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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)

**ANNOUNCEMENT
COMPLETION OF ISSUE OF NOTES**

The Board is pleased to announce that the conditions precedent of the Placing Agreement have been fulfilled and the Placing was completed on 21 April 2015. Notes in the aggregate principal amount of HK\$ 280 million have been successfully placed to one placee who (and its respective ultimate beneficial owner), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is third party independent of, and not connected with the Company, its connected persons (within the meaning of the Listing Rules) and their respective associates.

Pursuant to the terms of the Notes, there is a term imposing a specific performance obligation on the controlling shareholder of the Company. This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Listing Rules.

Reference is made to the announcement of the Company dated 17 April 2015 (the "**Announcement**") in relation to the proposed issue of notes of the Company. Unless otherwise stated, capitalized terms in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the conditions precedent of the Placing Agreement have been fulfilled and the Placing was completed on 21 April 2015. Notes in the aggregate principal amount of HK\$ 280 million have been successfully placed to one placee who (and its respective ultimate beneficial owner), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, is third party independent of, and not connected with the Company, its connected persons (within the meaning of the Listing Rules)

and their respective associates.

The Notes were issued at an aggregate principal amount of HK\$280 million maturing on the second anniversary of the first issue date of the Notes. The Group intends to use the net proceeds of the issuance for developing potential new business should such opportunities arise and for the working capital of the Group.

Pursuant to the terms of the Notes, it will be an event of default if Mr. Chao, the Company's controlling shareholder, executive Director and Chairman, (directly and indirectly) beneficially owns less than 30% of the issued share capital of the Company (the “**Specific Performance Obligation**”). At the date of this announcement, Mr. Chao directly and indirectly holds attributable interests of approximately 58.57% in the issued share capital of the Company. This announcement is made in compliance with the disclosure requirements under Rule 13.18 of the Listing Rules.

Any breach of the Specific Performance Obligation will give the holders of the Notes the right to demand for repayment of the amount due under the Notes and to enforce the security constituted by the Deed of Share Mortgage. The Company will make continuing disclosure in its subsequent interim and annual reports for so long as the Specific Performance Obligation continues to exist pursuant to requirements of Rule 13.21 of the Listing Rules.

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

Hong Kong, 21 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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