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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

## **DISCLOSEABLE TRANSACTION ACQUISITION OF PROPERTY**

The Board is pleased to announce that on 29 September 2025 (after trading hours), the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at a consideration of HK\$67,380,000.

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the Acquisition of Property exceed 5% but are less than 25%, the Acquisition of Property constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

### **THE ACQUISITION**

The Board is pleased to announce that on 29 September 2025 (after trading hours), the Purchaser, an approximately 55.69% indirect subsidiary of the Company, entered into the Agreement with the Vendor, pursuant to which the Purchaser agreed to acquire and the Vendor agreed to sell the Property at a consideration of HK\$67,380,000.

### **Information of the Group and the Purchaser**

The principal activity of the Company is investment holding and the principal activities of its subsidiaries are international ship chartering and ship owning.

The Purchaser is a company incorporated in Hong Kong and a wholly-owned subsidiary of Jinhui Shipping, which is in turn an approximately 55.69% indirect subsidiary of the Company as at date of this announcement. The principal activities of the Purchaser are property holding and investment.

## **Information of the Vendor**

The Vendor is a company incorporated in Hong Kong. Its principal activities are management of ship agents' companies.

The major shareholder of the Vendor is Guangdong Provincial Port & Shipping Group Company Limited ("GDPS"), a state-owned enterprise established under the laws of the PRC. GDPS principally engages in (i) tourist and tourist related industries; (ii) transportation of passengers and cargoes in the Pearl River Delta Region; and (iii) leasing of properties.

To the best of the Board's knowledge, information and belief having made all reasonable enquiry, the Vendor, Guangdong Provincial Port & Shipping Group Company Limited and its ultimate beneficial owner are Independent Third Parties.

## **Property**

The Property is situated at the whole of 25th Floor, Yardley Commercial Building, No. 3 Connaught Road West, Hong Kong. The Property is currently subject to tenancy which shall expire on 30 June 2027. The Purchaser has no intention to renew the tenancy upon its expiry. The Property is intended to be for self-use by the Group.

## **Consideration**

Under the Agreement, the Vendor agreed to dispose of the Property at a consideration of HK\$67,380,000 payable by the Purchaser as follows:

- (1) an initial deposit of HK\$3,369,000 has been paid by the Purchaser upon signing of the Agreement;
- (2) a further deposit of HK\$3,369,000 shall be paid by the Purchaser upon signing of the formal agreement on or before 13 October 2025; and
- (3) the balance of HK\$60,642,000 shall be paid by the Purchaser on the completion of the acquisition of the Property which shall take place on or before 12 December 2025.

The consideration of the Property was determined after arm's length negotiations between the Purchaser and the Vendor, on normal commercial terms with reference to, among other things, (i) the prevailing market prices of comparable properties of a similar nature and size in the vicinity; (ii) the current Hong Kong property market conditions; and (iii) the indicative value of the Property by an independent property valuer as at 19 September 2025 in amount of HK\$68 million based on market approach. It is expected that the consideration of the Property will be financed by internal resources of the Group.

The Directors consider that the consideration is fair and reasonable and the acquisition of the Property is in the interests of the Company and its shareholders as a whole.

## **Formal agreement**

Subject to the terms of the Agreement, the Purchaser and the Vendor shall enter into the formal agreement on or before 13 October 2025.

## **Completion**

Subject to the terms of the Agreement, completion shall take place on or before 12 December 2025.

## REASONS FOR THE ACQUISITION

The Group's principal activities are international ship chartering and ship owning. The Directors consider that the Acquisition of Property represents a strategic, modest capital investment in long-term assets that are independent from the Group's core maritime operations. The Property is situated within the same building as the Group's headquarters and in a prime commercial area near Hong Kong's Central district that offers long-term investment potential. It is intended that the Property will be used as an office of the Group. It is expected that the Acquisition of Property would enhance the Group's operational efficiency and strengthen the asset base.

The Directors are of the opinion that the terms and conditions of the Agreement are on normal commercial terms, fair and reasonable, following arm's length negotiations with reference to the prevailing market values and that the Acquisition of Property contemplated thereby is in the interests of the Company and the Shareholders as a whole.

## LISTING RULES IMPLICATION

As one or more applicable percentage ratios calculated in accordance with Rule 14.07 of the Listing Rules for the Acquisition of Property exceed 5% but are less than 25%, the Acquisition of Property constitutes a discloseable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions of the following meanings were used:

“Acquisition of Property”	the acquisition of the Property under the Agreement;
“Agreement”	the provisional agreement for sale and purchase entered into between the Vendor and the Purchaser on 29 September 2025 in respect of the acquisition of the Property;
“Board”	the board of Directors;
“Company”	Jinhui Holdings Company Limited, a limited liability company incorporated in Hong Kong and its shares are listed on the Main Board of the Stock Exchange (stock code: 137);
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China;
“Independent Third Parties”	person(s) (and in case of company(ies) and corporation(s), their ultimate beneficial owner(s)) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and directors, chief executive, controlling shareholders and substantial shareholders of the Company or any of its subsidiaries or their respective associates within the meaning of the Listing Rules;

“Jinhui Shipping”	Jinhui Shipping and Transportation Limited, a limited liability company incorporated in Bermuda and an approximately 55.69% direct subsidiary of the Company as at date of this announcement, whose shares are listed on the Oslo Stock Exchange (stock code: JIN);
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Property”	Whole of 25th Floor, Yardley Commercial Building, No. 3 Connaught Road West, Hong Kong;
“Purchaser”	Smarty Goal Limited, a company incorporated in Hong Kong and an indirect subsidiary of the Company;
“Shareholders”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Vendor”	Chu Kong Shipping Enterprises (Holdings) Company Limited, a company incorporated in Hong Kong; and
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong.

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

Hong Kong, 29 September 2025

*As at 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; and the Independent Non-executive Directors of the Company are Cui Jianhua, Tsui Che Yin Frank and William Yau.*