss) for the period		13,516	(26)	6,651	11,578
Other comprehensive income for the period, net of tax					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on consolidation		2,447	5,723	2,534	7,603
Share of other comprehensive income of associates – exchange differences on consolidation		-	-	-	-
Total comprehensive income for the period		15,963	5,697	9,185	19,181



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED) (Continued)

For the three months and six months ended 30 September 2017

	For the six months ended 30 September		For the three months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
<i>Notes</i>				
Profit (Loss) for the period				
attributable to:				
Equity holders of the Company	13,516	(26)	6,651	11,578
Non-controlling interests	-	-	-	-
	13,516	(26)	6,651	11,578
Total comprehensive income				
attributable to:				
Equity holders of the Company	15,963	5,697	9,185	19,181
Non-controlling interests	-	-	-	-
	15,963	5,697	9,185	19,181
Earnings (Loss) per share				
From continuing and discontinued operations				
– Basic	HK0.56 cent	HK(0.002) cent	HK0.28 cent	HK0.65 cent
– Diluted	HK0.56 cent	HK(0.002) cent	HK0.28 cent	HK0.65 cent
From continuing operations				
– Basic	HK0.56 cent	HK(0.99) cent	HK0.28 cent	HK(0.33) cent
– Diluted	HK0.56 cent	HK(0.99) cent	HK0.28 cent	HK(0.33) cent



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2017

		As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
	<i>Notes</i>		
Non-current assets			
Property, plant and equipment	11	103,178	1,142
Intangible assets		87	91
Other assets		726	786
		103,991	2,019
Current assets			
Other assets		121	121
Financial assets at fair value through profit or loss	12	2	66,093
Trade and other receivables	13	202,760	135,619
Loans and interests receivables	14	156,438	92,413
Bank balances and cash		18,177	23,955
Tax recoverables		6,544	5,923
		384,042	324,124
Current liabilities			
Trade and other payables	15	72,337	26,886
Borrowings		–	20,816
Tax payable		6,393	2,798
		78,730	50,500



CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(Continued)*

As at 30 September 2017

		As at 30 September 2017 (Unaudited) <i>HK\$'000</i>	As at 31 March 2017 (Audited) <i>HK\$'000</i>
Net current assets		305,312	273,624
Total assets less current liabilities		409,303	275,643
NET ASSETS		409,303	275,643
Capital and reserves			
Share capital	16	24,175	20,146
Reserves		385,128	255,497
Equity attributable to equity holders of the Company		409,303	275,643
Non-controlling interests		–	–
TOTAL EQUITY		409,303	275,643



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the six months ended 30 September 2017

	Attributable to equity holders of the Company							Total (Unaudited) HK\$'000
	Reserves						Total reserves (Unaudited) HK\$'000	
	Issued share capital (Unaudited) HK\$'000	Share premium (Unaudited) HK\$'000	Contributed surplus (Unaudited) HK\$'000	Exchange reserve (Unaudited) HK\$'000	Statutory reserve (Unaudited) HK\$'000	Accumulated losses (Unaudited) HK\$'000		
At 1 April 2016	16,787	487,389	594,707	8,694	2,421	(782,237)	310,974	327,761
Loss for the period	-	-	-	-	-	(26)	(26)	(26)
Other comprehensive income								
Items that may be reclassified subsequently to profit or loss								
-Exchange difference on consolidation	-	-	-	5,723	-	-	5,723	5,723
Total Comprehensive income (loss) for the period	-	-	-	5,723	-	(26)	5,697	5,697
Transaction with equity holders								
<i>Contributions and distributions</i>								
Issue of shares under placement	3,359	29,196	-	-	-	-	29,196	32,555
Disposal of subsidiaries	-	-	-	(9,128)	(2,421)	-	(11,549)	(11,549)
At 30 September 2016	20,146	516,585	594,707	5,289	-	(782,263)	334,318	354,464
At 1 April 2017	20,146	516,585	594,707	(6,359)	-	(849,436)	255,497	275,643
Profit for the period	-	-	-	-	-	13,516	13,516	13,516
Other comprehensive income								
Items that may be reclassified subsequently to profit or loss								
-Exchange difference on consolidation	-	-	-	2,447	-	-	2,447	2,447
Total Comprehensive income for the period	-	-	-	2,447	-	13,516	15,963	15,963
Transactions with equity holders								
<i>Contributions and distributions</i>								
Issue of shares under placement	4,029	113,668	-	-	-	-	113,668	117,697
At 30 September 2017	24,175	630,253	594,707	(3,912)	-	(835,920)	385,128	409,303



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (UNAUDITED)

