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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

AND

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

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Pang has been appointed as an independent non-executive Director with effect from 14 April 2015.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Sin has resigned as an independent non-executive Director with effect from 14 April 2015.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the resignation of Mr. Sin and the appointment of Mr. Pang as mentioned above, Mr. Sin has resigned and Mr. Pang has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 14 April 2015.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Haijing Holdings Limited (the

“**Company**”) is pleased to announce that Mr. Pang Hong (龐鴻) (“**Mr. Pang**”) has been appointed as an independent executive Director with effect from 14 April 2015.

Mr. Pang, aged 61, had worked for various enterprises and government departments in China for over 20 years. He has substantial knowledge of the investment environment in China and has extensive experience in the management of Chinese companies. He is currently an independent non-executive director of SMI Holdings Group Limited (Stock Code: 198), a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Pang was also a former executive director of PacMOS Technologies Holdings Limited (Stock Code: 1010) and a former independent non-executive director of Dragonite International Limited (Stock Code: 329), the shares of which are listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. Pang did not hold any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of this announcement.

Mr. Pang 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 of the Laws of Hong Kong).

Mr. Pang has entered into a service agreement with the Company for a term of 1 year commencing on 14 April 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Code on Corporate Governance Practices of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The proposed director’s remuneration of Mr. Pang is HK\$96,000 per annum 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 of Mr. Pang that should be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules .

The Board would like to take this opportunity to express its warmest welcome to Mr. Pang.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Sin Ka Man (“**Mr. Sin**”) has resigned as an independent non-executive Director due to other career pursuit which requires more of his attention with effect from 14 April 2015.

Mr. Sin has confirmed that he has no claim against the Company in respect of his resignation; he has no disagreement with the Board; and there is no other matters in relation to his resignation that should be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Sin for his contributions towards the Company during his tenure of office.

CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the resignation of Mr. Sin and the appointment of Mr. Pang as mentioned above, Mr. Sin has resigned and Mr. Pang has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee with effect from 14 April 2015.

Upon the above changes:

- (1) the Audit Committee comprises of three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Hong Jianhua and Mr. Pang, of whom Mr. Ho Ka Wing is the chairman;
- (2) the Nomination Committee comprises of three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Hong Jianhua and Mr. Pang, and two executive Directors, namely Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Chao Pang Fei is the chairman; and
- (3) the Remuneration Committee comprises of three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Hong Jianhua and Mr. Pang, and two executive Directors, namely Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Ho Ka Wing is the chairman.

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

Hong Kong, 14 April 2015

As at the date of this announcement, the Board comprises of Mr. Chao Pang Fei (executive Director), Mr. Wang Yi (executive Director), Ms. Hui Hongyan (executive Director), Ms. Szeto Wai Ling Virginia (executive Director), Mr. Lam Wai Hung (executive Director), Mr. Ho Ka Wing (independent non-executive Director), Mr. Hong Jianhua (independent non-executive Director) and Mr. Pang Hong (independent non-executive Director).

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