
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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: 1106)

**PROPOSED SHARE SUBDIVISION
AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of the Company to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 27 June 2011 at 3:00 p.m. is set out on pages 10 to 11 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Extraordinary 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 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>.

10 June 2011

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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 share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 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:-

| | |
|---------------------------------|--|
| “Board” | The board of Directors of the Company |
| “business day” | a day (other than a Saturday or Sunday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Company” | means 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 Main Board |
| “Director(s)” | means the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened at 3:00 p.m. on Monday, 27 June 2011 to consider and, if thought fit, approve, among other thing, the proposed Share Subdivision |
| “EPS” | expandable polystyrene, a commonly used cushion packaging materials for electrical appliances |
| “Existing Share(s)” | existing ordinary share(s) of HK\$0.05 each in the issued and unissued share capital of the Company |
| “Existing Share Certificate(s)” | the existing share certificate(s) of the Existing Shares which is(are) in orange colour |
| “GEM” | means the Growth Enterprise Market of the Stock Exchange |
| “Group” | The Company and its subsidiaries |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Latest Practicable Date” | means 3 June 2011, 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 |

DEFINITIONS

| | |
|----------------------------|--|
| “Main Board” | the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options markets) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM |
| “New Share Certificate(s)” | the green new share certificate(s) for the Subdivided Shares |
| “PRC” | the People’s Republic of China, and for the purposes of this circular, excluding the Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Share(s)” | ordinary share(s) of HK\$0.05 each in the issued and unissued share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) or Subdivided Shares, as the case may be |
| “Share Option Scheme” | the share option scheme adopted pursuant to the ordinary resolution passed by a written resolution of all the Shareholders on 6 June 2003 (and as amended pursuant to the ordinary resolution passed by the Shareholders at an extraordinary general meeting of the Company held on 30 October 2009) |
| “Share Options” | share options to subscribe for the Shares granted under the Share Option Scheme |
| “Share Subdivision” | the proposed subdivision of each Share into two (2) Subdivided Shares |
| “Stock Exchange” | means The Stock Exchange of Hong Kong Limited |
| “Subdivided Share(s)” | subdivided ordinary share(s) of HK\$0.025 each in the issued and unissued share capital of the Company upon completion of the Share Subdivision |
| “HK\$” | means Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China |
| “%” | per cent |

TIMETABLE

EXPECTED TIMETABLE OF THE PROPOSED SHARE SUBDIVISION

Latest time for lodging the form of proxy
for the EGM. 3:00 p.m., 25 June 2011

EGM 3:00 p.m., 27 June 2011

Announcement of poll results on the EGM 27 June 2011

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

Effective date of the Share Subdivision 28 June 2011

Dealings in the Subdivided Shares commence. 9:00 a.m., 28 June 2011

Original counter for trading in existing Shares
in board lots of 10,000 Shares temporarily closes 9:00 a.m., 28 June 2011

Temporary counter for trading in board lots of
20,000 Subdivided Shares (in the form of
Existing Share Certificates) opens 9:00 a.m., 28 June 2011

First day of free exchange of Existing Share Certificates
for New Share Certificates for the Subdivided Shares 28 June 2011

Original counter for trading in Subdivided Shares in board lots
of 10,000 Subdivided Shares (in the form
of New Share Certificates) re-opens 9:00 a.m., 13 July 2011

Parallel trading in Subdivided Shares (in the form of New Share
Certificates and the Existing Share Certificates) commences 9:00 a.m., 13 July 2011

Designated broker starts to stand in the market
to provide matching services for the sale and
purchase of odd lots of Subdivided Shares 9:00 a.m., 13 July 2011

Temporary counter for trading in board lots of
20,000 Subdivided Shares (in the form of
Existing Share Certificates) closes 4:00 p.m., 2 August 2011

TIMETABLE

Parallel trading in Subdivided Shares (in the form of New Share
Certificates and the Existing Share Certificates) ends 4:00 p.m., 2 August 2011