For the six months ended 30 September 2017

Continuing and discontinued operations

	For the six months ended 30 September 2017 (Unaudited) HK\$'000	For the six months ended 30 September 2016 (Unaudited) HK\$'000
NET CASH (USED IN) FROM OPERATING ACTIVITIES	(66,409)	10,042
INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(102,344)	–
Disposal of subsidiaries	–	132
Purchase of financial assets at fair value through profit or loss	–	(40,305)
Proceeds from disposal of property, plant and equipment	–	8
Proceeds from disposal of financial assets at fair value through profit or loss	66,091	–
Acquisition of a subsidiary	–	(490)
Interest received, other than from loan receivables	3	2
NET CASH USED IN INVESTING ACTIVITIES	(36,250)	(40,653)
FINANCING ACTIVITIES		
Proceeds from issue of shares under placement	117,697	32,556
Repayment of borrowings	(20,816)	–
NET CASH FROM FINANCING ACTIVITIES	96,881	32,556



CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW (UNAUDITED) *(Continued)*

For the six months ended 30 September 2017

Continuing and discontinued operations

	For the six months ended 30 September 2017 (Unaudited) HK\$'000	For the six months ended 30 September 2016 (Unaudited) HK\$'000
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(5,778)	1,945
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	23,955	7,444
CASH AND CASH EQUIVALENTS AT END OF PERIOD	18,177	9,389
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Bank balances and cash	18,177	9,389



Notes to the condensed consolidated financial statements

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in Bermuda on 7 June 2001 as an exempted company with limited liability under the Bermuda Companies Act of 1981. The Company's shares are listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business is located at Room 03, 22/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are supply chain management services and money lending business.

2. STATEMENT OF COMPLIANCE

The unaudited condensed consolidated interim financial statements for the Period have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"). These financial statements are unaudited but have been reviewed by the Company's audit committee (the "Audit Committee").

These unaudited condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 March 2017 and have been prepared on the historical cost basis, except for financial assets at fair value through profit or loss, which were stated at fair value.

The accounting policies used in preparing these unaudited condensed consolidated interim financial statements are consistent with those used in the Group's audited consolidated financial statements for the year ended 31 March 2017.



2. STATEMENT OF COMPLIANCE *(Continued)*

The adoption of the following new/revised Hong Kong Financial Reporting Standards (“HKFRSs”) that are relevant to the Group and effective from the current period had no significant effects on the financial performance and financial position of the Group for the current and prior periods.

Annual Improvements Project	Annual Improvements 2014-2016
HKFRS 12 (amendments)	Cycle
HKAS 7 (amendments)	Disclosure Initiative
HKAS 12 (amendments)	Recognition of Deferred Tax Assets for Unrealised losses

The Group has not early adopted any new/revised HKFRSs that have been issued but are not yet effective for the financial period beginning on 1 April 2017. The management does not anticipate that the adoption of these new/revised HKFRSs in future periods will have any material impact on the financial position, financial performance and cash flows of the Group.



3. REVENUE AND OTHER REVENUE

An analysis of the Group's revenue and other revenue during the Period is as follows:

	For the six months ended 30 September		For the three months ended 30 September	
	2017	2016	2017	2016
	(Unaudited) <i>HK\$'000</i>	(Unaudited) <i>HK\$'000</i>	(Unaudited) <i>HK\$'000</i>	(Unaudited) <i>HK\$'000</i>
Continuing operations				
Sales of goods	397,112	101,519	179,130	96,075
Interest income from loan receivables	8,483	2,081	4,638	2,081
Revenue	405,595	103,600	183,768	98,156
Continuing operations				
Interest income	3	2	1	1
Other revenue	3	2	1	1
Total revenue and other revenue	405,598	103,602	183,769	98,157



4. OTHER INCOME

	For the six months ended 30 September		For the three months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Sundry income	467	17	14	–

5. SEGMENT INFORMATION

The Group manages its businesses by individual companies, which are organised by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's chief operating decision makers, who are the Directors, for the purposes of resource allocation and performance assessment, the Group has presented the following reporting segments. No operating segments have been aggregated to form the following reporting segments:

- Supply chain management segment which provides services involving the planning and implementation of an integrated solution for the effective flow of business, logistic, information and funds;
- Money lending segment which provides money lending services.



5. SEGMENT INFORMATION *(Continued)*

(a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's chief operating decision makers monitor the results, assets and liabilities attributable to each reporting segment on the following bases:

Segment assets include all allocated assets with the exception of interest in associates and other corporate assets. Segment liabilities include trade and other payables attributable to the sales/service activities of the individual segments.

Revenue and expenses are allocated to the reporting segments with reference to revenue generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation of assets attributable to those segments. However, assistance provided by one segment to another, including sharing of assets and technical know-how, is not measured.



5. SEGMENT INFORMATION *(Continued)*

(b) Business segments

The following tables present revenue, results and certain assets, liabilities and expenditure information for the Group's business segments.

