



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the Company will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 20 May 2005 at 9:30 a.m. for the purpose of considering and, if thought fit, pass, with or without amendments, the following resolutions:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares of the Company in their subdivided form, every one issued and unissued share of HK\$1.00 each in the share capital of the Company as at the date on which this resolution is passed be and is hereby subdivided into ten shares of HK\$0.10 each in the share capital of the Company with effect from the date falling on the next business day (other than a Saturday) after the date on which this resolution is passed and that the board of directors of the Company be and is hereby authorised to do all things and execute all documents in connection with or incidental to such subdivision.”

SPECIAL RESOLUTION

“**THAT** subject to the passing of the ordinary resolution in relation to the subdivision as set out above, the Articles of Association of the Company be amended by:

- (a) deleting Article 3 in its entirety; and
- (b) adding the following as the new Article 3:

“The authorised share capital of the Company is \$100,000,000 divided into 1,000,000,000 ordinary shares of \$0.10 each.”,

and the amendments shall be made on, and the Articles of Association as amended shall take effect from, the date falling on the next business day (other than a Saturday) after the date on which the above resolution is passed or such other date as being the effective date for such subdivision as approved by way of the ordinary resolution of the Company and that the board of directors of the Company be and is hereby authorised to do all things and execute all documents in connection with or incidental to the amendments to the existing Articles of Association of the Company.”

By Order of the Board
Ho Suk Lin
Company Secretary

Hong Kong, 22 April 2005

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be lodged at the registered office of the Company at 26th Floor, Yardley Commercial Building, 1-6 Connaught Road West, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjourned meeting.
3. The register of members of the Company will be closed from 18 May 2005 to 20 May 2005, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for voting at the meeting, shareholders should ensure that they are registered as members of the Company on 17 May 2005.

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; the non-executive director of the Company is Ho Kin Lung; and the independent non-executive directors of the Company are Cui Jianhua, Tsui Che Yin Frank and William Yau.

Please also refer to the published version of this announcement in China Daily.