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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

THIRD QUARTER AND NINE MONTHS REPORT FOR THE QUARTER AND NINE MONTHS ENDED 30 SEPTEMBER 2018 OF JINHUI SHIPPING AND TRANSPORTATION LIMITED

This overseas regulatory announcement is made by Jinhui Holdings Company Limited (the “Company”) in compliance with Rule 13.09 and 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Please refer to the attached announcement released on 28 November 2018 through the Oslo Stock Exchange by Jinhui Shipping and Transportation Limited (“Jinhui Shipping”), an approximately 55.69% owned subsidiary of the Company, in accordance with the regulations of the Oslo Stock Exchange.

The principal accounting policies and methods of computation used in the preparation of the attached unaudited consolidated results of Jinhui Shipping and its subsidiaries are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board, and Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 28 November 2018

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

**Third Quarter and
Nine Months Report
2018**

HIGHLIGHTS

For the Nine Months Ended 30 September 2018

- Revenue for the period: US\$58 million
- Net profit for the period: US\$11.8 million
- Basic earnings per share: US\$0.108
- Gearing ratio as at 30 September 2018: 1%

For the Third Quarter of 2018

- Revenue for the quarter : US\$18 million
- Net profit for the quarter: US\$6.5 million
- Basic earnings per share: US\$0.059

The Board of **Jinhui Shipping and Transportation Limited** (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the quarter and nine months ended 30 September 2018.

THIRD QUARTER AND NINE-MONTH RESULTS

Revenue for the third quarter of 2018 increased to US\$18,303,000, comparing to US\$18,144,000 for the corresponding quarter in 2017. The Company recorded a consolidated net profit of US\$6,477,000 for current quarter due to a net gain on disposal of owned vessels of US\$5,012,000 was recorded, as compared to a consolidated net profit of US\$2,246,000 for the corresponding quarter in 2017. Basic earnings per share was US\$0.059 for the third quarter of 2018 while basic earnings per share was US\$0.022 for the corresponding quarter in 2017.

Revenue for the first nine months of 2018 increased 11% to US\$58,397,000, comparing to US\$52,440,000 for the same period in 2017. The Company recorded a consolidated net profit of US\$11,789,000 for the first nine months of 2018 which was attributable to the net gain on disposal of owned vessels of US\$5,012,000 while a consolidated net loss of US\$6,509,000 was reported in the first nine months of 2017 due to the recognition of impairment loss on assets held for sale (disposed vessels) of US\$6,301,000. Basic earnings per share for the period was US\$0.108 as compared to basic loss per share of US\$0.073 for the first nine months of 2017.

During the first nine months of 2018, the Group entered into a provisional agreement for sale and purchase with the vendor on 13 July 2018 in respect of the acquisition of the investment properties at a consideration of HK\$63,000,000 (approximately US\$8,077,000). The investment properties are located in a prime commercial area in Hong Kong close to the Central district and are expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment properties will take place on 30 November 2018. In addition, the Group took the opportunity to enter into three memorandums of agreement to dispose of three Supramaxes at a total consideration of US\$25,660,000 with the net gain of US\$5,012,000 on completion of the disposal of these three vessels in July and August 2018. The disposal of these three vessels enabled the Group to enhance its working capital position and further strengthen its liquidity, and optimize the fleet profile through this ongoing management of asset portfolio. The Directors continuously review the prevailing market conditions of the shipping industry and monitor and adjust the Group's fleet profile as appropriate.

INTERIM DIVIDENDS

The Board has resolved not to recommend the payment of any interim dividend for the quarter ended 30 September 2018.

On 29 August 2018, the Board resolved to pay an interim dividend of US\$0.023 per share to the shareholders of the Company. The interim dividend was paid to the shareholders of the Company on 28 September 2018.

REVIEW OF OPERATIONS

Third Quarter of 2018. Baltic Dry Index (“BDI”) opened at 1,385 points at the beginning of July and continued to climb to the peak of the quarter at 1,774 points and closed at 1,540 points by the end of September. The average of BDI of the third quarter of 2018 was 1,607 points, which compares to 1,137 points in the same quarter in 2017.

Revenue increased from US\$18,144,000 for the third quarter in 2017 to US\$18,303,000 for the current quarter of 2018, despite the reduction in the number of Group’s owned vessels in the third quarter of 2018. The average daily time charter equivalent rates (“TCE”) earned by the Group’s owned vessels improved 14% to US\$10,096 for the third quarter of 2018 as compared to US\$8,852 for the corresponding quarter in 2017.

| | 2018 Q3 | 2017 Q3 | 2018 1st nine months | 2017 1st nine months | 2017 |
|---|--------------------|-------------|-------------------------------------|----------------------------|-------------|
| Average daily TCE of owned vessels | US\$ | <i>US\$</i> | US\$ | <i>US\$</i> | <i>US\$</i> |
| Post-Panamax fleet | 11,245 | 8,311 | 11,554 | 7,706 | 8,645 |
| Supramax / Handysize fleet | 9,967 | 8,906 | 9,799 | 7,569 | 8,063 |
| In average | 10,096 | 8,852 | 9,955 | 7,580 | 8,111 |

During the third quarter of 2018, the Group took the opportunity to enter into three memorandums of agreement to dispose of three Supramaxes at a total consideration of US\$25,660,000 with the net gain of US\$5,012,000 on completion of the disposal of these three vessels in July and August 2018. The disposal of these three vessels enabled the Group to enhance its working capital position and further strengthen its liquidity, and optimize the fleet profile through this ongoing management of asset portfolio. The Directors continuously review the prevailing market conditions of the shipping industry and monitor and adjust the Group's fleet profile as appropriate.

