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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

**(1) MAJOR TRANSACTION IN RELATION TO
THE SALE AND LEASEBACK ARRANGEMENTS
AND
(2) MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF VESSELS**

25 August 2025

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	5
Appendix I – Financial Information	20
Appendix II – Valuation Certificates of the Vessels	22
Appendix III – General Information	28

DEFINITIONS

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

“Agreement A”	the memorandum of agreement dated 4 July 2025 entered into between Vendor A and Purchaser A in respect of the disposal of Vessel A;
“Agreement B”	the memorandum of agreement dated 23 July 2025 entered into between Vendor B and Purchaser B in respect of the disposal of Vessel B;
“Agreement C”	the memorandum of agreement dated 6 August 2025 entered into between Vendor C and Purchaser C in respect of the disposal of Vessel C;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Balloon”	in the amounts of CNH29,000,000 (equivalent to approximately HK\$31,784,000) and CNH31,900,000 (equivalent to approximately HK\$34,962,000) under the First Vessel Charter Agreement and the Second Vessel Charter Agreement, respectively;
“Board”	the board of Directors;
“Charterers” or “Sellers”	the First Seller and the Second Seller as the charterers under the Charter Agreements or as the sellers under the Memoranda (as the case maybe), and “Charterer” or “Seller” refers to any of them as the context requires;
“Charter Agreements”	the First Vessel Charter Agreement and the Second Vessel Charter Agreement, and “Charter Agreement” refers to any of them as the context requires;
“Company”	Jinhui Holdings Company Limited, a limited liability company incorporated under the laws of Hong Kong and its shares are listed on the Main Board of the Stock Exchange (stock code: 137);
“Directors”	the directors of the Company;
“Disposal of the Vessels”	the disposal of Vessel A, Vessel B and Vessel C under the Agreement A, Agreement B and Agreement C respectively;
“First Buyer”	Tianjin Jinhaishiwu Leasing Co., Ltd, a company established under the laws of the PRC, being the purchaser under the First MoA, and as owner under the First Vessel Charter Agreement;

DEFINITIONS

“First MoA”	the memorandum of agreement dated 30 June 2025 entered into between the First Seller and the First Buyer in relation to the sale and purchase of the First Vessel;
“First Seller”	Jinheng Marine Inc., a company incorporated under the laws of the Republic of Panama and an indirect subsidiary of the Company, being the seller under the First MoA and the charterer under the First Vessel Charter Agreement;
“First Vessel”	a bulk carrier “JIN HENG” of deadweight approximately 63,518 metric tonnes registered in Hong Kong;
“First Vessel Charter Agreement”	the bareboat charter agreement dated 30 June 2025 entered into between the First Seller (as charterer) and the First Buyer (as owner) in relation to the bareboat chartering of the First Vessel;
“Group”	the Company and its subsidiaries;
“Guarantor” or “Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a company incorporated under the laws of Bermuda with limited liability, the equity of which is owned as to approximately 55.69% by the Company as at the Latest Practicable Date, being a direct subsidiary of the Company and its shares are listed on the Oslo Stock Exchange (stock code: JIN);
“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;
“Latest Practicable Date”	20 August 2025, 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;
“LPR”	the loan prime rate as announced by the National Interbank Funding Centre under the authority of the People’s Bank of China;

DEFINITIONS

“Memoranda”	the First MoA and the Second MoA, and “Memorandum” refers to any of them as the context requires;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Purchaser A”	Huwell Shipping Pte. Ltd., a company incorporated in Singapore, being the purchaser under the Agreement A;
“Purchaser B”	Huwell Tanker Spring Limited, a company incorporated in Hong Kong, being the purchaser under the Agreement B;
“Purchaser C”	Huwell Global Resources Pte. Ltd., a company incorporated in Singapore, being the purchaser under the Agreement C;
“Sale and Leaseback Arrangements”	the transactions contemplated under the Memoranda and the Charter Agreements;
“Second Buyer”	Tianjin Jinhaiba Leasing Co., Ltd, a company established under the laws of the PRC, being the purchaser under the Second MoA, and as owner under the Second Vessel Charter Agreement;
“Second MoA”	the memorandum of agreement dated 30 June 2025 entered into between the Second Seller and the Second Buyer in relation to the sale and purchase of the Second Vessel;
“Second Seller”	Jinli Marine Inc., a company incorporated under the laws of the Republic of Panama and an indirect subsidiary of the Company, being the seller under the Second MoA and the charterer under the Second Vessel Charter Agreement;
“Second Vessel”	a bulk carrier “JIN LI” of deadweight approximately 81,567 metric tonnes registered in Hong Kong;
“Second Vessel Charter Agreement”	the bareboat charter agreement dated 30 June 2025 entered into between the Second Seller (as charterer) and the Second Buyer (as owner) in relation to the bareboat chartering of the Second Vessel;
“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;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor A”	Jingang Marine Inc., a company incorporated under the laws the Republic of Panama and an indirect subsidiary of the Company, being the seller under the Agreement A;
“Vendor B”	Jinji Marine Inc., a company incorporated under the laws the Republic of Panama and an indirect subsidiary of the Company, being the seller under the Agreement B;
“Vendor C”	Jinjun Marine Inc., a company incorporated under the laws the Republic of Panama and an indirect subsidiary of the Company, being the seller under the Agreement C;
“Vessel A”	a bulk carrier “JIN GANG” of deadweight approximately 56,927 metric tonnes registered in Hong Kong;
“Vessel B”	a bulk carrier “JIN JI” of deadweight approximately 56,913 metric tonnes registered in Hong Kong;
“Vessel C”	a bulk carrier “JIN JUN” of deadweight approximately 56,887 metric tonnes registered in Hong Kong;
“Vessels”	Vessel A, Vessel B and Vessel C;
“CNH”	Renminbi (offshore), the lawful currency of the PRC, and for the purpose of illustration only, translated into HK\$ at the rate of CNH1.00 = HK\$1.096;
“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*

25 August 2025

To the Shareholders,

Dear Sir or Madam,

**(1) MAJOR TRANSACTION IN RELATION TO
THE SALE AND LEASEBACK ARRANGEMENTS
AND
(2) MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF VESSELS**

