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If you have sold or transferred all your shares in **Jinhui Holdings Company Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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JINHUI HOLDINGS COMPANY LIMITED

金輝集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice dated 11 April 2016 convening the annual general meeting of Jinhui Holdings Company Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 May 2016 at 9:30 a.m. is reproduced on pages 11 to 14 of this circular for information only. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting should you so desire.

11 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 May 2016 at 9:30 a.m.;
“AGM Notice”	the notice convening the AGM, a copy of which is reproduced on pages 11 to 14 of this circular for information only;
“Articles of Association”	the articles of association of the Company and “Article” shall be construed accordingly;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of directors of the Company;
“CG Code”	Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 of the Listing Rules;
“Company”	Jinhui Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Fairline”	Fairline Consultants Limited, a limited liability company incorporated in the British Virgin Islands;
“Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a company incorporated in Bermuda and an approximately 54.77% owned subsidiary of the Company as at the Latest Practicable Date, whose shares are listed on the Oslo Stock Exchange, Norway;
“Latest Practicable Date”	5 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of share(s);

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Future Commission, as amended from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



JINHUI HOLDINGS COMPANY LIMITED
金輝集團有限公司
(Incorporated in Hong Kong with limited liability)

Stock Code: 137

Executive Directors:

Ng Siu Fai, *Chairman*
Ng Kam Wah Thomas, *Managing Director*
Ng Ki Hung Frankie
Ho Suk Lin

Registered office:

26th Floor
Yardley Commercial Building
1-6 Connaught Road West
Hong Kong

Independent Non-executive Directors:

Cui Jianhua
Tsui Che Yin Frank
William Yau

11 April 2016

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give Shareholders the AGM Notice at which the necessary resolutions will be proposed to consider and, if thought fit, approve (i) the granting of the general mandates to issue and repurchase the Shares and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the AGM, separate ordinary resolutions will be proposed to seek the approval of the Shareholders to grant to the Directors general mandates to:

- (i) allot and issue, subject to the criteria set out in the AGM Notice, Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of passing of the relevant resolution and to allot and issue further Shares repurchased by the Company pursuant to the repurchase mandate referred to in (ii) below; and
- (ii) repurchase, subject to the criteria set out in the AGM Notice, Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of passing of the relevant resolution.

The proposed general mandate to issue Shares will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (d) of resolution 5 as set out in the AGM Notice.

A statement explaining the proposed general mandate to repurchase Shares is set out in the Explanatory Statement in Appendix I to this circular in accordance with the Listing Rules in respect of a repurchase of securities by a company with its primary listing on the Stock Exchange.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises of four executive directors, including the Chairman and the Managing Director, and three independent non-executive directors.

All the Directors, other than the Chairman and the Managing Director, shall be subject to retirement by rotation as provided in the Articles of Association. According to the Article 92, at the annual general meeting in every year, one-third of the Directors who are subject to retirement by rotation or, if their number is not three or multiple of three, then the number nearest one-third, shall retire from office; but if there is only one Director who is subject to retirement by rotation, he shall retire, provided that, in any case, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall be those who have been longest in office since their last appointment and re-appointment.

At the AGM, resolution numbered 2 as set out in the AGM Notice, Ms. Ho Suk Lin and Mr. Cui Jianhua will retire from office as Directors at the AGM and, being eligible, will offer themselves for re-election pursuant to the Articles of Association. Details of Ms. Ho Suk Lin and Mr. Cui Jianhua, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

Pursuant to code provision A.4.3 of the CG Code, (a) having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence; and (b) if an independent non-executive director has served for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

LETTER FROM THE BOARD

Notwithstanding that Mr. Cui Jianhua has served as an independent non-executive director for more than nine years since 1993, the Board is of the view that his independence is not affected by his long service with the Company. Mr. Cui Jianhua meets the independence guideline set out in Rule 3.13 of the Listing Rules. He is independent of the management and free from any business or other relationship or circumstances which would materially interfere with the exercise of his independent judgement. Hence, the Board considered Mr. Cui Jianhua as independent and should be re-elected as an independent non-executive director at the AGM.

