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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

MAJOR TRANSACTION
ACQUISITION OF VESSELS

29 October 2021

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DEFINITIONS

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

“Acquisition of the Vessels”	the acquisition of the First Vessel under the First Agreement and the acquisition of the Second Vessel under the Second Agreement;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Jinhui Holdings Company Limited, a company incorporated in Hong Kong, whose shares are listed on the Hong Kong Stock Exchange;
“Directors”	the directors of the Company;
“First Agreement”	the memorandum of agreement dated 9 July 2021 entered into between the First Vendor and the First Purchaser in respect of the acquisition of the First Vessel;
“First Purchaser”	Jinan Marine Inc., a wholly-owned subsidiary of Jinhui Shipping;
“First Vendor”	BELFRI AS, a company incorporated in Norway;
“First Vessel”	a deadweight 55,866 metric tons bulk carrier “BELFRI” registered in Norway;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Parties”	person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates within the meaning of the Listing Rules;
“Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a limited liability company incorporated in Bermuda and an approximately 55.69% owned subsidiary of the Company as at the Latest Practicable Date, whose shares are listed on the Oslo Stock Exchange (stock code: JIN);

DEFINITIONS

“Jinhui Shipping Shares”	ordinary shares of US\$0.05 each in the share capital of Jinhui Shipping;
“Latest Practicable Date”	27 October 2021, 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;
“Post-Panamaxes”	vessels of deadweight approximately 90,000 metric tons to 100,000 metric tons;
“Second Agreement”	the memorandum of agreement dated 20 August 2021 entered into between the Second Vendor and the Second Purchaser in respect of the acquisition of the Second Vessel;
“Second Purchaser”	Jinrong Marine Inc., a wholly-owned subsidiary of Jinhui Shipping;
“Second Vendor”	BELCARGO AS, a company incorporated in Norway;
“Second Vessel”	a deadweight 58,729 metric tons bulk carrier “BELCARGO” registered in Norway;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	shareholder(s) of the Company;
“Shares”	ordinary shares of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supramax(es)”	dry cargo vessel(s) of deadweight approximately 50,000 metric tons;
“Vendors”	the First Vendor and the Second Vendor;
“Vessels”	the First Vessel and the Second Vessel;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong; and
“US\$”	United States Dollars, the lawful currency of the United States of America, and for the purpose of illustration only, translated into HK\$ at the rate of US\$1.00 = HK\$7.80.

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

Directors:

Ng Siu Fai (*Chairman*)
Ng Kam Wah Thomas (*Managing Director*)
Ng Ki Hung Frankie
Ho Suk Lin
Cui Jianhua *
Tsui Che Yin Frank *
William Yau *

Registered office:

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

* *Independent Non-executive Director*

29 October 2021

To the Shareholders,

Dear Sir or Madam,

MAJOR TRANSACTION
ACQUISITION OF VESSELS

INTRODUCTION

The Directors refer to the announcements of the Company dated 9 July 2021 and 20 August 2021 in relation to the acquisition of two vessels pursuant to two memorandums of agreement.

As disclosed in the Company's announcement on 9 July 2021, the First Purchaser, an approximately 55.69% indirectly owned subsidiary of the Company, entered into the First Agreement with the First Vendor in respect of the acquisition of the First Vessel on 9 July 2021. The purchase price of the First Vessel is US\$15,180,000 (approximately HK\$118,404,000). The First Vessel was delivered by the First Vendor to the First Purchaser on 4 October 2021.

LETTER FROM THE BOARD

On 20 August 2021, the Second Purchaser, an approximately 55.69% indirectly owned subsidiary of the Company, entered into the Second Agreement with the Second Vendor in respect of the acquisition of the Second Vessel. The purchase price of the Second Vessel is US\$17,000,000 (approximately HK\$132,600,000). The Second Vessel will be delivered by the Second Vendor to the Second Purchaser between 20 October 2021 and 30 November 2021.

The First Agreement and the Second Agreement are separate and not inter-conditional of each other.

The purpose of this circular is to give you further information in relation to the acquisition of the First Vessel under the First Agreement and the acquisition of the Second Vessel under the Second Agreement.

THE ACQUISITION OF THE VESSELS

Information on the Group and the purchasers

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are international ship chartering and ship owning.

The First Purchaser is a ship owning company and a wholly-owned subsidiary of Jinhui Shipping, which is in turn an approximately 55.69% owned subsidiary of the Company as at the Latest Practicable Date. The principal activities of the First Purchaser are ship owning and chartering.

The Second Purchaser is a ship owning company and a wholly-owned subsidiary of Jinhui Shipping, which is in turn an approximately 55.69% owned subsidiary of the Company as at the Latest Practicable Date. The principal activities of the Second Purchaser are ship owning and chartering.

Vendors

The First Vendor is BELFRI AS, a company incorporated in Norway. Its principal activities are purchase, sale and operation of ships.

The Second Vendor is BELCARGO AS, a company incorporated in Norway. Its principal activities are sale and operation of ships and other shipping activities.

Both the First Vendor and the Second Vendor are owned by BELSHIPS ASA, a company incorporated in Norway and listed on the Oslo Stock Exchange with principal activities of providing shipping transportation services in a global market.

To the best of the Board's knowledge, information and belief having made all reasonable enquiry, the First Vendor, the Second Vendor, BELSHIPS ASA and its ultimate beneficial owner are Independent Third Parties.

LETTER FROM THE BOARD

Vessels

The First Vessel is a Supramax of deadweight 55,866 metric tons, built in year 2007 by Builder/Yard: Kawasaki Shipbuilding Corp., Japan. The First Vendor warrants that the First Vessel, at the time of delivery, is free from all charters, encumbrances, mortgages and maritime liens or any other debts.

The Second Vessel is a Supramax of deadweight 58,729 metric tons, built in year 2008 by Builder/Yard: Tsuneishi Heavy Industries, Cebu, Philippines. The Second Vendor warrants that the Second Vessel, at the time of delivery, is free from all charters, encumbrances, mortgages and maritime liens or any other debts.

The Vessels are to be delivered to the Group on a free from charter basis.

