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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 AND CHANGE OF BOARD LOT SIZE**

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The Board proposes that each of the existing issued and unissued Shares of HK\$0.1250 each in the share capital of the Company be subdivided into ten (10) Subdivided Shares of HK\$0.0125 each. The Shares are currently traded in board lots of 10,000 shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares. The Share Subdivision is conditional upon, among other things, the passing of an ordinary resolution by the Shareholders at the EGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options to be granted under the Company's Share Option Scheme upon the Share Subdivision becoming effective. The Subdivided Shares will rank pari passu in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.

## **GENERAL**

A circular containing, among other things, details of the Share Subdivision, the trading arrangements in respect to the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, together with the notice of the EGM, will be despatched to the Shareholders on or before 8 October 2015.

## **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of HK\$0.1250 each in share capital of the Company be subdivided into ten (10) Subdivided Shares of HK\$0.0125 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in paragraph headed “Conditions of the Share Subdivision” below.

As at the date of this announcement, the authorized 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. Assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	<b>As at the date of this announcement and before completion of the Share Subdivision</b>	<b>Immediately after completion of the Share Subdivision</b>
Par value of each Share	HK\$0.1250	HK\$0.0125
Number of authorized Shares	800,000,000	8,000,000,000
Authorised share capital	HK\$100,000,000	HK\$100,000,000
Number of Shares in issue	358,990,124	3,589,901,240
Issued share capital	HK\$44,873,765.5	HK\$44,873,765.5

The Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any changes in the relative rights of the Shareholders. All necessary arrangements will be made for the Subdivided Shares to be admitted into the CCASS.

As at the date of this announcement, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

As at the date of this announcement, the Company has no intention to have any fund raising activities (excluding normal bank borrowing).

## **CONDITIONS OF THE SHARE SUBDIVISION**

The Share Subdivision is conditional upon:

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

### **Application for listing of Subdivided Shares**

An application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subdivided Shares and any new Subdivided Shares which may fall to be issued pursuant to the exercise of Share Options to be granted under the Company's Share Option Scheme upon the Share Subdivision becoming effective on the Stock Exchange.

## **CHANGE OF BOARD LOT SIZE**

As at the date of this announcement, the Shares are currently traded in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the Board proposes the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares. The change of board lot size, together with the Share Subdivision, is effected to reduce the board lot value of the Shares. Based on the closing price of the Shares as at the date of this announcement, the current board lot value is HK\$22,200. The change of board lot size to 20,000 Subdivided Shares, together with the Share Subdivision, will reduce the board lot value to HK\$4,440 (calculated based on the closing price of the date of this announcement and adjusted for the effect of Share Subdivision).

The change in the board lot size will not result in any change in the relative rights of the Shareholders or any odd board lots other than those which already exist. The Directors consider that the change of the board lot size together with the Share Subdivision is in the interest of the Company and the Shareholders as a whole.

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

The Share Subdivision will decrease the nominal value of each Share and increase the total number of shares in issue. The Share Subdivision will result in downward adjustment to the trading price of each Share. 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.

## **FREE EXCHANGE OF SHARE CERTIFICATES**

The Existing Share Certificates 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 will continue to be good evidence of legal title to the Subdivided Shares on the basis of 1 Share for 10 Subdivided Shares.

The Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any business day from Tuesday, 27 October to Wednesday, 2 December, 2015 (both dates inclusive) at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates for exchange. The New Share Certificates will be pink in color so as to be distinguished from the Existing Share Certificates which are white in color.

## **EXPECTED TIMETABLE FOR PROPOSED SHARE SUBDIVISION**

The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:

**2015**

**(Hong Kong time)**

Despatch of the circular regarding, among other matters, the Share Subdivision and notice of EGM . . . . .	Thursday, 8 October
Latest time for lodging the form of proxy for the EGM. . . . .	11:00 a.m. on Saturday, 24 October
EGM . . . . .	11:00 a.m. on Monday, 26 October
Publication of poll results of the EGM. . . . .	Monday, 26 October

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision:**

**2015**

**(Hong Kong time)**

Effective date of the Share Subdivision . . . . . Tuesday, 27 October

Dealing in the Subdivided Shares commence . . . . . 9:00 a.m. on Tuesday,  
27 October

Original counter for trading in existing Shares  
in board lots of 10,000 Shares temporarily closes . . . . . 9:00 a.m. on Tuesday,  
27 October

Temporary counter for trading in board lots of  
100,000 Subdivided Shares  
(in form of Existing Share Certificates) opens . . . . . 9:00 a.m. on Tuesday,  
27 October

Free exchange of Existing Share Certificates  
for the New Share Certificates  
for the Subdivided Shares commences . . . . . Tuesday, 27 October

Original counter for trading in Subdivided Shares  
in board lots of 20,000 Subdivided Shares  
(in the form of New Share Certificates) re-opens . . . . . 9:00 a.m. on Tuesday,  
10 November

Parallel trading in Shares and Subdivided Shares  
(in form of Existing Share Certificates  
and New Share Certificates) commences . . . . . 9:00 a.m. on Tuesday,  
10 November

Temporary counter for trading in board lots of  
100,000 Subdivided Shares  
(in form of Existing Share Certificates) closes . . . . . 4:00 p.m. on Monday,  
30 November

**2015**  
**(Hong Kong time)**

Parallel trading in Shares and Subdivided Shares  
(in form of Existing Share Certificates  
and New Share Certificates) ends . . . . . 4:00 p.m. on Monday,  
30 November

Free exchange of Existing Share Certificates  
for the Shares for New Share Certificates  
for the Subdivided Shares ends. . . . . Wednesday, 2 December

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the associated trading arrangements as mentioned in this announcement.

## **GENERAL**

A circular containing, among other things, details of the Share Subdivision, the trading arrangements in respect to the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, together with the notice of the EGM, will be despatched to the Shareholders on or before Thursday, 8 October 2015.

## **TERMS AND DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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

“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision
“Existing Share Certificate(s)”	existing form of certificate(s) of the Shares
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“New Share Certificate(s)”	form of certificate(s) of the Subdivided Shares
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.1250 each in the share capital of the Company before the Share Subdivision becoming effective
“Share Options”	share option(s) granted or to be granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s)
“Share Option Scheme”	the share option scheme of the Company adopted by way of Shareholders’ resolutions passed on 5 June 2015
“Shareholder(s)”	holder(s) of the Share(s)



“Share Subdivision”	the proposed subdivision of each Share into ten (10) Subdivided Shares
“Subdivided Share(s)”	subdivided ordinary share(s) of HK\$0.0125 each in the share capital of the Company upon the Share Subdivision becoming effective
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 7 October 2015

*As at the date of this announcement, the Board comprises of Ms. Szeto Wai Ling Virginia, Mr. Lam Wai Hung and Mr. Lam Chi Keung as executive Directors; Mr. Fung Wah Bong Peter as the non-executive Director; Mr. Lee Siu Woo, Mr. Pang Hong and Mr. Foo Tin Chung Victor as independent non-executive Directors.*

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