For the six months ended 30 September

	Continuing operations				Discontinued operations		Consolidated	
	Supply chain management services business		Money lending business		Energy management business		2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000		
Segment revenue								
Sale/Services to external customers	397,112	101,519	8,483	2,081	-	-	405,595	103,600
Segment results	9,401	1,373	8,091	1,873	-	(435)	17,492	2,811
Unallocated income							344	22,613
Unallocated expenses							(4,171)	(25,450)
Share of results of associates							-	-
Profit (Loss) before taxation							13,665	(26)
Income tax expense							(149)	-
Profit (Loss) for the period							13,516	(26)



5. SEGMENT INFORMATION *(Continued)*

(b) Business segments *(Continued)*

	Continuing operations				Discontinued operations			
	Supply chain management services business		Money lending business		Energy management business		Consolidated	
	30 September 2017	31 March 2017	30 September 2017	31 March 2017	30 September 2017	31 March 2017	30 September 2017	31 March 2017
	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)	(Unaudited)	(Audited)
HK\$'000		HK\$'000		HK\$'000		HK\$'000		
Assets and liabilities								
Segment assets	198,601	134,144	156,440	92,413	-	-	355,041	226,557
Unallocated assets including interests in associates							132,992	99,586
Consolidated total assets							488,033	326,143
Segment liabilities	70,275	18,054	715	588	-	-	70,990	18,642
Unallocated liabilities							7,740	31,858
Consolidated total liabilities							78,730	50,500



6. PROFIT (LOSS) BEFORE TAXATION

The Group's profit (loss) before taxation from both continuing and discontinued operations is stated after charging (crediting) the following:

	For the six months ended 30 September		For the three months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Gain on disposal of subsidiaries	-	17,758	-	17,758
Gain (loss) on disposal of financial assets at fair value through profit or loss	919	(12)	-	(12)
Depreciation of property, plant and equipment	308	1,027	169	512
Amortisation of				
- intangible assets	4	6	2	3
- other assets	60	453	30	226



7. INCOME TAX EXPENSE

Hong Kong Profits Tax has been provided at the rate of 16.5% on the Group's estimated assessable profits arising from Hong Kong during the Period (2016: Nil).

The income tax provision in respect of operations in the People's Republic of China (the "PRC") is calculated at the applicable tax rates on the estimated assessable profits for the period based on existing legislation, interpretations and practices in respect thereof.

Deferred tax had not been provided for the Group because the Group had no significant temporary differences at the reporting date (2016: Nil).

	For the six months ended 30 September		For the three months ended 30 September	
	2017	2016	2017	2016
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Current tax				
– Hong Kong Profits Tax	180	–	128	–
– PRC Enterprise Income Tax	3,589	–	2,194	–
– Other overseas Tax	98	–	37	–
	<hr/>			
Tax charge for the period	3,867	–	2,359	–
	<hr/>			



8. DISCONTINUED OPERATIONS

On 27 September 2016, Upper Power Limited, a wholly owned subsidiary of the Company, entered into and completed a sale and purchase agreement with an independent third party (the “Investor”) pursuant to which Upper Power Limited sold the entire equity interest of Media Magic Technology Limited and its subsidiaries (collectively known as “Media Magic”), which is engaged in the energy management business, at a consideration of HK\$100,000 (the “Disposal”). Upon completion of the Disposal, the Group no longer has any equity interest in Media Magic.

Management considers that following the Disposal, the Group’s control over Media Magic had been discontinued and thereby constituted discontinued operations. Accordingly, certain comparative figures in the consolidated statement of comprehensive income have been re-presented to separately reflect the results of the continuing operations and discontinued operations. The results of the discontinued operations for the periods ended 30 September 2017 and 2016 have been analysed as follows:

(a) Profit (Loss) for the period from discontinued operations

	For the six months ended 30 September 2017 (Unaudited) HK\$'000	For the six months ended 30 September 2016 (Unaudited) HK\$'000	For the three months ended 30 September 2017 (Unaudited) HK\$'000	For the three months ended 30 September 2016 (Unaudited) HK\$'000
Revenue	-	-	-	-
Cost of services rendered and cost of goods sold	-	(2)	-	(1)
		(2)	-	(1)
Other income	-	-	-	-
Selling and distribution costs	-	-	-	-
Administrative expenses	-	(433)	-	(190)



8. DISCONTINUED OPERATIONS *(Continued)*

(a) Profit (Loss) for the period from discontinued operations *(Continued)*

	For the six months ended 30 September 2017 (Unaudited) HK\$'000	For the six months ended 30 September 2016 (Unaudited) HK\$'000	For the three months ended 30 September 2017 (Unaudited) HK\$'000	For the three months ended 30 September 2016 (Unaudited) HK\$'000
Loss before taxation	-	(435)	-	(191)
Income tax expenses	-	-	-	-
Loss after taxation	-	(435)	-	(191)
Profit (Loss) on disposal of subsidiaries	-	17,564	-	17,564
Income tax related to loss on disposal of subsidiaries	-	-	-	-
Net profit (loss) attributable to discontinued operations	-	17,129	-	17,373
Profit (Loss) from discontinued operations attributable to:				
- Equity holders of the Company	-	17,129	-	17,373
- Non-controlling interests	-	-	-	-
	-	17,129	-	17,373



8. DISCONTINUED OPERATIONS *(Continued)*

(b) The net cash outflows attributable to discontinued operations

	For the six months ended 30 September 2017 (Unaudited) HK\$'000	For the six months ended 30 September 2016 (Unaudited) HK\$'000
Net cash flows		
Operating activities	–	(672)
Investing activities	–	–
Financing activities	–	–
	<hr/>	<hr/>
Total net cash outflows	–	(672)

9. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share is based on the profit attributable to equity holders of the Company for continuing and discontinued operations and the weighted average number of the Company's ordinary shares in issue during the period as follows:

	For the six months ended 30 September		For the three months ended 30 September	
	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000	2017 (Unaudited) HK\$'000	2016 (Unaudited) HK\$'000
Profit (Loss) attributable to equity holders of the Company from continuing and discontinued operations	13,516	(26)	6,651	11,578
	<hr/>	<hr/>	<hr/>	<hr/>
Profit (Loss) attributable to equity holders of the Company from continuing operations	13,516	(17,155)	6,651	(5,795)
	<hr/>	<hr/>	<hr/>	<hr/>
Weighted average number of ordinary shares in issue during the period	2,393,257,480	1,724,684,365	2,417,475,513	1,770,054,643



9. EARNINGS (LOSS) PER SHARE *(Continued)*

The Company did not have any dilutive potential ordinary shares for the Period and the period ended 30 September 2016. Accordingly, the diluted earnings (loss) per share is the same as basic earnings (loss) per share.

10. DIVIDENDS

The Directors do not declare the payment of an interim dividend for the Period (2016: Nil).

11. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired property, plant and equipment of approximately HK\$102,344,000 which comprises mainly of fishing vessels amounting to RMB86,000,000 (approximately HK\$101,176,000). For details of fishing vessels, please refer to the Company's announcement dated 25 May 2017 and 2 June 2017 (31 March 2017: approximately HK\$397,000).

12. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
Equity securities-listed in Hong Kong	2	66,093

- (a) The fair value of listed equity securities is based on quoted market prices in active markets.
- (b) At the end of the reporting period, the Group has no margin facility (31 March 2017: approximately HK\$20,816,000) from a security broker, which is secured by the Group's financial assets at fair value through profit or loss with carrying amount of approximately HK\$2,000 (31 March 2017: approximately HK\$66,093,000).



13. TRADE AND OTHER RECEIVABLES

	As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
Trade receivables from third parties	159,676	116,272
Allowance for bad and doubtful debts	—	—
	<hr/>	<hr/>
(a)	159,676	116,272
Other receivables		
Prepayments	7,406	833
Advance payment to suppliers	16,807	9,590
Other receivables	18,871	8,924
	<hr/>	<hr/>
	43,084	19,347
	<hr/>	<hr/>
	202,760	135,619
	<hr/>	<hr/>



13. TRADE AND OTHER RECEIVABLES *(Continued)*

- (a) The Group normally grants credit term of 90 days to its customers upon the delivery of products or when the services are rendered and invoices are issued. The aging of trade receivables (net of allowances of bad and doubtful debts) based on invoice date is as follows:

	As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
Less than 90 days	142,665	2,099
91 – 180 days	11,399	9,251
181 – 270 days	–	76,579
271 – 365 days	270	28,343
Over 1 year	5,342	–
	<hr/> 159,676	<hr/> 116,272



14. LOANS AND INTERESTS RECEIVABLES

	As at 30 September 2017 (Unaudited) HK'000	As at 31 March 2017 (Audited) HK'000
Loans to customers	147,000	87,000
Accrued interest receivables	9,438	5,413
	<hr/> 156,438	92,413
Impairment allowance on individual assessment	-	-
	<hr/> 156,438	92,413
Analysed as:		
Non-current assets	-	-
Current assets	156,438	92,413
	<hr/> 156,438	92,413

The Group seeks to maintain strict control over its outstanding loans receivable to minimize credit risk. Overdue balances are reviewed regularly by management.

The Group's loan receivable, which arise from money lending business of providing loans in Hong Kong, are denominated in Hong Kong Dollars.



14. LOANS AND INTERESTS RECEIVABLES *(Continued)*

The credit quality analysis of the loans receivable is as follows:

	As at 30 September 2017 (Unaudited) HK'000	As at 31 March 2017 (Audited) HK'000
Neither past due nor impaired		
– Unsecured	114,505	59,163
Less than 1 month past due	41,933	–
1 to 3 months past due	–	33,250
Over 3 months past due	–	–
	156,438	92,413
Impaired	–	–
	156,438	92,413

15. TRADE AND OTHER PAYABLES

	As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
Trade payables	43,959	455
Accruals	6,512	9,764
Other payables	21,866	16,667
	72,337	26,886



15. TRADE AND OTHER PAYABLES *(Continued)*

- (a) Included in trade and other payables are trade payable with the following aging analysis, based on invoice date:

	As at 30 September 2017 (Unaudited) HK\$'000	As at 31 March 2017 (Audited) HK\$'000
Less than 90 days	43,312	455
91-180 days	-	-
181-270 days	-	-
271-365 days	647	-
	<hr/> 43,959	<hr/> 455