Considerations

Under the First Agreement, the purchase price for the First Vessel is US\$15,180,000 (approximately HK\$118,404,000) and is payable by the First Purchaser as follows:

- (1) an initial deposit of US\$2,277,000 (approximately HK\$17,761,000) was paid by the First Purchaser on 14 July 2021; and
- (2) the balance of US\$12,903,000 (approximately HK\$100,643,000) was paid by the First Purchaser on 4 October 2021 upon delivery of the First Vessel.

The purchase price for the First Vessel had been paid by cash in United States Dollars. The purchase price of the First Vessel was determined by reference to market intelligence the Company has gathered from shipbrokers and its own analysis of recently concluded sale and purchase transactions of vessels of comparable size and year of built in the market, and on the basis of arm's length negotiations with the First Vendor.

Under the Second Agreement, the purchase price for the Second Vessel is US\$17,000,000 (approximately HK\$132,600,000) and is payable by the Second Purchaser as follows:

- (1) an initial deposit of US\$2,550,000 (approximately HK\$19,890,000) was paid by the Second Purchaser on 24 August 2021; and
- (2) the balance of US\$14,450,000 (approximately HK\$112,710,000) will be payable by the Second Purchaser on the delivery of the Second Vessel which will take place between 20 October 2021 and 30 November 2021.

The purchase price for the Second Vessel will be payable by cash in United States Dollars. The purchase price of the Second Vessel was determined by reference to market intelligence the Company has gathered from shipbrokers and its own analysis of recently concluded sale and purchase transactions of vessels of comparable size and year of built in the market, and on the basis of arm's length negotiations with the Second Vendor. In the course of negotiating the purchase price of the Vessels, the Company has consulted with and obtained indicative valuations of the Vessels from Arrow Asia Shipbrokers Ltd.

LETTER FROM THE BOARD

(“Arrowship”), an independent shipbroking group. Arrowship was the ship broker for the Acquisition of the Vessels. The Group subsequently engaged Arrow Valuations, an independent valuer and an affiliate of Arrowship, to provide a formal valuation certificate in respect of the Vessels. In respect of the valuation of the Vessels, the Company has reviewed the valuation certificate and discussed with Arrow Valuations about the valuation approach and methodology adopted in the valuation of the Vessels. As advised by Arrow Valuations, the market approach is adopted in the valuation of the Vessels where Arrow Valuations has considered the factors including (i) the quality and reputation of the shipbuilder; (ii) the configurations and specifications of the Vessels; (iii) the country where the Vessels were built; (iv) recent market activities including comparison with recent sales by age/size/quality of shipyard; and (v) the prices of similar vessels which are for sale but unsold.

Having assessed all the above factors, Arrow Valuations reached the opinion of the Vessels’ evaluation which Arrow Valuations believed would reflect the market value of the Vessels at the date of the valuation. According to Arrow Valuations, the market value of the First Vessel as at 9 July 2021 was approximately US\$15,200,000 (approximately HK\$118,560,000) and the market value of the Second Vessel as at 20 August 2021 was approximately US\$17,000,000 (approximately HK\$132,600,000). The valuation certificates of the Vessels issued by Arrow Valuations are included in Appendix III to this circular.

We observe and monitor the sale and purchase market of second hand vessels, including recent market transactions of similar vessels between willing sellers and willing buyers in that prevailing time presuming the vessel free from all registered encumbrances, maritime liens and all debts, free of charter or any contract of employment, for cash payment on normal sale terms at that particular of time. In the process of gathering the market intelligence from shipbrokers, we receive market information on the sale and purchase market of second hand vessels on a daily basis from international shipbrokers. We also discuss with international shipbrokers frequently to gather market intelligence on what vessels are being put on sale, which owners are looking to buy or sell their vessels on a worldwide basis.

We look at recently traded value of vessels which are similar to the ones we are interested in purchasing, making adjustment depending on any expected difference in quality as well as timing of delivery, as well as referencing the overall market sentiment which is reflected in the Baltic Dry Index, an important economic indicator reflecting the supply and demand trends of global shipping market.

However, as each vessel is never identical, we will take into account the individual specification, maintenance quality and conditions of each individual vessel to consider its purchase. Similar to assets that has a second hand market, the factors to be considered in the analysis of recently concluded sale and purchase transactions, will be the timing of availability of the vessel to the new buyer, whether the shipyard that produce a vessel is reputable, whether a vessel is well maintained, and much most importantly is the expectation of the outlook of the industry in terms of potential revenue generating ability going forward.

It is currently expected that the purchase prices of the First Vessel and the Second Vessel will be funded by internal resources of the Group.

LETTER FROM THE BOARD

GUARANTEE BY JINHUI SHIPPING

Jinhui Shipping, the intermediate holding company of the First Purchaser and the Second Purchaser, agrees to provide performance guarantees to the First Vendor and the Second Vendor of due and punctual performance of all obligations of the First Purchaser and the Second Purchaser in accordance with the terms of the First Agreement and the Second Agreement respectively.

REASONS FOR THE ACQUISITION OF THE VESSELS

The Group's principal activities are international ship chartering and ship owning. The Directors continuously review the prevailing market conditions of the shipping industry and monitor and adjust the Group's fleet profile as appropriate. The Directors believe that the Acquisition of the Vessels will enable the Group to optimize the fleet profile through this ongoing management of asset portfolio.

The Company's senior management has many years of operating in the dry bulk shipping industry, going through multiple cycles seeing ups and downs. The Company has vast experience and a deep knowhow from operating different class of vessels as well as contracting new vessels made by different shipyards, we have developed knowledge of how various parts of a vessel are made and how their quality differ, from the hull, deck, equipment such as onboard cranes, the pros and cons of engines made by different makers perform, the difference in quality of a second hand ship owned by different owners. All these experiences collected over the past years give us this industry knowhow.

When considering whether to acquire a pre-owned vessel for its ship chartering business, the Company's management would focus its decision on the physical conditions of the vessel that include the configurations, made, technical specifications, design, structures and fittings, main propulsion & manoeuvring and other key operation systems, quality and reputation of the shipbuilder, country where the vessel was made, age, deadweight/draft, holds/hatches, and cargo capacity, etc. The vessel's present operating parameter, maintenance of its hull and machinery are also main factors to consider.