Shipping related expenses dropped from US\$10,351,000 for the third quarter in 2017 to US\$9,044,000 for the current quarter. The decrease was attributable to the reduction in the number of vessels as the Group had disposed of three vessels in the third quarter of 2018. Daily vessel running cost decreased from US\$3,907 for the third quarter of 2017 to US\$3,881 for the third quarter of 2018. We will continue with our cost reduction effort, striving to maintain a highly competitive cost structure when stacked against other market participants.

The Group has benefited from considerable interest savings in the upcoming rising interest rate environment from the full repayment of two vessels’ mortgage loans with relatively higher interest margin amounting to US\$19,100,000 in March 2018. Finance costs decreased by 26% from US\$1,068,000 in third quarter of 2017 to US\$785,000 in third quarter of 2018 which was attributable to the reduction in outstanding interest bearing loans.

FINANCIAL REVIEW

During the nine months ended 30 September 2018, capital expenditure on additions of property, plant and equipment was US\$3,603,000 (30/9/2017: US\$3,339,000).

On 20 April 2018, a wholly owned subsidiary of the Company (the “Co-Investor”) entered into the co-investment documents to co-invest in a property project in Tower 3 of Shanghai Financial Street Center, Jing’an Central Business District, Shanghai, the PRC, pursuant to which the Co-Investor committed to acquire non-voting participating class A shares of the holding company of the co-investment vehicle of US\$10,000,000. During the period, the Co-Investor paid US\$2,475,000 in accordance with the terms and conditions of the co-investment documents and as at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$7,525,000. Details of the co-investment have been published in the Group’s announcement on 20 April 2018, which is available on the website of the Company at www.jinhuiship.com and the NewsWeb of the Oslo Stock Exchange at www.newsweb.no.

On 13 July 2018, the Group entered into a provisional agreement for sale and purchase with the vendor in respect of the acquisition of the investment properties at a consideration of HK\$63,000,000 (approximately US\$8,077,000). The investment properties are located in a prime commercial area in Hong Kong close to the Central district and are expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment properties will take place on 30 November 2018. During the period, the Group paid HK\$6,300,000 (approximately US\$808,000) in respect of the acquisition of the investment properties and as at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was HK\$56,700,000 (approximately US\$7,269,000).

As at the reporting date, the total amount of capital expenditure commitments contracted by the Group but not provided for, net of deposits paid, was approximately US\$14,794,000 (31/12/2017: nil).

As at 30 September 2018, the Group’s bank borrowings decreased to US\$85,220,000 (31/12/2017: US\$137,825,000), of which 59% and 41% are repayable respectively within one year and one to two years. The bank borrowings represented vessel mortgage loans that were denominated in United States Dollars and revolving secured bank loans that were denominated in Hong Kong Dollars. All bank borrowings were committed on floating rate basis. As at 30 September 2018, the Company maintained positive working capital position of US\$37,298,000 (31/12/2017: US\$41,967,000) and the total of the Group’s equity and debt securities, bank balances and cash decreased to US\$82,968,000 (31/12/2017: US\$101,920,000). During the first nine months of 2018, net cash generated from operating activities amounted to US\$4,047,000 (30/9/2017: US\$38,176,000).

The gearing ratio, as calculated on the basis of net debts (total interest-bearing debts net of equity and debt securities, bank balances and cash) over total equity, decreased to 1% (31/12/2017: 15%) as at 30 September 2018. With cash, marketable equity and debt securities in hand as well as available credit facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements. As at 30 September 2018, the Group is able to service its debt obligations, including principal and interest payments.

An intercreditor deed (the “ICD”) forming between the Group and major lenders was executed in December 2016. Pursuant to the terms of the ICD, the Group shall pay 50% of each repayment installment during the forbearance period until 31 December 2018 (with early restructuring exit option) and the remaining 50% of each such installment be deferred and repaid after the end of the forbearance period in 2019. The ICD specified that an assessment of the Group’s liquidity and financial capability would be completed in December 2017 to decide whether to continue or exit the forbearance period on 31 December 2017. As the Group fulfilled the liquidity and financial capability assessment, we received consent from respective lenders to exit and end the ICD on 31 December 2017.

The Group repaid all deferred installments on 10 January 2018 for those loans restructured during the forbearance period of US\$31,407,000 to respective lenders. In March 2018, the Group also fully repaid two vessels’ mortgage loans with relatively higher interest margin amounting to US\$19,100,000. During the first nine months of 2018, the Group had also drawn new revolving secured bank loans of US\$12,308,000 for working capital purposes. The Group’s total secured bank loans dropped from US\$137,825,000 as of 31 December 2017 to US\$85,220,000 on 30 September 2018. We believe the Group would benefit from considerable interest savings in the upcoming rising interest rate environment.

Subsequent to the reporting date, the Group entered into a provisional agreement for sale and purchase with the vendor on 2 November 2018 in respect of the acquisition of an investment property at a consideration of HK\$30,993,160 (approximately US\$3,973,000). The investment property is located in one of the very prime business district of Hong Kong and is expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment property will take place in January 2019. Upon completion of the acquisition of the investment property, the Group and the vendor shall enter into a tenancy agreement, pursuant to which, the Group agreed to lease the investment property to the vendor for a period of 12 months at the total rent of HK\$950,544 (approximately US\$122,000), being HK\$79,212 (approximately US\$10,000) per month and exclusive of management fees, rates and other charges.