INTRODUCTION

The Directors refer to the announcements of the Company as follows:

- (1) On 30 June 2025 (after trading hours of the Stock Exchange),
 - (i) the First Seller, an approximately 55.69% indirect subsidiary of the Company, entered into (a) the First MoA with the First Buyer, pursuant to which the First Buyer agreed to purchase and the First Seller agreed to sell the First Vessel subject to the terms and conditions therein; and (b) the First Vessel Charter Agreement with the First Buyer,

LETTER FROM THE BOARD

pursuant to which the First Seller (as bareboat charterer) agreed to charter the First Vessel from the First Buyer (as owner) upon acceptance of the First Vessel by the First Buyer under the First MoA subject to the terms and conditions therein; and

- (ii) the Second Seller, an approximately 55.69% indirect subsidiary of the Company, entered into (a) the Second MoA with the Second Buyer, pursuant to which the Second Buyer agreed to purchase and the Second Seller agreed to sell the Second Vessel subject to the terms and conditions therein; and (b) the Second Vessel Charter Agreement with the Second Buyer, pursuant to which the Second Seller (as bareboat charterer) agreed to charter the Second Vessel from the Second Buyer (as owner) upon acceptance of the Second Vessel by the Second Buyer under the Second MoA subject to the terms and conditions therein.
- (2) On 4 July 2025 (after the trading hours of the Stock Exchange), Vendor A, an approximately 55.69% indirect subsidiary of the Company, entered into Agreement A with Purchaser A in respect of the disposal of the Vessel A at a consideration of US\$10,800,000 (approximately HK\$84,240,000). Vessel A was delivered by Vendor A to Purchaser A on 14 July 2025. Under the Listing Rules, the disposal of the Vessel A, on a standalone basis, constitutes a discloseable transaction for the Company.
- (3) On 23 July 2025 (after the trading hours of the Stock Exchange), Vendor B, an approximately 55.69% indirect subsidiary of the Company, entered into Agreement B with the Purchaser B in respect of the disposal of Vessel B at a consideration of US\$11,000,000 (approximately HK\$85,800,000). Vessel B was delivered by Vendor B to Purchaser B on 31 July 2025. Under the Listing Rules, the disposal of Vessel B, on a standalone basis, constitutes a discloseable transaction for the Company, and in aggregate with the disposal of Vessel A, constitutes a major transaction for the Company as Purchaser A and Purchaser B are under control of same ultimate beneficial owner.
- (4) On 6 August 2025 (after the trading hours of the Stock Exchange), Vendor C, an approximately 55.69% indirect subsidiary of the Company, entered into Agreement C with Purchaser C in respect of the disposal of Vessel C at a consideration of US\$10,500,000 (approximately HK\$81,900,000). Under the Listing Rules, the disposal of Vessel C, on a standalone basis, constitutes a discloseable transaction for the Company.

Since Purchaser A, Purchaser B and Purchaser C are under the control of same ultimate beneficial owner, pursuant to Rule 14.22 of the Listing Rules, the disposal of Vessel A, Vessel B and Vessel C under Agreement A, Agreement B and Agreement C shall be aggregated for determining the percentage ratios under Rule 14.07 of the Listing Rules 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 aggregated amount of the considerations under Agreement A, Agreement B and Agreement C exceed 25% but are less than 75%, the Disposal 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.

LETTER FROM THE BOARD

The purpose of this circular is to give you further information in relation to the Sale and Leaseback Arrangements and the Disposal of the Vessels.

(1) THE SALE AND LEASEBACK ARRANGEMENTS

On 30 June 2025 (after trading hours of the Stock Exchange),

- (i) the First Seller, an approximately 55.69% indirect subsidiary of the Company, entered into:
 - (a) the First MoA with the First Buyer, pursuant to which the First Buyer agreed to purchase and the First Seller agreed to sell the First Vessel at a consideration of CNH79,750,000 (equivalent to approximately HK\$87,406,000) subject to the terms and conditions therein; and
 - (b) the First Vessel Charter Agreement with the First Buyer, pursuant to which the First Seller (as bareboat charterer) agreed to charter the First Vessel from the First Buyer (as owner) upon acceptance of the First Vessel by the First Buyer under the First MoA and was granted an option to purchase the First Vessel from the First Buyer on or after the third anniversary of the term of the First Vessel Charter Agreement, and in the event that such option to purchase is not exercised, the First Seller (as bareboat charterer) is obliged to purchase the First Vessel from the First Buyer (as owner) on the last day of the term of the First Vessel Charter Agreement subject to the terms and conditions therein; and
- (ii) the Second Seller, an approximately 55.69% indirect subsidiary of the Company, entered into:
 - (a) the Second MoA with the Second Buyer, pursuant to which the Second Buyer agreed to purchase and the Second Seller agreed to sell the Second Vessel at a consideration of CNH123,250,000 (equivalent to approximately HK\$135,082,000) subject to the terms and conditions therein; and
 - (b) the Second Vessel Charter Agreement with the Second Buyer, pursuant to which the Second Seller (as bareboat charterer) agreed to charter the Second Vessel from the Second Buyer (as owner) upon acceptance of the Second Vessel by the Second Buyer under the Second MoA and was granted an option to purchase the Second Vessel from the Second Buyer on or after the third anniversary of the term of the Second Vessel Charter Agreement, and in the event that such option to purchase is not exercised, the Second Seller (as bareboat charterer) is obliged to purchase the Second Vessel from the Second Buyer (as owner) on the last day of the term of the Second Vessel Charter Agreement subject to the terms and conditions therein.