The First Vessel and the Second Vessel are grabs fitted Supramaxes for the transportation of dry bulk commodities. The Directors and senior management have been reviewing the individual specification, maintenance quality and conditions of the First Vessel and the Second Vessel. Taking into account the purchase price and the quality of the First Vessel and the Second Vessel, the Directors consider the purchase prices of the First Vessel and the Second Vessel are reasonable.

The Company's management also takes into account when deciding whether to purchase a pre-owned vessel is the market conditions and sentiment. The decision of the Acquisition of the Vessels is driven by supply and demand for dry bulk vessels and based on arm's length negotiations with the Vendors. The Company is of the view that due to the economy recovery from the COVID-19 pandemic and increase in the demand for dry bulk vessels, the Vessels will be in high demand. This was a crucial factor in the Group's decision to purchase the Vessels. The Company reviewed the prevailing market conditions of the shipping industry and believes that an increase in the Group's fleet size is in the best interest of the Company and its shareholders as a whole given the outlook of the market.

LETTER FROM THE BOARD

Upon the completion of the acquisition of the First Vessel and the Second Vessel, the Vessels will be chartered out to customers for the transportation of dry bulk commodities to receive charter hire and to generate steady chartering freight and hire income stream for the Group. The Company believes that the Acquisition of the Vessels will allow the Group to generate more operating income and increase the returns of the Company in the future. The Group currently owns twenty one dry bulk vessels which include two Post-Panamaxes and nineteen grabs fitted Supramaxes. Total carrying capacity will be increased by 114,595 metric tons to 1,359,168 metric tons after the completion of the acquisition of the First Vessel and the Second Vessel.

The Directors consider that the purchase prices of the First Vessel and the Second Vessel are fair and reasonable. The Directors believe that the Acquisition of the Vessels is in the interests of the Company and its shareholders as a whole.

Possible financial effects of the Acquisition of the Vessels

Upon the completion of the Acquisition of the Vessels, it is expected that the Group's non-current assets will be increased by approximately HK\$251 million, being the recognition of the First Vessel and the Second Vessel as property, plant and equipment, and the Group's current assets will be decreased by approximately HK\$251 million, being the total considerations paid for the First Vessel and the Second Vessel from bank balances and cash.

The First Vessel and the Second Vessel will generate recurring chartering freight and hire income which will be recorded as revenue of the Group and the relevant shipping related expenses and depreciation will be recorded as expenses of the Group. Save as disclosed herein, the Acquisition of the Vessels will not have any material impact on earnings, the total assets, total liabilities and net asset value of the Group.

LISTING RULES IMPLICATION

As the Second Purchaser entered into the Second Agreement for the acquisition of the Second Vessel with the Second Vendor on 20 August 2021 and both the First Vendor and the Second Vendor are owned by BELSHIPS ASA, the acquisition of the First Vessel with First Vendor on 9 July 2021 will, pursuant to Rule 14.22 of the Listing Rules, be aggregated with the acquisition of the Second Vessel and treated as if they were one transaction entered within 12-month period for the purpose of Chapter 14 of the Listing Rules.

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules in respect of the Acquisition of the Vessels exceed 25% but are less than 100%, the Acquisition of the Vessels constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification, announcement and shareholders' approval requirements under the Listing Rules.

Under Rule 14.44 of the Listing Rules, shareholders' approval for the Acquisition of the Vessels may be obtained by way of written shareholders' approval in lieu of holding a general meeting if (1) no shareholder is required to abstain from voting if the company were to convene a general meeting for the approval of the transactions; and (2) written shareholders' approval has been obtained from a shareholder or a closely allied group of shareholders who together hold more than 50% of the voting rights at that general meeting to approve the transaction.

LETTER FROM THE BOARD

Fairline Consultants Limited (“Fairline”) and Timberfield Limited (“Timberfield”) are closely allied group of shareholders who hold 205,325,568 Shares and 136,883,712 Shares respectively, and together hold 342,209,280 Shares which represent approximately 64.53% of the total issued shares of the Company and voting rights in general meetings of the Company. Fairline and Timberfield also hold 407,858 Jinhui Shipping Shares and 260,000 Jinhui Shipping Shares respectively, and together hold 667,858 Jinhui Shipping Shares which represent approximately 0.61% of the total issued shares of Jinhui Shipping. Mr. Ng Siu Fai, Chairman and executive director of the Company, is the major shareholder and beneficial owner of Fairline. Mr. Ng Kam Wah Thomas, Managing Director and executive director of the Company, is the sole beneficial owner of Timberfield. Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas are brothers and the two founders of the Group. Fairline and Timberfield are not interested in the Acquisition of the Vessels other than through its shareholding interest in the Company and Jinhui Shipping. No Shareholder is required to abstain from voting on the Acquisition of the Vessels if the Company were to convene a general meeting for the approval of the Acquisition of the Vessels, and the Acquisition of the Vessels had been approved by written shareholders’ approvals from Fairline and Timberfield.

CERTAIN INFORMATION REQUIRED UNDER THE LISTING RULES

According to Rule 14.67(6)(b)(i) of the Listing Rules, on an acquisition of revenue generating assets (other than a business or company) with an identifiable income stream or assets valuation, the Company is required to include in the circular a profit and loss statement and valuation (where available) for the three preceding financial years on the identifiable net income stream in relation to such assets which must be reviewed by the auditor or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records.

For the preparation of the profit and loss statement on the identifiable net income stream in relation to the Vessels in strict compliance with Rule 14.67(6)(b)(i) of the Listing Rules, full access to the underlying books and records of the Vendors covering the relevant period is required. However, despite request made by the Company with the Vendors, the Vendors have not agreed to grant permission for the Group and/or the Company’s auditor to gain full access to the relevant underlying books and records of the Vendors nor have they agreed to provide the Group with the above specific information in relation to the Vessels. The Company has therefore applied to the Stock Exchange for, and was granted by the Stock Exchange, a waiver from strict compliance with Rule 14.67(6)(b)(i) of the Listing Rules on the condition that the Company discloses the estimated net profits of the Vessels in this Circular. The Directors are of the view that the omission of the profit and loss statement on the identifiable net income stream of the Vessels in strict compliance with the requirements of Rule 14.67(6)(b)(i) of the Listing Rules would not render this circular materially incomplete or misleading or deceptive.

