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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sino Haijing Holdings Limited, you should at once had this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or 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)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2014 Annual Report of the Company, which contains the directors' report, the auditor's report by Messrs. Mazars CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2014.

A notice convening the Annual General Meeting of the Company to be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 5 June 2015 at 2:30 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.

This circular is published on the HKExnews website at <http://www.hkexnews.hk> and on the website of the Company at <http://www.sinohaijing.com>.

CORPORATE COMMUNICATIONS

This Circular, in both English and Chinese versions, is available on the Company's website at <http://www.sinohaijing.com> (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to this Circular posted on the Company Website will promptly upon request be sent this Circular in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive this Circular in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to the Hong Kong Share Registrar of the Company at is-ecom@hk.tricorglobal.com.

DEFINITIONS

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

“2014 Annual Report”	annual report of the Company for the year ended 31 December 2014
“Annual General Meeting”	the annual general meeting of the Company to be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 5 June 2015 at 2:30 p.m. or any adjournment thereof
“associates”	has the meanings ascribed to it under the Listing Rules
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司, a company incorporated in the Cayman Islands and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EPS”	expanded polystyrene, a commonly used cushion packaging materials for electrical appliances
“Haijing Holdings”	Haijing Holdings Limited 海景控股有限公司, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Chao Pang Fei, an executive Director and controlling shareholder holding approximately 55.39% of the entire issued share capital of the Company within the meaning a Part XV of the SFO as at the Latest Practicable Date
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolutions approving the Issue Mandate
“Latest Practicable Date”	means 24 April 2015, being the Latest Practicable Date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the notice of the Annual General Meeting
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.125 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

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:

Mr. Chao Pang Fei (*Chairman*)
Ms. Hui Hongyan
Ms. Szeto Wai Ling, Virginia
Mr. Lam Wai Hung

Non-executive Director:

Mr. Fung Wah Bong Peter

Independent non-executive Directors:

Mr. Hong Jianhua
Mr. Pang Hong
Mr. Foo Tin Chung Victor

Registered office:

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

*Head office and principal
place of business:*

Room 2412
24/F, Wing On Centre
111 Connaught Road Central
Hong Kong

24 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors, and to give you notice of the Annual General Meeting at which resolutions will be proposed to consider and, if thought fit, approve at the Annual General Meeting, among other matters, the granting of the general mandate to issue and repurchase shares, the extension of general mandates to issue shares and the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of shares that may be repurchased is up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate to repurchase shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Set out in Appendix to this circular is the explanatory statement which is required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. New Shares may be issued with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the resolution approving the shares issue mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 249,300,124 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot and issue up to 49,860,024 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

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 249,300,124 Shares are in issue and fully paid.

LETTER FROM THE BOARD

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate will be extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate.

RE-ELECTION OF DIRECTORS

In accordance with the articles of association of the Company, Ms. Szeto Wai Ling, Virginia, Mr. Lam Wai Hung, Mr. Fung Wah Bong Peter, Mr. Pang Hong and Mr. Foo Tin Chung Victor will at the Annual General Meeting retire and, being eligible, offer themselves for re-election.

The biographical details of the above-mentioned Directors to be re-elected at the Annual General Meeting are set out in Appendix to this circular.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting on the HKExnews website at <http://www.hkexnews.hk> and the website of the Company at <http://www.sinohaijing.com>.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 5 June 2015 at 2:30 p.m. is set out on pages 13 to 16 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, and the re-election of Directors are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
SINO HAIJING HOLDINGS LIMITED
中國海景控股有限公司
CHAO Pang Fei
Chairman

This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required by Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.

1. SHARE CAPITAL

The resolution proposed to be passed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 249,300,124 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to 24,930,012 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

4. FINANCIAL EFFECT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2014 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.690	0.460
May	0.600	0.425
June	0.780	0.580
July	1.240	0.710
August	1.070	0.820
September	0.990	0.750
October	0.950	0.670
November	0.950	0.670
December	1.190	0.800
2015		
January	0.900	0.800
February	1.150	0.870
March	1.170	0.880
April (up to Latest Practicable Date)	1.560	0.950

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Code.

As at the Latest Practicable Date, by virtue of Part XV of the Securities and Futures Ordinance (Chapter 57, Laws of Hong Kong), Haijing Holdings, which is a controlling shareholder of the Company, was interested in 138,079,204 Shares, representing approximately 55.39% of the issued share capital of the Company. In event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolutions to be proposed at the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the interest of Haijing Holdings would be increased to approximately 61.54% of the issued share capital of the Company. Such increase of shareholding of Haijing Holdings will not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months immediately preceding and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

9. BIOGRAPHICAL DETAILS OF DIRECTORS

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

Executive Directors

Ms. Szeto Wai Ling Virginia, aged 52, is a practicing solicitor in Hong Kong and a solicitor of the Supreme Court of England and Wales. She is currently the sole practitioner of Szeto Virginia & Co, Solicitors. Ms. Szeto holds a Bachelor of Laws Degree from Oxford Brookes University and a Master of Science Degree in Criminal Justice Policy from The London School of Economics and Political Science.

She was a former independent non-executive director of SMI Culture Group Holdings Limited (Former Name: Qin Jia Yuan Media Services Company Limited) (Stock Code: 2366), a company listed on the main board of the Stock Exchange from 31 August 2012 to 27 August 2013. Ms. Szeto was also the Head of Legal Department of New World Development Company Limited (Stock Code: 0017), a company listed on the main board of the Stock Exchange. Save as disclosed above, Ms. Szeto did not hold any directorship in other listed companies in the past three years before the Latest Practicable Date.