LETTER FROM THE BOARD

Details of the Memoranda and the Charter Agreements

The principal terms of the Memoranda and the Charter Agreements are set out below:

	(1) The First MoA; and (2) the First Vessel Charter Agreement	(1) The Second MoA; and (2) the Second Vessel Charter Agreement
Date:	30 June 2025	
Parties:	(1) The First Seller (as seller under the First MoA and as bareboat charterer under the First Vessel Charter Agreement) (2) The First Buyer (as purchaser under the First MoA and as owner under the First Vessel Charter Agreement)	(1) The Second Seller (as seller under the Second MoA and as bareboat charterer under the Second Vessel Charter Agreement) (2) The Second Buyer (as purchaser under the Second MoA and as owner under the Second Vessel Charter Agreement)
Subject matter:	(1) The First Buyer agreed to purchase and the First Seller agreed to sell the First Vessel subject to the terms and conditions under the First MoA (2) The First Buyer (as owner) agreed to let, and the First Seller (as bareboat charterer) agreed to charter, the First Vessel upon acceptance of the First Vessel by the First Buyer under the First MoA subject to the terms and conditions under the First Vessel Charter Agreement	(1) The Second Buyer agreed to purchase and the Second Seller agreed to sell the Second Vessel subject to the terms and conditions under the Second MoA (2) The Second Buyer (as owner) agreed to let, and the Second Seller (as bareboat charterer) agreed to charter, the Second Vessel upon acceptance of the Second Vessel by the Second Buyer under the Second MoA subject to the terms and conditions under the Second Vessel Charter Agreement
Consideration under each of the Memoranda:	CNH79,750,000 (equivalent to approximately HK\$87,406,000) to be paid by the First Buyer upon delivery of the First Vessel by the First Seller in accordance with the terms and conditions under the First MoA	CNH123,250,000 (equivalent to approximately HK\$135,082,000) to be paid by the Second Buyer upon delivery of the Second Vessel by the Second Seller in accordance with the terms and conditions under the Second MoA

LETTER FROM THE BOARD

	<p>The aggregate of the consideration amounts under the Memoranda is in essence the amount of financing by the Group under the Sale and Leaseback Arrangements, the proceeds of which are intended to be used by the Group as general working capital. Specifically, the Company will utilize the funds to repay short-term borrowings, thereby reducing interest expenses and improving its capital structure. A portion of the proceeds will be used to settle outstanding creditors and payables. To enhance financial flexibility, part of the proceeds will be retained as a liquidity buffer and reserve for any unforeseen expenditure or market fluctuations.</p>
Charter period:	<p>A period of up to 84 months commencing on the date of delivery of the relevant vessel under the Charter Agreements (the “Charter Period”)</p>
Charter hire:	<p>For every consecutive 3-month period during the Charter Period (the “Hire Period”), the First Seller and the Second Seller (each in their capacity as bareboat charterer) shall pay to the First Buyer and the Second Buyer (each in their capacity as an owner), respectively, on the last day of each Hire Period (the “Hire Payment Date”):</p> <p>(1) a fixed hire in an amount equals to twenty-eighth (1/28) of the difference between the amount of consideration paid by the First Buyer or the Second Buyer (as the case maybe) as stipulated under the relevant Memorandum and the respective Balloon as stipulated under the relevant Charter Agreement (the “Fixed Hire”); and</p> <p>(2) a variable hire in an amount calculated by multiplying:</p> <ul style="list-style-type: none"> (i) the amount of consideration paid by the First Buyer or the Second Buyer (as the case maybe) as stipulated under the relevant Memorandum as may be reduced by payment of any Fixed Hire (the “Cost Balance”) immediately prior to the relevant Hire Payment Date; (ii) the aggregate of the margin of 0.3% per annum and the applicable LPR (as determined in accordance with the relevant definition contained in the Charter Agreements) for the Hire Period ending on that Hire Payment Date; and (iii) a fraction whose denominator is 360 and numerator is the number of days which has elapsed during the relevant Hire Period.

LETTER FROM THE BOARD

Purchase option:	Subject to the conditions as stipulated in the Charter Agreements, each of the Charterers has an option, by serving a sixty-day advance written notice on the First Buyer or the Second Buyer (as the case maybe), to purchase the respective vessel, on or after the third anniversary of the date of delivery of the relevant vessel by the First Buyer or the Second Buyer (as the case maybe) to the relevant Charterer under the Charter Agreements and before the last day of the Charter Period, at an option price being the aggregate of, among others, the amount of the then Cost Balance, any applicable prepayment fee as stipulated in the Charter Agreements depending on the date of exercise of the option to purchase and other sums due and payable but being unpaid under the Charter Agreements together with related interest accrued.
Purchase obligation:	In the event that the option to purchase is not exercised and upon expiry of the Charter Period, the relevant Charterer is obliged to purchase its respective vessel from the First Buyer or the Second Buyer (as the case maybe), subject to certain conditions as stipulated in the Charter Agreements, at a price being the aggregate of, among others, the amount of the relevant Balloon, any surplus of the then Cost Balance over the amount of the Balloon, all unpaid sums which are due and payable under the Charter Agreements together with related interest accrued.
Guarantee:	Jinhui Shipping (as the Guarantor), a direct subsidiary of the Company, guaranteed the punctual performance by each of the Charterers of its obligations under the Sale and Leaseback Arrangements in favour of the First Buyer and the Second Buyer.

The considerations under the Memoranda were determined after arm's length negotiations between the parties with reference to a number of factors which include (1) the financing nature of the Sale and Leaseback Arrangements; (2) the estimated market values of the First Vessel and the Second Vessel as derived from both publicly available information and data possessed by the First Buyer, the Second Buyer and the Group. Reference to market transactions on market value of vessels including a 2019-built vessel with a deadweight of 81,664 metric tonnes was reportedly sold for US\$29 million, while a 2015-built vessel with a deadweight of 63,194 metric tonnes was sold for US\$20 million; (3) the loan-to-value ratios applicable to the Sale and Leaseback Arrangements which are acceptable to the First Buyer and the Second Buyer as owners of the First Vessel and the Second Vessel upon completion of the transactions contemplated under the Memoranda; (4) the prevailing market conditions of the shipping industry; and (5) the current financial position and future needs of the Group. In addition, the Group made reference to the available comparable sale and leaseback transactions and considers that the terms and conditions of the Sale and Leaseback Arrangements, including the loan-to-value ratios and interest rate, are not less favourable than those offered under prevailing market conditions or existing available terms from other financial institutions.