As at the Latest Practicable Date, the Group had entered into a charter agreement with an independent third party for the First Vessel, the key terms of which are as follows:

Date of the charter agreement:	28 September 2021
Rate of hire:	in the range of US\$34,500 to US\$36,000 depends on the route taken
Duration:	about 20-25 days

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Group had not entered into any charter agreement for the Second Vessel.

The following sets out the Company's estimates ("Estimates") of the annual net profits of the Vessels:

	The First Vessel <i>(US\$'000)</i>	The Second Vessel <i>(US\$'000)</i>
Revenue (i) & (ii)	8,280	8,050
Shipping related expenses and operating cost, excluding depreciation and taxation (iii)	<u>(1,533)</u>	<u>(1,533)</u>
Estimated annual net profits	<u>6,747</u>	<u>6,517</u>

In arriving at the Estimates, the Board has made the following assumptions:

- (i) Supramax is a type of dry bulk vessel with deadweight of weighing approximately 50,000 metric tonnes, and is the tonnage class of the First Vessel and the Second Vessel. The revenue has been calculated based on one year forward freight rate of US\$23,000/day of Supramax as published in the dry freight options report issued by Clarksons Platou Futures Ltd (*Note*) on 30 September 2021, and in the case of the First Vessel only, the estimate also takes into account the hire rates under and the duration of the existing charter agreement;
- (ii) the Vessels will have expected annual hire days, adjusted for the number of days in drydocking and repairs, of 350 days, which is based on the Group's Supramax fleet performance and information for the first half of 2021;
- (iii) the daily shipping related expenses and operating cost for the First Vessel and the Second Vessel are US\$4,200, which is based on the Group's Supramax fleet performance and information for the first half of 2021, multiplied by the number of calendar days of 365 days;
- (iv) given that the Acquisition of the Vessels will be 100% funded by internal resources, no interest income will be forfeited on the internal resources funded by the Group and no interest expenses will be incurred;
- (v) transaction costs and other operating expenses which are insignificant have not been accounted for;
- (vi) there will be no material changes to the existing laws, regulations, guidelines and industry practices in relation to the ship chartering business and the shipping industry; and
- (vii) there will be no material unforeseeable changes to the overall political, economic or social environment that would cause an adverse change in industry demand and/or market conditions.

LETTER FROM THE BOARD

The estimations of annual hire days and daily shipping related expenses are based on the Group's Supramax fleet performance and information for the first half of 2021 only and do not in any way attribute to the First Vessel or the Second Vessel whether in respect of their historical revenue or their expected revenue. The above Estimates are provided for reference purposes only, and do not represent, and should not be taken to represent, under any circumstances (i) a profit forecast of any nature; and (ii) the intended use of the Vessels by the Group after the Acquisition of the Vessels.

Your attention is also drawn to the appendices to this circular.

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

Note: Clarksons is the world's leading provider of integrated shipping services and its subsidiary, Clarksons Platou Futures Ltd, offers comprehensive FFA (Forward Freight Agreement) and specialist commodity derivative broking services to shipping companies, banks, investment houses and other institutions.

(1) FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended 31 December 2018, 2019 and 2020 and the six months ended 30 June 2021 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.jinhuiship.com>):

- Annual report of the Company for the year ended 31 December 2018 (pages 56 to 125)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2019/0409/ltm20190409617.pdf>
- Annual report of the Company for the year ended 31 December 2019 (pages 60 to 133)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2020/0415/2020041500651.pdf>
- Annual report of the Company for the year ended 31 December 2020 (pages 68 to 137)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0415/2021041500725.pdf>
- Interim report of the Company for the six months ended 30 June 2021 (pages 24 to 46)
<https://www1.hkexnews.hk/listedco/listconews/sehk/2021/0902/2021090200916.pdf>

(2) INDEBTEDNESS

As at the close of business on 31 August 2021, being the latest practicable date for the purpose of this indebtedness statement, the Group had outstanding bank borrowings which were secured loans of approximately HK\$897 million.

The bank borrowings comprised secured term loans of approximately HK\$451 million and secured revolving loans of approximately HK\$446 million. All outstanding bank borrowings and credit facilities were guaranteed by the Company or Jinhui Shipping.

As at 31 August 2021, the Group's credit facilities were secured by certain of the Group's property, plant and equipment with an aggregate net book value of approximately HK\$1,922 million, investment properties with an aggregate carrying amount of approximately HK\$374 million, financial assets at fair value through profit or loss of approximately HK\$245 million and deposits in banks amounting to approximately HK\$39 million. Shares of ten ship owning subsidiaries, being members of the Group, were pledged together with the assignment of chartering income of nineteen ship owning subsidiaries and assignment of two subsidiaries' loan receivables of approximately HK\$41 million to secure credit facilities utilized by the Group.

As at 31 August 2021, save as aforesaid and apart from intra-group liabilities, none of the companies in the Group had any outstanding mortgages, charges, debentures, loan capital, bank overdrafts, loan or indebtedness in the nature of borrowings, debt securities or other similar indebtedness, finance leases or hire purchase commitments, liabilities under acceptances or acceptance credits, or any guarantees or other material contingent liabilities.

(3) FINANCIAL AND TRADING PROSPECTS

The Group has continued to carry on the businesses of investment holding, ship chartering, ship owning and ship operating during the current financial year, and the Directors expect that with cash and 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.

Dry bulk shipping market showed strong sign of rebound amid global economic recovery. The market is characterised by robust freight rates driven by a general increase in demand for commodities worldwide. While the outlook is positive and we see economic activity to further stabilize in 2021, we believe the road to a full reversion to normality will be fluid. As expected, COVID-19 variants do emerge sporadically, so measures to combat against the spread of virus can be introduced globally with little notice. As a result, logistics of the transportation of goods and commodities could be affected, causing disruptions to our operations. With the expected global dry bulk fleet growth at historical lows, and with no consensus in the shipping with regards to the next generation engine design to reduce carbon emission, new vessel orders are expected to be few. This potentially highly favourable demand and supply dynamics is expected to continue in the next few years, where our fleet is well positioned to benefit.