FLEET

Owned Vessels

As at 27 November 2018, the Group had twenty owned vessels as follows:

| | Number of owned vessels |
|--------------------|--------------------------------|
| Post-Panamax fleet | 2 |
| Supramax fleet | 18 |
| Total fleet | 20 |

During the first nine months of 2018, the Group had entered into three memorandums of agreement to dispose of three Supramaxes at a total consideration of US\$25.7 million. Following the disposal of three vessels, the Group’s total carrying capacity had been reduced from deadweight 1,341,902 metric tons to 1,187,387 metric tons. Three vessels had been delivered to the respective buyers in July and August 2018.

RISK FACTORS

This report may contain forward looking statements. These statements are based upon various assumptions, many of which are based, in turn, upon further assumptions, including the Company's management's examination of historical operating trends. Although the Company believes that these assumptions were reasonable when made, because assumptions are inherently subject to significant uncertainties which are difficult or impossible to predict and are beyond its control, the Company cannot give assurance that it will achieve or accomplish these expectations, beliefs or targets.

Key risk factors that could cause actual results to differ materially from those discussed in this report will include but not limited to the way world economies, currencies and interest rate environment may evolve going forward, general market conditions including fluctuations in charter rates and vessel values, counterparty risk, changes in demand in the dry bulk market, changes in operating expenses including bunker prices, crewing costs, drydocking and insurance costs, availability of financing and refinancing, inability to obtain restructuring or rescheduling of indebtedness from lenders in liquidity trough, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, piracy or political events, and other important factors described from time to time in the reports filed by the Company.

OUTLOOK

The freight market for the first nine months in 2018, especially Supramax has been favourable for the Company, with strong support in asset prices underpinned by healthy earnings. Imports volume by China remains strong, with relatively stable demand for dry commodities from the rest of the world and low newbuilding deliveries all contributed to a stable market. With newbuilding supply at a low point by historical standards and relatively low incentive to order newbuildings given the uncertainty on how future regulations will evolve and financing costs on the rise, further stability in the operating environment will be reached should a robust demand persist.

Our mindset remains to be prudent and we continue to remain alert of uncertainties that will affect our business. Global political uncertainties have worsened in recent months, with conflicting signals as to how the US-China trade dispute will evolve, the normalization of world trade order seems unlikely to be reached in the short term. We continue to expect the current trade tensions is likely to get worse before they get better, negatively affecting business sentiment across all segments including dry bulk shipping.

Changes in technology as well as environmental policies causing changes in global energy mix will have material global implications and as a consequence, impact the Company's business. One of the most widely debated topic in our industry is the installation of scrubbers to meet the 2020 sulphur cap emission regulation. We are currently refraining from the installation of scrubbers given the long term technical and commercial viability of scrubbers is yet to be proven, not to mention the investment cost of scrubber has been on the decline where we believe benefit is highly likely to arise with further patience. From the environmental perspective, we believe the use of low sulphur fuel is the most efficient way to tackle this issue. We expect the availability of such product will become abundant at reasonable costs with time, given the likelihood of an increasing demand.

Further unexpected events may occur which can introduce volatility to our business performance, as well as the carrying value of our shipping assets and financial assets. We will continue to refrain from using freight, bunker, currencies or interest rate derivatives to minimize any unnecessary business risks. Recently, we have invested a small amount of capital into real estate assets in order to build a steady recurring income as well as potential long term capital appreciation to counter the highly volatile and cyclical nature of our core business.

We are in a relatively fortunate position where we have no capital expenditure commitment in relation to newbuilding contracts, as well as no charter-in contracts at this juncture. We have sold some of our older vessels this year to further enhance our already competitive cost structure over the long term with the benefit of immediate strengthening of our financial position. To further enhance our financial position, we have also completed recently a refinancing exercise that will further extend our debt maturity profile without any material increase in our gearing. Looking ahead, we will continue to focus on taking sensible and decisive actions to maintain a strong financial position, maintaining a reasonably modern and competitive fleet, to ensure safe navigation through any stormy waters that may lie ahead.

On behalf of the Board of Directors of the Company, I would like to express our heartfelt appreciation to all customers and stakeholders for their ongoing support. Going forward, we will continue to operate with a conservative yet nimble mindset, and be ready to act in the best interest of our shareholders under all kinds of scenarios. We will continue to exercise our best efforts to be a trustworthy business partner.

PUBLICATION OF FINANCIAL INFORMATION

This report is available on the website of the Company at www.jinhuiship.com and the NewsWeb of the Oslo Stock Exchange at www.newsweb.no.

By Order of the Board

A handwritten signature in black ink, appearing to be "Ng Siu Fai", written over a horizontal line.

