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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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 GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND NOTICE OF ANNUAL GENERAL MEETING**

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This circular is despatched together with the 2011 Annual Report of the Company, which contains the directors' report, the auditor's report by Messrs. Mazars CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2011.

A notice convening the Annual General Meeting of the Company to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 28 May 2012 at 3:00 p.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the Annual 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 Annual 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 Annual 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>.*

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## CORPORATE COMMUNICATIONS

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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 branch 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](mailto:is-ecom@hk.tricorglobal.com).

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:-*

“2011 Annual Report”	annual report of the Company for the year ended 31 December 2011
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 28 May 2012 at 3:00 p.m. or any adjournment thereof
“associates”	has the meanings ascribed to it under the Listing Rules
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	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 Stock Exchange
“Director(s)”	the director(s) of the Company
“EPS”	expanded polystyrene, a commonly used cushion packaging materials for electrical appliances
“Haijing Holdings”	Haijing Holdings Limited 海景控股有限公司, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Chao Pang Fei, an executive Director and controlling shareholder holding approximately 56.98% of the entire issued share capital of the Company within the meaning a Part XV of the SFO as at the Latest Practicable Date
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolutions approving the Issue Mandate
“Latest Practicable Date”	means 16 April 2012, 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
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the notice of the Annual General Meeting

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## DEFINITIONS

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“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.025 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Chao Pang Fei (*Chairman*)

Mr. Wang Yi

Ms. Hui Hongyan

*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

20 April 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
AND NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding the granting of the Issue Mandate and the Repurchase Mandate, the re-election of Directors, and to give you notice of the Annual General Meeting at which resolutions will be proposed to consider and, if thought fit, approve at the Annual General Meeting, among other matters, the granting of the general mandate to issue and repurchase shares, the extension of general mandates to issue shares and the re-election of Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of shares that may be repurchased is up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of such resolution. The Repurchase Mandate to repurchase shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Set out in Appendix to this circular is the explanatory statement which is required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. New Shares may be issued with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the resolution approving the shares issue mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 1,211,712,620 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot and issue up to 242,342,524 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000, divided into 4,000,000,000 Shares, of which 1,211,712,620 Shares are in issue and fully paid.

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## **LETTER FROM THE BOARD**

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### **EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate will be extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate.

### **RE-ELECTION OF DIRECTORS**

In accordance with the articles of association of the Company, Mr. Chao Pang Fei, Mr. Wang Yi, Ms. Hui Hongyan, Mr. Lan Yu Ping, Mr. Ho Ka Wing, Mr. Sin Ka Man and Ms. Chen Hongfang will at the Annual General Meeting retire and, being eligible, offer themselves for re-election.

The biographical details of the above-mentioned Directors to be re-elected at the Annual General Meeting are set out in Appendix to this circular.

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

### **ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 28 May 2012 at 3:00 p.m. is set out on pages 14 to 17 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual 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, 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 Annual 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 Annual 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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, and the re-election of Directors are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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*



*This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required by Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

## **1. SHARE CAPITAL**

The resolution proposed to be passed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 1,211,712,620 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to 121,171,262 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

#### 4. FINANCIAL EFFECT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2011 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
April	0.360	0.305
May	0.375	0.310
June	0.360	0.300
July	0.345	0.290
August	0.320	0.178
September	0.219	0.094
October	0.155	0.109
November	0.139	0.113
December	0.137	0.113
<b>2012</b>		
January	0.129	0.108
February	0.149	0.115
March	0.143	0.125
April (up to Latest Practicable Date)	0.140	0.128

#### 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Code.

As at the Latest Practicable Date, by virtue of Part XV of the Securities and Futures Ordinance (Chapter 57, Laws of Hong Kong), Haijing Holdings, which is a controlling shareholder of the Company, was interested in 690,396,020 Shares, representing approximately 56.98% of the issued share capital of the Company. In event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolutions to be proposed at the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the interest of Haijing Holdings would be increased to approximately 63.31% of the issued share capital of the Company. Such increase of shareholding of Haijing Holdings will not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months immediately preceding and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

