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SINO HAIJING HOLDINGS LIMITED

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01106)

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

AND

**CHANGE OF COMPOSITION OF COMMITTEES OF
THE BOARD OF DIRECTORS**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Ms. Chen Hongfang has resigned as an independent non-executive Director with effect from 12 August 2014.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Zhiyong and Mr. Liu Yang have been appointed as independent non-executive Directors with effect from 12 August 2014.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the resignation of Ms. Chen Hongfang and the appointment of Mr. Li Zhiyong and Mr. Liu Yang as mentioned above, with effect from 12 August 2014:

- (1) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Audit Committee;
- (2) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Nomination Committee; and

(3) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Remuneration Committee.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Haijing Holdings Limited (the “**Company**”) announces that Ms. Chen Hongfang (“**Ms. Chen**”) has resigned as an independent non-executive Director due to other career pursuit which requires more of her attention with effect from 12 August 2014.

Ms. Chen Hongfang has confirmed that she has no claim against the Company in respect of her resignation; she has no disagreement with the Board; and there is no other matter in relation to her resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

The Board would like to express its sincere gratitude to Ms. Chen for her contributions towards the Company during her tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board is pleased to announce that Mr. Li Zhiyong and Mr. Liu Yang have been appointed as independent non-executive Directors with effect from 12 August 2014.

Mr. Li Zhiyong

Mr. Li Zhiyong (李智勇) (“**Mr. Li**”), aged 42, graduated from Xiamen University (廈門大學) with a bachelor degree in Zoology in July 1995 and a master degree in law in July 2002.

From August 1995 to February 1999, Mr. Li worked at the personnel section of Personnel Department of Xiamen University (廈門大學人事處人事科) and served as the Secretary of Personnel Department of Xiamen University (人事處秘書). He served as the Deputy Office Secretary of Xiamen University (廈門大學辦公室秘書(副科級)) from February 1999 to May 2001, the Office Secretary of Xiamen University (廈門大學辦公室秘書(正科級)) from May 2001 to March 2005, the Deputy Officer of the Integrated Office of Graduate School of Xiamen University (廈門大學研究生院綜合辦公室主任(副處級)), the Chairman of the second department of the Authority’s Union (機關第二部門工會主席) and the Branch Secretary of Graduate School (研究生院支部書記) from March 2005 to December 2007, the Officer of Integrated Office of Graduate School of Xiamen University (廈門大學研究生院綜合辦公室主任(正處級)), the committee member of Second General Branch Committee of the Authority (機關第二總支委員會委員) and the Branch Secretary of Graduate School (研究生院支部書記) from December 2007 to December 2012. Since December 2012, he has been serving as the Committee Secretary of Law School of Xiamen University (廈門大學法學院委員會書記).

Mr. Li has also been engaging as the External Supervisor (外部監事) of Fujian Zhonghe Company Limited (福建眾和股份有限公司) from April 2011 to April 2014, the Independent Director (獨立董事) of Xiamen Academy of Building Research Group Company Limited (廈門市建築科學研究院集團股份有限公司) since September 2013, the Independent Director (獨立董事) of Xiamen Overseas Chinese Electronic Company Limited (廈門華僑電子股份有限公司) since April 2014, and the Independent Director (獨立董事) of China United Travel Company Limited (國旅聯合股份有限公司) since May 2014.

Save as disclosed above, Mr. Li does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Li does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Li will enter into a director's service agreement with the Company for a term of 1 year commencing in August 2014 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director's remuneration of Mr. Li is HK\$96,000 per annum and Mr. Li will also be entitled to discretionary bonus payment subject to approval of the Board (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

Mr. Liu Yang

Mr. Liu Yang (劉洋) (“**Mr. Liu**”), aged 32, graduated from Xian Jiaotong University (西安交通大學) with a bachelor degree in bio-medical engineering in July 2004 and graduated from Xiamen University (廈門大學) with a master degree in bio-medical engineering in June 2007. Mr. Li was the project manager and senior manager at GF Securities Company Limited (Guangzhou) (廣發證券股份有限公司 (廣州)) from July 2007 to April 2011. He has also been serving as the business director at Industrial Securities Company Limited (Fuzhou) (興業證券股份有限公司(福州)) since April 2011.

Save as disclosed above, Mr. Liu does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Liu does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Liu will enter into a director's service agreement with the Company for a term of 1 year commencing in August 2014 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director's remuneration of Mr. Liu is HK\$96,000 per annum and Mr. Liu will also be entitled to discretionary bonus payment subject to approval of the Board (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the resignation of Ms. Chen Hongfang and the appointment of Mr. Li Zhiyong and Mr. Liu Yang as mentioned above, with effect from 12 August 2014:

- (1) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Audit Committee;
- (2) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Nomination Committee; and
- (3) Ms. Chen Hongfang has resigned and Mr. Li Zhiyong and Mr. Liu Yang have been appointed as members of the Remuneration Committee.

Upon the above changes:

- (1) the Audit Committee comprises four independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man, Mr. Li Zhiyong and Mr. Liu Yang, of whom Mr. Ho Ka Wing is the chairman;
- (2) the Nomination Committee comprises four independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man, Mr. Li Zhiyong and Mr. Liu Yang, and two executive Directors, Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Chao Pang Fei is the chairman; and
- (3) the Remuneration Committee comprises four independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man, Mr. Li Zhiyong and Mr. Liu Yang, and two executive Directors, Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Ho Ka Wing is the chairman.

The Board would like to take this opportunity to express its warmest welcome to Mr. Li Zhiyong and Mr. Liu Yang.

By order of the Board
Sino Haijing Holdings Limited
Chao Pang Fei
Chairman

Hong Kong, 12 August 2014

As at the date of this announcement, the Board comprises Mr. Chao Pang Fei (executive Director), Mr. Wang Yi (executive Director), Ms. Hui Hongyan (executive Director), Mr. Lin Caihuo (executive Director), Mr. Ho Ka Wing (independent non-executive Director), Mr. Sin Ka Man (independent non-executive Director), Mr. Li Zhiyong (independent non-executive Director) and Mr. Liu Yang (independent non-executive Director)

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