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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
# ACQUISITION OF EQUITY-BASED STRUCTURED NOTES

The Board announces that on 9 November 2026, the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into an equity index-linked NOTE-3 for a principal amount of CNH5 million (approximately HK$5,877,000).

On 1 September 2026, the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into two fixed coupon notes, NOTE-1 and NOTE-2, for a principal amount of CNH8 million (approximately HK$9,402,000) and CNH5 million (approximately HK$5,877,000) respectively.

Since the NOTEs are issued by same counterparty, pursuant to Rule 14.22 of the Listing Rules, the acquisition of NOTEs 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. Such transactions are therefore subject to the reporting and announcement requirement under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the acquisition of NOTEs exceeds 5% but less than 25%. As such, the acquisition of NOTEs constitutes a discloseable transaction of the Company and is subject to reporting and announcement requirement under Chapter 14A of the Listing Rules.

## INTRODUCTION

The Board announces that on 9 November 2026, the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into an equity index-linked NOTE-3 for a principal amount of CNH5 million (approximately HK$5,877,000).

On 1 September 2026, the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into two fixed coupon notes, NOTE-1 and NOTE-2, for a principal amount of CNH8 million (approximately HK$9,402,000) and CNH5 million (approximately HK$5,877,000) respectively.

**PRINCIPAL TERMS OF THE NOTEs**

The principal terms of NOTEs are summarized as follows:

| | NOTE-1 | | NOTE-2 | | NOTE-3 | |
|---|---|---|---|---|---|---|
| Trade date: | 1 September 2026 | | 1 September 2026 | | 9 November 2026 | |
| Issue date: | 8 September 2026 | | 8 September 2026 | | 16 November 2026 | |
| Issuer: | CSI Financial Products Limited | | CSI Financial Products Limited | | CSI Financial Products Limited | |
| Linked equity and index: | Jiangxi Copper Company Limited (358 HK) and Yankuang Energy Group Company Limited (1171 HK) | | Jiangxi Copper Company Limited (358 HK) and China Shenhua Energy Company Limited (1088 HK) | | CSI Smallcap 500 Index (SH000905 Index) | |
| Issue amount: | CNH8,000,000 | | CNH5,000,000 | | CNH5,000,000 | |
| Initial spot price: | 358 HK<br>1171 HK | HK$37.4062<br>HK$13.7436 | 358 HK<br>1088 HK | HK$37.4088<br>HK$46.4992 | | |
| Initial level: | | | | | SH000905 Index | 6,586.1760 |
| Strike price: | 358 HK<br>1171 HK | HK$31.2828<br>HK$11.4938 | 358 HK<br>1088 HK | HK$32.6953<br>HK$40.6403 | | |
| Knock-in barrier level: | | | | | SH000905 Index | 3,951.7056 |
| Knock-out barrier price: | 358 HK<br>1171 HK | HK$37.4062<br>HK$13.7436 | 358 HK<br>1088 HK | HK$37.4088<br>HK$46.4992 | | |
| Put strike level: | | | | | SH000905 Index | 6,586.1760 |
| Tenor: | 4 months | | 4 months | | 24 months | |
| Coupon rate: | 15% p.a. | | 15% p.a. | | 16.56% p.a. | |
| Final valuation date: | 8 January 2027 | | 8 January 2027 | | 16 November 2028 | |
| Maturity date: | 12 January 2027 | | 12 January 2027 | | 20 November 2028 | |

The acquisition of the NOTEs was financed by internal resources of the Group.

## INFORMATION ON THE PARTIES

### The Company and the Group

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

### Purchaser

The Purchaser is an approximately 55.69% indirect subsidiary of the Company as at date of this announcement. The principal activity of the Purchaser is investment trading.

The acquisition was made through the open market by broker. To the best of the Board's knowledge, information and belief having made all reasonable enquiries, the issuer of the NOTEs and its respective ultimate beneficial owners are Independent Third Parties to the Company.

