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If you have sold or transferred all your shares in Sino Haijing Holdings Limited, you should at once hand this circular to the purchaser or the transferee, or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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SINO HAIJING HOLDINGS LIMITED

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

**PROPOSED SHARE SUBDIVISION,
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting (“EGM”) of Sino Haijing Holdings Limited to be held at Suites 3701-10, 37th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 26 October 2015 at 11:00 a.m., at which the above proposals will be considered, is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and Sino Haijing Holdings Limited (<http://www.sinohaijing.com>).

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8 October, 2015

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DEFINITION

In this circular, the following terms and expressions shall have the following meanings, unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	a day on which licensed banks in Hong Kong are generally open for business throughout their normal business hours (other than a Saturday, Sunday or public holiday)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the change in board lot size for trading on the Stock Exchange from existing 10,000 Shares to 20,000 Subdivided Shares after the Share Subdivision becoming effective
“China” or the “PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Company”	Sino Haijing Holdings Limited (stock code: 01106), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“EGM”	the extraordinary general meeting of the Company to be held at Suites 3701-10, 37th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 26 October 2015 at 11:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on pages 12 to 14 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITION

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	7 October 2015, being the latest practicable date prior to the despatch of this circular for ascertaining certain information contained therein
“Listing Committee”	the listing sub-committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of par value of HK\$0.1250 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s) or Subdivided Share(s), as the case may be
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 5 June 2015
“Share Subdivision”	the proposed subdivision of each issued and unissued Share of par value of HK\$0.1250 each into ten (10) Subdivided Shares of par value of HK\$0.0125 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of HK\$0.0125 each in the share capital of the Company upon the Share Subdivision becoming effective

EXPECTED TIMETABLE

The expected timetable relating to the Share Subdivision, the Change in Board Lot Size and the associated trading arrangements are as follows:

Event	Time and date
Expected date of despatch of the circular, notice and proxy form of the EGM	Thursday, 8 October 2015
Latest time for lodging proxy form for the EGM (not less than 48 hours prior to time of EGM).	11:00 a.m. on Saturday, 24 October 2015
Expected date and time of the EGM	11:00 a.m. on Monday, 26 October 2015
Announcement of poll results of the EGM	Monday, 26 October 2015

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in the Letter from the Board.

Effective date of the Share Subdivision.	Tuesday, 27 October 2015
First day of free exchange of existing shares certificates for new share certificates commences	Tuesday, 27 October 2015
Dealing in Subdivided Shares commences	9:00 a.m. on Tuesday, 27 October 2015
Original counter for trading in existing Shares (in board lots of 10,000 Shares) closes	9:00 a.m. on Tuesday, 27 October 2015

EXPECTED TIMETABLE

Event	Time and date
Temporary counter for trading in Subdivided Shares in board lots of 100,000 Subdivided Shares (in form of existing share certificates in white colour) opens	9:00 a.m. on Tuesday, 27 October 2015
Original counter for trading in Subdivided Shares (in board lots of 20,000 Subdivided Shares in the form of new share certificates in pink colour) re-opens	9:00 a.m. on Tuesday, 10 November 2015
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Tuesday, 10 November 2015
Temporary counter for trading in Subdivided Shares in board lots of 10,000 Subdivided Shares (in form of existing share certificates in white colour) closes	4:00 p.m. on Monday, 30 November 2015
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) ends	4:00 p.m. on Monday, 30 November 2015
Last day of free exchange of existing share certificates for new share certificates for Subdivided Shares	Wednesday, 2 December 2015

LETTER FROM THE BOARD



SINO HAIJING HOLDINGS LIMITED
中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

Executive Directors:

Ms. Szeto Wai Ling, Virginia
Mr. Lam Wai Hung
Mr. Lam Chi Keung

Non-executive Director:

Mr. Fung Wah Bong Peter

Independent non-executive Directors:

Mr. Lee Siu Woo
Mr. Pang Hong
Mr. Foo Tin Chung Victor

Registered Office:

Cricket Square Hutchins
Drive P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head Office and Principal Place
of Business:*

Suites 3701-10,
37/F, Jardine House,
1 Connaught Place,
Central,
Hong Kong

8 October 2015

To the Shareholders

Dear Sir/Madam,

**PROPOSED SHARE SUBDIVISION,
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 7 October 2015 in relation to the proposed Share Subdivision and Change in Board Lot Size.