Ng Siu Fai
Chairman

28 November 2018

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

| | | 3 months ended 30/9/2018 (Unaudited) US\$'000 | 3 months ended 30/9/2017 (Unaudited) US\$'000 | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|--|-------------|--|---|--|---|--|
| | <i>Note</i> | | | | | |
| Revenue | 2 | 18,303 | 18,144 | 58,397 | 52,440 | 73,547 |
| Net gain on disposal of owned vessels | 3 | 5,012 | - | 5,012 | - | - |
| Other operating income | | 1,512 | 3,450 | 4,592 | 7,974 | 11,758 |
| Interest income | | 310 | 405 | 914 | 1,335 | 1,748 |
| Shipping related expenses | | (9,044) | (10,351) | (28,255) | (31,553) | (43,698) |
| Staff costs | | (2,542) | (1,826) | (7,665) | (5,497) | (8,356) |
| Impairment loss on assets held for sale | | - | - | - | (6,301) | (6,301) |
| Other operating expenses | | (1,971) | (1,665) | (5,369) | (5,526) | (7,529) |
| Operating profit before depreciation and amortization | | 11,580 | 8,157 | 27,626 | 12,872 | 21,169 |
| Depreciation and amortization | | (4,318) | (4,843) | (13,498) | (15,283) | (20,023) |
| Operating profit (loss) | | 7,262 | 3,314 | 14,128 | (2,411) | 1,146 |
| Finance costs | | (785) | (1,068) | (2,339) | (4,098) | (5,177) |
| Profit (Loss) before taxation | | 6,477 | 2,246 | 11,789 | (6,509) | (4,031) |
| Taxation | 6 | - | - | - | - | - |
| Net profit (loss) for the period / year | | 6,477 | 2,246 | 11,789 | (6,509) | (4,031) |
| Other comprehensive income (loss) Items that may be reclassified subsequently to profit or loss: | | | | | | |
| Change in fair value of financial assets at fair value through OCI | | (177) | - | (197) | - | - |
| Change in fair value of available-for-sale financial assets | | - | - | - | - | 13 |
| Total comprehensive income (loss) for the period / year attributable to shareholders of the Company | | 6,300 | 2,246 | 11,592 | (6,509) | (4,018) |
| Earnings (Loss) per share | 7 | | | | | |
| - Basic and diluted | | US\$0.059 | US\$0.022 | US\$0.108 | US\$(0.073) | US\$(0.043) |

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

| | Note | 30/9/2018 (Unaudited) US\$'000 | 30/9/2017 (Unaudited) US\$'000 | 31/12/2017 (Audited) US\$'000 |
|---|------|--------------------------------------|--------------------------------------|-------------------------------------|
| ASSETS | | | | |
| Non-current assets | | | | |
| Property, plant and equipment | | 233,826 | 267,062 | 263,959 |
| Investment properties | 9 | 15,632 | 14,545 | 15,632 |
| Financial assets at fair value through OCI | 10 | 2,673 | - | - |
| Available-for-sale financial assets | | - | 363 | 376 |
| | | 252,131 | 281,970 | 279,967 |
| Current assets | | | | |
| Inventories | | 987 | 523 | 58 |
| Trade and other receivables | | 17,347 | 15,665 | 17,003 |
| Financial assets at fair value through profit or loss | 11 | 34,973 | 20,466 | 23,778 |
| Pledged deposits | | 6,443 | 6,505 | 6,521 |
| Bank balances and cash | 12 | 47,995 | 79,777 | 78,142 |
| | | 107,745 | 122,936 | 125,502 |
| Total assets | | 359,876 | 404,906 | 405,469 |
| EQUITY AND LIABILITIES | | | | |
| Capital and reserves | | | | |
| Issued capital | | 5,463 | 5,463 | 5,463 |
| Reserves | | 248,650 | 237,080 | 239,571 |
| Total equity | | 254,113 | 242,543 | 245,034 |
| Non-current liabilities | | | | |
| Secured bank loans | 13 | 35,316 | 127,820 | 76,900 |
| Current liabilities | | | | |
| Trade and other payables | | 20,485 | 22,074 | 22,526 |
| Amount due to holding company | | 58 | 45 | 84 |
| Secured bank loans | 13 | 49,904 | 12,424 | 60,925 |
| | | 70,447 | 34,543 | 83,535 |
| Total equity and liabilities | | 359,876 | 404,906 | 405,469 |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

| | Issued capital (Unaudited) US\$'000 | Share premium (Unaudited) US\$'000 | Capital redemption reserve (Unaudited) US\$'000 | Contributed surplus (Unaudited) US\$'000 | Reserve for available- for-sale financial assets (Unaudited) US\$'000 | Reserve for financial assets at fair value through OCI (Unaudited) US\$'000 | Retained profits (Unaudited) US\$'000 | Total equity (Unaudited) US\$'000 |
|--|--|---|---|---|---|--|--|--|
| At 1 January 2017 | 4,202 | 72,087 | 719 | 16,297 | 25 | - | 130,963 | 224,293 |
| Net loss and total comprehensive loss for the period | - | - | - | - | - | - | (6,509) | (6,509) |
| Issue of new shares upon rights issue | 1,261 | 23,498 | - | - | - | - | - | 24,759 |
| At 30 September 2017 | 5,463 | 95,585 | 719 | 16,297 | 25 | - | 124,454 | 242,543 |
| At 1 January 2018 | 5,463 | 95,585 | 719 | 16,297 | 38 | - | 126,932 | 245,034 |
| Reclassification upon the adoption of IFRS 9 and HKFRS 9 | - | - | - | - | (38) | 38 | - | - |
| At 1 January 2018 (adjusted) | 5,463 | 95,585 | 719 | 16,297 | - | 38 | 126,932 | 245,034 |
| Comprehensive income | | | | | | | | |
| Net profit for the period | - | - | - | - | - | - | 11,789 | 11,789 |
| Other comprehensive loss | | | | | | | | |
| Change in fair value of financial assets at fair value through OCI | - | - | - | - | - | (197) | - | (197) |
| Total comprehensive income for the period | - | - | - | - | - | (197) | 11,789 | 11,592 |
| 2018 interim dividend paid | - | - | - | - | - | - | (2,513) | (2,513) |
| At 30 September 2018 | 5,463 | 95,585 | 719 | 16,297 | - | (159) | 136,208 | 254,113 |