AGM

The AGM Notice convening the AGM to be held on Thursday, 12 May 2016 at 9:30 a.m. at which the above proposals will be considered is reproduced on pages 11 to 14 of this circular. Ordinary resolutions in respect of (i) the re-election of the retiring Directors, (ii) the grant of general mandate for the repurchase of Shares and the general mandate to allot, issue and deal with additional Shares as referred to above will be proposed at the AGM.

VOTING BY POLL

All the resolutions set out in the AGM Notice would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy shall have one vote for each share registered in his name in the register. A Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and of the Company (www.jinhuiship.com).

RECOMMENDATIONS

The Directors consider that each of the proposed ordinary resolutions for approval of (i) the general mandates to repurchase Shares and to issue Shares and (ii) the re-election of retiring Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of the resolutions in relation to the above proposals to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Jinhui Holdings Company Limited
Ng Siu Fai
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the proposal to permit the granting of the general mandate given to the Directors to repurchase shares of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all the powers of the Company to purchase Shares subject to the criteria set out in this circular. Shareholders should note that the authority relates only to purchases made on the Stock Exchange and otherwise in accordance with the Listing Rules.

In addition, the general mandate to repurchase Shares will continue to be in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in paragraph (c) of resolution 6 as set out in the AGM Notice.

EXERCISE OF THE REPURCHASE MANDATE

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the mandate granted to them would be beneficial to the Company if resolution 6 as set out in the AGM Notice (the “Repurchase Mandate”) is passed.

Subject to the criteria set out in the AGM Notice, it is proposed that the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 10% of the aggregate number of issued Shares on the date of passing of the relevant resolution for granting the Repurchase Mandate. Based on 530,289,480 Shares in issue as at the Latest Practicable Date, exercise in full of the Repurchase Mandate could result in up to 53,028,948 Shares being repurchased by the Company in the course of the period prior to the next annual general meeting of the Company or such earlier date as referred to in paragraph (c) of resolution 6 as set out in the AGM Notice.

REASONS FOR REPURCHASES

Repurchases will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share.

FUNDING OF REPURCHASES

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the laws of Hong Kong. Repurchases pursuant to the Repurchase Mandate would be financed entirely from the Company’s available cash flow or working capital facilities. Any repurchases will be made out of funds of the Company permitted to be utilised in this connection, including profits otherwise available for distribution.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements as at 31 December 2015) in the event that the Repurchase Mandate is exercised in full at any time during the proposed purchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company or its subsidiaries or have undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase Shares in accordance with the Repurchase Mandate and the Listing Rules and the applicable laws of Hong Kong.

CONSEQUENCES

If as a result of a repurchase of Shares a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder, or group of shareholders acting in concert depending on the level of increase in the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company, Fairline, the controlling shareholder of the Company, Messrs. Ng Siu Fai, Ng Kam Wah Thomas, Ng Ki Hung Frankie and their respective associates were together holds approximately 72.8% of the aggregate number of issued Shares as at the Latest Practicable Date. In the event that the Directors should exercise in full power to repurchase the shares which is proposed to be granted pursuant to general mandate on share repurchase, the shareholding of Fairline, Messrs. Ng Siu Fai, Ng Kam Wah Thomas, Ng Ki Hung Frankie and their respective associates in the Company would be increased to approximately 80.9%. The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate. The Directors have no present intention to repurchase Shares to an extent which result in the number of Shares held by the public being reduced to less than 25% of the aggregate number of issued Shares.

SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company or its subsidiaries during the six months prior to the Latest Practicable Date.

SHARE PRICES

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares recorded on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	1.49	1.26
May	1.46	1.21
June	1.80	1.29
July	1.37	1.01
August	1.34	1.00
September	1.08	0.90
October	1.09	0.98
November	1.05	0.94
December	1.07	0.97
2016		
January	1.06	0.88
February	1.15	0.90
March	1.21	0.85
April (<i>up to and including the Latest Practicable Date</i>)	0.95	0.91

The details of Directors who will retire and proposed to be re-elected at the AGM are as follows:

HO SUK LIN

Executive Director

Ms. Ho Suk Lin, aged 52. The Company Secretary of the Company since 1991, an Executive Director of the Company since 1993, an executive director and the company secretary of Jinhui Shipping (listed on the Oslo Stock Exchange) since 1994, and a director and/or company secretary of a number of subsidiaries of the Company. Ms. Ho is responsible for the Group's financial controls and secretarial matters. Ms. Ho has extensive working experience in finance and management. Prior to joining the Group in 1991, she worked in an international accounting firm. Ms. Ho is a fellow member of both the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants and also an associate member of the Institute of Chartered Accountants in England and Wales.