LETTER FROM THE BOARD

INFORMATION ON THE COMPANY, PARTIES TO THE SALE AND LEASEBACK ARRANGEMENTS, THE FIRST VESSEL AND THE SECOND VESSEL

The Company

The Company is an investment holding company and its subsidiaries are principally engaged in international ship chartering and ship owning.

The Sellers/Charterers and the Guarantor

Each of the Sellers/Charterers is principally engaged in ship owning business and an indirect subsidiary of the Company. The First Seller and the Second Seller owned the First Vessel and the Second Vessel, respectively, immediately prior to the completion of the sale and purchase under the Memoranda.

The Guarantor is an investment holding company and an approximately 55.69% owned subsidiary of the Company. Each of the Sellers/Charterers is a wholly-owned subsidiary of the Guarantor.

The First Buyer and the Second Buyer

The First Buyer and the Second Buyer are companies established under the laws of the PRC. Their principal activities are financial leasing of ships and import and export businesses related to financial leasing.

The First Buyer and the Second Buyer are owned by Agricultural Bank of China Financial Leasing Co., Ltd.. Agricultural Bank of China Financial Leasing Co., Ltd. is principally engaged in financial leasing business and a wholly-owned subsidiary of Agricultural Bank of China Limited, the shares of which are listed on The Shanghai Stock Exchange (stock code: 601288) and the Stock Exchange (stock code: 1288).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the First Buyer, the Second Buyer, Agricultural Bank of China Financial Leasing Co., Ltd. and Agricultural Bank of China Limited are Independent Third Parties.

The First Vessel and the Second Vessel

The First Vessel is a bulk carrier with a deadweight of approximately 63,518 metric tonnes, built in 2014 and was registered in Hong Kong. As at 31 March 2025, the unaudited net book value of the First Vessel was approximately HK\$163,000,000. The First Seller is a special purpose company for holding solely the First Vessel.

The Second Vessel is a bulk carrier with a deadweight of approximately 81,567 metric tonnes, built in 2019 and was registered in Hong Kong. As at 31 March 2025, the unaudited net book value of the Second Vessel was approximately HK\$221,000,000. The Second Seller is a special purpose company for holding solely the Second Vessel.

LETTER FROM THE BOARD

The net profit both before and after taxation and extraordinary items attributable to the First Vessel for the financial year ended 31 December 2024 was approximately HK\$3,431,000 whereas the net loss both before and after taxation and extraordinary items attributable to the First Vessel for the financial year ended 31 December 2023 was approximately HK\$65,000.

The net loss both before and after taxation and extraordinary items attributable to the Second Vessel for the financial year ended 31 December 2024 was approximately HK\$15,794,000 whereas the net profit both before and after taxation and extraordinary items attributable to the Second Vessel for the financial year ended 31 December 2023 was approximately HK\$57,000.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SALE AND LEASEBACK ARRANGEMENTS

The Directors, after taken into consideration the following:

- (1) the Sale and Leaseback Arrangements allow the Group to gain access to additional working capital at a reasonable cost, which effectively enhances the cash position of the Group while maintaining appropriate control over the First Vessel and the Second Vessel;
- (2) an improved financial position of the Group offers a higher degree of flexibility to the Group in the deployment of its own resources to cope with its business needs and development plan, which is crucial given that the global economy has shifted from a period of resilient growth and declining inflation to a more uncertain path due to the escalation of trade tensions on a global basis;
- (3) the Sale and Leaseback Arrangements are in both substance and accounting terms, financing arrangements largely similar to secured loan transactions, which involves no transfer of possession and/or use of the First Vessel and the Second Vessel by the Charterers;
- (4) upon the expiry of the Charter Period, the ownership of each of the First Vessel and the Second Vessel will be transferred back to relevant Charterer, subject to full settlement of the outstanding sums by the relevant Charterer in accordance with the terms and conditions of the relevant Charter Agreement;
- (5) the business operations of the Group would not be adversely affected by the transactions contemplated under the Sale and Leaseback Arrangements; and
- (6) the factors considered for assessing the fairness and reasonableness of the terms and conditions of the Sale and Leaseback Arrangements as set out in the section headed “*Details of the Memoranda and the Charter Agreements*” above,

are of the view that the terms and conditions of the Sale and Leaseback Arrangements are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

LETTER FROM THE BOARD

FINANCIAL EFFECTS OF ENTERING INTO THE SALE AND LEASEBACK ARRANGEMENTS

In accordance with the requirements under the Hong Kong Financial Reporting Standard 16, the Sale and Leaseback Arrangements will be accounted for as a financing arrangement and therefore would not give rise to any gain or loss in the income statement of the Group.

Upon the completion of the Sale and Leaseback Arrangements, it is expected that the total assets of the Group will increase to reflect the cash to be received from the proceeds of the Sale and Leaseback Arrangements and the total liabilities of the Group will increase to reflect the repayment obligations to pay charter hires under the Charter Agreements. The Company considers that there will not be any material change to the Group's net asset value.

LISTING RULES IMPLICATIONS

Pursuant to Rule 14.22 of the Listing Rules, the Sale and Leaseback Arrangements shall be aggregated as if they were one transaction since they were conducted by the Group with the same group of counterparties. As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the Sale and Leaseback Arrangements exceed 25% but are less than 75%, the Sale and Leaseback Arrangements constitute a major transaction of 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 transactions 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 transactions.

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 as at the Latest Practicable Date.

Fairline and Timberfield also hold 409,099 shares of the Guarantor and 260,000 shares of the Guarantor, respectively, and together hold 669,099 shares of the Guarantor which represent approximately 0.61% of the total issued shares of the Guarantor as at the Latest Practicable Date.

Mr. Ng Siu Fai, the Chairman of the Group and an executive Director, is the major shareholder and beneficial owner of Fairline. Mr. Ng Kam Wah Thomas, the Managing Director of the Group and an executive Director, 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 Sale and Leaseback Arrangements other than through their respective shareholding interests in the Company and the Guarantor. As the Guarantor only provides a guarantee in favour of the First Buyer and the Second Buyer for the punctual performance of all

LETTER FROM THE BOARD

obligations of the Charterers under the Sale and Leaseback Arrangements, Fairline and Timberfield, through their shareholding interests in the Guarantor, do not have a material interest in the Sale and Leaseback Arrangements. Accordingly, no Shareholder is required to abstain from voting on the Sale and Leaseback Arrangements if the Company were to convene a general meeting for the approval of the same.