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

| | Note | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|--|------|--|---|--|
| OPERATING ACTIVITIES | | | | |
| Cash generated from operations | | 6,480 | 42,419 | 45,314 |
| Interest paid | | (2,433) | (4,243) | (5,303) |
| Net cash from operating activities | | 4,047 | 38,176 | 40,011 |
| INVESTING ACTIVITIES | | | | |
| Interest received | | 999 | 1,645 | 2,059 |
| Decrease (Increase) in bank deposits with more than three months to maturity when placed | | 13,400 | (13,400) | (13,400) |
| Dividend income received | | 694 | 220 | 408 |
| Purchase of property, plant and equipment | | (3,603) | (3,339) | (4,976) |
| Payment of unlisted equity investments | 10 | (2,494) | - | - |
| Proceeds from disposal of property, plant and equipment, net | | 25,250 | - | - |
| Proceeds from disposal of investment properties, net | | - | 442 | 442 |
| Proceeds from disposal of assets held for sale, net | | - | 61,640 | 61,640 |
| Net cash from investing activities | | 34,246 | 47,208 | 46,173 |
| FINANCING ACTIVITIES | | | | |
| New secured bank loans | | 12,308 | - | - |
| Repayment of secured bank loans | | (64,913) | (72,310) | (74,729) |
| Decrease (Increase) in pledged deposits | | 78 | (10) | (26) |
| Interim dividend paid | | (2,513) | - | - |
| Proceeds from issue of new shares upon rights issue, net | | - | 24,759 | 24,759 |
| Net cash used in financing activities | | (55,040) | (47,561) | (49,996) |
| Net increase (decrease) in cash and cash equivalents | | (16,747) | 37,823 | 36,188 |
| Cash and cash equivalents at beginning of the period / year | | 64,742 | 28,554 | 28,554 |
| Cash and cash equivalents at end of the period / year | 12 | 47,995 | 66,377 | 64,742 |

NOTES:

1. Basis of preparation and accounting policies

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants and have not been reviewed by our auditor, Grant Thornton Hong Kong Limited. The accounting policies and basis of preparation adopted in these interim financial statements are consistent with those adopted in the annual financial statements for the year ended 31 December 2017, except for the Group has adopted the newly issued and amended International Financial Reporting Standards (“IFRS”) and Hong Kong Financial Reporting Standards (“HKFRS”), which are effective for the annual period beginning on 1 January 2018.

IFRS 9 and HKFRS 9 Financial Instruments

IFRS 9 and HKFRS 9 replace IAS 39 and HKAS 39 “Financial Instruments: Recognition and Measurement”. They introduce new requirements for the classification and measurement of financial assets, financial liabilities, new general hedge accounting requirements and impairment requirements for financial assets.

The directors have identified the following areas that are most impacted by the application of IFRS 9 and HKFRS 9:

Classification and measurement of financial assets at amortized cost

The Group classified its financial assets as at amortized cost if the following criteria are met:

- (a) The asset is held within a business model with the objective of collecting contractual cash flows; and
- (b) The contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All trade and other receivables, pledged deposits, and bank balances and cash continue to be measured at amortized cost, as these items meet the criteria to be classified as at amortized cost in accordance with IFRS 9 and HKFRS 9.

Classification and measurement of financial assets at fair value through other comprehensive income (“OCI”)

The Group classified its financial assets at fair value through OCI if the following criteria are met:

- (a) Equity investments that are not held for trading, and for which the Group has made an irrevocable election at initial recognition to recognize changes in fair value through OCI rather than profit or loss;
- (b) Financial assets which the Group designated to recognize changes in fair value through OCI rather than profit or loss and those financial assets are not equity investments or held for trading; and
- (c) Debt investments where the contractual cash flows are solely principal and interest and the objective of the Group’s business model are achieved both by collecting contractual cash flows and selling financial assets.

Upon the adoption of IFRS 9 and HKFRS 9: Financial Instruments, the Group's investment in unlisted club membership classified as available-for-sale financial assets as at 31 December 2017 are reclassified to financial assets at fair value through other comprehensive income ("OCI") with effect from 1 January 2018. Cumulative fair value changes in the reserve for available-for-sale financial assets are transferred to reserve for financial assets at fair value through OCI with effect from 1 January 2018.

Classification and measurement of financial assets at fair value through profit or loss

The Group classified its financial assets at fair value through profit or loss if the following criteria are met:

- (a) Equity investments that are held for trading;
- (b) Equity investments for which the Group has not elected to recognize fair value gains and losses through OCI;
and
- (c) Debt investments that do not qualify for measurement at either amortized costs or at fair value through OCI.

All investments in listed equity securities and listed debt securities continue to be accounted for or designated as financial assets at fair value through profit or loss as the primary objective of holding these investments are for trading. The application of IFRS 9 and HKFRS 9 will not result in significant impact on the classification and measurement to financial assets classified in this category as the financial assets are continually measured at fair value through profit or loss.

New impairment requirements for financial assets

IFRS 9 and HKFRS 9 require an expected credit loss model, as opposed to an incurred credit loss model under IAS 39 and HKAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risks since initial recognition. For trade receivables only, the Group applies the simplified approach permitted by IFRS 9 and HKFRS 9, which require expected lifetime losses to be recognized from initial recognition of the receivables. There may not an increase in provision for trade receivables under the expected credit loss model but there will not have significant impact on impairment of financial assets under the new expected credit loss model.