16. SHARE CAPITAL

	Number of shares		Nominal value	
	30 September 2017 (Unaudited)	31 March 2017 (Audited)	30 September 2017 (Unaudited) HK\$'000	31 March 2017 (Audited) HK\$'000
<i>Authorised:</i>				
At beginning and at end of the period/year				
Ordinary shares of HK\$0.01 each	20,000,000,000	20,000,000,000	200,000	200,000
<i>Issued and fully paid:</i>				
At beginning of the period/year				
Ordinary shares of HK\$0.01 each	2,014,575,513	1,678,815,513	20,146	16,787
Issue of shares under placements	402,900,000	335,760,000	4,029	3,359
At the end of the period/year				
Ordinary shares of HK\$0.01 each	2,417,475,513	2,014,575,513	24,175	20,146

17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these financial statements on a recurring basis at the end of the reporting period across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level of input that is significant to the entire measurement.

The levels of inputs are defined as follows:

- Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;



17. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(Continued)

- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
- Level 3 (lowest level): unobservable inputs for the asset or liability.

(a) Assets measured at fair value

	Level 1	Level 1
	As at	As at
	30 September 2017	31 March 2017
	(Unaudited)	(Audited)
	HK\$'000	HK\$'000
Financial assets at fair value through profit or loss		
Equity investments listed in Hong Kong	2	66,093

During the six months ended 30 September 2017 and 2016, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

(b) Financial assets and liabilities not measured at fair value

The carrying amounts of the financial assets and liabilities of the Group carried accounts at other than their fair value are not materially different from their fair values as at 30 September 2017 and 31 March 2017.



18. EVENTS AFTER THE REPORTING DATE

- (i) On 5 September 2017, a placing agreement (the “Placing Agreement”) was entered into between the Company and Kingston Securities Limited (the “Placing Agent”), pursuant to which the Company had conditionally agreed to place through the Placing Agent on a best effort basis, of up to 483,480,000 new shares (the “Placing Shares”) at HK\$0.48 per Placing Share (the “Placing”). On 3 October 2017, 483,480,000 Placing Shares were allotted and issued by the Company pursuant to the Placing Agreement.

The gross proceeds from the Placing is approximately HK\$232 million and the net proceeds from the Placing, after deduction of commission and other expenses of the Placing from the gross proceeds, is approximately HK\$226 million which is intended to apply as to (i) approximately HK\$150 million for development of aquatic trading business with a major PRC customer for its processed food manufacturing, (ii) approximately HK\$30 million for the development of fishing business in Mozambique, including the construction of fishing vessels and operating cash flows such as wages, fuel charges and other operating charges for the fishing operation, (iii) approximately HK\$30 million for the purchase of cold storage in Cambodia to facilitate the storage of aquatic products before its export to the PRC; and (iv) approximately HK\$16 million as general working capital of the Group.

- (ii) On 27 October 2017, the Company has completed the subscription agreement with the Subscriber (an independent third party), Mr. Liu Rongsheng (chairman, chief executive officer and an executive Director of the Company) and Mr. Liu Yi (a substantial shareholder of the Company) as guarantors, to which the Subscriber has agreed to subscribe for the convertible bonds in an aggregate principal amount of HK\$100 million. The convertible bonds shall carry the rights to convert into conversion shares at the initial conversion price of HK\$0.24 per conversion share. A maximum number of 416,666,667 conversion shares will be allotted and issued upon exercise of all conversion rights.



18. EVENTS AFTER THE REPORTING DATE *(Continued)*

- (iii) On 4 October 2017, Jin Yu Tang (Shenzhen) Fishery Co., Ltd (“Jin Yu Tang”), a subsidiary of the Group, entered into a sale and purchase agreement with an independent third party in relation to acquisition of 80% equity interest in Stonechen Comercial-Produtos da Pesca de Moma, Limitada (“Stonechen”), a company established in Nampula, Mozambique, for a total consideration of 53.3 million Metical (equivalent to HK\$6.6 million). Stonechen has obtained the catching license in Nampula, Mozambique and is permitted to carry out aquatic product catching business in that area. On 15 September 2017, the Target Company obtained the right to use approximately 2,000 hectares of land from the Mozambique government for the purposes of expanding its aquatic product catching, breeding and raising business. The consideration was settled by cash.



MANAGEMENT DISCUSSION AND ANALYSIS

Operational review

Supply chain management and related services

The supply chain management service remains the main focus of the Group. The Group is providing intermediate service between suppliers and customers and it takes advantage of the business networks and resources in order to assist small and medium-sized enterprises in various industries to minimise the overall operation cost. Owing to the solid financial background of the Group and the great demand for supply chain service in mainland China, the Group has established many strategic partnerships with other supply chain companies, so as to undertake the operation of purchase and sales based on the services on import and export trade, logistic, customs clearance and storage.

During the Period, the Group expanded its supply chain management service to include aquatic products and signed new contracts for electronic products, the supply chain management and related services regained its forward momentum.