## 9. BIOGRAPHICAL DETAILS OF DIRECTORS

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

### Executive Directors

**Mr. Chao Pang Fei**, aged 51, is the Chairman and the President of the Group and is responsible for the formulation of corporate strategy and the steering of the overall development of the Group. Mr. Chao has over 16 years of experience in expanding and promoting the EPS packaging industry in the PRC. Mr. Chao joined the Group in September 2005. As at the Latest Practicable Date, Mr. Chao was beneficially interested in approximately 60.35% of the entire issued share capital of the Company within the meaning of Part XV of the SFO. These

730,066,020 Shares comprised 690,396,020 Shares held by Haijing Holdings and 39,670,000 Shares held by Mr. Chao directly, as at the Latest Practicable Date. Mr. Chao did not hold any directorship in any other listed public companies currently or in the last three years before the Latest Practicable Date.

Mr. Chao Pang Fei has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months notice in writing served by either party to the other. Mr. Chao is entitled to a director's emolument of HK\$360,000 per year, which is determined by the Board with reference to Mr. Chao's responsibilities, experience and market benchmarks. Saved as disclosed above, Mr. Chao does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Chao and there are no other matters relating to the re-election of Mr. Chao that would need to be brought to the attention of the Shareholders.

**Mr. Wang Yi**, aged 50, is the Vice President of the Group and the General Manager of Hefei Haijing Packing Materials Company Limited, a subsidiary of the Group. He is responsible for overseeing the operation of Hefei Haijing Packing Materials Company Limited. Mr. Wang graduated from Shanghai Light Industry College. Mr. Wang has over 24 years of experience in the EPS production and technical management. Mr. Wang joined the Group in January 2008. Mr. Wang has not entered into any service contract with the Company. There is no designated length of service for Mr. Wang with the Company and he will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. As at the Latest Practicable Date, Mr. Wang was beneficially interested in 8,000,000 Shares to be issued upon exercise of the share options granted to him by the Company under the Share Option Scheme, representing approximately 0.66% of the entire issued share capital of the Company, within the meaning of Part XV of the SFO. Mr. Wang did not hold any directorship in any other listed public companies currently or in the last three years before the Latest Practicable Date.

Mr. Wang is entitled to director's emolument of HK\$180,000 per year, which is determined by the Board with reference to his responsibilities, experience and market benchmarks. Saved as disclosed above, Mr. Wang does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Wang and there are no other matters relating to the re-election of Mr. Wang that would be need to be brought to the attention of the Shareholders.

**Ms. Hui Hongyan**, aged 47, is responsible for the financial management of the Group's subsidiaries in the PRC. Ms. Hui graduated from the University of Shenzhen majoring in Accountancy. Ms. Hui had over 17 years of experience in different management positions in finance department of various companies in the PRC. Ms. Hui joined the Group in September 2005. As at the Latest Practicable Date, Ms. Hui was beneficially interested in 4,672,000 Shares to be issued upon exercise of the share options granted to her by the Company pursuant to the Share Option Scheme, representing approximately 0.39% of the entire issued share capital of the Company within the meaning of Part XV of the SFO and she did not hold any directorship in any other listed public companies currently or in the last three years before the Latest Practicable Date.

Ms. Hui Hongyan has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months notice in writing served by either party on the other. Ms. Hui is entitled to director's emolument of HK\$180,000 per year, which is determined by the Board with reference to Ms. Hui's responsibilities, experience and market benchmarks. Ms. Hui does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Hui and there are no other matters relating to the re-election of Ms. Hui that would need to be brought to the attention of the Shareholders.

#### **Non-executive Director**

**Mr. Lan Yu Ping**, aged 48, holds a bachelor degree and master degree in economics from Zhongshan University in the PRC and a master degree in business studies from Massey University in New Zealand. Since 1988, Mr. Lan worked for several financial institutions and investment companies in the PRC and currently he is an associate professor in the International Finance College of the Beijing Normal University (Zhuhai Campus). Mr. Lan has over 16 years of experience in finance and investment fields. Currently, Mr. Lan does not have any interest in the securities of the Company within the meaning of Part XV of SFO. Mr. Lan is currently a non-executive director of Shenzhen Deren Electronic Co., Ltd (Stock Code of A Share: 002055). Save as disclosed above, Mr. Lan did not hold any directorship in other listed companies in the past three years.

