



JINHUI HOLDINGS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 137)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Jinhui Holdings Company Limited (the “Company”) will be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 27 January 2005 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

“THAT:

- (1) the grant to Mr. Ng Siu Fai options (the “Share Options”) to subscribe for 3,157,000 ordinary shares of HK\$1.00 each in the share capital of the Company (the “Shares”) at the subscription price of HK\$16.00 per Share subject to the conditions on the exercise of the Share Options as described in the Company’s circular dated 11 January 2005 and pursuant to the share option scheme of the Company adopted on 18 November 2004 (the “Share Option Scheme”) be and is hereby approved and confirmed;
- (2) the grant to Mr. Ng Kam Wah Thomas Share Options to subscribe for 2,105,000 Shares at the subscription price of HK\$16.00 per Share subject to the conditions on the exercise of the Share Options as described in the Company’s circular dated 11 January 2005 and pursuant to the Share Option Scheme be and is hereby approved and confirmed;
- (3) subject to the approval of the relevant ordinary resolutions numbered (1) and (2) above (as the case may be), the directors of the Company or a duly authorised committee thereof be and are hereby authorised to do any act or things or to sign, seal, execute and/or deliver any documents for and on behalf of the Company as may be necessary, desirable or expedient in connection with the grant of Share Options to each of Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas respectively; and
- (4) pursuant to the Share Option Scheme, the refreshment of the total number of Shares that may be issued upon the exercise of all Share Options and other options to be granted under the Share Option Scheme or any other share option schemes of the Company or its subsidiaries, as the case may be, (the “Scheme Mandate Limit”) be and is hereby approved and confirmed and the Scheme Mandate Limit as “refreshed” shall represent a maximum of 10% of the issued share capital of the Company as at the date of the passing of this resolution, Share Options and other options previously granted under the Share Option Scheme or any other share option schemes of the Company or its subsidiaries, as the case may be (including options outstanding, cancelled, exercised or lapsed in accordance with the terms of the Share

Option Scheme or any other share option schemes of the Company or its subsidiaries, as the case may be) shall not be counted for the purposes of calculating the Scheme Mandate Limit.”

By Order of the Board

Ho Suk Lin

Company Secretary

Hong Kong, 11 January 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 25 January 2005 to 27 January 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 24 January 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 of the Company is Ho Kin Lung; and the independent non-executive directors of the Company are Cui Jian Hua, Tsui Che Yin Frank and William Yau.

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