The Sale and Leaseback Arrangements were approved by way of written shareholders' resolutions from Fairline and Timberfield on 30 June 2025.

As stated in the section headed “*Reasons for and Benefits of Entering into the Sale and Leaseback Arrangements*” above, the Directors are of the view that the terms and conditions of the Sale and Leaseback Arrangements are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole. Although a general meeting would not be convened by the Company to approve the Sale and Leaseback Arrangements, if such a general meeting was to be convened by the Company, the Board would recommend the Shareholders to vote in favour of the resolution(s) to approve the Sale and Leaseback Arrangements.

(2) **DISPOSAL OF THE VESSELS**

Information on the Group and the vendors

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

Vendor A, Vendor B and Vendor C are ship owning companies, each wholly owned by Jinhui Shipping, which is in turn an approximately 55.69% indirect subsidiary of the Company as at the Latest Practicable Date. The principal activities of Vendor A, Vendor B and Vendor C comprise ship owning and chartering.

Purchasers

Purchaser A and Purchaser C are companies incorporated in Singapore, whereas Purchaser B is a company incorporated in Hong Kong. The principal activities of Purchaser A, Purchaser B and Purchaser C consist primarily of vessel ownership and chartering.

Purchaser A, Purchaser B, and Purchaser C are wholly owned by Mr. Ye Wayne, the ultimate beneficial owner.

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

Vessels

Vessel A is a Supramax of deadweight 56,927 metric tonnes, built in year 2009 and registered in Hong Kong. Vendor A is a special purpose company for holding solely Vessel A.

LETTER FROM THE BOARD

Vessel A has been owned by the Group since year 2009, and its unaudited net book value as at 31 May 2025 was approximately HK\$91,617,000. The net profit both before and after taxation and extraordinary items attributable to Vessel A for the financial year ended 31 December 2024 was approximately HK\$9,544,000 whereas the net loss both before and after taxation and extraordinary items attributable to Vessel A for the financial year ended 31 December 2023 was approximately HK\$21,221,000.

Vessel B is a Supramax of deadweight 56,913 metric tonnes, built in year 2009 and registered in Hong Kong. Vendor B is a special purpose company for holding solely Vessel B.

Vessel B has been owned by the Group since year 2009, and its unaudited net book value as at 31 May 2025 was approximately HK\$93,913,000. The net profit both before and after taxation and extraordinary items attributable to Vessel B for the financial year ended 31 December 2024 was approximately HK\$12,227,000 whereas the net loss both before and after taxation and extraordinary items attributable to Vessel B for the financial year ended 31 December 2023 was approximately HK\$13,597,000.

Vessel C is a Supramax of deadweight 56,887 metric tonnes, built in year 2009 and registered in Hong Kong. Vendor C is a special purpose company for holding solely the Vessel C.

Vessel C has been owned by the Group since year 2009, and its unaudited net book value as at 31 May 2025 was approximately HK\$100,133,000. The net profit both before and after taxation and extraordinary items attributable to Vessel C for the financial year ended 31 December 2024 was approximately HK\$14,885,000 whereas the net loss both before and after taxation and extraordinary items attributable to Vessel C for the financial year ended 31 December 2023 was approximately HK\$13,951,000.

Considerations

Under Agreement A, Vendor A agreed to dispose of Vessel A for a consideration of US\$10,800,000 (approximately HK\$84,240,000) payable by Purchaser A. The consideration was paid by Purchaser A to Vendor A and Vessel A was delivered by Vendor A to Purchaser A on 14 July 2025.

As Vessel A is currently engaged under a time charter until September 2025, Vendor A and Purchaser A entered into a bareboat charter agreement simultaneously on 4 July 2025. Pursuant to this bareboat charter agreement, Purchaser A agreed to lease Vessel A to Vendor A for a period of four to six months, commencing on 14 July 2025 until Vessel A is redelivered under free charter to Purchaser A.

Under Agreement B, Vendor B agreed to dispose of Vessel B for a consideration of US\$11,000,000 (approximately HK\$85,800,000) payable by Purchaser B. The consideration was paid by Purchaser B to Vendor B and Vessel B was delivered by Vendor B to Purchaser B on 31 July 2025.

LETTER FROM THE BOARD

Under Agreement C, Vendor C agreed to dispose of Vessel C for a consideration of US\$10,500,000 (approximately HK\$81,900,000) payable by Purchaser C as follows:

- (1) an initial deposit of US\$1,050,000 (approximately HK\$8,190,000) was paid by Purchaser C on 19 August 2025; and
- (2) the balance of US\$9,450,000 (approximately HK\$73,710,000) will be payable by Purchaser C on delivery of Vessel C which will take place between 1 October 2025 and 15 November 2025.

The considerations of the Vessels were determined by reference to market intelligence. The Company has gathered such information 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, valuation from independent valuer and on the basis of arm's length negotiations with each respective purchaser.

In the course of negotiating the considerations of the Vessels, the Group obtained indicative valuation of the Vessels from Arrow Valuations, an independent valuer and an affiliate of Arrow Asia Shipbrokers Ltd., an independent shipbroking group. Arrow Valuations appraised Vessel A at US\$10,800,000 (approximately HK\$84,240,000) as of 2 July 2025, and each of Vessel B and Vessel C at US\$10,800,000 (approximately HK\$84,240,000) as of 18 July 2025. The market approach has been adopted in the valuation of the Vessels. In the process of gathering 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 experiences and market knowledge to consider and come up with the acceptance of the offer.

The Directors consider that the considerations of Vessel A, Vessel B and Vessel C are fair and reasonable and the Disposal of the Vessels is in the interests of the Company and its shareholders as a whole.

