
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 hand this circular, together with the accompanying 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: 8065)

**PROPOSALS FOR AMENDMENT TO THE
SHARE OPTION SCHEME AND REFRESHMENT
OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of Sino Haijing Holdings Limited to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 30 October 2009 at 11:00 a.m. is set out on pages 10 to 12 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of 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 Extraordinary General Meeting or any adjourned meeting (as the case may be) should you so wish and, in such event, the form of 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of the Company at www.sinohaijing.com.

13 October 2009

CHARACTERISTICS OF GEM

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

This Circular, in both English and Chinese versions, is available on the Company’s website at 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 the 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 share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong or by sending an email to the Company’s share registrar in Hong Kong at is-ecom@hk.tricorglobal.com.

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 30 October 2009 at 11:00 a.m. or any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange with responsibility for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars
“Latest Practicable Date”	9 October 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Options”	options to subscribe for the Shares granted and to be granted under the Pre-IPO Share Option Scheme and the Share Option Scheme
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme adopted pursuant to the ordinary resolution passed by a written resolution of all the Shareholders on 6 June 2003
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options granted under the Share Option Scheme or any other share option schemes of the Company which must not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme
“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
“%”	per cent

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: 8065)

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, Sammy

Mr. Cheng Yun Ming, Matthew

Mr. Sin Ka Man

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

KY1-1111

Grand Cayman

Cayman Islands

Head Office and Principal

Place of Business in Hong Kong:

Room 2412, 24/F.

Wing On Centre

111 Connaught Road Central

Hong Kong

13 October 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR AMENDMENT TO THE
SHARE OPTION SCHEME AND REFRESHMENT
OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Extraordinary General Meeting. These resolutions include (i) the proposed amendment to the Share Option Scheme; and (ii) the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

AMENDMENT TO THE SHARE OPTION SCHEME

The Stock Exchange issued a letter dated 5 September, 2005 to all listed issuers enclosing a supplementary guidance (the “Supplementary Guidance”) on the interpretation of Rule 23.03(13) of the GEM Listing Rules and the note thereto regarding adjustments to exercise price and number of options in the event of alteration in the capital structure. The existing rule 9.1 of the Share Option Scheme provides, inter alia, that any such adjustment shall give the grantee the same proportion of issued share capital of the Company for which such grantee would have been entitled to subscribe had he exercised all the options held by him immediately prior to such adjustment. As the wording may be ambiguous in certain circumstances, in order to enable the adjustment provision of the Share Option Scheme to comply with the GEM Listing Rules and the Supplementary Guidance, and to provide clarity, the Board proposed to amend rule 9.1 of the Share Option Scheme. The Company has not granted any Options under the Share Option Scheme as at the Latest Practicable Date.

The below sets out the existing rule and the proposed amendment for ease of reference:

Rule number	Before Amendment	After Amendment
9.1	Upon the occurrence of any Relevant Event while any Option remains exercisable or outstanding, such corresponding alterations (if any) certified by the Auditors as fair and reasonable will be made in the subject matter of the Option so far as unexercised the exercise price and/or the method of the exercise of the Option, provided that no such alteration shall be made so that a Share would be issued at less than its nominal value or which would give a grantee a different proportion of the issued share capital of the Company as that to which he was previously entitled and no alteration shall be made if any alteration in the capital structure of the Company is the result of an issue of Shares in the capital of the Company as consideration in a transaction, and	Upon the occurrence of any Relevant Event while any Option remains exercisable or outstanding, such appropriate adjustments (if any) shall be made in: (a) the number or nominal amount of Shares to which this Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or (b) the Subscription Price of any Option; in such manner as the Directors (having received a confirmation in writing from the Auditors or an independent financial adviser to the Company (as the case may be), acting as experts and not as arbitrators, that in their opinion the adjustments proposed are fair and reasonable and satisfy the requirements set out in the GEM Listing Rules and the supplementary guidance as may be issued by the Stock Exchange from time to time,