Mr. Lan Yu Ping has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months notice in writing served by either party on the other. Mr. Lan is entitled to a director's emolument of HK\$96,000 per year, which is determined by the Board with reference to Mr. Lan's responsibilities, experience and market benchmarks. Mr. Lan does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Lan and there are no other matters relating to the re-election of Mr. Lan that would need to be brought to the attention of the Shareholders.

#### **Independent non-executive Directors**

**Mr. Ho Ka Wing**, aged 40, has over 14 years of management experience. Mr. Ho received a bachelor degree of Business from the Monash University in Australia in 1997 and a master of degree of Business Administration from the University of Surrey in the United Kingdom in 2000. Mr. Ho did not have any interest in the securities of the Company within the meaning of Part XV of SFO and he did not hold any directorship in any other listed public companies currently or in the last three years before the Latest Practicable Date.

Mr. Ho is entitled to a director's emolument of HK\$96,000 per year, which is determined by the Board with reference to Mr. Ho's responsibilities, experience and market benchmarks. Mr. Ho does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. Mr. Ho has not entered into any service contract with the Company and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Mr. Ho is the Chairman of Audit Committee and Remuneration Committee and the member of Nomination Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Ho and there are no other matters relating to the re-election of Mr. Ho that would need to be brought to the attention of the Shareholders.

**Mr. Sin Ka Man**, aged 44, has over 20 years of professional experience in auditing, accounting and financial management for both private and listed corporations. He is an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a certified practising accountant of the CPA Australia. Mr. Sin holds a bachelor degree in Social Sciences from the University of Hong Kong, a master degree in Finance from the University of Strathclyde, the United Kingdom and a master degree in Accounting from Curtin University of Technology, Australia. Mr. Sin did not have any interest in the securities of the Company within the meaning of Part XV of SFO. Mr. Sin is currently a company secretary of Huayu Expressway Group Limited (Stock code: 1823), a company listed on the Main Board of the Stock Exchange. Mr. Sin serves as an independent non-executive director of China Motion Telecom International Limited (Stock Code: 989), Chinese People Holdings Company Limited (Stock Code: 681), PNG Resources Holdings Limited (Stock Code: 221), Fornton Group Limited (Stock Code: 1152) and Xtep International Holdings Limited (Stock Code: 1368), all of which are currently listed on the Main Board of the Stock Exchange. Saved as disclosed above, Mr. Sin did not hold any directorship in other listed companies in the past three years.

Mr. Sin Ka Man is entitled to a director's emolument of HK\$96,000, which is determined by the Board with reference to Mr. Sin's responsibilities, experience and market benchmarks. Mr. Sin does not have any other relationships with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Sin has not entered into any service contract with the Company and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Mr. Sin is the member of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Sin and there are no other matters relating to the re-election of Mr. Sin that would need to be brought to the attention of the Shareholders.

**Ms. Chen Hongfang**, aged 49, graduated from Guangdong Provincial Party College. Ms. Chen has over 10 years of administration and human resources management experience. Ms. Chen did not have any interest in the securities of the Company within the meaning of Part XV of SFO. Ms. Chen did not hold any other directorship in other listed public companies in the past three years before the Latest Practicable Date.

Ms. Chen is entitled to a director's emolument of HK\$96,000, which is determined by the Board with reference to Ms. Chen's responsibilities, experience and market benchmarks. Ms. Chen does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. Ms. Chen has not entered into any service contract with the Company and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

Ms. Chen is the member of Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Chen and there are no other matters relating to the re-election of Ms. Chen that would need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) 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, 28 May 2012 at 3:00 p.m., for the following purposes:

1. to consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2011;
2. to re-elect Directors and to authorise the Board of Directors to fix the Directors remuneration;
3. to re-appoint Messrs. Mazars CPA Limited as auditor and authorise the Board of Directors to fix the auditor’s remuneration;

#### **ORDINARY RESOLUTIONS**

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

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the aggregate nominal amount of the share capital of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the aggregate nominal amount of share capital that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above.”

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, 20 April 2012

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

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

*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.