Save as disclosed above, Ms. Ho did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Ho has personal interest in 3,850,000 Shares.

Save as disclosed herein, Ms. Ho was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Ms. Ho has a letter of appointment with the Company for a term of three years commencing from 1 January 2016 which shall continue until terminated by either party by giving to the other party not less than three months' prior notice in writing and is subject to retirement and re-election provisions in the Articles of the Company. The emoluments paid by the Company to Ms. Ho for the year ended 31 December 2015 amounted to approximately HK\$260,000. In addition, the directors' fee and emoluments paid by Jinhui Shipping and its subsidiaries to Ms. Ho for the year ended 31 December 2015 amounted to approximately HK\$2,268,000. The directors' fees and emoluments were determined based on Ms. Ho's duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, there are no other matters that need to be brought to the attention to the Shareholders or other information which requires disclosure under rule 13.51(2) of the Listing Rules.

CUI JIANHUA

Independent Non-executive Director

Mr. Cui Jianhua, aged 61. An Independent Non-executive Director of the Company since 1993. Mr. Cui has extensive experience gained from his management positions in various China related entities. He is currently the managing director of Poco International Co. Ltd. Mr. Cui holds a Master of Arts Degree from McMaster University, Canada.

Save as disclosed above, Mr. Cui did not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any relationship with any of the Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Cui has personal interest in 960,000 Shares.

Save as disclosed herein, Mr. Cui was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Mr. Cui has a letter of appointment with the Company for a term of three years commencing from 1 January 2016 which shall continue until terminated by either party by giving to the other party not less than three months' prior notice in writing and is subject to retirement and re-election provisions in the Articles of the Company. For the year ended 31 December 2015, Mr. Cui was entitled to a fixed directors' fee of HK\$100,000 per annum as a Non-executive Director and a fee of HK\$112,000 as the chairman of both the remuneration committee and the nomination committee, and a member of the audit committee of the Company. The directors' fees and emoluments were determined based on Mr. Cui's duties and responsibilities and the prevailing market conditions.

Save as disclosed herein, there are no other matters that need to be brought to the attention to the Shareholders or other information which requires disclosure under rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



JINHUI HOLDINGS COMPANY LIMITED

金輝集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

NOTICE IS HEREBY GIVEN that the annual general meeting of Jinhui Holdings Company Limited (the “Company”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 May 2016 at 9:30 a.m. for the following purposes:

1. To receive and consider the Financial Statements, the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2015.
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
 - (a) Ms. Ho Suk Lin as an executive director; and
 - (b) Mr. Cui Jianhua as an independent non-executive director.
3. To authorize the board of directors of the Company to fix the directors’ remunerations.
4. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and authorize the board of directors of the Company to fix the auditor’s remuneration.

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); (ii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiary companies of shares or rights to acquire shares of the Company; or (iii) the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into ordinary shares of the Company, shall not exceed 20% of the number of issued shares of the Company on the date of the passing of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “Articles”) or any applicable laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to the shareholders on the register on a fixed record date in proportion to their shareholdings as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, to pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and it is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company repurchased by the Company pursuant to paragraph (a) above shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this Resolution and the said approval to the Directors in paragraph (a) above shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of Hong Kong to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider as Special Business and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

conditional upon Resolution No. 6 above being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in Resolution No. 6 above shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to Resolution No. 5 above, provided that such number of shares of the Company repurchased by the Company shall not exceed 10% of the number of issued shares of the Company on the date of the passing of this Resolution.”

8. To transact such other business as may properly be transacted at an annual general meeting.

By Order of the Board
Ho Suk Lin
Company Secretary

Hong Kong, 11 April 2016

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be lodged at the registered office of the Company at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong not less than 48 hours before the time appointed for holding the above meeting and any adjourned meeting.
3. The register of members of the Company will be closed from Tuesday, 10 May 2016 to Thursday, 12 May 2016, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 9 May 2016.
4. A circular containing, inter alia, further details on resolutions regarding (i) re-election of Directors and (ii) renewal of general mandate to repurchase shares of the Company will be sent to members together with the annual report.