Possible financial effects of the Disposal of the Vessels

The unaudited net book values of the Vessels as at 31 May 2025 as described above represents the estimated recoverable amount which was based on the value in use under the requirement of Hong Kong Accounting Standard 36 Impairment of Assets. The Group would realize book losses of approximately HK\$8 million on disposal of Vessel A, HK\$8 million on disposal of Vessel B and HK\$18 million on disposal of Vessel C. The actual book losses which the Group would realize upon completion of the Disposal of the Vessels will depend on the actual net book values of the Vessels at their respective dates 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 Vessels as at their respective dates of delivery.

LETTER FROM THE BOARD

Based on the unaudited net book values of the Vessels as at 31 May 2025, in addition to the book losses arising from the Disposal of the Vessels, the Group's non-current assets are expected to decrease by the carrying amounts of the Vessels by HK\$286 million. Correspondingly, the Group's bank and cash balances are expected to increase by HK\$252 million upon receipt of the net sale proceeds from each vessel, which will be recognized upon delivery.

Use of proceeds

The net sale proceeds from the Disposal of the Vessels will be applied toward general working capital purposes. Specifically, the Company will utilize the funds to repay short-term borrowings, thereby reducing interest expenses and improving its capital structure. A portion of the proceeds will be used to settle outstanding creditors and payables. To enhance financial flexibility, part of the proceeds will be retained as a liquidity buffer and reserve for any unforeseen expenditure or market fluctuations.

REASONS FOR THE DISPOSAL 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 consider that the Disposal of the Vessels 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 of the Vessels will enable the Group to enhance its working capital position and further strengthen its liquidity and overall financial position.

The Group operates a balanced and diversified fleet of dry bulk carriers, comprising Capesize, Panamax, Ultramax and Supramax bulk carriers. To stay competitive in the market, the Group focused on enhancing the quality of our fleet and adjusting our fleet profile, 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. 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 of smaller and older vessels and replace them with newer vessels with larger carrying capacity and longer asset lives or charter-in of vessels. We will make such decisions on an ad hoc basis to maintain high financial flexibility and operational competitiveness.

The Group currently operates a fleet of thirty vessels, of which twenty are owned vessels, two are under sale and leaseback arrangements and eight are chartered-in vessels, with total deadweight carrying capacity of approximately 2.2 million metric tonnes.

The Directors believe that the Disposal of the Vessels will not have any material adverse effect on the operations of the Group. The Directors consider the terms and conditions of Agreement A, Agreement B and Agreement C were concluded and agreed between parties on normal commercial terms following arm's

LETTER FROM THE BOARD

length negotiations with reference to the prevailing market values. The Directors are of the view that the projected operational results of the Vessels are not necessarily an indicator of their future potential performance, which in turn are not directly pertinent to the negotiation of the consideration. During negotiation regarding the considerations of the Vessels, a market-based approach was adopted, as it provides a fair and reliable current situation of valuation, for both the vendors and the purchasers.

LISTING RULES IMPLICATION

Since Vessel A, Vessel B and Vessel C are disposed to each respective purchaser under the control of same ultimate beneficial owner, pursuant to Rule 14.22 of the Listing Rules, the disposal of Vessel A, Vessel B and Vessel C under Agreement A, Agreement B and Agreement C shall be aggregated for determining the percentage ratios under Rule 14.07 of the Listing Rules 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 Disposal of the Vessels exceed 25% but are less than 75%, the Disposal 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 transactions 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 transactions.

Fairline Consultants Limited and Timberfield Limited 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 as at the Latest Practicable Date.

Fairline and Timberfield also hold 409,099 shares of Jinhui Shipping and 260,000 shares of Jinhui Shipping, respectively, and together hold 669,099 shares of Jinhui Shipping which represent approximately 0.61% of the total issued shares of Jinhui Shipping as at the Latest Practicable Date.

Mr. Ng Siu Fai, the Chairman of the Group and an executive Director, is the major shareholder and beneficial owner of Fairline. Mr. Ng Kam Wah Thomas, the Managing Director of the Group and an executive Director, 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 Disposal of the Vessels other than through their respective shareholding interests in the Company and Jinhui Shipping. No Shareholder is required to abstain from voting on the Disposal of the Vessels if the Company were to convene a general meeting for the approval of the Disposal of the Vessels.

LETTER FROM THE BOARD

The disposal of Vessel A and Vessel B was approved by way of written shareholders' resolution from Fairline and Timberfield on 23 July 2025.

The disposal of Vessel A, Vessel B and Vessel C was approved by way of written shareholders' resolution from Fairline and Timberfield on 5 August 2025.

As stated in the preceding paragraphs, the Directors are of the view that the terms and conditions of the Disposals of the Vessels are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole. Although a general meeting would not be convened by the Company to approve the Disposals of the Vessels, if such a general meeting was to be convened by the Company, the Board would recommend the Shareholders to vote in favour of the resolution(s) to approve the Disposals 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

(1) FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for each of the three financial years ended 31 December 2022, 2023 and 2024 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 2022 (pages 84 to 161) <https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0424/2023042400586.pdf>
- Annual report of the Company for the year ended 31 December 2023 (pages 86 to 165) <https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0419/2024041900428.pdf>
- Annual report of the Company for the year ended 31 December 2024 (pages 88 to 171) <https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0428/2025042800959.pdf>

(2) INDEBTEDNESS

As at the close of business on 30 June 2025, 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\$898 million.

The bank borrowings represented secured term loans of approximately HK\$808 million and secured revolving loans of approximately HK\$90 million. All outstanding bank borrowings and credit facilities were guaranteed by the Company or Jinhui Shipping.

As at 30 June 2025, 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\$1,768 million, investment properties with an aggregate carrying amount of approximately HK\$235 million, financial assets at fair value through profit or loss of approximately HK\$56 million and deposits in banks amounting to approximately HK\$1 million. Chartering income of fourteen subsidiaries were assigned to secure credit facilities utilized by the Group.

As at 30 June 2025, the Group had lease liabilities of approximately HK\$371 million. All outstanding lease liabilities was unsecured and unguaranteed.

