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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: 1106)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of the Company dated 29 December 2016 in relation to the acquisition of entire share capital of the Target Company (the “**Announcement**”). Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

Due to inadvertent typographical error in the Announcement, the Company would like to clarify that the following:

- On page 8, “The Company and the Purchaser agreed that if any adjustment to the initial Conversion Price of the Convertible Bonds has to be made in accordance with the terms and conditions of the Convertible Bonds which would result in the issuance of any additional Conversion Shares exceeding the General Mandate (the “**Additional Conversion Shares**”), the Company confirms and undertakes that it will comply with all relevant laws, rules and procedures, and will repay the amount of the Convertible Bonds which would otherwise result in the issuance of the Additional Conversion Shares to the Bondholders in cash.” should be “The Company and the **Vendor** agreed that if any adjustment to the initial Conversion Price of the Convertible Bonds has to be made in accordance with the terms and conditions of the Convertible Bonds which would result in the issuance of any additional Conversion Shares exceeding the **Specific Mandate** (the “**Additional Conversion Shares**”), the Company confirms and undertakes that it will comply with all relevant laws, rules and procedures, and will repay the amount of the Convertible Bonds which would otherwise result in the issuance of the Additional Conversion Shares to the Bondholders in cash.” instead.

- On page 8, “The Conversion Price was determined after arm’s length negotiations between the Company and the Purchaser, with reference to the recent performance of the Shares, the Group’s existing financial position and current market conditions.” should be “The Conversion Price was determined after arm’s length negotiations between the Company and the **Vendor**, with reference to the recent performance of the Shares, the Group’s existing financial position and current market conditions.” instead.
- On page 9, the shareholder’s name below Honghu Capital Company Limited shall be “**Vendor**” instead of “**Purchaser**”, for the avoidance of doubt, the revised shareholder table is shown below:

| Shareholders | As at the date of this announcement | | Upon full conversion of the Convertible Bonds | |
|--|--|--------------------------|--|--------------------------|
| | <i>Number of Shares</i> | <i>Approximate %</i> | <i>Number of Shares</i> | <i>Approximate %</i> |
| Dragon Ocean Development Limited (<i>Note 1</i>) | 830,792,040 | 8.02 | 830,792,040 | 4.65 |
| Majestic Wealth International Limited (<i>Note 2</i>) | 697,000,000 | 6.73 | 697,000,000 | 3.90 |
| Honghu Capital Company Limited (<i>Note 3</i>) | 523,500,000 | 5.06 | 523,500,000 | 2.94 |
| Vendor | – | – | 7,500,000,000 | 42.01 |
| Public Shareholders | | | | |
| Other public Shareholders | <u>8,825,008,212</u> | <u>80.19</u> | <u>8,301,508,212</u> | <u>46.50</u> |
| | <u>10,352,800,252</u> | <u>100.00</u> | <u>17,852,800,252</u> | <u>100.00</u> |

By order of the Board
Sino Haijing Holdings Limited
Li Zhenzhen
Chairman

Hong Kong, 30 December 2016

As at the date of this announcement, the Board comprises of Ms. Li Zhenzhen, Mr. Lam Wai Hung, Mr. Wang Xin and Mr. Wei Liyi as executive Directors; Ms. Hu Jianping as non-executive Director; Mr. Pang Hong, Mr. Lee Tao Wai and Mr. Lam Hoi Lun as the independent non-executive Directors.