LETTER FROM THE BOARD

Rule number	Before Amendment	After Amendment
	<p>Except alterations made on a capitalisation issue, any alteration to the number of Shares subject to the Option, the Exercise Price and/or the method of exercises of the Option shall be conditional on the Auditors or an independent corporate finance adviser (a licensed or deemed licensed corporation to carry on Type 6 regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) approved by the Board (“Financial Adviser”)) (as the case may be) confirming in writing to the Board that the alteration made is on the basis that the proportion of the issued share capital of the Company to which an Option Holder is entitled after such alteration shall remain the same as that to which he or she was entitled before such alteration. No such alteration shall be made the effect of which would be to enable any Share to be issued at less than its nominal value or which would result in the Exercise Price being increased. The capacity of the Auditors or the Financial Adviser (as the case may be) is that of experts and not of arbitrators and their certification shall be final and binding on the Company and the Option Holders. The costs of the Auditors or the Financial Adviser (as the case may be) in so certifying shall be borne by the Company.</p>	<p>except in the case of a capitalisation issue where no such confirmation from the Auditors or any independent financial adviser to the Company (as the case may be) shall be required unless otherwise expressly required by the Directors) may deem appropriate provided always that:</p> <ul style="list-style-type: none">(a) any adjustments shall be made on the basis that the aggregate Subscription Price payable by an Option Holder on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) it was before such Relevant Event;(b) the proportion of the issued share capital of the Company to which an Option Holder is entitled after any adjustment shall remain materially the same as that to which he was previously entitled prior to such adjustment;(c) no adjustments shall be made which will enable a Share to be issued at less than its nominal value;(d) any adjustment so made shall be in compliance with the GEM Listing Rules and such applicable guidance and/or interpretation of the GEM Listing Rules from time to time issued by the Stock Exchange; and(e) no adjustments shall be made in the event of an issue of Shares in the capital of the Company as consideration in a transaction.

The costs of the Auditors or the independent financial adviser to the Company (as the case may be) shall be borne by the Company.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the Extraordinary General Meeting to approve the proposed amendment to the Share Option Scheme which is set out as ordinary resolution numbered 1 in the notice of the Extraordinary General Meeting on pages 10 to 12 of this circular. As at the Latest Practicable Date, no Options have been granted under the Share Option Scheme. None of the Shareholders is required to abstain from voting on the relevant resolution to be proposed at the Extraordinary General Meeting.

REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

Share Option Scheme

The Share Option Scheme was adopted on 6 June 2003. The purpose of the Share Option Scheme is to advance the interests of the Company and the Shareholders by providing to eligible persons a performance incentive for continued and improved services with the Group with a view to increase the Group's profits and encourage capital contribution and share ownership.

Pursuant to the Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted by the Company under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the issued share capital of the Company as at the date of approval of the Share Option Scheme ("Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the Scheme Mandate Limit. The GEM Listing Committee has granted the listing of, and permission to deal in, up to 37,500,000 Shares (before any adjustment to the rights issues and consolidation of shares taken place in 2006 and 2007) which may be issued upon exercise of the options to be granted under the Share Option Scheme. This represented 10% of the issued share capital of the Company as at 25 June 2003, the date of listing of the Shares on the GEM Board of the Stock Exchange.

As at the Latest Practicable Date, no Options have been granted under the Share Option Scheme.

The Company may seek approval from the Shareholders in general meeting for "refreshing" the Scheme Mandate Limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company under the limit as refreshed must not exceed 10% of the Shares in issue as at the date of approval of such refreshment by Shareholders of the Company in general meeting.

LETTER FROM THE BOARD

Pre-IPO Share Option Scheme

Apart from the Share Option Scheme, the Company also adopted the Pre-IPO Share Option Scheme. As at June 7, 2003, 18,750,000 Options (before adjustment) were granted under the Pre-IPO Share Option Scheme of which 5,625,000 Options were lapsed during the year ended 31 December 2004 and 13,125,000 outstanding options were cancelled on 3 October 2005 upon closing of mandatory unconditional cash offer by Haijing Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Chao Pang Fei, the Chairman of the Board and controlling shareholder, holding approximately 74.99% of the issued share capital of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. No further option will be offered or granted under the Pre-IPO Share Option Scheme as the right to do so has been terminated on 12 June 2003, the day on which the bulk printing of the Company's prospectus dated 17 June 2003 had taken place.

In order to provide the Company with greater flexibility in granting Share Options to eligible persons as incentive or rewards for their contribution to the Group, the Board proposes to seek the approval from the Shareholders at the Extraordinary General Meeting to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. The Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, there were 242,189,655 Shares in issue. Assuming there is no further issue or repurchase of Shares, upon the granting of approval of a refreshment of the Scheme Mandate Limit by the Shareholders at the Extraordinary General Meeting, the Scheme Mandate Limit (as refreshed) will allow the Company to grant Options entitling holders thereof to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment of Scheme Mandate Limit which are 24,218,965 Shares. As at the Latest Practicable Date, no Options have been granted under the Share Option Scheme and there were no outstanding Options granted and yet to be exercised under the Pre-IPO Share Option Scheme. No further Options can be granted under the Pre-IPO Share Option Scheme.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the Extraordinary General Meeting to approve the proposed refreshment of the Scheme Mandate Limit; and
- (ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the Scheme Mandate Limit to be refreshed at the Extraordinary General Meeting.