As at 30 June 2025, 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 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 year. We operate a balanced and diversified fleet of dry bulk carriers, comprising Capesize, Panamax, Ultramax and Supramax. To stay competitive in the market, the Group

focused on enhancing the quality of our fleet and adjusting our fleet profile, in particularly in terms of seeking to lower the overall age profile of our fleet. We try to optimize the use of both owned vessels and chartered-in vessels to improve the revenue generated from vessels while keeping leverage at comfortable levels.

Transportation of commodities will undergo profound and complex changes given the variables that affect our business are a combination of industry specific, economical, as well as geopolitically driven. With new vessel supply remaining limited and newbuilding activity at moderate levels, the dry bulk shipping market remains relatively healthy.

With expected moderate global dry bulk fleet growth in the next few years due to minimal new ship ordering and potentially increased scrapping as the fleet ages and decarbonization regulations tighten, new vessel orders are expected to be low. Looking ahead, should economic recovery gain pace at a rate that is beyond market expectations, our fleet will be well positioned to benefit from these supportive industry specific fundamentals. We also continue to look for fleet renewal opportunities that will meet the needs of the market and our customers.

While the global economic climate remains challenging, we are committed to pursuing growth across our business and continue to strive to find opportunities in the face of challenges, so as to return long term value to shareholders and the public, and realize corporate value as well.

The Group's financial position remains robust, supported by existing cash reserves, marketable securities, and available credit facilities. In addition, liquidity derived from Sale and Leaseback Agreements and Disposal of the Vessels will reinforce our working capital and ensure continued support for day-to-day operations and strategic initiatives of the Group.

(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 Sale and Leaseback Arrangements and the Disposal of the Vessels, the Group has sufficient working capital for its present requirements for the next twelve-month period from date of this circular.

The following are the full text of the valuation certificates received from Arrow Valuations, an independent valuer, in connection with its opinion on the market values of Vessel A as of 2 July 2025, Vessel B and Vessel C as of 18 July 2025 prepared for the purpose of incorporation in this circular. Arrow Valuations was established in 2001 as a 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.

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 value of the Vessel on 2nd July 2025 the assumptions set out below and as between a “willing buyer and a willing seller”, is:–

Vessel Name	IMO	Key Particulars	Value – US\$
MV JIN GANG	9446960	56,928 DWT/Bulk Carrier/2009 Built by Shanghai Shipyard (China)	\$10,800,000

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 2nd July 2025 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.

Term 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>

For and on behalf of

ARROW VALUATIONS

Date: Hong Kong, 2nd July 2025

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 value of the Vessel on 18th July 2025 the assumptions set out below and as between a “willing buyer and a willing seller”, is:–

Vessel Name	IMO	Key Particulars	Value – US\$
MV Jin Ji	9447433	56,913 DWT/Bulk Carrier/2009 Built by Shanghai Shipyard Co Ltd	\$10,800,000

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 18th July 2025 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.

Term 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>

For and on behalf of

ARROW VALUATIONS

Date: Hong Kong, 18th July 2025

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 value of the Vessel on 18th July 2025 the assumptions set out below and as between a “willing buyer and a willing seller”, is:–

Vessel Name	IMO	Key Particulars	Value – US\$
MV Jin Jun	9447445	56,887 DWT/Bulk Carrier/2009 Built by Shanghai Shipyard Co Ltd	\$10,800,000

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 18th July 2025 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.

Term 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>

For and on behalf of

ARROW VALUATIONS

Date: Hong Kong, 18th July 2025

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

- (1) 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

(a) Directors' interests in Shares

Name	Number of shares in the Company held and capacity			Percentage of total issued	
	Beneficial owner	Interest of spouse	Interest of controlled corporation	Total	Shares
Ng Siu Fai	25,203,000	15,140,000	205,325,568	245,668,568	46.33%
			<i>Note 1</i>		
Ng Kam Wah Thomas	5,909,000	–	136,883,712	142,792,712	26.93%
			<i>Note 2</i>		
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 held by his 51% owned company, Fairline Consultants Limited. Mr. Ng Siu Fai is the director of Fairline Consultants Limited.

Note 2: Mr. Ng Kam Wah Thomas is deemed to be interested in 136,883,712 shares of the Company held by his wholly owned company, Timberfield Limited. Mr. Ng Kam Wah Thomas is the director of Timberfield Limited.

(b) Directors' interests in associated corporation

Name	Number of shares of Jinhui Shipping held and capacity			Total	Percentage of total issued shares of Jinhui Shipping
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Ng Siu Fai	4,141,830	1,252,990	61,250,339 <i>Note 1</i>	66,645,159	61.00%
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 61,250,339 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 409,099 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.

- (2) 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).
- (3) 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.
- (4) 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.
- (5) 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	230,528,568	—	245,668,568	46.33%
		<i>Note 1</i>			
Ng Chi Lam Michael	—	—	205,325,568	205,325,568	38.72%
			<i>Note 2</i>		
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	29,378,000	5.54%
			<i>Note 3</i>		
Zhongcai Merchants Investment Group Co., Ltd.	—	—	29,378,000	29,378,000	5.54%
			<i>Note 4</i>		
Zhongcai (Holdings) Limited	26,949,000	—	—	26,949,000	5.08%

Notes:

- Ms. Wong Yee Man Gloria is deemed to be interested in 230,528,568 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).
- 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).
- 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 confirmed that there was no material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited accounts of the Group were made up.

LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was involved in any litigation or claims of material importance and no litigation or claims of material importance was pending or threatened against any member of the Group.

EXPERTS AND CONSENTS

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

Name	Qualification
Arrow Valuations	Professional valuer

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.

As at the Latest Practicable Date, Arrow Valuations 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 2024, being the date to which the latest published audited accounts of the Company was made up.