IFRS 15 and HKFRS 15 Revenue from Contracts with Customers

IFRS 15 and HKFRS 15 replace IAS 18 and HKAS 18 which cover contracts for goods and services and IAS 11 and HKAS 11 which cover construction contracts.

The new standard is based on the principle that revenue is recognized when control of a good or service transfers to a customer and a new five-step process must be applied before revenue can be recognized:

- (a) Identify contracts with customers
- (b) Identify the separate performance obligations in the contract
- (c) Determine the transaction price of the contract
- (d) Allocate the transaction price to each of the separate performance obligation in the contract
- (e) Recognize the revenue as each performance obligation is satisfied

The adoption of IFRS 15 and HKFRS 15: Revenue from Contracts with Customers have no significant impact on the recognition of the Group's revenue. Whilst there are many forms of charter of varying lengths in shipping business, our revenue from operation mainly comprises chartering freight and hire income. Freight income from voyage charter is accrued over the period from the date of loading of charterer's cargo to the date of discharging the cargo and is recognized on percentage of completion basis measured by time proportion of each voyage charter contract. The existing practice reflects the performance obligation to provide transportation services which is satisfied over time from when transport of the goods begins from loading port through delivery to discharging port and freight income is recognized over the period of performance as required by IFRS 15 and HKFRS 15. Hence, the application of IFRS 15 and HKFRS 15 have no significant impact on the recognition of the Group's revenue. For hire income under time charter, as ship owners and lessors, the Group continues to classify its time charter contract as operating lease, and hire income is recognized on a straight-line basis over the period of each time charter contract.

Other than the adoption of IFRS 9 and HKFRS 9 as stated above, the adoption of other new and amended IFRS and HKFRS does not have material impact on the Group's financial performance and financial position.

2. Revenue

The Group is principally engaged in the businesses of ship chartering and ship owning which are carried out internationally. Revenue represents chartering freight and hire income arising from the Group's owned and chartered-in vessels. Revenue recognized during the periods / year are as follows:

| | 3 months ended 30/9/2018 (Unaudited) US\$'000 | 3 months ended 30/9/2017 (Unaudited) US\$'000 | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|--------------------------------------|--|---|--|---|--|
| Chartering freight and hire income: | | | | | |
| Hire income under time charters | 18,303 | 17,781 | 58,397 | 50,449 | 70,506 |
| Freight income under voyage charters | - | 363 | - | 1,991 | 3,041 |
| | 18,303 | 18,144 | 58,397 | 52,440 | 73,547 |

3. Net gain on disposal of owned vessels

During the quarter and nine months ended 30 September 2018, the Group took the opportunity to enter into three memorandums of agreement to dispose of three Supramaxes at a total consideration of US\$25,660,000 with the net gain of US\$5,012,000 on completion of the disposal of these three vessels in July and August 2018.

4. Other operating income

Other operating income for the first nine months of 2018 mainly included gain on bunker of US\$1,159,000 (30/9/2017: US\$236,000), dividend income of US\$719,000 (30/9/2017: US\$264,000) and settlement income of US\$450,000 (30/9/2017: US\$1,064,000) from a charterer in relation to repudiation claims.

Other operating income for the year 2017 mainly included net gain of US\$4,052,000 on financial assets at fair value through profit or loss, change in fair value of investment properties of US\$1,087,000 and settlement income of US\$1,064,000 from a charterer in relation to repudiation claims.

5. Operating profit before depreciation and amortization

This is stated after charging / (crediting):

| | 3 months ended 30/9/2018 (Unaudited) US\$'000 | 3 months ended 30/9/2017 (Unaudited) US\$'000 | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|---|--|---|--|---|--|
| Realized loss (gain) on financial assets at fair value through profit or loss | 728 | (708) | (797) | (1,086) | (1,865) |
| Unrealized loss (gain) on financial assets at fair value through profit or loss | (110) | (1,380) | 1,452 | (2,450) | (2,187) |
| Net loss (gain) on financial assets at fair value through profit or loss | 618 | (2,088) | 655 | (3,536) | (4,052) |
| Reversal of impairment loss on trade and other receivables | (26) | (5) | (32) | (8) | (59) |
| Dividend income | (457) | (157) | (719) | (264) | (451) |

6. Taxation

Taxation has not been provided as the Group has no assessable profit for all relevant periods / year.

7. Earnings (Loss) per share

| | 3 months ended 30/9/2018 (Unaudited) | 3 months ended 30/9/2017 (Unaudited) | 9 months ended 30/9/2018 (Unaudited) | 9 months ended 30/9/2017 (Unaudited) | Year ended 31/12/2017 (Audited) |
|--|---|---|---|---|--|
| Weighted average number of ordinary shares in issue | 109,258,943 | 100,561,623 | 109,258,943 | 89,749,708 | 94,667,104 |
| Net profit (loss) attributable to shareholders of the Company (US\$'000) | 6,477 | 2,246 | 11,789 | (6,509) | (4,031) |
| Basic and diluted earnings (loss) per share | US\$0.059 | US\$0.022 | US\$0.108 | US\$(0.073) | US\$(0.043) |

8. Dividends

Dividend recognized and paid during the periods / year:

| | 3 months ended 30/9/2018 (Unaudited) US\$'000 | 3 months ended 30/9/2017 (Unaudited) US\$'000 | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|--|--|---|--|---|--|
| 2018 interim dividend of US\$0.023 per share | 2,513 | - | 2,513 | - | - |

9. Investment properties

| | 30/9/2018 | 30/9/2017 | 31/12/2017 |
|----------------------|--------------------|-------------|------------|
| | (Unaudited) | (Unaudited) | (Audited) |
| | US\$'000 | US\$'000 | US\$'000 |
| At 1 January | 15,632 | 14,984 | 14,984 |
| Disposals | - | (439) | (439) |
| Change in fair value | - | - | 1,087 |
| | 15,632 | 14,545 | 15,632 |

The Group's investment properties were stated at fair value and comprised of premises and car parks held under operating leases to earn rentals or held for capital appreciation, or both. These premises and car parks are held under long term leases.