LETTER FROM THE BOARD

The purpose of this circular is to provide you (i) further details of the proposed Share Subdivision and the Change in Board Lot Size to enable you to make an informed decision on whether to vote for or against the resolutions relating to the Share Subdivision and the Change in Board Lot Size at the EGM; and (ii) the notice of the EGM.

PROPOSED SHARE SUBDIVISION

Basis of the Share Subdivision

The Board proposes that each of the existing issued and unissued Shares will be subdivided into ten (10) Subdivided Shares. The Share Subdivision will become effective upon fulfillment of the conditions set out under the section headed “Conditions of Share Subdivision” below.

Conditions of Share Subdivision

The implementation of Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM approving the Share Subdivision;
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Listing Rules and the laws of the Cayman Islands (if any) to effect the Share Subdivision.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the EGM, which is expected to be held on Monday, 26 October 2015.

LETTER FROM THE BOARD

Effect of the Share Subdivision

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 800,000,000 Shares, of which 358,990,124 Shares are in issue and fully paid or credited as fully paid. Save as the Share Option Scheme, the Company has not adopted any other share option scheme as at the Latest Practicable Date. As at the Latest Practicable Date, 29,916,012 Shares may be granted under the Share Option Scheme and no option has been granted by the Company under the Share Option Scheme since its adoption to the Latest Practicable Date. There are no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares as at the Latest Practicable Date.

Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 8,000,000,000 Subdivided Shares, of which 3,589,901,240 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are repurchased or issued prior to the Share Subdivision becoming effective. In addition, upon the Share Subdivision becoming effective, the number of Subdivided Shares which may be granted under the Share Option Scheme will become 299,160,120 Subdivided Shares.

Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* in all respects with each other. The Share Subdivision will not result in any change in the relevant rights of the Shareholders.

Save for the expenses incurred by the Company in implementing the Share Subdivision, the Share Subdivision will not alter the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders. The Board considers that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

LISTING AND DEALING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares arising from the Share Subdivision and any new Subdivided Shares which may be granted under the Share Option Scheme.

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may be granted under the Share Option Scheme on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal in is being or is proposed to be sought on any other stock exchanges other than the Stock Exchange.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares are traded on the Stock Exchange in board lots of 10,000 Shares each. The Board proposes to change the board lot size for trading from existing 10,000 Shares to 20,000 Subdivided Shares after the Share Subdivision becoming effective.

Based on the closing price of HK\$2.22 per Share (equivalent to HK\$0.222 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 20,000 Subdivided Shares, assuming the Share Subdivision had already become effect, would be HK\$4,440.

Dealing in the Subdivided Shares on the Stock Exchange in the new board lot size of 20,000 Subdivided Shares is expected to commence at 9:00 a.m. on Tuesday, 27 October 2015.

ODD LOT ARRANGEMENT

In order to facilitate the trading of odd lots (if any) of the Shares arising from the Change in Board Lot Size, the Company has appointed Kingston Securities Limited to match the purchase and sale of odd lots of the Shares at the relevant market price per Share for the period from Tuesday, 27 October 2015 to Wednesday, 2 December 2015 (both dates inclusive). Holders of odd lots of the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or top up to a full board lot, may directly or through their brokers, contact Ms. Rosita Kiu of Kingston Securities Limited by telephone at (852) 2298 6215 or by fax at (852) 2295 0682 during this period. Holders of odd lots of the Shares should note that the matching of the sale and purchase of odd lots of the Shares is on a best effort basis and successful matching of the sale and purchase of odd lots of the Shares is not guarantee. Any Shareholder, who is in any doubt about the odd lot facility, is recommended to consult his/her/its own professional adviser.