We believe the newly acquired vessels will bring the additional stable and recurring chartering freight and hire income to the Group and enhance the Group's income and cashflow from core shipping business. We remain alert to the increasingly frequent economic, geo-political, or other unforeseen surprises that can trigger volatility to our business performance, as well as the carrying value of our shipping assets and financial assets. We currently have no capital expenditure commitment in relation to newbuilding contracts, and will continue to focus on taking sensible and decisive actions to maintain a strong financial position.

(4) WORKING CAPITAL

The Directors are of the opinion that after taking into account its internal resources, the existing available credit facilities, the indebtedness statement of the Group as set out in the section headed "(2) INDEBTEDNESS" above and the Acquisition of the Vessels, the Group has sufficient working capital for its present requirements for the next twelve-month period from date of this circular.

(A) UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Introduction

The unaudited pro forma financial information (the “Unaudited Pro Forma Financial Information”), comprising the unaudited pro forma consolidated statement of financial position of the Company and its subsidiaries (collectively the “Group”) and related notes, has been prepared in accordance with Rule 4.29 of the Listing Rules for the purposes of illustrating the effect of the Acquisition of the Vessels as if they had been completed on 30 June 2021.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated statement of financial position of the Group as at 30 June 2021, which has been extracted from the published interim report of the Company for the six months ended 30 June 2021, after making pro forma adjustments relating to the Acquisition of the Vessels, as if they had been completed on 30 June 2021.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only and because of its nature, it may not give a true picture of the Group’s financial position following the completion of the Acquisition of the Vessels. Further, the Unaudited Pro Forma Financial Information of the Group does not purport to predict the future financial position of the Group after the completion of the Acquisition of the Vessels.

The Unaudited Pro Forma Financial Information of the Group after the Acquisition of the Vessels should be read in conjunction with the historical financial information of the Group as set out in Appendix I to this circular and other financial information included elsewhere in this circular.

Unaudited Pro Forma Consolidated Statement of Financial Position

	As at 30 June 2021 <i>HK\$’000</i> <i>Notes (i)</i>	Pro forma adjustments <i>HK\$’000</i>	<i>Notes (ii)</i>	Pro forma total <i>HK\$’000</i>
ASSETS AND LIABILITIES				
Non-current assets				
Property, plant and equipment	2,111,572	251,004	<i>(a)</i>	2,362,576
Investment properties	418,860			418,860
Financial assets at fair value through OCI	110,565			110,565
Loans receivables	93,575			93,575
Deposit paid for the acquisition of owned vessel	16,868			16,868
Intangible assets	911			911
	<u>2,752,351</u>			<u>3,003,355</u>

APPENDIX II
**UNAUDITED PRO FORMA
FINANCIAL INFORMATION OF THE GROUP**

	As at 30 June 2021	Pro forma adjustments	<i>Notes (ii)</i>	Pro forma total
	<i>HK\$'000</i>	<i>HK\$'000</i>		<i>HK\$'000</i>
	<i>Notes (i)</i>			
Current assets				
Inventories	6,831			6,831
Loan receivables	17,493			17,493
Trade and other receivables	91,646			91,646
Financial assets at fair value through profit or loss	468,275			468,275
Pledged deposits	37,787			37,787
Bank balances and cash	414,466	(251,004)	<i>(b)</i>	163,462
	<u>1,036,498</u>			<u>785,494</u>
Current liabilities				
Trade and other payables	165,687			165,687
Taxation payable	3,585			3,585
Secured bank loans	559,141			559,141
	<u>728,413</u>			<u>728,413</u>
Non-current liabilities				
Secured bank loans	360,673			360,673
	<u>360,673</u>			<u>360,673</u>
Net assets	<u>2,699,763</u>			<u>2,699,763</u>
EQUITY				
Equity attributable to shareholders of the Company				
Issued capital	381,639			381,639
Reserves	1,161,720			1,161,720
	<u>1,543,359</u>			<u>1,543,359</u>
Non-controlling interests	<u>1,156,404</u>			<u>1,156,404</u>
	<u>1,543,359</u>			<u>1,543,359</u>
Total equity	<u>2,699,763</u>			<u>2,699,763</u>

Notes:

- (i) The amounts are extracted from the unaudited consolidated statement of financial position of the Group as at 30 June 2021 as set out in the published interim report of the Group for the six months ended 30 June 2021.

No adjustment has been made to reflect any operating results or other transactions of the Group entered into subsequent to 30 June 2021.

- (ii) Notes to the pro forma adjustments
 - (a) The increase in property, plant and equipment represents the total consideration for the Vessels of US\$32,180,000 (approximately HK\$251,004,000).
 - (b) Total amount of US\$32,180,000 (approximately HK\$251,004,000) will be paid from the internal resources of the Group, thus reducing the bank balances and cash of the Group.

(B) ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the purpose of incorporation in this circular, received from our reporting accountants, Grant Thornton Hong Kong Limited, Certified Public Accountants, Hong Kong.

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION****TO THE DIRECTORS OF JINHUI HOLDINGS COMPANY LIMITED**

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Jinhui Holdings Company Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of financial position as at 30 June 2021 and related notes as set out on pages 14 to 16 of the Company’s circular dated 29 October 2021 (the “**Circular**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages 14 to 16 of the Circular.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the acquisition of vessels (the “**Acquisition of the Vessels**”) on the Group’s financial position as at 30 June 2021 as if the Acquisition of the Vessels had taken place at 30 June 2021. As part of this process, information about the Group’s financial position has been extracted by the Directors from the unaudited consolidated interim financial statements of the Company for the six months ended 30 June 2021, on which a review report has been published.