Money lending business

The Group obtained a money lender license in Hong Kong under the Money Lenders Ordinance through the acquisition of a subsidiary in June 2016 to broaden its source of income and expand its business operations, in order to generate profits and return for the Group and the shareholders. As at the end of the Period, unsecured loans totaling HK\$147,000,000 were granted to 10 individuals and 3 corporations. Depending on the financial strength of the various lenders, the Group charged interest at rates which varied from 6% to 18% per annum. The Group regularly assessed the recoverability risk of its loan receivables portfolio to ensure that impairment loss, if any, would be made in a timely manner. During the Period, the Group generated interest income of approximately HK\$8,483,000 from its money lending business.

Financial review

The Revenue for the Group increased significantly for the Period to approximately HK\$405,595,000 as compared to approximately HK\$103,600,000 for the corresponding period in 2016. The Group has continued to develop its business relationships with its business partners and potential partners in the PRC in order to increase and explore new sources of income.



The Group recorded an increase in gross profit to approximately HK\$25,591,000 in the Period as compared to approximately HK\$4,957,000 in the corresponding period in 2016. The Group will continue to control the material costs and explore new business opportunities so as to improve the gross profit of the Group.

Net profit attributable to equity holders of the Company for the Period amounted to approximately HK\$13,516,000 as compared to a loss of approximately HK\$26,000 in the corresponding period in 2016. The major component of the Group's expenses were entertainment, rent and rates, salaries and payroll.

Loans receivables

As at 30 September 2017, the Company has the following outstanding loan transactions:

Loan No.	Date of Loan	Name of borrower	Loan amount (HK\$'000)	Interest amount (HK\$'000)	Status as of the date of this report:	Collateral
1	6 July 2016	Guo Wei Hua* 郭為華	10,000	498	Repayable on 15 November 2017	Unsecured
2	8 July 2016	Deng Rongjie	10,000	505	Repayable on 15 November 2017	Unsecured
3	20 July 2016	Nie Yaoxi	10,000	505	Repayable on 15 November 2017	Unsecured
4	9 September 2016	Lu Lin Yu* 陸麟育	15,000	1,870	Repayable on 30 November 2017	Unsecured
5	9 September 2016	Deng Wen Cong* 鄧文聰	15,000	1,910	Repayable on 30 November 2017	Unsecured
6	20 January 2017	Guo Yiwu* 郭奕武	10,000	418	Repayable on 15 November 2018	Unsecured



Loan No.	Date of Loan	Name of borrower	Loan amount (HK\$'000)	Interest amount (HK\$'000)	Status as of the date of this report:	Collateral
7	23 March 2017	HongHu Capital Co., Ltd.	7,000	367	Repayable on 22 March 2018	Unsecured
8	27 March 2017	HongHu Capital Co., Ltd.	10,000	513	Repayable on 26 March 2018	Unsecured
9	10 April 2017	Fu Xiong* 符雄	5,000	169	Repayable on 9 April 2018	Unsecured
10	24 April 2017	Wang Jin* 王建	15,000	785	Repayable on 23 April 2018	Unsecured
11	26 April 2017	Siam Air Transport Co., Ltd.	15,000	770	Repayable on 26 April 2018	Unsecured
12	28 April 2017	Super Silver International Trading Ltd.	15,000	765	Repayable on 27 April 2018	Unsecured
13	11 May 2017	Lee Kim Wan	2,500	117	Repayable on 10 May 2018	Unsecured
14	22 June 2017	Huang Hua* 黄花	4,000	132	Repayable on 21 June 2018	Unsecured
15	23 June 2017	Huang Hua* 黄花	3,500	114	Repayable on 21 June 2018	Unsecured

* for identification purposes only



The Board confirms that the above loans were entered in the ordinary course of business and on normal commercial terms. The Board considers that the terms of the above loans are in the interests of the Company and the Shareholders as a whole.

All of the above loans were funded by internal resources of the Group. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the borrowers is a third party independent from the Company and its connected persons.

Outlook

Despite the stable growth of the Company's supply chain management business during the Period because of the new contracts mark with the Company's customers, the Company will pay close attention to its performance and future development. At the same time, the management will continuously monitor and review the overall operation and financial performance of the Group's businesses so as to cope with the ever-changing business environment. The management will continue to proactively seek other promising investment and business opportunities to broaden the source of income of the Group and enhance value to the shareholders of the Company through investment and/or acquisitive business or projects that have promising outlooks and prospects, and with the Group's new management team having extensive experience in the marine fishing business, the Group will also explore further opportunities in the marine fishing business.

Liquidity, financial resources and capital structure

As at 30 September 2017, the Group had total assets of approximately HK\$488,033,000 (31 March 2017: approximately HK\$326,143,000), including bank balances and cash of approximately HK\$18,177,000 (31 March 2017: approximately HK\$23,955,000).



For the Period, the Group financed its operations mainly with its own working capital and there were no general banking facilities.

As at 30 September 2017, the gearing ratio (defined as the ratio between total bank borrowings and total assets) was zero (31 March 2017: Nil). The Group had no bank borrowings as at 30 September 2017 (31 March 2017: Nil).

