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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

### **OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is made by Jinhui Holdings Company Limited in compliance with Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)*

Please refer to the attached announcement released on 4 April 2014 through the Oslo Stock Exchange by Jinhui Shipping and Transportation Limited, an approximately 54.77% owned subsidiary of Jinhui Holdings Company Limited, in accordance with the regulations of the Oslo Stock Exchange.

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

Hong Kong, 4 April 2014

*As at date of this announcement, the Executive Directors of Jinhui Holdings Company Limited are Ng Siu Fai, Ng Kam Wah Thomas, Ng Ki Hung Frankie and Ho Suk Lin; and the Independent Non-executive Directors of Jinhui Holdings Company Limited are Cui Jianhua, Tsui Che Yin Frank and William Yau.*



**JINHUI SHIPPING AND TRANSPORTATION LIMITED**  
*(incorporated in Bermuda with limited liability)*

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Jinhui Shipping and Transportation Limited (the "Company") will be held at The Plaza Restaurant, 2/F., Edif. Xin Hua, Rua de Nagasaki, ZAPE, Macau SAR, the People's Republic of China on Thursday, 8 May 2014 at 9:30 a.m. for the following purposes:

**Proposed Agenda**

1. To receive and consider the Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2013.
2. To re-elect, each as a separate resolution, the following retiring directors of the Company:
  - (a) Mr. Ng Ki Hung Frankie as a director; and
  - (b) Mr. William Yau as a director.
3. To authorize the board of directors of the Company to fix the directors' remunerations.
4. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and authorize the board of directors of the Company to fix auditor's remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

**ORDINARY RESOLUTIONS**

- (a) that any resolution passed prior to the date of this Resolution granting a general mandate to the directors of the Company to exercise all the powers of the Company to purchase shares of the Company in accordance with the terms of such previous resolution be and is hereby revoked; and
  - (b) that a general mandate be and is hereby generally and unconditionally granted to the directors of the Company which mandate shall be valid until the earlier of (i) the date of next annual general meeting; or (ii) otherwise revoked or determined by members at a general meeting of the Company to exercise all the powers of the Company to purchase its own shares provided that the aggregate nominal amount of shares which may be purchased by the Company pursuant to this Resolution shall not be more than ten per cent. (10%) of the aggregate nominal amount of the issued share capital of the Company on the date of this Resolution.
6. To consider and, if thought fit, pass with or without amendments, the following resolutions as Special Resolutions:

**SPECIAL RESOLUTIONS**

- (a) that any resolution passed prior to the date of this Resolution granting a general mandate to the directors of the Company to exercise all the powers of the Company to issue, allot and dispose of shares of the Company in accordance with the terms of such previous resolution be and is hereby revoked; and
  - (b) that a general mandate be and is hereby generally and unconditionally granted to the directors of the Company which mandate shall be valid until the earlier of (i) the date of next annual general meeting; or (ii) otherwise revoked or determined by members at a general meeting of the Company to exercise all the powers of the Company to issue, allot and dispose of shares of the Company not exceeding the aggregate of twenty per cent. (20%) of the issued share capital of the Company on the date of this Resolution and such allotment, issue and disposal of shares of the Company shall not be subject to any preferential rights of members of the Company as provided by bye-law 12 of the bye-laws of the Company.
7. To transact such other business as may properly be transacted at an Annual General Meeting.

By Order of the Board

**Ho Suk Lin Cathy**  
*Company Secretary*

4 April 2014

### **Number of shares and votes in the Company**

The Company has issued 84,045,341 ordinary shares of US\$0.05 each with equivalent to a total of 84,045,341 votes as at date of this notice.

### **Instructions to all shareholders**

1. A member of the Company entitled to attend and vote at the above Meeting may appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company but must attend the above Meeting in person to represent the member.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at Nordea Bank Norge ASA ("Nordea Bank") Issuer Services, at Middelthuns Gate 17, Oslo or P.O. Box 1166 Sentrum, 0107 Oslo, Norway, not less than 48 hours before the time appointed for holding the Meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person if you are subsequently able to be present.
3. A person or entity registered in the Norwegian Registry of Securities registered as owner of shares of the Company is entitled to request Nordea Bank to appoint him/her/it as proxy to attend and vote at the above Meeting. Nordea Bank shall not attend or vote at the Meeting other than through proxies appointed in the manner aforesaid.
4. The Board of Directors has fixed the close of business on 2 May 2014, as the record date for the determination of the shareholders entitled to attend and vote at the Annual General Meeting or any adjournment thereof.
5. According to the bye-law 59(4) of the bye-laws of the Company, any member of the Company may, by written notice served on the Board or the Secretary of the Company, require that any matter concerning the governance, affairs or activities of the Company be brought to the attention of the Members at a general meeting of the Company and that a statement (not exceeding a reasonable length) of such matter be included in a notice of the general meeting provided always that the Board may refuse to include any statement which it reasonably considers to be defamatory or frivolous.

*Note: This notice and other relevant documents are available on the websites of the Oslo Stock Exchange at [www.newsweb.no](http://www.newsweb.no) and the Company at [www.jinhuiship.com](http://www.jinhuiship.com).*