Directors’ Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on the The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 “Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements” issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Acquisition of the Vessels at 30 June 2021 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Grant Thornton Hong Kong Limited
Certified Public Accountants

Hong Kong, 29 October 2021

The following is the full text of the valuation certificate received from Arrow Valuations, an independent valuer, in connection with its opinion on the market value of the First Vessel as of 9 July 2021 and the market value of the Second Vessel as of 20 August 2021 prepared for the purpose of incorporation in this circular. Arrow Valuations was established in 2001 as subsidiary of Arrow Research to provide accurate and unbiased assessment of values across the main shipping sector. It was set up to provide a dedicated valuations service to banks, financial institutions, owners, underwriters, lawyers etc. and is on the panel of many banks as an approved valuer. Mr. Simon Stokes is the Head of Valuations of Arrow Valuations.

JINHUI HOLDINGS COMPANY LIMITED

Valuation

As requested, Arrow Valuations has made an assessment of the key particulars of the vessel stated below (the “Vessel”) (and other relevant works of reference in its possession) and is able to state that in its opinion the approximate market value of the Vessel on 9th July 2021, on the assumptions set out below and as between a “willing buyer and a willing seller”, is:–

Vessel Name	IMO	Value – US\$
MV Belfri	9369992	\$15,200,000

Assumptions

This valuation is provided on the following assumptions and bases: the Vessel would be in a position to give early delivery, within an acceptable area, free of charter or any contract of employment, for cash payment on normal commercial terms; (ii) the sellers of the Vessel could give delivery of the Vessel free from all registered encumbrances, maritime liens and all debts; (iii) the Vessel has been maintained to standards expected for a ship of her age and type; (iv) the Vessel fully complies with latest IMO/MARPOL/SOLAS requirements, is in a sound trading condition, being fully classed to the requirements of her Classification Society, is free of recommendations and has clean and valid trading certificates, conforming in all respects with the requirements of the appropriate Registry; (v) the ‘key particulars’ set out in the table above are correct; and (vi) Arrow Valuations has not made a physical inspection of any Vessel nor has it inspected any classification records. Arrow Valuations does not accept responsibility for the accuracy of the assumptions.

Use and Sharing

This valuation is a statement of opinion only and is based on the above assumptions, and is our opinion of the market as of 9th July 2021 and should not be taken to apply to any other date. Prior to entering into any transaction in respect of the Vessel you should satisfy yourself (by inspection or otherwise) that the assumptions are appropriate and the ‘key particulars’ set out above are correct. Arrow Valuations gives no assurance that any above stated value can be sustained or is realisable in an actual transaction. This valuation is given solely for the private internal use of the addressee and is not for publication or circulation other than as permitted by Arrow Valuations’ Terms of Business and with prior written consent.

Terms of Business

The Valuation is provided in accordance with, and subject to, Arrow Valuations' Terms of Business. These are available at: <https://arrowship.com/ValuationsTermsofBusiness.pdf>

Simon Stokes

For and on behalf of **ARROW VALUATIONS**

JINHUI HOLDINGS COMPANY LIMITED

Valuation

As requested, Arrow Valuations has made an assessment of the key particulars of the vessel stated below (the “Vessel”) (and other relevant works of reference in its possession) and is able to state that in its opinion the approximate market value of the Vessel on 20th August 2021, on the assumptions set out below and as between a “willing buyer and a willing seller”, is:–

Vessel Name	IMO	Value – US\$
MV Belcargio	9403061	\$17,000,000

Assumptions

This valuation is provided on the following assumptions and bases: the Vessel would be in a position to give early delivery, within an acceptable area, free of charter or any contract of employment, for cash payment on normal commercial terms; (ii) the sellers of the Vessel could give delivery of the Vessel free from all registered encumbrances, maritime liens and all debts; (iii) the Vessel has been maintained to standards expected for a ship of her age and type; (iv) the Vessel fully complies with latest IMO/MARPOL/SOLAS requirements, is in a sound trading condition, being fully classed to the requirements of her Classification Society, is free of recommendations and has clean and valid trading certificates, conforming in all respects with the requirements of the appropriate Registry; (v) the ‘key particulars’ set out in the table above are correct; and (vi) Arrow Valuations has not made a physical inspection of any Vessel nor has it inspected any classification records. Arrow Valuations does not accept responsibility for the accuracy of the assumptions.

Use and Sharing

This valuation is a statement of opinion only and is based on the above assumptions, and is our opinion of the market as of 20th August 2021 and should not be taken to apply to any other date. Prior to entering into any transaction in respect of the Vessel you should satisfy yourself (by inspection or otherwise) that the assumptions are appropriate and the ‘key particulars’ set out above are correct. Arrow Valuations gives no assurance that any above stated value can be sustained or is realisable in an actual transaction. This valuation is given solely for the private internal use of the addressee and is not for publication or circulation other than as permitted by Arrow Valuations’ Terms of Business and with prior written consent.

Terms of Business

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Simon Stokes

For and on behalf of **ARROW VALUATIONS**

APPENDIX IV LETTER FROM THE BOARD IN RELATION TO THE COMPANY'S
ESTIMATES OF THE ANNUAL NET PROFITS OF THE VESSELS



JINHUI HOLDINGS COMPANY LIMITED
金輝集團有限公司

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

Directors:

Ng Siu Fai (*Chairman*)
Ng Kam Wah Thomas (*Managing Director*)
Ng Ki Hung Frankie
Ho Suk Lin
Cui Jianhua *
Tsui Che Yin Frank *
William Yau *

Registered office:

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

* *Independent Non-executive Director*

29 October 2021

To the Shareholders,

Dear Sir or Madam,

We refer to the circular of Jinhui Holdings Company Limited (the “**Company**”) dated 29 October 2021 (the “**Circular**”). Unless the context otherwise requires, terms defined in the Circular shall have the same meanings when used herein.

We refer to the Company’ estimates (“**Estimates**”) of the annual net profits of the Vessels set out in the letter from the board to shareholders of the Company dated 29 October 2021.