Placing of new shares

On 20 March 2017, a placing agreement (the “Placing Agreement”) was entered into between the Company and the Placing Agent, pursuant to which the Company had appointed the Placing Agent to place, on a best effort basis, of up to 402,900,000 new Shares (the “Placing Shares”), to currently expected not less than six placees at a price of HK\$0.30 per Placing Shares.

On 10 April 2017, 402,900,000 Placing Shares were allotted and issued by the Company pursuant to the Placing Agreement. The net proceeds arising from the above placing amounted to approximately HK\$117.4 million, net of expenses, which were used as to (i) approximately HK\$23.4 million for the capital commitment under a joint venture agreement entered into between a subsidiary of the Company and Khmer First Investment Holdings Group Co., Ltd. dated 20 January 2017 for setting up a joint venture company in Cambodia; and (ii) the remaining HK\$94 million as general working capital of the Group with approximately HK\$66.1 million to be applied for the Group’s expansion of the supply chain operations and approximately HK\$22.5 million for the Group’s net operation outlays.

Please refer to the Company’s announcements dated 20 March 2017 and 10 April 2017 respectively for further details.

Exposure to fluctuations in exchange rates and related hedges

Most of the transactions of the Group are denominated in Hong Kong Dollar (“HKD”) and Renminbi (“RMB”). The Group adopts a conservative treasury policy with most of the bank deposits being kept in HKD, or in the local currencies of the operating subsidiaries to minimise exposure to foreign exchange risks. As at 30 September 2017, the Group had no foreign exchange contracts, interests or currency swaps or other financial derivatives for hedging purposes.



Significant investment held and performance

As at 30 September 2017, the Group held investments in securities in Hong Kong (collectively, the “Investments”) with a market value of approximately HK\$2,000 (31 March 2017: approximately HK66,093,000), representing an investment portfolio of 1 (31 March 2017: 8) listed securities in Hong Kong.

Material acquisitions and disposal of subsidiaries and affiliated companies

Save as disclosed above, the Group had no significant investments, material acquisition or disposal of subsidiaries and affiliated companies during the Period.

Pledge of Assets and Contingent liabilities

Save as disclosed above, the Group had no pledge of assets and contingent liability as at 30 September 2017 (31 March 2017: Nil).

Employees and remuneration policies

As at 30 September 2017, the Group had 52 (31 March 2017: 40) employees including the Directors. Total staff costs (excluding Directors’ emoluments) amounted to approximately HK\$6,606,000 for the Period, as compared to approximately HK\$3,648,000 in the corresponding period in 2016. Remuneration is determined by reference to market terms and the performance, qualification and experience of individual employee. Year-end bonus based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to statutory mandatory provident fund scheme to its employees in Hong Kong and basic insurance for the elderly, basic medical insurance, work injury insurance and unemployment insurance to its employees in the PRC.

Future plans for material investments or capital assets and their expected sources of funding in the coming year

Save as disclosed in the “Outlook” above, the Group has no future plans for material investments or capital assets in the coming year.



RISKS AND UNCERTAINTIES RELATING TO THE GROUP'S BUSINESS

The Group's financial condition, results of operations, and business prospects may be affected by a number of risks and uncertainties directly or indirectly pertaining to the Group's businesses. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties in addition to those shown below which are not known to the Group or which may not be material now but could turn out to be material in the future.

Market Risk

Market risk is the risk that deteriorates profitability or affects ability to meet business objectives arising from the movement in market prices. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Operational Risk

Operational risk is the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.

Responsibility for managing operational risks basically rests with every function at divisional and departmental levels. Key functions in the Group are guided by their standard operating procedures, limits of authority and reporting framework. The management will identify and assess key operational exposures regularly so that appropriate risk response can be taken.

Investment Risk

Investment risk can be defined as the likelihood of occurrence of losses relative to the expected return on any particular investment. Key concern of investment framework will be balancing risk and return across different investments, and thus risk assessment is a core aspect of the investment decision process. Proper authorisation system has been set up and detailed analysis will be made before approving investments. Regular updates on the progress of the investments of the Group would be submitted to the Board.

Manpower and Retention Risk

The Group may face the risk of not being able to attract and retain key personnel and talents with appropriate and required skills, experience and competence which would meet the business objectives of the Group. The Group will provide attractive remuneration package to suitable candidates and personnel.



Financial Risk

The Group's also faces financial risks including interest rate risk, foreign currency risk, credit risk and liquidity risk. Details of these financial risks are set out in annual report for the year ended 31 March 2017.

INTERIM DIVIDEND

The Directors do not declare the payment of an interim dividend for the Period (2016: Nil).

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATION

As at 30 September 2017, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of the SFO (including interest or short positions which they had taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by directors were as follows:

Long position in the Shares

Name of Director	Capacity	Number of ordinary Shares held	Approximate percentage of issued share capital
Mr. Chen Liang	Beneficial owner	3,972,000	0.16



Save as disclosed above, as at 30 September 2017, none of the Directors nor the chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the “SFO”), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he was taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by the Directors to be notified to the Company and the Stock Exchange.

