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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

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is made by Jinhui Holdings Company Limited (the “Company”) in compliance with 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages for the document relating to the approval and publication of prospectus, commencement of subscription period and listing of new shares and listing of subscription rights in the Rights Issue carried out by Jinhui Shipping and Transportation Limited (“Jinhui Shipping”), an approximately 54.77% owned subsidiary of the Company; the document has been published by Jinhui Shipping, on 6 July 2017 through the Oslo Stock Exchange.

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any Jinhui Shipping Offer Shares in any jurisdiction in which such offer or solicitation is unlawful or where this would require registration, publication of a prospectus or similar action.

By Order of the Board
Jinhui Holdings Company Limited
Ng Siu Fai
Chairman

Hong Kong, 6 July 2017

As at date of this announcement, the Executive Directors of Jinhui Holdings Company Limited are Ng Siu Fai, Ng Kam Wah Thomas, Ng Ki Hung Frankie and Ho Suk Lin; and the Independent Non-executive Directors of Jinhui Holdings Company Limited are Cui Jianhua, Tsui Che Yin Frank and William Yau.



JINHUI SHIPPING AND TRANSPORTATION LIMITED

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Approval and publication of prospectus, commencement of subscription period, listing of new shares and listing of subscription rights

(Hong Kong, 6 July 2017) Reference is made to the announcement published on 3 July 2017 by Jinhui Shipping and Transportation Limited (the "Company") regarding a rights issue (the "Rights Issue") raising up to NOK 201,708,816 in gross proceeds through the issuance of up to 25,213,602 new shares (the "Offer Shares") at a subscription price of NOK 8.00 per share (the "Subscription Price") in the Company. Shareholders of the Company as per the end of 4 July 2017 and registered with Verdipapirsentralen (the "VPS"), the Norwegian Central Securities Depository on 6 July 2017 (the "Record Date") will be granted transferable subscription rights (the "Subscription Rights") in the Rights Issue, provided that such shareholders are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action ("Eligible Shareholders").

The Financial Supervisory Authority of Norway has today approved the prospectus of the Company dated 6 July 2017 (the "Prospectus") prepared in connection with the offering and listing on the Oslo Stock Exchange of up to 25,213,602 Offer Shares in connection with the Rights Issue at the Subscription Price with transferable subscription rights for Eligible Shareholders.

The subscription period for the Rights Issue will commence on 7 July 2017 at 09:00 CET and end at 16:30 CET on 21 July 2017 (the "Subscription Period").

Jinhui Holdings Company Limited, the Company's main shareholder, has unconditionally and irrevocably pre-subscribed for a total of 13,810,440 Offer Shares at the Subscription Price, which corresponds to a total subscription amount of NOK 110,483,520, equivalent to approximately USD 13.1 million. The pre-subscription amount equals Jinhui Holdings Company Limited's pro-rata portion of the Rights Issue, taking into consideration that Jinhui Holdings Company Limited owns 54.77% of the outstanding shares in the Company. Please see section 6.5 of the Prospectus for further information about the pre-subscription.

Eligible Shareholders will be granted 3 (three) Subscription Rights per 10 (ten) shares in the Company registered as held in the VPS on the Record Date, rounded down to the nearest whole Subscription Right and fractions of Subscription Rights will accordingly not be issued. Each Subscription Right will, subject to certain limitations based on applicable laws and regulations, give the holder the right to subscribe for, and be allocated, one Offer Share in the Rights Issue. Over-subscription will be permitted, but subscription without Subscription Rights will not be permitted.

The Prospectus is, subject to regulatory restrictions in certain jurisdictions, available at www.arctic.com and at the offices of Arctic Securities AS (the "Manager") at Haakon VII's gt.5, P.O. Box 1833 Vika, NO-0123 Oslo, Norway.

Eligible Shareholders in jurisdictions other than Norway should contact the Manager at tel. +47 21 01 30 40 or e-mail subscription@arctic.com in order to sign accredited investor representation letters and receive the Prospectus and subscription materials.