The investment properties of the Group were not revalued at 30 September 2018 by independent valuers. The management was aware of the possible change in the conditions of the property market and considered that the carrying amount of the Group's investment properties did not differ significantly from that which had been determined using fair values at 31 December 2017. Consequently, no increase or decrease in fair value of investment properties has been recognized in the current period.

The Group entered into a provisional agreement for sale and purchase with the vendor on 13 July 2018 in respect of the acquisition of the investment properties at a consideration of HK\$63,000,000 (approximately US\$8,077,000). The investment properties are located in a prime commercial area in Hong Kong close to the Central district and are expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment properties will take place on 30 November 2018.

10. Financial assets at fair value through OCI

| | 30/9/2018 (Unaudited) US\$'000 |
|--|--------------------------------------|
| Unlisted equity investments | |
| Co-investment in a property project | 2,494 |
| Change in fair value | (177) |
| | 2,317 |
| Unlisted club membership | |
| At 1 January, reclassified upon the adoption of IFRS 9 and HKFRS 9 | 376 |
| Change in fair value | (20) |
| | 356 |
| | 2,673 |

On 20 April 2018, a wholly owned subsidiary of the Company (the "Co-Investor") entered into an instrument of transfer of Dual Bliss Limited ("Dual Bliss") among the Co-Investor, the Investment Manager, Triple Smart Limited and Total Surplus Holdings Limited ("Total Surplus") (the "Transfer Document"), pursuant to which the Co-Investor shall acquire from Total Surplus 34.5901% of the issued non-voting participating class A shares of Dual Bliss at an amount equal to the Co-Investor's respective proportion of the capital contributions made by Total Surplus to Dual Bliss with interest and become liable to its attributable portion of the obligations relating to Total Surplus's participation in Dual Bliss of US\$10,000,000. The objective of Dual Bliss is to give third party investors the opportunity to co-invest in a Shanghai property project with a holding period of the investment of approximately 5 years. To partially diversify the Group's maritime related core business which is highly cyclical in nature, the Board decides to invest a small proportion of the Group's capital into non-maritime related investment. The target market of the co-investment opportunity is focused on Shanghai, China. In light of the long term growth potential of such market, the Board is of the view that such diversification will be beneficial in the long term capital return and development of the Group. Taking into account the abovementioned factors, the Board considers that the terms and conditions of the co-investment are fair and reasonable and on normal commercial terms and are in the interests of the Company and its shareholders as a whole. Pursuant to the co-investment documents, the Co-Investor committed to acquire non-voting participating class A shares of the holding company of the co-investment vehicle of US\$10,000,000. During the period, the Co-Investor paid US\$2,475,000 in accordance with the terms and conditions of the co-investment documents and with interest of US\$19,000 capitalized.

There is no quoted market price in active market for unlisted equity investments. Transactions in such investments do not occur on a regular basis. The Group uses its net asset value to determine its fair value as the Group determined that this is the fair price at which shareholders subscribe and redeem the investments or determined its fair value with generally accepted pricing models. The fair value measurement of unlisted equity investments was categorized as Level 3 of the three-level fair value hierarchy as defined under IFRS 13 and HKFRS 13 and there was no transfer among the three levels of the fair value hierarchy during the period.

Upon the adoption of IFRS 9 and HKFRS 9: Financial Instruments, the Group's investment in unlisted club membership classified as available-for-sale financial assets as at 31 December 2017 are reclassified to financial assets at fair value through other comprehensive income ("OCI") with effect from 1 January 2018. Unlisted club membership stated at fair value represented investment in club membership which their fair values can be determined directly by reference to published price quotation in active market and were categorized as Level 1 of the three-level fair value hierarchy as defined under IFRS 13 and HKFRS 13. There was no transfer among the three levels of the fair value hierarchy during the period.

11. Financial assets at fair value through profit or loss

| | 30/9/2018 | 30/9/2017 | 31/12/2017 |
|--------------------------|--------------------|-------------|------------|
| | (Unaudited) | (Unaudited) | (Audited) |
| | US\$'000 | US\$'000 | US\$'000 |
| <i>Held for trading</i> | | | |
| Listed equity securities | 32,633 | 18,035 | 19,336 |
| Listed debt securities | 2,340 | 2,431 | 4,442 |
| | 34,973 | 20,466 | 23,778 |

At the reporting date, the fair value measurements of listed equity securities and listed debt securities were determined by reference to their quoted bid prices in active markets and were categorized as Level 1 of the three-level fair value hierarchy as defined under IFRS 13 and HKFRS 13. There was no transfer among the three levels of the fair value hierarchy during the periods / year.