In arriving at the Estimates, we have made the following assumptions:

- (i) Supramax is a type of dry bulk vessel with deadweight of weighing approximately 50,000 metric tonnes, and is the tonnage class of the First Vessel and the Second Vessel. The revenue has been calculated based on one year forward freight rate of US\$23,000/day of Supramax as published in the dry freight options report issued by Clarksons Platou Futures Ltd on 30 September 2021, and in the case of the First Vessel only, the estimate also takes into account the hire rates under and the duration of the existing charter agreement;

**APPENDIX IV LETTER FROM THE BOARD IN RELATION TO THE COMPANY'S
ESTIMATES OF THE ANNUAL NET PROFITS OF THE VESSELS**

- (ii) the Vessels will have expected annual hire days, adjusted for the number of days in drydocking and repairs, of 350 days, which is based on the Group's Supramax fleet performance and information for the first half of 2021;
- (iii) the daily shipping related expenses and operating cost for the First Vessel and the Second Vessel are US\$4,200, which is based on the Group's Supramax fleet performance and information for the first half of 2021, multiplied by the number of calendar days of 365 days;
- (iv) given that the Acquisition of the Vessels will be 100% funded by internal resources, no interest income will be forfeited on the internal resources funded by the Group and no interest expenses will be incurred;
- (v) transaction costs and other operating expenses which are insignificant have not been accounted for;
- (vi) there will be no material changes to the existing laws, regulations, guidelines and industry practices in relation to the ship chartering business and the shipping industry; and
- (vii) there will be no material unforeseeable changes to the overall political, economic or social environment that would cause an adverse change in industry demand and/or market conditions.

The estimations of annual hire days and daily shipping related expenses are based on the Group's Supramax fleet performance and information for the first half of 2021 only and do not in any way attribute to the First Vessel or the Second Vessel whether in respect of their historical revenue or their expected revenue.

We note that Clarksons is the world's leading provider of integrated shipping services and its subsidiary, Clarksons Platou Futures Ltd, offers comprehensive FFA (Forward Freight Agreement) and specialist commodity derivative broking services to shipping companies, banks, investment houses and other institutions. We have reviewed the dry freight options report issued by Clarksons Platou Futures Ltd on 30 September 2021 and consider the forward freight rates published therein to be a reliable basis for our Estimates.

We hereby confirm that the Estimates have been made after due and careful enquiry of the Board.

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DISCLOSURE OF INTERESTS

- (a) As at the Latest Practicable Date, the interests and short positions of each Director and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its specified undertakings, and associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is taken or deemed to have under such provisions of the SFO) or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long positions*(i) Directors' interests in Shares*

Name	Number of shares in the Company held and capacity			Total	Percentage of total issued Shares
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Ng Siu Fai	24,260,000	15,140,000	205,325,568 <i>Note 1</i>	244,725,568	46.15%
Ng Kam Wah Thomas	5,909,000	–	136,883,712 <i>Note 2</i>	142,792,712	26.93%
Ng Ki Hung Frankie	3,000,000	–	–	3,000,000	0.57%
Ho Suk Lin	3,850,000	–	–	3,850,000	0.73%
Cui Jianhua	960,000	–	–	960,000	0.18%
Tsui Che Yin Frank	1,000,000	–	–	1,000,000	0.19%
William Yau	441,000	–	–	441,000	0.08%

Note 1: Mr. Ng Siu Fai is deemed to be interested in 205,325,568 shares of the Company through his interests in 51% of the issued capital of Fairline Consultants Limited (as disclosed hereinafter).

Note 2: Mr. Ng Kam Wah Thomas is deemed to be interested in 136,883,712 shares of the Company through his wholly owned company, Timberfield Limited (as disclosed hereinafter).

(ii) Directors' interests in associated corporation

Name	Number of Jinhui Shipping Shares held and capacity			Total	Percentage of total issued Jinhui Shipping Shares
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Ng Siu Fai	4,141,830	1,079,196	61,249,098 <i>Note 1</i>	66,470,124	60.84%
Ng Kam Wah Thomas	864,900	–	260,000 <i>Note 2</i>	1,124,900	1.03%

Notes:

1. Mr. Ng Siu Fai is deemed to be interested in 61,249,098 shares of Jinhui Shipping through his interests in 51% of the issued capital of Fairline Consultants Limited as Fairline Consultants Limited was the beneficial owner of 407,858 shares of Jinhui Shipping and, through Fairline Consultants Limited's controlling interests in the Company, is also deemed to be interested in 60,841,240 shares of Jinhui Shipping held by the Company.
2. Mr. Ng Kam Wah Thomas is deemed to be interested in 260,000 shares of Jinhui Shipping through his wholly owned company, Timberfield Limited.

All the interests stated above represent long positions. No short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its specified undertakings, and associated corporations (within the meaning of Part XV of the SFO) which is required to be recorded and kept in the register in accordance with Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers.

- (b) As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with any member of the Group not determinable by the Company within one year without payment of compensation (other than statutory compensation).
- (c) As at the Latest Practicable Date, none of the Directors or their respective associates has any interests in any company or business which competes or may compete with the businesses of the Group.
- (d) As at the Latest Practicable Date, none of the Directors has or has had direct or indirect interest in any assets acquired or disposed of by or leased to or by or proposed to be acquired or disposed of by or leased to or by any member of the Group since the date to which the latest published audited annual financial statements of the Group were made up.

- (e) There is no contract or arrangement subsisting at the date of this circular in which any of the Directors is materially interested and which is significant in relation to the business of the Group.

SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) have, or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long positions

Name of shareholders	Number of shares in the Company held and capacity			Total	Percentage of total issued shares of the Company
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Wong Yee Man Gloria	15,140,000	229,585,568 <i>Note 1</i>	–	244,725,568	46.15%
Ng Chi Lam Michael	–	–	205,325,568 <i>Note 2</i>	205,325,568	38.72%
Fairline Consultants Limited	205,325,568	–	–	205,325,568	38.72%
Timberfield Limited	136,883,712	–	–	136,883,712	25.81%
Bian Ximing	–	–	29,378,000 <i>Note 3</i>	29,378,000	5.54%
Zhongcai Merchants Investment Group Co., Ltd.	–	–	29,378,000 <i>Note 4</i>	29,378,000	5.54%
Zhongcai (Holdings) Limited	26,949,000	–	–	26,949,000	5.08%

Notes:

- Ms. Wong Yee Man Gloria is deemed to be interested in 229,585,568 shares of the Company through the interests of her spouse, Mr. Ng Siu Fai (as disclosed hereinabove).
- Mr. Ng Chi Lam Michael is deemed to be interested in 205,325,568 shares of the Company through his interests in 49% of the issued capital of Fairline Consultants Limited (as disclosed hereinabove).