Ms. Szeto has entered into a service agreement with the Company for a term of 1 year commencing on 19 March 2015. She is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Listing Rules. Ms. Szeto is entitled to an annual director's remuneration of HK\$180,000, which is determined by the Board with reference to her duties within the Company. Ms. Szeto does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Szeto did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Szeto and there are no other matters relating to the re-election of Ms. Szeto that would need to be brought to the attention of the Shareholders.

Mr. Lam Wai Hung, aged 35, holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance. Mr. Lam is currently an executive director of Jinheng Automotive Safety Technology Holdings Limited (Stock Code: 872), a company listed on the main board of the Stock Exchange. Mr. Lam was a former company secretary and authorized representative of GET Holdings Limited (Former Name: M Dream Inworld Limited) (Stock Code: 8100), a company listed on the GEM board of the Stock Exchange from 31 May 2011 to 1 August 2013. Save as disclosed above, Mr. Lam did not hold any directorship in other listed companies in the past three years before the Latest Practicable Date.

Mr. Lam has entered into a service agreement with the Company for a term of 1 year commencing on 19 March 2015. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Listing Rules. Mr. Lam is entitled to an annual director's remuneration of HK\$180,000, which is determined by the Board with reference to his duties within the Company. Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

Non-executive Director

Mr. Fung Wah Bong Peter, aged 65, has over 30 years of financial and managerial experience in garment manufacturing and retailing business and has solid experience in cost accounting and trade finance. He is the founder and shareholder of a well-established garment manufacturer in Hong Kong and the People's Republic of China.

Mr. Fung has entered into a service agreement with the Company for a term of 1 year commencing on 24 April 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Listing Rules. The proposed director's remuneration of Mr. Fung is HK\$ HK\$120,000 per annum which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Fung and there are no other matters relating to the re-election of Mr. Fung that would need to be brought to the attention of the Shareholders.

Independent non-executive Director

Mr. Pang Hong, aged 61, had worked for various enterprises and government departments in China for over 20 years. He has substantial knowledge of the investment environment in China and has extensive experience in the management of Chinese companies. He is currently an independent non-executive director of SMI Holdings Group Limited (Stock Code: 198), a company listed on the main board of The Stock Exchange of Hong Kong Limited.

Mr. Pang was also a former executive director of PacMOS Technologies Holdings Limited (Stock Code: 1010) and a former independent non-executive director of Dragonite International Limited (Stock Code: 329), the shares of which are listed on the main board of the Stock Exchange.

Mr. Pang has entered into a service agreement with the Company for a term of 1 year commencing on 14 April 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Listing Rules. The proposed director's remuneration of Mr. Pang is HK\$96,000 per annum which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Pang and there are no other matters relating to the re-election of Mr. Pang that would need to be brought to the attention of the Shareholders.

Mr. Foo Tin Chung, Victor, aged 46, is the company secretary of Huisheng International Holdings Limited (Stock Code: 1340) since July 2013 and China Grand Pharmaceutical and Healthcare Holdings Limited (Stock Code: 512) since September 2011. He has been an independent non-executive director of Ngai Shun Holdings Limited (Stock Code: 1246) since March 2015. The shares of the abovementioned companies are listed on the Main Board of the Stock Exchange. Mr. Foo has been an independent non-executive director of Shandong Luoxin Pharmaceutical Group Stock Company Limited (formerly known as Shandong Luoxin Pharmacy Stock Co., Ltd.) (Stock Code: 8058) since April 2005, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Foo obtained a bachelor degree of commerce in accounting and information system from the University of New South Wales in Australia in April 1994 and a master degree in business administration from the Australian Graduate School of Management in July 2007. He has been a member of the CPA Australia since January 1998 and an associate member of the Hong Kong Institute of Certified Public Accountants since July 1999. Mr. Foo was the executive director and company secretary of Jinheng Automotive Safety Technology Holdings Limited (stock code: 872) from June 2004 to September 2014.

Mr. Foo has entered into a service agreement with the Company for a term of 1 year commencing on 24 April 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Listing Rules. The proposed director's remuneration of Mr. Foo is HK\$96,000 per annum which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Foo and there are no other matters relating to the re-election of Mr. Foo that would need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL 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 IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司 (the “Company”) will be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 5 June 2015 at 2:30 p.m., for the following purposes:

1. to consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2014;
2. to re-elect directors of the Company (the “Directors”) and to authorise the board of Directors to fix the Directors remuneration;
3. to re-appoint Messrs. Mazars CPA Limited as auditor and authorise the board of Directors to fix the auditor’s remuneration;

ORDINARY RESOLUTIONS

4. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than

NOTICE OF ANNUAL GENERAL MEETING

pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

5. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the

NOTICE OF ANNUAL GENERAL MEETING

Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the aggregate nominal amount of the share capital of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the aggregate nominal amount of share capital that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above.”

By Order of the Board
SINO HAIJING HOLDINGS LIMITED
中國海景控股有限公司
CHAO PANG FEI
Chairman

Hong Kong, 30 April 2015

NOTICE OF ANNUAL GENERAL MEETING

*Head Office and Principal place
of business in Hong Kong:*

Room 2412
24/F., Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. Proxy forms together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

As at the date of this announcement, the Board comprises of Mr. Chao Pang Fei (executive Director), Ms. Hui Hongyan (executive Director), Ms. Szeto Wai Ling Virginia (executive Director), Mr. Lam Wai Hung (executive Director), Mr. Fung Wah Bong Peter (non-executive Director), Mr. Hong Jianhua (independent non-executive Director), Mr. Pang Hong (independent non-executive Director) and Mr. Foo Tin Chung Victor (independent non-executive Director).