12. Bank balances and cash

| | 30/9/2018 | 30/9/2017 | 31/12/2017 |
|---|--------------------|-------------|------------|
| | (Unaudited) | (Unaudited) | (Audited) |
| | US\$'000 | US\$'000 | US\$'000 |
| Cash and cash equivalents as stated in the condensed consolidated statement of cash flows | 47,995 | 66,377 | 64,742 |
| Bank deposits with more than three months to maturity when placed | - | 13,400 | 13,400 |
| | 47,995 | 79,777 | 78,142 |

13. Secured bank loans

The maturity of secured bank loans at the reporting date is as follows:

| | 30/9/2018 | 30/9/2017 | 31/12/2017 |
|--|--------------------|-------------|------------|
| | (Unaudited) | (Unaudited) | (Audited) |
| | US\$'000 | US\$'000 | US\$'000 |
| Within one year | 49,904 | 12,424 | 60,925 |
| In the second year | 35,316 | 78,204 | 35,139 |
| In the third to fifth year | - | 49,616 | 41,761 |
| Wholly repayable within five years | 85,220 | 140,244 | 137,825 |
| After the fifth year | - | - | - |
| Total secured bank loans | 85,220 | 140,244 | 137,825 |
| Less: Amount repayable within one year | (49,904) | (12,424) | (60,925) |
| Amount repayable after one year | 35,316 | 127,820 | 76,900 |

An intercreditor deed (the "ICD") forming between the Group and major lenders was executed in December 2016. Pursuant to the terms of the ICD, the Group shall pay 50% of each repayment installment during the forbearance period until 31 December 2018 (with early restructuring exit option) and the remaining 50% of each such installment be deferred and repaid after the end of the forbearance period in 2019. The ICD specified that an assessment of the Group's liquidity and financial capability would be completed in December 2017 to decide whether to continue or exit the forbearance period on 31 December 2017. As the Group fulfilled the liquidity and financial capability assessment, we received consent from respective lenders to exit and end the ICD on 31 December 2017.

The Group repaid all deferred installments on 10 January 2018 for those loans restructured during the forbearance period of US\$31,407,000 to respective lenders. In March 2018, the Group also fully repaid two vessels' mortgage loans with relatively higher interest margin amounting to US\$19,100,000. During the first nine months of 2018, the Group had also drawn new revolving secured bank loans of US\$12,308,000 for working capital purposes. The Group's total secured bank loans dropped from US\$137,825,000 as of 31 December 2017 to US\$85,220,000 on 30 September 2018.

14. Capital expenditures and commitments

During the nine months ended 30 September 2018, capital expenditure on additions of property, plant and equipment was US\$3,603,000 (30/9/2017: US\$3,339,000).

On 20 April 2018, a wholly owned subsidiary of the Company (the “Co-Investor”) entered into the co-investment documents to co-invest in a property project in Tower 3 of Shanghai Financial Street Center, Jing’an Central Business District, Shanghai, the PRC, pursuant to which the Co-Investor committed to acquire non-voting participating class A shares of the holding company of the co-investment vehicle of US\$10,000,000. During the period, the Co-Investor paid US\$2,475,000 in accordance with the terms and conditions of the co-investment documents and as at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$7,525,000. Details of the co-investment have been published in the Group’s announcement on 20 April 2018, which is available on the website of the Company at www.jinhuiship.com and the NewsWeb of the Oslo Stock Exchange at www.newsweb.no.

On 13 July 2018, the Group entered into a provisional agreement for sale and purchase with the vendor in respect of the acquisition of the investment properties at a consideration of HK\$63,000,000 (approximately US\$8,077,000). The investment properties are located in a prime commercial area in Hong Kong close to the Central district and are expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment properties will take place on 30 November 2018. During the period, the Group paid HK\$6,300,000 (approximately US\$808,000) in respect of the acquisition of the investment properties and as at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was HK\$56,700,000 (approximately US\$7,269,000).

As at the reporting date, the total amount of capital expenditure commitments contracted by the Group but not provided for, net of deposits paid, was approximately US\$14,794,000 (31/12/2017: nil).

15. Related party transactions

During the periods / year, the Group had related party transactions in relation to compensation of key management personnel as follows:

| | 3 months ended 30/9/2018 (Unaudited) US\$'000 | 3 months ended 30/9/2017 (Unaudited) US\$'000 | 9 months ended 30/9/2018 (Unaudited) US\$'000 | 9 months ended 30/9/2017 (Unaudited) US\$'000 | Year ended 31/12/2017 (Audited) US\$'000 |
|--|--|---|--|---|--|
| Salaries and other benefits | 1,595 | 970 | 4,870 | 2,919 | 4,665 |
| Contributions to retirement benefits schemes | 90 | 50 | 270 | 149 | 198 |
| | 1,685 | 1,020 | 5,140 | 3,068 | 4,863 |

16. Events after the reporting date

Subsequent to the reporting date, the Group entered into a provisional agreement for sale and purchase with the vendor on 2 November 2018 in respect of the acquisition of an investment property at a consideration of HK\$30,993,160 (approximately US\$3,973,000). The investment property is located in one of the very prime business district of Hong Kong and is expected to generate steady and recurring stream of income for the Group. The expected completion of the acquisition of the investment property will take place in January 2019. Upon completion of the acquisition of the investment property, the Group and the vendor shall enter into a tenancy agreement, pursuant to which, the Group agreed to lease the investment property to the vendor for a period of 12 months at the total rent of HK\$950,544 (approximately US\$122,000), being HK\$79,212 (approximately US\$10,000) per month and exclusive of management fees, rates and other charges.



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