3. Mr. Bian Ximing is deemed to be interested in 29,378,000 shares of the Company through his interests in 65.32% of the issued capital of Zhongcai Merchants Investment Group Co., Ltd. (as disclosed in Note 4 below).
4. Zhongcai Merchants Investment Group Co., Ltd. is deemed to be interested in 29,378,000 shares of the Company through its subsidiaries, Zhongcai (Holdings) Limited and Hong Kong Zhongcai Finance Investment Limited, which are the beneficial owners of 26,949,000 shares and 2,429,000 shares of the Company respectively.

Save as disclosed herein, as at the Latest Practicable Date, the Company has not been notified of any person (other than Directors or chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2020, being the date to which the latest published audited accounts of the Group were made up.

LITIGATION

As at the Latest Practicable Date, no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

EXPERTS AND CONSENTS

The qualification of the experts who have given opinions and advice in this circular is as follows:

Name	Qualification
Arrow Valuations	Professional valuer
Grant Thornton Hong Kong Limited	Certified Public Accountants

Arrow Valuations was established in 2001 as subsidiary of Arrow Research to provide accurate and unbiased assessment of values across the main shipping sector. It was set up to provide a dedicated valuations service to banks, financial institutions, owners, underwriters, lawyers, etc. and is on the panel of many banks as an approved valuer.

Grant Thornton Hong Kong Limited is a firm of certified public accountants in Hong Kong.

As at the Latest Practicable Date, each of Arrow Valuations and Grant Thornton Hong Kong Limited had no shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group and had no direct or indirect interest in any assets acquired or disposed of by or leased to any members of the Group or was proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2020, being the date to which the latest published audited accounts of the Company was made up.

Each of Arrow Valuations and Grant Thornton Hong Kong Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its expert's statement included in the form and context in which they respectively appear.

MATERIAL CONTRACTS

The following contracts have been entered into by members of the Group (marked with an "*" below) within two years preceding the date of this circular and each of which is or may be material:

- (1) an agreement dated 14 October 2019 entered into between Jinhui Finance (Hong Kong) Limited* and Yuanfeng Shipping Co., Ltd regarding the provision of the loan with principal amount of US\$7 million;
- (2) an agreement dated 14 October 2019 entered into between Jinhui Finance (Hong Kong) Limited* and Bao Yuan Shipping Co., Ltd regarding the provision of the loan with principal amount of US\$7 million;
- (3) an agreement dated 7 November 2019 entered into between Jinhui Finance (Hong Kong) Limited* and Golden Alpha Shipping Co., Ltd regarding the provision of the loan with principal amount of US\$7 million;
- (4) an agreement dated 7 November 2019 entered into between Jinhui Finance (Hong Kong) Limited* and Bao Progress Shipping Co., Ltd regarding the provision of the loan with principal amount of US\$7 million;
- (5) an agreement dated 13 December 2019 entered into between Jinming Marine Inc.* and Hyde Shipping Co., Ltd regarding the disposal of the vessel at a consideration of US\$5,460,000;
- (6) an agreement dated 10 July 2020 entered into between Jinli Marine Inc.* and New Hyde Shipping Co., Ltd. regarding the acquisition of the vessel at a consideration of US\$3,950,000;
- (7) an agreement dated 29 July 2020 entered into between Nice Beam Limited* and Pak Sau Hwa and Shaw Ngan Yu Juliette regarding the acquisition of the property at a consideration of HK\$19,500,000 and this agreement was subsequently cancelled by mutual agreement on 29 October 2020;
- (8) an agreement dated 15 December 2020 entered into between Jinping Marine Inc.* and Xinfeng (HK) Shipping Co., Limited regarding the disposal of the vessel at a consideration of US\$5,500,000;
- (9) an agreement dated 2 March 2021 entered into between Jincheng Maritime Inc.* and Sea Venture Navigation Inc. regarding the acquisition of the vessel at a consideration of US\$7,275,000;
- (10) an agreement dated 27 April 2021 entered into between Jinquan Marine Inc.* and Norwester Maritime Ltd. regarding the acquisition of the vessel at a consideration of US\$9,300,000;

- (11) an agreement dated 20 May 2021 entered into between Jinfeng Marine Inc.* and TAI SHING MARITIME CO., S.A. regarding the acquisition of the vessel at a consideration of US\$10,813,000;
- (12) an agreement dated 9 July 2021 entered into between Jinan Marine Inc.* and BELFRI AS regarding the acquisition of the vessel at a consideration of US\$15,180,000;
- (13) an agreement dated 20 August 2021 entered into between Jinrong Marine Inc.* and BELCARGO AS regarding the acquisition of the vessel at a consideration of US\$17,000,000; and
- (14) an agreement dated 5 October 2021 entered into between Jinshun Shipping Inc.* and Tesoro Transport Inc. regarding the acquisition of the vessel at a consideration of US\$15,750,000.

DOCUMENTS ON DISPLAY

Copies of the following documents will be published and displayed on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.jinhuiship.com>) for a period of 14 days from the date of this circular (both days inclusive):

- (a) the First Agreement and the Second Agreement;
- (b) the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this circular;
- (c) the letter from Grant Thornton Hong Kong Limited in respect of the unaudited pro forma financial information of the Group;
- (d) the valuation certificates prepared by Arrow Valuations in relation to the Vessels, the text of which is set out in Appendix III to this circular;
- (e) the written consents referred to in the paragraph headed “Experts and Consents” in this appendix; and
- (f) the written approval dated 20 August 2021 given by Fairline Consultants Limited and Timberfield Limited in relation to the Acquisition of the Vessels.

GENERAL

- (a) The secretary of the Company is Ms. Ho Suk Lin, a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales.
- (b) The registered office, also the head office, of the Company is situated at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong.

- (c) The principal share registrar and transfer office of the Company in Hong Kong is Tricor Standard Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

- (d) The English text of this circular shall prevail over the Chinese text.