The Subscription Rights will be listed and tradable on the Oslo Stock Exchange in Norway on the separate ISIN BMG5137R1245 and with ticker "JIN T". The Subscription Rights are expected to have an economic value if the shares trade above the Subscription Price during the Subscription Period. Subscription Rights that are not sold before the end of the listing period for the Subscription Rights (i.e. before 19 July 2017 at 16:30 CET) or exercised before the end of the Subscription Period (i.e. before 21 July 2017 at 16:30 CET) will have no value and will lapse without compensation to the holders. Holders of Subscription Rights should note that subscriptions for Offer Shares must be made in accordance with the procedures set out in the Prospectus and that holding Subscription Rights in itself does not represent a subscription for Offer Shares.

If an Eligible Shareholder holds shares in the Company registered through a financial intermediary on the Record Date, the financial intermediary will customarily give the Eligible Shareholder details of the aggregate number of Subscription Rights to which it is entitled. The relevant financial intermediary will customarily supply each Eligible Shareholder with this information in accordance with its usual customer relations procedures. Eligible Shareholders holding their shares in the Company through a financial intermediary should contact the financial intermediary if they have received no information with respect to the Rights Issue.

The Rights Issue will result in an immediate dilution of up to approximately 23.08% for Eligible Shareholders who do not participate in the Rights Issue.

Subject to timely payment of the entire subscription amount in the Rights Issue, it is expected that the Offer Shares will be issued and delivered to the VPS accounts of the subscribers to whom they are allocated on or about 2 August 2017. The Offer Shares allocated in the Rights Issue are expected to be traded on the Oslo Stock Exchange on or about 3 August 2017.

For complete information about the Rights Issue and the risk factors in connection with the Company and the shares, please see the Prospectus, in particular section 6, "The Rights Issue and listing" and section 2, "Risk factors". For a description of restrictions in respect of subscription of Offer Shares and trading in and/or exercising Subscription Rights, reference is made to section 7, "Selling and transfer restrictions", in the Prospectus.

Arctic Securities AS is acting as sole manager for the Rights Issue. Advokatfirmaet Simonsen Vogt Wiig AS is acting as legal advisor to the Company.

A letter containing information about the Rights Issue will be submitted to the Company's shareholders as registered in the VPS at the end of the Record Date who are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action. Please see a copy of the letter attached to this announcement.

This information is subject of the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

Further information

Mr. Raymond Ching, Vice President; email: raymond@jinhuiship.com

Important Information

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any Offer Shares in any jurisdiction in which such offer or solicitation is unlawful or where this would require registration, publication of a prospectus or similar action.

There will be no public offer of the Offer Shares in the United States. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the securities law of any state or other jurisdiction of the United States and may not be reoffered, resold, pledged or otherwise transferred, directly or indirectly, except (a) outside the United States in accordance with Rule 903 or Rule 904 of Regulation S, as applicable or (b) pursuant to Rule 144A under the U.S. Securities Act by executing and delivering a separate U.S. investor representation letter to the Manager. A person in the United States or who is a "U.S. Person" (within the meaning of Regulation S under the U.S. Securities Act), may not apply for Offer Shares or otherwise take steps in order to subscribe for or purchase Offer Shares unless the subscriber has confirmed to the Manager that it is a "qualified institutional buyer" ("QIB") as defined in Rule 144A under the U.S. Securities Act, acquiring the Offer Shares for investments purposes for its own account or for one or more accounts of another/other QIB(s), where it has investment discretion over such accounts in a transaction exempt from the registration requirements under the U.S. Securities Act by executing and delivering a U.S. investor representation letter to the Manager. The Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and may not be deposited into any unrestricted depository receipt facility in the United States, unless at the time of deposit the Offer Shares are no longer "restricted securities".

Offer Shares will only be offered in the United Kingdom (a) to persons who have professional experience, knowledge and expertise in matters relating to investments and are "investment professionals" for the purposes of article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (b) high net worth entities and other persons to whom it may lawfully be communicated falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Any application or subscription for the Offer Shares is available only to relevant persons and will be engaged in only with relevant persons and each UK applicant warrants that it is a relevant person.

The offering of Offer Shares is not being made into Hong Kong, Switzerland or Canada.