



**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 OF FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Sino Haijing Holdings Limited (the “Company”) will be held at Room 2412, 24th floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 2 January 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the share transfer agreement (“Wisdom Sun Acquisition Agreement”) dated 13 November 2007 (a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) made between Ms. Sam Mei Wa (“Mrs. Chao”) and Great Prospect Enterprises Limited in relation to the proposed acquisition (the “Wisdom Sun Acquisition”) of the entire interest in Wisdom Sun International Limited held by Mrs. Chao and the transactions contemplated therein be and is hereby approved, confirmed and ratified;
- (b) the allotment and issue of an aggregate of 120,689,655 new shares (each, a “Consideration Share”) of HK\$0.1 par value each in the capital of the Company credited as fully paid at an issue price of HK\$1.11 per Consideration Share to Haijing Holdings Limited, a company incorporated in the BVI with limited liability and is wholly owned by Mr. Chao Pang Fei (“Mr. Chao”) (who is a director of the Company) and the Consideration Shares shall, when allotted and issued, rank *pari passu* in all respects with the existing shares of the Company in issue at the date of allotment of such new shares as part of the consideration under the Wisdom Sun Acquisition Agreement be and is hereby approved;
- (c) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Wisdom Sun Acquisition Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matter relating thereto as, are in the opinion of the Directors, in the interest of the Company and its shareholders, as a whole.”

2. **“THAT**

- (a) the share transfer agreement (“Dragon Vault Acquisition Agreement”) dated 13 November 2007 (a copy of which has been produced to the Meeting marked “B” and initialled by the Chairman of the Meeting for the purpose of identification) made between Mr. Chao and Great Prospect Enterprises Limited in relation to the proposed acquisition (the “Dragon Vault Acquisition”) of the entire interest in Dragon Vault International Limited held by Mr. Chao and the transactions contemplated therein be and is hereby approved, confirmed and ratified;
- (b) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Dragon Vault Acquisition Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matter relating thereto as, are in the opinion of the Directors, in the interest of the Company and its shareholders, as a whole.”

3. **“THAT**

- (a) the share transfer agreement (“Disposal Agreement”) dated 13 November 2007 (a copy of which has been produced to the Meeting marked “C” and initialled by the Chairman of the Meeting for the purpose of identification) made between Innovis (IB) Limited and Mr. Lam Ying Hung Andy in relation to the proposed disposal of the entire interest in Innovis Technology Limited (an indirectly wholly-owned subsidiary of the Company) to Mr. Lam Ying Hung Andy and the transactions contemplated therein be and is hereby approved, confirmed and ratified;
- (b) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Disposal Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matter relating thereto as, are in the opinion of the Directors, in the interest of the Company and its shareholders, as a whole.”

4. **“THAT**

To the extent not already exercised, the general mandate to allot and issue shares of the Company given to the directors of the Company as at the annual general meeting of the Company held on 10 May 2007 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing of this resolution) and replaced by the mandate, **THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.10 each in the capital of the Company (the **“Shares”**) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants issued by the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any option scheme adopted by the Company or any scrip dividend or similar arrangement providing for the allotment of Shares implemented in accordance with the Articles of Association 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 passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution,

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier 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 law or the Articles of Association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the directors of the Company to the holders of Shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company 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 any recognised regulatory body or any stock exchange).”

By Order of the Board  
**Sino Haijing Holdings Limited**  
**Choi Yuen Wa**  
*Company Secretary*

Hong Kong, 17 December 2007

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
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 member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed with the circular of the Company dated 17 December 2007.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, 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 Meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish.

*This announcement, for which the Directors 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*As at the date of this announcement, the Board comprises of Mr. Chao Pang Fei (executive Director), Ms. Hui Hongyan (executive Director), Mr. Lan Yu Ping (non-executive Director), Mr. Chen Weirong (independent non-executive Director), Mr. Cheng Yun Ming, Matthew (independent non-executive Director) and Mr. Sin Ka Man (independent non-executive Director).*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website (<http://www.hkgem.com>) for at least seven days from the date of its posting.*