Arrow Valuations 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 has 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 20 September 2023 entered into between Jinfeng Marine Inc.* and ETL Shipping (PTE.) LTD. regarding the disposal of the vessel at a consideration of US\$8,080,000;
- (2) an agreement dated 27 September 2023 entered into between Jinrui Marine Inc.* and Vega Maritime FZC regarding the acquisition of the vessel at a consideration of US\$20,433,000;

- (3) an agreement dated 29 November 2023 entered into between Jinquan Marine Inc.* and King Lucky Ocean Limited regarding the disposal of the vessel at a consideration of US\$9,650,000;
- (4) a charterparty dated 8 December 2023 entered into between Goldbeam Shipping Inc.* and Shining Steamship International S.A. regarding the leasing of the vessel;
- (5) an agreement dated 12 December 2023 entered into between Jinsheng Marine Inc.* and Uniglory Shipping Ltd regarding the disposal of the vessel at a consideration of US\$10,430,000;
- (6) an agreement dated 2 February 2024 entered into between Jincheng Maritime Inc.* and Dynamic Shipping Navigation S.A. regarding the acquisition of the vessel at a consideration of US\$30,950,000;
- (7) an agreement dated 21 February 2024 entered into between Jinli Marine Inc.* and Vincent ACL Ltd regarding the acquisition of the vessel at a consideration of US\$31,122,450;
- (8) a charterparty dated 12 April 2024 entered into between Jinhui Marine Inc.* and Zhejiang Shipping (Singapore) Pte. Ltd. regarding the leasing of the vessel;
- (9) a charterparty dated 17 April 2024 entered into between Jinhui Marine Inc.* and Olam Maritime Freight Pte. Ltd. regarding the leasing of the vessel;
- (10) a charterparty dated 26 April 2024 entered into between Jinhui Marine Inc.* and Xinghe Shipping Pte. Ltd. regarding the leasing of the vessel;
- (11) an agreement dated 28 June 2024 entered into between Jinhan Marine Inc.* and Jiangsu Hantong Ship Heavy Industry Co. Ltd. regarding the acquisition of the vessel at a consideration of US\$34,000,000;
- (12) an agreement dated 28 June 2024 entered into between Jinming Marine Inc.* and Jiangsu Hantong Ship Heavy Industry Co. Ltd. regarding the acquisition of the vessel at a consideration of US\$34,000,000;
- (13) an agreement dated 2 July 2024 entered into between Jinmei Marine Inc.* and White Reefer Line Corp. regarding the acquisition of the vessel at a consideration of US\$24,000,000;
- (14) an agreement dated 4 December 2024 entered into between Jinzhou Marine Inc.* and Sea 17 Leasing Co. Limited regarding the acquisition of the vessel at a consideration of US\$24,520,000;
- (15) an agreement dated 19 March 2025 entered into between Jinshun Shipping Inc.* and Yuhe Shipping Limited regarding the disposal of the vessel at a consideration of US\$8,260,000;

- (16) an agreement dated 16 May 2025 entered into between Jintong Marine Inc.* and Famous Shine Development Limited regarding the disposal of the vessel at a consideration of US\$10,225,000;
- (17) an agreement dated 30 June 2025 entered into between Jinheng Marine Inc.* and Tianjin Jinhaishiwu Leasing Co., Ltd regarding the sale and purchase of the First Vessel at a consideration of CNH79,750,000;
- (18) an agreement dated 30 June 2025 entered into between Jinli Marine Inc.* and Tianjin Jinhaiba Leasing Co., Ltd regarding the sale and purchase of the Second Vessel at a consideration of CNH123,250,000;
- (19) a charter agreement dated 30 June 2025 entered into between Jinheng Marine Inc.* and Tianjin Jinhaishiwu Leasing Co., Ltd regarding the bareboat chartering of the First Vessel;
- (20) a charter agreement dated 30 June 2025 entered into between Jinli Marine Inc.* and Tianjin Jinhaiba Leasing Co., Ltd regarding the bareboat chartering of the Second Vessel;
- (21) an agreement dated 30 June 2025 entered into between Jinhui Shipping and Tianjin Jinhaishiwu Leasing Co., Ltd regarding the guarantee made in favour of Tianjin Jinhaishiwu Leasing Co., Ltd in relation to Jinheng Marine Inc.* obligation under the bareboat chartering of the First Vessel (the “First Bareboat Charter Guarantee”);
- (22) an agreement dated 30 June 2025 entered into between Jinhui Shipping and Tianjin Jinhaiba Leasing Co., Ltd regarding the guarantee made in favour of Tianjin Jinhaiba Leasing Co., Ltd in relation to Jinli Marine Inc.* obligation under the bareboat chartering of the Second Vessel (the “Second Bareboat Charter Guarantee”);
- (23) an agreement dated 4 July 2025 entered into between Jingang Marine Inc.* and Huwell Shipping Pte. Ltd. regarding the disposal of the vessel at a consideration of US\$10,800,000;
- (24) an agreement dated 23 July 2025 entered into between Jinji Marine Inc.* and Huwell Tanker Spring Limited regarding the disposal of the vessel at a consideration of US\$11,000,000; and
- (25) an agreement dated 6 August 2025 entered into between Jinjun Marine Inc.* and Huwell Global Resources Pte. Ltd. regarding the disposal of the vessel at a consideration of US\$10,500,000.

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):

- (1) the First MoA;

- (2) the Second MoA;
- (3) the First Vessel Charter Agreement;
- (4) the Second Vessel Charter Agreement;
- (5) the First Bareboat Charter Guarantee;
- (6) the Second Bareboat Charter Guarantee;
- (7) the written approval dated 30 June 2025 from Fairline and Timberfield in relation to the Sale and Leaseback Arrangements;
- (8) the Agreement A;
- (9) the Agreement B;
- (10) the Agreement C;
- (11) the valuation certificate prepared by Arrow Valuations in relation to Vessel A, the text of which is set out in Appendix II;
- (12) the valuation certificate prepared by Arrow Valuations in relation to Vessel B, the text of which is set out in Appendix II;
- (13) the valuation certificate prepared by Arrow Valuations in relation to Vessel C, the text of which is set out in Appendix II;
- (14) the written consent referred to in the paragraph headed “Experts and Consents” in this appendix;
- (15) the written approval dated 23 July 2025 from Fairline and Timberfield in relation to the disposal of Vessel A and Vessel B; and
- (16) the written approval dated 5 August 2025 from Fairline and Timberfield in relation to the disposal of Vessel A, Vessel B and Vessel C.

GENERAL

- (1) 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.
- (2) 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.

- (3) The principal share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (4) The English text of this circular shall prevail over the Chinese text.