Designated broker ceases to stand in the market
to provide matching services for the sale and
purchase of odd lots of Subdivided Shares 4:00 p.m., 2 August 2011

Last day for free exchange of Existing Share Certificates
for the New Share Certificates 9 August 2011

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: 1106)

Executive Directors:

Mr. Chao Pang Fei (*Chairman*)
Mr. Wang Yi
Ms. Hui Hongyan
Mr. Deng Chuangping

Non-executive Director:

Mr. Lan Yu Ping

Independent non-executive Directors:

Mr. Ho Ka Wing
Mr. Sin Ka Man
Ms. Chen Hongfang

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

10 June 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE SUBDIVISION
AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 24 May 2011, in which the Company announced that the Board proposed to subdivide each Existing Share into two (2) Subdivided Shares.

The purpose of this circular is to provide you with the relevant information regarding the proposed Share Subdivision and to give you notice of the EGM at which the ordinary resolution will be proposed to consider and, if thought fit, approve at the EGM, among other matters, the proposed Share Subdivision.

LETTER FROM THE BOARD

PROPOSED SUBDIVISION OF SHARES

The Board proposes that each of the issued and unissued Existing Share of HK\$0.05 in the share capital of the Company be subdivided into two (2) Subdivided Shares of HK\$0.025 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out below. The Shares are currently traded on the Main Board in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded on the Main Board in board lots of 10,000 Subdivided Shares.

The proposed Share Subdivision will decrease the nominal value, and increase the total number of Shares currently in issue. The Share Subdivision will bring about a corresponding downward adjustment to the trading price of the Shares on the Stock Exchange and enhance their liquidity. Accordingly, the Board is of the view that the Share Subdivision is beneficial to the Company and Shareholders as a whole.

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 Company or the shareholdings, rights and interests of the Shareholders.

SHAREHOLDING STRUCTURE

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000, divided into 2,000,000,000 Shares, of which 604,840,310 Shares are in issue and fully paid. Immediately upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares, of which 1,209,680,620 Subdivided Shares will be in issue and fully paid assuming that no further Shares are issued prior to the Share Subdivision becoming effective.

As at the Latest Practicable Date, there are 23,077,000 outstanding share options granted by the Company under the Share Option Scheme. The Company will adjust the exercise price and the number of the outstanding share options upon completion of the Share Subdivision. The Company will arrange its auditor or an independent financial adviser to certify the adjustments to the exercise price and the number of the outstanding share options. Further announcement will be made by the Company regarding the required adjustment in due course.

The Subdivided Shares will rank *pari passu* in all respects with the Shares in issue prior to the Share Subdivision and the rights attaching to the Subdivided Shares will not be affected by the Share Subdivision.

LETTER FROM THE BOARD

Set out below are the shareholding structure of the Company immediately after the Share Subdivision:

| | As at the date of the Latest Practicable Date | | Immediately after the Share Subdivision | |
|---|--|----------------------------|--|----------------------------|
| | <i>no. of Shares held</i> | <i>approximately %</i> | <i>no. of Shares held</i> | <i>approximately %</i> |
| Shareholders | | | | |
| Haijing Holdings Limited <i>(Note 1)</i> | 345,198,010 | 57.07 | 690,396,020 | 57.07 |
| Directors | | | | |
| Mr. Chao Pang Fei <i>(Note 1)</i> | 18,060,000 | 2.99 | 36,120,000 | 2.99 |
| Mr. Deng Chuangping | 420,000 | 0.07 | 840,000 | 0.07 |
| Public Shareholders | <u>241,162,300</u> | <u>39.87</u> | <u>482,324,600</u> | <u>39.87</u> |
| Total | <u>604,840,310</u> | <u>100.00</u> | <u>1,209,680,620</u> | <u>100.00</u> |

Note:

1. As at the Latest Practicable Date, the entire issued share capital of Haijing Holdings Limited was legally and beneficially owned by Mr. Chao Pang Fei ("Mr. Chao"). Mr. Chao, the Chairman and an executive Director, was therefore deemed to have an interest in the Shares in which Haijing Holdings Limited was interested. In addition, Mr. Chao personally held 18,060,000 Shares.
2. No part of the Shares and the Subdivided Shares or debt securities of the Company is listed or dealt in any other stock exchange on which listing or permission to deal is being or is proposed to be sought.

CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM; and
- (b) 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 upon exercise of the outstanding share options granted by the Company.

Subject to the above conditions being fulfilled, the Share Subdivision is expected to become effective on 28 June 2011.

LETTER FROM THE BOARD

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Subdivided Shares, the Company has appointed Kam Fai Securities Company Limited to stand in the market to match the purchase and sale of odd lots of the Subdivided Shares at the relevant market price per Subdivided Share for the period from 13 July 2011 to 2 August 2011 (both dates inclusive). Holders of odd lots of the Subdivided Shares who wish to take advantage of this facility either to dispose of their odd lots of the Subdivided Shares or to top-up to a full board lot may contact Mr. Chan Chee Keung of Kam Fai Securities Company Limited at 21/F, Champion Building, 287-291 Des Voeux Road Central, Hong Kong (telephone no. (852) 2851 8751) as soon as possible from 13 July 2011 to 2 August 2011 (both dates inclusive). Holders of odd lots of the Subdivided Shares should note that the matching of the sale and purchase of odd lots of the Subdivided Shares is not guaranteed.

LISTING AND DEALING

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares. The Share Subdivision will be subject to Shareholders' approval at the EGM.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Subdivision, Shareholders may submit their Existing Share Certificates to the Company's Hong Kong share registrar, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in exchange for the New Share Certificates free of charge between 9:00 a.m. and 4:30 p.m. on any business day from 28 June 2011 to 9 August 2011 (both dates inclusive). It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates to Tricor Tengis Limited for exchange.

From 9 August 2011 onwards, exchange of Existing Share Certificates for New Share Certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m., 2 August 2011 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to such equivalent number of Subdivided Shares. The New Share Certificates will be issued in green colour in order to distinguish them from Existing Share Certificates which are in orange colour.

LETTER FROM THE BOARD

TRADING ARRANGEMENT FOR SUBDIVIDED SHARES

Subject to the Share Subdivision becoming effective, dealings in the Subdivided Shares are expected to commence on Tuesday, 28 June 2011. Parallel trading in the Subdivided Shares (in the form of Existing Share Certificates and New Share Certificates) will be operated from Wednesday, 13 July 2011 to Tuesday, 2 August 2011 (both dates inclusive). Full details of the expected timetable and trading arrangement of the Shares are set out on page 3 of this circular.

GENERAL

The Group is principally engaged in the production and sales of EPS packaging products in the PRC.

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 the resolution put to the vote of the EGM. An announcement on the poll vote results will be published by the Company after the EGM on the HKExnews website at <http://www.hkexnews.hk> and the website of the Company at <http://www.sinohaijing.com>.

EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 27 June 2011 at 3:00 p.m. is set out on pages 10 to 11 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal place of business of the Company at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM 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 EGM 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.

RECOMMENDATION

The Board is of the opinion that the proposed Share Subdivision, is in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolution to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY 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: 1106)

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of the shareholders of SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司 (the “Company”) will be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 27 June 2011 at 3:00 p.m., for the following purpose:

ORDINARY RESOLUTION

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the issued and unissued shares of HK\$0.05 in the share capital of the Company be and is hereby subdivided into two (2) shares of HK\$0.025 each (the “**Subdivided Shares**”) with effect from the business day immediately following the day on which this resolution is passed (the “**Share Subdivision**”) and any one or more of the Directors be and is/are authorised for and on behalf of the Company to issue new share certificates in respect of the Subdivided Shares to holders of existing shares of the Company pursuant to the Share Subdivision and to do all things and execute all documents in connection with or incidental to the Share Subdivision.”

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, 10 June 2011

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 principal place of business at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, 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.