



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 137

RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 27 JANUARY 2005

The EGM was held on 27 January 2005 at which the ordinary resolutions (as proposed) in respect of the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas were duly passed by the Independent Shareholders by way of poll and the ordinary resolution (as proposed) in respect of the refreshment of the Scheme Mandate Limit was duly passed by the Shareholders by way of poll.

Reference is made to the circular of the Company dated 11 January 2005 (the “Circular”) in respect of the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas and the refreshment of the Scheme Mandate Limit. Unless otherwise specified in this announcement, terms used herein shall have the same meanings as defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that, at the EGM held on 27 January 2005, the ordinary resolutions (as proposed) in respect of the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas were duly passed by the Independent Shareholders by way of poll and the ordinary resolution (as proposed) in respect of the refreshment of the Scheme Mandate Limit was duly passed by the Shareholders by way of poll.

Ordinary Resolutions regarding the grant of the Proposed Share Options

As explained in the Circular, Mr. Ng Siu Fai, Ms. Wong Yee Man Gloria and Fairline Consultants Limited were required to, and did, abstain from voting in respect of the ordinary resolution regarding the grant of the Proposed Share Options to Mr. Ng Siu Fai, and Fairline Consultants Limited was required to, and did, abstain from voting in respect of the ordinary resolution regarding the grant of the Proposed Share Options to Mr. Ng Kam Wah Thomas. Furthermore, all Connected Persons of the Company were required to, and did, abstain from voting in favour of the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas. There were no Shares in respect of which their holders were entitled to attend and vote only against the ordinary resolutions regarding the grant of the Proposed Share Options at the EGM.

As at the date of the EGM, the total number of Shares in issue was 52,624,248 Shares and the total number of Shares entitling the Independent Shareholders to attend and vote in respect of the relevant ordinary resolutions regarding the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas (excluding the number of Shares held by the Grantees and their respective associates who are required to abstain from voting and the number of Shares held by all Connected Persons of the Company who are required to abstain from voting in favour of the relevant Ordinary Resolutions) at the EGM were as follows:

- (i) in respect of the grant of the Proposed Share Options to Mr. Ng Siu Fai, 18,363,420 Shares, representing 34.9% of the total number of Shares in issue; and

(ii) in respect of the grant of the Proposed Share Options to Mr. Ng Kam Wah Thomas, 18,363,420 Shares, representing 34.9% of the total number of Shares in issue.

Ordinary Resolution regarding the refreshment of the Scheme Mandate Limit

No Shareholder is required to abstain from voting in respect of the ordinary resolution regarding the refreshment of the Scheme Mandate Limit. There were no Shares in respect of which their holders were entitled to attend and vote only against the ordinary resolution regarding the refreshment of the Scheme Mandate Limit at the EGM. The total number of Shares entitling the Shareholders to attend and vote in respect of the ordinary resolution regarding the refreshment of the Scheme Mandate Limit were 52,624,248 Shares, being the number of Shares in issue as at the date of the EGM.

Results of the poll

The vote-taking at the EGM was scrutinized by Standard Registrars Limited, the share registrar of the Company. The results of the poll were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
The ordinary resolution regarding the grant of the Proposed Share Options to Mr. Ng Siu Fai.	2,217,808 (100%)	Nil (0%)
The ordinary resolution regarding the grant of the Proposed Share Options to Mr. Ng Kam Wah Thomas.	2,217,808 (100%)	Nil (0%)
The ordinary resolution regarding the matters in connection with the grant of the Proposed Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas.	33,835,836 (100%)	Nil (0%)
The ordinary resolution regarding the refreshment of the Scheme Mandate Limit.	33,835,836 (100%)	Nil (0%)

THE SHARE OPTIONS GRANTED TO MR. NG SIU FAI AND MR. NG KAM WAH THOMAS

Following the approval of the grant of the Proposed Share Options, the Share Options granted to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas are subject to certain conditions as set out in the Circular including a performance target, whereby the Share Options will become exercisable upon the Group having recorded an audited consolidated net profit of not less than HK\$400 million for the financial year of 2005.

As at the 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 is Ho Kin Lung; and the independent non-executive directors are Cui Jian Hua, Tsui Che Yin Frank and William Yau.

By Order of the Board
Ho Suk Lin
Company Secretary

Hong Kong, 27 January 2005

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