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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)**

### **VOLUNTARY ANNOUNCEMENT RELATED TO ISSUE OF NOTES**

On 4 January 2017, the Company issued the second tranche Note in the principal amount of HK\$120,000,000 to the Investor pursuant to the Note Purchase Agreement.

Reference is made to the announcement dated 25 November 2016 (the “**Announcement**”) issued by Sino Haijing Holdings Limited (the “**Company**”).

As disclosed in the Announcement, on 22 November 2016, the Company and Prosper Talent Limited, an indirectly and wholly-owned subsidiary of CCB International (Holdings) Limited, (the “**Investor**”) entered into a note purchase agreement (the “**Note Purchase Agreement**”), pursuant to which the Company agreed to issue, and the Investor agreed to purchase from the Company, secured notes in two tranches up to an aggregate principal amount of HK\$200,000,000 (the “**Notes**”).

On 23 November 2016, the Company issued the first tranche Note in the principal amount of HK\$80,000,000 to the Investor.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 4 January 2017, the Company issued the second tranche Note in the principal amount of HK\$120,000,000 to the Investor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Investor and its ultimate beneficial owners are third parties ("**Independent Third Parties**") independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

## **PRINCIPAL TERMS OF THE NOTES**

The principal terms of the Notes are as follows:

Issuer:	The Company
Principal amount of the Notes:	First tranche: HK\$80,000,000 (issued on 23 November 2016) Second tranche: HK\$120,000,000 (issued on 4 January 2017)
Maturity Date:	12 months (" <b>Initial Maturity Date</b> ") from the date of issue of the relevant Note (which can be extended to 24 months (" <b>Extended Maturity Date</b> ") with the consent of the holders of the Notes)
Interest rate:	10% per annum from the issue date of the Notes to and including the Initial Maturity Date  13% per annum from the date immediately after the Initial Maturity Date to and including the Extended Maturity Date
Form of Notes:	The Notes are in registered form only
Status:	The Notes constitute direct, unconditional and unsubordinated and secured obligations of the Company and rank equally and without any preference amongst themselves  The payment obligations of the Company under the Notes will (subject to any obligations preferred by mandatory provisions of relevant laws and regulations) rank at least pari passu with all other present and future direct, unconditional and unsubordinated and secured obligations of the Company

Security: The Notes are secured by the charges of certain ordinary shares of the Company provided by certain shareholders who are Independent Third Party(ies)

Transferability: Subject to compliance with all applicable laws and regulations, the Notes are freely transferrable in whole or in part

Listing of the Notes: No application will be made for a listing of the Notes on any stock exchange

By Order of the Board  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Chairman*

Hong Kong, 4 January 2017

*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 the executive Directors; Ms. Hu Jianping as the non-executive Director; Mr. Pang Hong, Mr. Lee Tao Wai and Mr. Lam Hoi Lun as the independent non-executive Directors.*