SHARE OPTION SCHEME

The Company adopted a share option scheme on 18 October 2011 (the “Share Option Scheme”) for the purpose of providing incentives or rewards to the eligible participants for their contribution to the Group and/or enabling the Group to recruit additional employees and retain existing employees and to provide them with a direct economic interest in attaining the long term business objectives of the Group.

Eligible participants of the Share Option Scheme include the employees, consultants, suppliers or customers of the Company and its subsidiaries, including any independent non-executive directors of the Company.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since its adoption.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under paragraphs headed “Directors, Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” and “Share Option Scheme” above, at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.



DIRECTORS' INTEREST IN COMPETING BUSINESS

During the Period and up to the date of this report, the director who has an interest in any business apart from the Group's business, which competes or is likely to compete either directly or indirectly, with the Group's business that need to be disclosed pursuant to Rule 11.04 of the GEM Listing Rules is as follows:

Director	Name of company	Nature of business	Nature of interest
Mr. Liu Rongsheng	Royal Century Resources Holdings Limited ("Royal Century") and its subsidiaries	Money lending business	Executive director and chief executive officer of Royal Century
Mr. Pang Pui Hung, Paton	Markway Finance Limited ("Markway")	Money lending business	a director of Markway

As Mr. Liu Rongsheng is the executive director and chief executive officer of Royal Century and has not involved in the daily operation of the subsidiaries of Royal Century which are operating the money lending business, the Group is capable of carrying on its business independently to, and at arm's length from the business of those companies.

As Mr. Pang Pui Hung, Paton is an independent non-executive director of the Company and has not involved in the daily operation of the Group, the Group is capable of carrying on its business independently to, and at arm's length from the business of Markway.

Save as disclosed above, during the Period, none of the Directors or the controlling shareholders or substantial shareholders or their respective close associates (as defined in the GEM Listing Rules) of the Company had an interest in a business which competed with or might compete with the business of the Group.



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2017, the interests and short positions of persons in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or substantial shareholders as recorded in the register of substantial shareholders required to be kept by the Company under Section 336 of the SFO were as follows:

Name of shareholder	Capacity	Number of the ordinary shares held	Approximate percentage of issued share capital
Liu Yi	Beneficial owner	573,944,000 (L)	23.74%

(L) denotes long position

Save as disclosed above, as at 30 September 2017, the Directors were not aware of any other person who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO or, who was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or any other substantial shareholders whose interests or short positions were recorded in the register required to be kept by the Company under Section 336 of the SFO.



PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

The Company did not redeem any of its shares (the "Shares"), nor did the Company or any of its subsidiaries purchase or sell any such Shares during the Period.

CHANGES OF DIRECTORS' AND CHIEF EXECUTIVE'S INFORMATION

The changes of the Directors' information since the disclosure made in the Company's 2016-2017 Annual report dated 29 June 2017 were set out as follows:

- Mr. Gan Weiming has resigned as an executive Director on 2 August 2017.
- Ms. Li Mei has resigned as an independent non-executive Director on 2 August 2017 and she ceased to be a licensed person under the SFO to carry on type 1 regulated activity (dealing in securities).
- Ms. Wei Qing has been appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 25 August 2017, and re-designated as an executive Director and resigned as an independent non-executive Director and member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 10 October 2017.
- Mr. Yang Yong has been appointed as a non-executive Director on 10 October 2017.
- Mr. Zhu Yifeng has been appointed as an independent non-executive Director and a member of the Audit Committee on 10 October 2017.
- Mr. Pang Pui Hung, Paton has been appointed as a member of the Nomination Committee on 10 October 2017.



PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws of the Company or the laws of Bermuda, which would oblige the Company to offer new shares on a pro rata basis to the existing Shareholders.

CODE OF CONDUCT REGARDING DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Director's securities transactions on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having been made a specific enquiry by the Company, each of them confirmed that he/she had complied with such code of conduct and the required standard of dealings regarding securities transactions throughout the Period.

CORPORATE GOVERNANCE CODE

The Company has adopted the code provisions set out in the Corporate Governance Code (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. The Company has applied the principles in the CG Code and complied with the code provisions set out in the CG Code for the Period.



AUDIT COMMITTEE

The Audit Committee was established in October 2001 with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. As at 30 September 2017, the Audit Committee comprised two independent non-executive Directors, namely Mr. Pang Pui Hung, Paton and Ms. Li Yuen Fong, Michelle. Events after the reporting period, Mr. Zhu Yifeng has been appointed as an independent non-executive Director and a member of the Audit Committee on 10 October 2017. The chairman of the Audit Committee was Mr. Pang Pui Hung, Paton.

The unaudited condensed consolidated financial statements of the Group for the Period have been reviewed by the Audit Committee, which is of the opinion that such statements comply with the applicable accounting standards, requirements of the GEM Listing Rules and any other applicable laws and that adequate disclosures have been made.

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

Hong Kong, 10 November 2017

As at the date of this report, 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.