An ordinary resolution will be proposed at the Extraordinary General Meeting to approve the proposed refreshment of Scheme Mandate Limit and the same is set out as ordinary resolution numbered 2 in the notice of the Extraordinary General Meeting on pages 10 to 12 of this circular.

LETTER FROM THE BOARD

As no Shareholders have interest in the proposed refreshment of the Scheme Mandate Limit, none of the Shareholders is required to abstain from voting on the relevant resolution to be proposed at the Extraordinary General Meeting.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any option that may be granted under the Share Option Scheme or any other share option schemes of the Company under the Scheme Mandate Limit to be refreshed at the Extraordinary General Meeting.

Pursuant to the rules of the Share Option Scheme and the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes at any time must not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any share option scheme of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

EXTRAORDINARY GENERAL MEETING

A notice convening the Extraordinary General Meeting to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 30 October 2009 at 11:00 a.m. is set out on pages 10 to 12 of this circular.

A form of proxy for use at the Extraordinary General Meeting is despatched with this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of 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 Extraordinary General Meeting or any adjourned meeting (as the case may be) should you so wish and, in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM 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 Extraordinary General Meeting. An announcement on the poll vote results will be published by the Company after the Extraordinary General Meeting on the GEM website at www.hkgem.com and the website of the Company at www.sinohaijing.com.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

RECOMMENDATION

The Board is of the opinion that the proposed amendment to the Share Option Scheme and refreshment of the Scheme Mandate Limit of the Share Option Scheme 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 Extraordinary General Meeting.

Yours faithfully,
For and on behalf 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: 8065)

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “Extraordinary 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, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Friday, 30 October 2009 at 11:00 a.m., for the following purposes:

ORDINARY RESOLUTIONS

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

“**THAT** the share option scheme adopted by the Company on 6 June 2003 shall be amended by deleting Rule 9.1 in its entirety and substituting therefor the following:

‘9.1 Upon the occurrence of any Relevant Event while any Option remains exercisable or outstanding, such appropriate adjustments (if any) shall be made in:

- (a) the number or nominal amount of Shares to which this Scheme or any Option(s) relates (insofar as it is/they are unexercised); and/or
- (b) the Subscription Price of any Option;

in such manner as the Directors (having received a confirmation in writing from the Auditors or an independent financial adviser to the Company (as the case may be), acting as experts and not as arbitrators, that in their opinion the adjustments proposed are fair and reasonable and satisfy the requirements set out in the GEM Listing Rules and the supplementary guidance as may be issued by the Stock Exchange from time to time, except in the case of a capitalisation issue where no such confirmation from the Auditors or any independent financial adviser to the Company (as the case may be) shall be required unless otherwise expressly required by the Directors) may deem appropriate provided always that:

- (a) any adjustments shall be made on the basis that the aggregate Subscription Price payable by an Option Holder on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) it was before such Relevant Event;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the proportion of the issued share capital of the Company to which an Option Holder is entitled after any adjustment shall remain materially the same as that to which he was previously entitled prior to such adjustment;
- (c) no adjustments shall be made which will enable a Share to be issued at less than its nominal value;
- (d) any adjustment so made shall be in compliance with the GEM Listing Rules and such applicable guidance and/or interpretation of the GEM Listing Rules from time to time issued by the Stock Exchange; and
- (e) no adjustments shall be made in the event of an issue of Shares in the capital of the Company as consideration in a transaction.

The costs of the Auditors or the independent financial adviser to the Company (as the case may be) shall be borne by the Company.’”

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

“**THAT** the existing scheme mandate limit in respect of the granting of options to subscribe for shares in the Company (“Shares”) under the share option scheme adopted by the Company on 6 June 2003 (the “Share Option Scheme”) and any other share option schemes of the Company be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “Options”) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and subject to The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the Refreshed Limit and in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, the Directors be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue Shares pursuant to the exercise of any Options up to the Refreshed Limit.”

For and on behalf of the Board
SINO HAIJING HOLDINGS LIMITED
中國海景控股有限公司
CHAO Pang Fei
Chairman

Hong Kong, 13 October 2009

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
KY1-1111
Grand Cayman
Cayman Islands

*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 the circular containing 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 authorised 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 a proxy or if holding two or more shares, more than one proxy 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 notarially certified copy of that power of attorney or authority must be deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of 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.