

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 (the “Company”) in compliance with 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages for the document relating to information on the trading of subscription rights in the Rights Issue carried out by Jinhui Shipping and Transportation Limited (“Jinhui Shipping”), an approximately 54.77% owned subsidiary of the Company; the document has been published by Jinhui Shipping, on 5 July 2017 through the Oslo Stock Exchange.

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any Jinhui Shipping Offer Shares in any jurisdiction in which such offer or solicitation is unlawful or where this would require registration, publication of a prospectus or similar action.

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

Hong Kong, 5 July 2017

*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

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, INTO OR IN THE UNITED STATES, HONG KONG, SWITZERLAND OR CANADA

### **Shares will trade exclusive of the rights to receive subscription rights from today**

(Hong Kong, 5 July 2017) Reference is made to the announcement by Jinhui Shipping and Transportation Limited (the "Company") made on 3 July 2017 regarding a rights issue (the "Rights Issue") raising up to NOK 201,708,816 in gross proceeds through the issuance of up to 25,213,602 new shares (the "Offer Shares") at a subscription price of NOK 8.00 per share in the Company. Shareholders of the Company as per the end of 4 July 2017 and registered with Verdipapirsentralen (the "VPS"), the Norwegian Central Securities Depository on 6 July 2017 (the "Record Date") will be granted transferable subscription rights (the "Subscription Rights") in the Rights Issue, provided that such shareholders are not resident in a jurisdiction where such offering would be unlawful, or would (in jurisdictions other than Norway) require any prospectus, filing, registration or similar action.

The shares in the Company will be traded exclusive of the right to receive subscription rights in the Rights Issue from and including today, 5 July 2017.

This information is subject of the disclosure requirements pursuant to section 5-12 of the Norwegian Securities Trading Act.

### **Further information**

Mr. Raymond Ching, Vice President; email: [raymond@jinhuiship.com](mailto:raymond@jinhuiship.com)

### **Important Information**

The information contained herein does not constitute an offer to sell or a solicitation of an offer to buy any Offer Shares in any jurisdiction in which such offer or solicitation is unlawful or where this would require registration, publication of a prospectus or similar action.

There will be no public offer of the Offer Shares in the United States. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or under the securities law of any state or other jurisdiction of the United States and may not be reoffered, resold, pledged or otherwise transferred, directly or indirectly, except (a) outside the United States in accordance with Rule 903 or Rule 904 of Regulation S, as applicable or (b) pursuant to Rule 144A under the U.S. Securities Act by executing and delivering a separate U.S. investor representation letter to the manager. A person in the United States or who is a "U.S. Person" (within the meaning of Regulation S under the U.S. Securities Act), may not apply for Offer Shares or otherwise take steps in order to subscribe for or purchase Offer Shares unless the subscriber has confirmed to the manager that it is a "qualified institutional buyer" ("QIB") as

defined in Rule 144A under the U.S. Securities Act, acquiring the Offer Shares for investments purposes for its own account or for one or more accounts of another/other QIB(s), where it has investment discretion over such accounts in a transaction exempt from the registration requirements under the U.S. Securities Act by executing and delivering a U.S. investor representation letter to the manager. The Offer Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and may not be deposited into any unrestricted depository receipt facility in the United States, unless at the time of deposit the Offer Shares are no longer "restricted securities".

Offer Shares will only be offered in the United Kingdom (a) to persons who have professional experience, knowledge and expertise in matters relating to investments and are "investment professionals" for the purposes of article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (b) high net worth entities and other persons to whom it may lawfully be communicated falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). Any application or subscription for the Offer Shares is available only to relevant persons and will be engaged in only with relevant persons and each UK applicant warrants that it is a relevant person.

The offering of Offer Shares is not being made into Hong Kong, Switzerland or Canada.