LETTER FROM THE BOARD

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision becoming effective, which is expected to be on Tuesday, 27 October 2015, Shareholders may, during the period from Tuesday, 27 October 2015 to Wednesday, 2 December 2015 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in white colour to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Subdivided Shares in pink colour. After the expiry of such period, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Monday, 30 November 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates for the Shares will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for ten (10) Subdivided Shares.

It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of ten (10) Business Days after the submission of the existing share certificates for the Shares to the Company's branch share registrar for exchange. The new share certificates for the Subdivided Shares will be blue in pink so as to be distinguished from the existing shares certificates for the Shares which are white in colour.

TRADING ARRANGEMENT

Subject to the Share Subdivision being effective, dealings in the Subdivided Shares are expected to commence on Tuesday 27 October 2015. Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) will be operated from Tuesday, 10 November 2015 to Monday 30 November 2015 (both days inclusive). Full details of the expected timetable and trading arrangement of the Subdivided Shares are set out on pages 3 to 4 of this circular.

LETTER FROM THE BOARD

REASONS FOR THE PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

The Share Subdivision will decrease the nominal value and increase the total number of Shares in issue. The Share Subdivision will result in downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread and thus result in the improved liquidity in trading of the Company's Subdivided Shares. The Board also considers that the change of board lot size will result in Subdivided Shares being traded in a more reasonable board lot size and value. Accordingly, the Board is of view that the Share Subdivision and the change in the board lot size will enable the Company to attract more investors and broaden its shareholders' base.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the shareholdings, rights and interests of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole.

EGM AND PROXY ARRANGEMENT

The EGM will be held at 11:00 a.m. on Monday 26 October 2015 at Suites 3701-10, 37th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong for the purpose of considering and, if thought fit, approving the proposed Share Subdivision and Change in Board Lot Size. The notice convening the EGM is set out on pages 12 to 14 of this circular.

As no Shareholders have a material interest in the Share Subdivision and Change in Board Lot Size, which is different from that of the other Shareholders, no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sinohaijing.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, the instrument appointing the proxy shall be deemed to have revoked.

RECOMMENDATION

The Directors consider that the implementation of the Share Subdivision together with the Change in Board Lot Size is in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Share Subdivision and the Change in Board Lot Size.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Sino Haijing Holdings Limited
Lam Chi Keung
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



SINO HAIJING HOLDINGS LIMITED

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Sino Haijing Holdings Limited (the “**Company**”) will be held at Suites 3701-10, 37th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong on Monday, 26 October 2015 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

It is resolved as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subdivided Shares (as hereafter defined):

- (a) each of the issued and unissued ordinary shares of par value of HK\$0.1250 each (the “**Shares**”) in the share capital of the Company be and is hereby subdivided into ten (10) ordinary shares of par value of HK\$0.0125 each (the “**Subdivided Shares**”), with effect from the business day immediately following the date on which this resolution is passed, being a day on which the Stock Exchange is open for business of dealing in securities (the “**Share Subdivision**”);
- (b) the board lot size for trading on the Stock Exchange be and is hereby changed from existing 10,000 Shares to 20,000 Subdivided Shares for each board lot upon the Share Subdivision becoming effective (the “**Change in Board Lot Size**”); and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) any director of the Company (“**Director**”) be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in and/or for implementation of the Share Subdivision and the Change in Board Lot Size including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Subdivided Shares to holders of the existing shares of the Company pursuant to the Share Subdivision.”

By order of the Board
Sino Haijing Holdings Limited
Lam Chi Keung
Executive Director

Hong Kong, 8 October 2015

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In case of joint holders of shares, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, our executive directors are Ms. Szeto Wai Ling Virginia, Mr. Lam Wai Hung, Mr. Lam Chi Keung; our non-executive director is Mr. Fung Wah Bong Peter; our independent non-executive directors are Mr. Lee Siu Woo, Mr. Pang Hong and Mr. Foo Tin Chung Victor.