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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

The Board of the Company announces that with effect from the conclusion of the Company's annual general meeting held on 5 June 2015:

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

- (a) Mr. HONG has retired as the independent non-executive director of the Company by rotation due to his desire to devote more time on his personal affairs and did not offer himself for re-election;
- (b) Mr. LEE has been appointed as an independent non-executive director of the Company;

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

- (c) Mr. HONG has also ceased to be the member for each of the Audit Committee, Nomination Committee and Remuneration Committee with effect from the conclusion of the Company's annual general meeting held on 5 June 2015; and

(d) Mr. LEE has also been appointed the member for each of the Audit Committee, Nomination Committee and Remuneration Committee with effect from the conclusion of the Company's annual general meeting held on 5 June 2015.

RETIREMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**” or the “**Directors**”) of Sino Haijing Holdings Limited (the “**Company**”) announces that Mr. HONG Jianhua (“**Mr. HONG**”) has retired as the independent non-executive Director of the Company by rotation at the conclusion of the Company's annual general meeting held on 5 June 2015 (the “**AGM**”) due to his desire to devote more time on his personal affairs.

Mr. HONG confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. LEE has been appointed as independent non-executive Director of the Company with effect from the conclusion of the Company's AGM. His brief biography is set out below:–

Mr. Lee Siu Woo (“**Mr. LEE**”), aged 59, an experienced professional financial executive, who has more than 25 years of all rounded working experience in banking and finance, investment banking, investment services and direct investments in Hong Kong, China and the United States. He was the executive Director in Landing International Development Limited which is the listed company in the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 582). He was also working as a senior executive/consultant for a number of respectable international financial institutions, Government bodies, private and listed companies, such as, Citibank Group, Merrill Lynch Asia Pacific Ltd., the Hong Kong Special Administrative Region Government Land Fund Trust and etc. Currently, he is acting as a business consultant to a number of private and listed companies in the area of properties investments, media and commercial services.

Mr. LEE has entered into a service agreement with the Company for a term of 1 year commencing from the conclusion of the Company's AGM. 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 Corporate Governance Code of the Listing Rules on the Stock Exchange. Mr. LEE is entitled to an annual director's remuneration of HK\$96,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. LEE did not hold any directorship in any listed companies in the past three years preceding the date of this announcement, nor had he held any position with the Company and other members of the Group or possessed any other major professional qualifications. As at the date of this announcement, he has no relationship with any directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company and do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment of Mr. LEE that should be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the retirement of Mr. HONG and the appointment of Mr. LEE as mentioned above, Mr. HONG has resigned and Mr. LEE has been appointed as member for each of the audit committee of the Company (the “**Audit Committee**”), remuneration committee of the Company (the “**Remuneration Committee**”) and nomination committee of the Company (the “**Nomination Committee**”) with effect from the conclusion of the Company’s AGM.

Upon the above changes:

- (1) the Audit Committee comprises of three independent non-executive Directors, namely Mr. LEE, Mr. Pang Hong (“**Mr. PANG**”) and Mr. Foo Tin Chung Victor (“**Mr. FOO**”), of whom Mr. FOO is the chairman;
- (2) the Remuneration Committee comprises of three independent non-executive Directors, namely Mr. LEE, Mr. PANG and Mr. FOO; one non-executive Director, namely Mr. Fung Wah Bong Peter (“**Mr. FUNG**”); and one executive Director, namely Ms. Hui Hongyan (“**Ms. HUI**”), of whom Mr. FOO is the chairman; and
- (3) the Nomination Committee comprises of three independent non-executive Directors, namely Mr. LEE, Mr. PANG and Mr. FOO; one non-executive Director, namely Mr. FUNG and one executive Director, namely Ms. HUI, of whom Mr. FUNG is the chairman.

The Board would like to take this opportunity to express its sincere gratitude to Mr. HONG for his contribution towards the Company during his tenure of office and its warmest welcome to Mr. LEE for joining the Board.

By order of the Board
Sino Haijing Holdings Limited
Fung Wah Bong Peter
Chairman

Hong Kong, 5 June 2015

As at the date of this announcement, the Board comprises of 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. Lee Siu Woo (independent non-executive Director), Mr. Pang Hong (independent non-executive Director) and Mr. Foo Tin Chung Victor (independent non-executive Director).

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