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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 9 May 2012 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, 9 May 2012

*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

Jinhui Shipping and Transportation Limited (the "Company") is pleased to announce that the 2012 Annual General Meeting of the Company was held at The Plaza Restaurant, 2/F., Edif. Xin Hua, Rua de Nagasaki, ZAPE, Macau SAR, the People's Republic of China on the 9th day of May, 2012 at 9:30 a.m. and, inter alia, the following resolutions were duly passed:

1. **FINANCIAL STATEMENTS**

It was resolved that the audited Financial Statements, the Directors' Report and the Independent Auditors' Report for the year ended 31 December 2011 thereon submitted to the Meeting be and are hereby received and adopted.

2. **DIRECTORS**

It was resolved that in accordance with the bye-laws of the Company, Mr. Ng Ki Hung Frankie and Mr. Ng Ham Tim retired from office and, being eligible, offered themselves for re-election. The Meeting voted separately on each candidate nominated, and Mr. Ng Ki Hung Frankie and Mr. Ng Ham Tim were re-elected as Directors of the Company.

The Directors' emoluments for the year 2011 as disclosed in note 10 to the audited Financial Statements for the year ended 31 December 2011 was reported in the Meeting. It was further resolved that the Board of Directors is authorized to fix the remuneration of the Directors of the Company for the ensuing year.

3. **AUDITOR**

It was resolved that Grant Thornton Jingdu Tianhua, the retiring auditor of the Company, be and is hereby re-appointed as auditor of the Company to hold office until the conclusion of next annual general meeting and it was further resolved that the Board of Directors is authorized to fix the remuneration to the auditor of the Company for the ensuing year.

4. **ORDINARY RESOLUTIONS**

It was resolved that the following resolutions were duly passed as 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.

5. **SPECIAL RESOLUTIONS**

It was resolved that the following resolutions were duly passed as 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.

**Ho Suk Lin Cathy**  
Company Secretary