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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

DISCLOSEABLE TRANSACTION DISPOSAL OF A VESSEL

The Board announces that, the Vendor, an approximately 55.69% indirectly owned subsidiary of the Company, entered into the Agreement with the Purchaser on 24 October 2022 to dispose of the Vessel. The consideration of the Vessel is US\$13,300,000 (approximately HK\$103,740,000). The Vessel will be delivered by the Vendor to the Purchaser or its guaranteed nominee between 25 November 2022 and 19 December 2022.

Under the Listing Rules, the Disposal constitutes a discloseable transaction for the Company.

THE DISPOSAL

The Vendor entered into the Agreement with the Purchaser on 24 October 2022 for the disposal of the Vessel at a consideration of US\$13,300,000 (approximately HK\$103,740,000). The Vessel will be delivered by the Vendor to the Purchaser or its guaranteed nominee between 25 November 2022 and 19 December 2022.

Information on the Group and the Vendor

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

The Vendor 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 date of this announcement.

Purchaser

The Purchaser is a company incorporated in Hong Kong and its principal activities are to provide clients transportation services for general cargo in bulk. The Purchaser is solely owned by Mr. Wu Yanjun, the shareholder and the ultimate beneficial owner.

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

Consideration

Under the Agreement, the Vendor agrees to dispose of the Vessel for a consideration of US\$13,300,000 (approximately HK\$103,740,000) payable by the Purchaser as follows:

- (1) an initial deposit of US\$1,330,000 (approximately HK\$10,374,000) will be payable by the Purchaser within three banking days after the date that (i) signing of the Agreement; (ii) signing of the escrow agreement; and (iii) the confirmation from the escrow agent confirming the account is ready to receive the initial deposit; and
- (2) the balance of US\$11,970,000 (approximately HK\$93,366,000) will be payable by the Purchaser on the delivery of the Vessel which will take place between 25 November 2022 and 19 December 2022.

The consideration of the Vessel will be payable by the Purchaser by cash in United States Dollars. The consideration of the 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 Purchaser.

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 the market for sale and purchase, which parties are looking to buy or sell their vessels on a worldwide basis. However, as each vessel is never identical, management has based on the experiences, market knowledge to consider and come up with the acceptance of the offer.

Vessel

The Vessel is a Supramax of deadweight 52,050 metric tons, built in year 2004 and registered in Hong Kong. The Vendor is a special purpose company for holding solely the Vessel.

The Vessel has been owned by the Group since year 2006, and its unaudited net book value as at 30 June 2022 was approximately HK\$106,032,000. The net profit both before and after taxation and extraordinary items attributable to the Vendor for the financial year ended 31 December 2021 was approximately HK\$83,635,000 which included a reversal of impairment loss of HK\$63,546,000 on owned vessel while the net loss both before and after taxation and extraordinary items attributable to the Vendor for the financial year ended 31 December 2020 was approximately HK\$1,509,000.

Possible financial effects of the Disposal

Based on the unaudited net book value of the Vessel as at 30 June 2022 as described above, the Group would realize a book loss of approximately HK\$4.4 million on disposal of the Vessel. The book loss for the Vessel was calculated after estimated expenses of approximately HK\$2.1 million, which mainly includes commission and legal fees. However, the actual book loss which the Group would realize upon completion of the Disposal will depend on the actual net book value of the Vessel as at date of delivery in accordance with the Group's impairment and depreciation policy for its vessels as shown in the Company's annual report and the actual costs of disposal being incurred of the Vessel as at date of delivery.

Use of proceeds

The Group intends to keep all net sale proceeds received as general working capital of the Group.

REASONS FOR THE DISPOSAL

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 Disposal will enable 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.

Despite the recent development in shipping market, we continue to seek to fine tune the quality of our fleet, in particularly in terms of seeking to lower the overall age profile of our fleet. We try to strike as good as possible, the balance of additional maintenance costs that is associated with the aging of a vessel, the expected revenue generating ability and cargo flexibility when compared to younger vessels, the potential asset value appreciation of an asset, as well as the importance of ensuring we are financially nimble by monetizing suitable assets. We believe in being prepared at all times for future possible opportunities of redeployment of capital into other more suitable assets that may arise going forward while keeping leverage at comfortable levels. The Disposal results in a book loss, however can generate positive cash inflow to boost its working capital and liquidity. We will continuously monitor the market as well as our operations going forward and look out for opportunities to maintain a reasonably modern and competitive fleet, not ruling out any future disposal or acquisition of vessels and will make such decisions on an ad hoc basis to maintain a high financial flexibility and operational competitiveness.

The Group currently owns two modern Post-Panamaxes and twenty four modern grabs fitted Supramaxes including the Vessel with existing carrying capacity of 1,548,237 metric tons. As at date of this announcement, a second hand Supramax will be delivered to the Group in the fourth quarter of 2022 as announced by the Company on 9 September 2022 and two modern Post-Panamaxes will be disposed by the Group in the fourth quarter of 2022 as announced by the Company on 18 October 2022. The Directors believe that the Disposal will not have any material adverse effect on the operations of the Group.

The terms and conditions of the Agreement have been agreed on normal commercial terms following arm's length negotiations with reference to the prevailing market values. The Directors consider that the Disposal represents an opportunity for the Group to readjust its fleet profile and reduce our operational risk exposures in current high-risk volatile markets and the Disposal will improve the liquidity position of the Group. The Directors consider that the terms and conditions of the Agreement was concluded between a willing seller and willing buyer and concluded base on arm's length negotiations, the Directors consider such terms and conditions are fair and reasonable and believe that the Disposal is in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATION

As one or more applicable percentage ratios (as defined in the Listing Rules) for the disposal of the Vessel exceed 5% but are less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the notification to Stock Exchange and publication of announcement requirements under the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions of the following meanings were used:

“Agreement”	the memorandum of agreement dated 24 October 2022 entered into between the Vendor and the Purchaser in respect of the disposal of the Vessel;
“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;
“Disposal”	the disposal of the Vessel under the Agreement;
“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 date of this announcement, whose shares are listed on the Oslo Stock Exchange (stock code: JIN);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Post-Panamaxes”	vessels of deadweight approximately between 90,000 metric tons to 100,000 metric tons;
“Purchaser”	Xinfeng (HK) Shipping Co., Limited, a company incorporated in Hong Kong;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Supramax(es)”	dry cargo vessel(s) of deadweight approximately 50,000 metric tons;
“Vendor”	Jinyao Marine Inc., a wholly-owned subsidiary of Jinhui Shipping;
“Vessel”	a deadweight 52,050 metric tons bulk carrier “JIN YAO” registered in Hong Kong;
“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.

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

Hong Kong, 24 October 2022

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