

CHINA FISHERY GROUP LIMITED
(Incorporated in the Cayman Islands)

**CONFIRMATION OF THE COMPANY'S CHAPTER 11 RESTRUCTURING PLAN AND OTHER
APPROVALS BY THE US BANKRUPTCY COURT**

The board of directors (the “**Board**”) of China Fishery Group Limited (the “**Company**”) and its subsidiaries (the “**Group**”) refers to the Company’s announcements dated 10 September 2020, 3 March 2021, 19 March 2021, 22 June 2021, 22 July 2021, 2 September 2021, and 15 October 2021 and 26 November 2021 (collectively, the “**Announcements**”).

All capitalised terms used in this announcement which are not defined shall bear the meanings given to them in the Confirmation Order (as defined below).

CONFIRMATION OF COMPANY'S CHAPTER 11 RESTRUCTURING PLAN

Further to the Announcements, the Board wishes to update the Company’s shareholders (the “**Shareholders**”) that, on 16 February 2022, the US Bankruptcy Court in the Southern District of New York (the “**Court**”) confirmed a Chapter 11 restructuring plan (the “**Plan**”) for the Company and its indirect shareholder, Pacific Andes Resources Development Limited (“**PARD**”) (“**Confirmation Order**”). A copy of the Court’s Confirmation Order, also known as “*Order signed on 2/23/2022 Confirming Seventh Amended Chapter 11 Plan. <B. Post-Confirmation Order and Notice due by 3/11/2022 (related document(s)[2968]) (Rodriguez, Willie) [Docket No. 2978]*”, can be accessed via the following link:
<https://document.epiq11.com/document/getdocumentsbydocket/?docketId=943198&projectCode=CHF&docketNumber=2978&source=DM>.

The Plan represents the most significant milestone in the resolution of the Chapter 11 proceedings, and a culmination of efforts to achieve a best possible Chapter 11 restructuring plan for the Company and PARD in the circumstances.

The Plan is separate from the Chapter 11 restructuring plan filed by the Creditor Plan Proponents and approved by the Court on 10 June 2021 (the “**CFG Peru Plan**”).

Shareholders should note the conditions precedent to the occurrence of the Effective Date of the Plan, as set out in section 11 of the Plan. In particular, Shareholders should note that (a) the Plan will not become effective until the Effective Date of the CFG Peru Plan has occurred, and the CFG Peru Settlement Payment and the CFG Peru Administrative Expense Settlement Proceeds have been released pursuant to the Global Settlement Agreement (as defined in the Company’s announcement dated 2 September 2021); and (b) the CFG Peru Plan will not become effective until it is sanctioned by the appropriate court in the United Kingdom (the “**UK Plan Sanction**”).

The Board also wishes to draw the Shareholders’ attention to certain other provisions in the Confirmation Order as summarised below:

- With respect to Classes of Impaired Claims or Impaired Interests, each Holder of a Claim or Interest of such Class has accepted the Plan or will receive or retain under the Plan, on account of such Claim or Interest, property of a value that is not less than the amount such Holder would so receive or retain if the Plan Debtors were liquidated under Chapter 7 of the Bankruptcy Code (Paragraph 12).
- The Court considered the Plan to be feasible. In particular, (i) confirmation of the Plan is not likely to be followed by the need for further financial liquidation except with respect to such liquidation proposed by the Plan, and (ii) upon the Effective Date of the Plan, there will be sufficient funds available to meet the obligations under the Plan (Paragraph 13).

- The Court approved the appointment of the Plan Administrator, and authorised the Plan Administrator to, upon the Effective Date, take all actions under the terms of the Plan, including, without limitation, the powers and duties identified in Section 7.4(d) of the Confirmation Order (Paragraph 22).
- The Plan Administrator is authorised to take steps to dissolve the Plan Debtors and Non-Debtor Affiliates (Paragraph 23).

SETTLEMENT AGREEMENTS APPROVED

The Confirmation Order incorporates by reference two settlement agreements recently approved by the Court, details of which are set out below:

1. a settlement deed (the “**HSBC Settlement Deed**”) entered into among the Hong Kong and Shanghai Banking Corporation Limited, the Debtors, the Non-Debtor Affiliated Companies and the Ng Family Members, each as defined in the HSBC Settlement Deed, and approved by the Court on 21 January 2022. The Court’s order approving the HSBC Settlement Deed can be accessed via the following link:
<https://document.epiq11.com/document/getdocumentbycode?docId=4055257&projectCode=CHF&source=DM>; and
2. a settlement agreement (the “**FTI Settlement Agreement**”) entered into among the Debtors, Ng Family Members, the Ng Entities, the Liquidators and the Liquidator-Controlled Companies, each as defined in the FTI Settlement Agreement, and approved by the Court on 24 January 2022. The Court’s order approving the FTI Settlement Agreement can be accessed via the following link:
<https://document.epiq11.com/document/getdocumentbycode?docId=4055298&projectCode=CHF&source=DM>.

CAUTIONARY STATEMENT

Shareholders should note that there is no certainty or assurance that the UK Plan Sanction will be approved. The Company will announce further updates as significant developments arise.

By Order of the Board

Ng Puay Yee (Jessie)
 Executive Director and Chief Executive Officer

3 March 2022