



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 Wednesday, 17 May 2017 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 2016.
2. To re-elect retiring director of the Company, Mr. William Yau, as a director.
3. (a) To authorize the board of directors of the Company to fix the directors’ remuneration.
(b) To consider the guideline for the remuneration of executive personnel of the Company.
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 thirty per cent. (30%) 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

10 April 2017

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 12 May 2017, 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.
6. An appendix regarding the guideline for the remuneration of executive personnel will be sent to members together with this notice and the annual report.

Note: This notice and other relevant documents are available on the websites of the Oslo Stock Exchange at www.newsweb.no and the Company at www.jinhuiship.com.



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Appendix

Guideline for the remuneration of executive personnel

The guideline for the remuneration of executive personnel, which is considered an advisory guideline (non-binding) is as follows:

(a) Fixed remuneration component

For fixed elements which include non-performance-based fixed base salary and allowances, and contributions to retirement benefits schemes, these are assessed and determined by the complexity and responsibility of the position, with a view to attract, retain and motivate high performing individuals and in line with the prevailing market conditions and local market practice. No individual should determine his or her own fixed remuneration. Fixed remuneration to individual executive directors and executive personnel are reviewed annually by the Remuneration Committee and subject to the Board's approval.

(b) Variable remuneration component

For variable elements which include performance-based discretionary bonus, these are assessed and determined by the overall performance of the individual and contribution to the business strategy and objectives, as well as shareholders' values of the Company. No individual should determine his or her own variable remuneration. Variable remuneration to individual executive directors and executive personnel are reviewed annually by the Remuneration Committee and subject to the Board's approval.

Since the dry bulk shipping industry is highly volatile and heavily influenced by external forces, it is inappropriate to link the performance-based variable remuneration solely to any financial measurable targets over a particular period or set an absolute limit to each remuneration component as it may generate meaningless results. The Board seeks to ensure appropriate balance amongst all performance factors in determination of variable remuneration component to executive personnel.

Currently, the Company has not adopted any share option scheme and no equity-based compensation arrangement is granted to any directors and executive personnel. For any special equity-based compensation arrangement that will be granted to eligible executive personnel in future, these compensation arrangement will be determined by the individual's contribution to the promotion of and enhancement of the long term value of the Company. This equity-based remuneration will be considered by the Board and be included as a separate binding resolution in the general meeting subject to the shareholders' approval.

Note: The guideline for the remuneration of the executive personnel is also included in the Company's 2016 annual report.

Oslo 10 April 2017

To: The Beneficial Owners of the Shares of
Jinhui Shipping and Transportation Limited
Registered in the Verdipapirsentralen ("VPS")

We refer to the Agreement (the "Registration Agreement") dated 30 September 1994 between Jinhui Shipping and Transportation Limited (the "Company") and Nordea Bank Norge ASA ("Nordea Bank"). In order to comply with the requirements of the Registration Agreement and Bermuda law, all of the shares of the Company registered in the VPS are registered on the register of shareholders of the Company in the name of Nordea Bank. Nordea Bank has agreed that whenever it receives a notice that a shareholders' meeting of the Company is called, it shall despatch to each beneficial owner of shares of the Company whose interest in such shares is registered in the VPS, a copy of the notice. Furthermore, Nordea Bank has agreed not to attend or vote at any such meeting other than in accordance with proxies from shareholders registered in VPS.

Accordingly, we are forwarding to you as a beneficial owner of shares of the Company whose interest in such shares is registered in the VPS, a Notice of the Annual General Meeting of the Shareholders of the Company to be held at The Plaza Restaurant, 2/F., Edif. Xin Hua, Rua de Nagasaki, ZAPE, Macau SAR, the People's Republic of China on 17 May 2017 at 9:30 a.m. for the purposes set out in such Notice.

If you wish to attend at the meeting and vote thereof in person or have someone appointed as proxy to attend the meeting and vote shares beneficially owned by you please complete Section A of the enclosed form.

Your shares cannot be voted unless you sign in Section B and return the enclosed form.

If you have any questions regarding the above or how to exercise your rights as beneficial owner of shares of the Company, please contact Michelle Mac Mahon at telephone 4724013462.

Yours sincerely,
for **Nordea Bank Norge ASA**

Michelle Mac Mahon
as per limited authority

To: The Beneficial Owners of the Shares of
 Jinhui Shipping and Transportation Limited (the "Company")
 Registered in the Verdipapirsentralen ("VPS")

We hereby appoint the undersigned beneficial owner, in respect of the number of shares registered in the name of the undersigned in the VPS of shares of the Company, as proxy of Nordea Bank Norge ASA ("Nordea Bank") with full power of substitution, to attend, vote and otherwise act for and on behalf of Nordea Bank in respect of all matters that may come before the Annual General Meeting of the Company to be held at The Plaza Restaurant, 2/F., Edif. Xin Hua, Rua de Nagasaki, ZAPE, Macau SAR, the People's Republic of China on 17 May 2017 at 9:30 a.m. and at any adjournment or adjournments thereof, provided that, unless Nordea Bank receives duly executed instructions on Section B of this form to vote any such shares, this proxy shall be deemed to have been revoked.

Date

 Attested registrars department signatures

The undersigned beneficial owner of shares of the Company

- will attend personally at the Annual General Meeting of the Company on 17 May 2017 pursuant to the above proxy, or
- pursuant to the power of substitution contained in the above proxy, hereby appoints the Chairman of the Annual General Meeting of the Company, or

 to be the proxy of Nordea Bank in respect of the number of shares registered in the name of the undersigned in the VPS.

Resolutions		For	Against
1.	To receive and consider the Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2016.		
2.	To re-elect Mr. William Yau as a director.		
3.	(a) To authorize the board of directors of the Company to fix the directors' remunerations.		
	(b) To consider the guideline for the remuneration of executive personnel of the Company.		
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 grant a general mandate to the directors of the Company to repurchase shares of the Company.		
6.	To grant a general mandate to the directors of the Company to allot shares of the Company.		
7.	To transact such other business as may properly be transacted at an Annual General Meeting.		

The signature(s) should agree with the name(s) of the addressee(s) as appearing on the envelop in which these documents were contained. Executors, administrators, trustees, etc., should so indicate when signing. Where there are joint beneficial owners of any share, any one of such joint beneficial owners may vote by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint beneficial owners be present of any meeting, the vote of the senior who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other beneficial owners and for this purpose seniority shall be determined by the order in which the names appear in the VPS of shares of the Company in respect of the joint beneficial ownership. If the beneficial owner is a body corporate, this form must be signed by a duly authorized officer or attorney thereof.

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 notarially certified copy thereof, must be deposited at Nordea Bank Norge ASA 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.

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Date and Signature(s) of Beneficial Owner(s)

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Number of shares

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Name/Firm in capital letters

.....
Address