## REASONS AND BENEFITS OF THE ACQUISITION OF THE NOTEs

The Group's principal activities are international ship chartering and ship owning. The Company considers that the equity index-linked notes and fixed coupon notes offer an attractive coupon rate and may generate higher interest income compared with fixed deposits in banks. In addition, the NOTEs provide flexibility in respect of the underlying equity or index (as the case may be), strike price or knock-in barrier level (as the case may be) and tenor. Accordingly, the Company has utilized its available funds to acquire the NOTEs with the objective of maximizing potential returns for the Company.

Having considered the above factors, together with the terms of the NOTEs, prevailing market conditions of the stock market and the track records of the underlying securities, the Directors are of the view that the acquisition of the NOTEs is conducted on normal commercial terms, is fair and reasonable, and is in the interests of the Company and its shareholders as a whole.

## INFORMATION ABOUT THE UNDERLYING SHARES AND INDEX

Information about the underlying shares and index according to publicly available sources is set out as follows:

1. *China Shenhua Energy Company Limited*

China Shehua Energy Company Limited ("Shenhua Energy") was established in Beijing, the People's Republic of China. Shenhua Energy is principally engaged in the production and sale of coal and electricity, railway, port and shipping transportation, and coal-to-olefins businesses. The H shares and A shares of Shenhua Energy were listed on the Stock Exchange (#1088) and Shanghai Stock Exchange (#601088) respectively.

2. *CSI Smallcap 500 Index*

CSI Smallcap 500 Index ("CSI 500") is a stock index compiled by China Securities Index Co., Ltd., reflecting the overall performance of small-cap and medium-cap A share companies. The Shanghai quotation code of CSI 500 is SH000905 Index.

3. *Jiangxi Copper Company Limited*

Jiangxi Copper Company Limited ("Jiangxi Copper") was registered in the People's Republic of China as a joint stock limited company. The principal business of the Jiangxi Copper covers copper and gold mining and dressing, smelting and processing, extraction and processing of the precious metals and scattered metals, sulphuric chemicals as well as finance and trading fields. The H shares and A shares of Jiangxi Copper were listed on the Stock Exchange (#358) and Shanghai Stock Exchange (#600362) respectively.

4. *Yankuang Energy Group Company Limited*

Yankuang Energy Group Company Limited ("Yankuang Energy") was established as a joint stock company with limited liability in the People's Republic of China. The principal activities of Yankuang Energy are investment holding, coal mining and coal railway transportation. The H shares and A shares of Yankuang Energy were listed on the Stock Exchange (#1171) and Shanghai Stock Exchange (#600188) respectively.

## LISTING RULES IMPLICATION

Since the NOTEs are issued by same counterparty, pursuant to Rule 14.22 of the Listing Rules, the acquisition of the NOTEs 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. Such transactions are therefore subject to the reporting and announcement requirement under Chapter 14 of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the acquisition of the NOTEs exceeds 5% but less than 25%. As such, the acquisition of the NOTEs constitutes a discloseable transaction of the Company and is subject to reporting and announcement requirement under Chapter 14A of the Listing Rules.

## DEFINITIONS

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

| | |
|---|---|
| "Board" | the board of Directors; |
| "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; |
| "NOTEs" | NOTE-1, NOTE-2 and NOTE-3; |
| "NOTE-1" | Fixed coupon notes linked to Jiangxi Copper and Yankuang Energy; |
| "NOTE-2" | Fixed coupon notes linked to Jiangxi Copper and Shenhua Energy; |
| "NOTE-3" | Equity index-linked notes linked to CSI 500; |
| "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; |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange; |
| "Purchaser" | Advance Rich Limited, an approximately 55.69% indirect subsidiary of the Company as at date of this announcement; |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited; |
| "CNH" | Renminbi (offshore), the lawful currency of the People's Republic of China, and for the purpose of illustration only, translated into HK$ at the rate of CNH1.00 = HK$1.1753; and |
| "HK$" | Hong Kong Dollars, the lawful currency of Hong Kong. |

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

Hong Kong, 10 November 2026

*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.*