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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 EXECUTIVE DIRECTOR AND INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

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

**RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Wang has resigned as an executive Director and Mr. Ho has resigned as an independent non-executive Director with effect from 24 April 2015.

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT  
NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Fung has been appointed as a non-executive Director and Mr. Foo has been appointed as an independent non-executive Director with effect from 24 April 2015.

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

Following the resignation of Mr. Ho and the appointment of Mr. Foo as mentioned above, Mr. Ho has resigned and Mr. Foo has been appointed as chairman of each of the Audit Committee and Remuneration Committee and member of the Nomination Committee with effect from 24 April 2015.

## **RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Haijing Holdings Limited (the “**Company**”) announces that Mr. Wang Yi (“**Mr. Wang**”) has resigned from the post of executive Director due to re-designation of duties within the Group with effect from 24 April 2015; and Mr. Ho Ka Wing (“**Mr. Ho**”) has resigned from the post of independent non-executive Director due to other career pursuit with effect from 24 April 2015.

Both Mr. Wang and Mr. Ho have confirmed that they have no claim against the Company in respect of their resignation; they have no disagreement with the Board; and there is no other matters in relation to their resignation that should be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

## **APPOINTMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that Mr. Fung Wah Bong Peter (“**Mr. Fung**”) has been appointed as a non-executive Director and Mr. Foo Tin Chung Victor (“**Mr. Foo**”) has been appointed as an independent non-executive Director with effect from 24 April 2015.

The brief biographies of Mr. Fung and Mr. Foo are set out below:-

### ***Mr. Fung***

Mr. Fung, aged 65, has over 30 years of financial and managerial experience in garment manufacturing and retailing business and has solid experience in cost accounting and trade finance. He is the founder and shareholder of a well-established garment manufacturer in Hong Kong and the People’s Republic of China (the “**PRC**”).

Mr. Fung has entered into a service agreement with the Company for a term of 1 year commencing on 24 April 2015. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Corporate Governance Code of The Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. Mr. Fung is entitled to an annual director’s remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

### ***Mr. Foo***

Mr. Foo, aged 46, is the company secretary of Huisheng International Holdings Limited (Stock Code: 1340) since July 2013 and China Grand Pharmaceutical and Healthcare Holdings Limited (stock code: 512) since September 2011. He has been an independent non-executive director of Ngai Shun Holdings Limited (stock code: 1246) since March 2015. The shares of the abovementioned companies are listed on the Main Board of the Stock Exchange. Mr. Foo has been an independent non-executive director of Shandong Luoxin Pharmaceutical Group Stock Company Limited (formerly known as Shandong Luoxin Pharmacy Stock Co., Ltd.) (stock code: 8058) since April 2005, the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

Mr. Foo obtained a bachelor degree of commerce in accounting and information system from the University of New South Wales in Australia in April 1994 and a master degree in business administration from the Australian Graduate School of Management in July 2007. He has been a member of the CPA Australia since January 1998 and an associate member of the Hong Kong Institute of Certified Public Accountants since July 1999. Mr. Foo was the executive director and company secretary of Jinheng Automotive Safety Technology Holdings Limited (stock code: 872) from June 2004 to September 2014.

Mr. Foo has entered into a service agreement with the Company for a term of 1 year commencing on 24 April 2015. He is subject to retirement and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company and the Corporate Governance Code of the Listing Rules on the Stock Exchange. Mr. Foo is entitled to an annual director's remuneration of HK\$96,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, both Mr. Fung and Mr. Foo did not hold any directorship in any listed companies in the past three years preceding the date of this announcement, nor had they held any position with the Company and other members of the Group or possessed any other major professional qualifications. As at the date of this announcement, they have no relationship with any directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company and do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there are no other matters relating to the appointment of Mr. Fung and Mr. Foo 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.

## **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

Following the resignation of Mr. Ho and the appointment of Mr. Foo as mentioned above, Mr. Ho has resigned and Mr. Foo has been appointed as chairman of each of the Audit Committee and Remuneration Committee and member of the Nomination Committee with effect from 24 April 2015.

Upon the above changes:

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

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wang and Mr. Ho for their contributions towards the Company during their tenure of office and its warmest welcome to Mr. Fung and Mr. Foo for joining the Board.

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

Hong Kong, 24 April 2015

*As at the date of this announcement, the Board comprises of Mr. Chao Pang Fei (executive Director), Ms. Hui Hongyan (executive Director), Ms. Szeto Wai Ling Virginia (executive Director), Mr. Lam Wai Hung (executive Director), Mr. Fung Wah Bong Peter (non-executive Director), Mr. Hong Jianhua (independent non-executive Director), Mr. Pang Hong (independent non-executive Director) and Mr. Foo Tin Chung Victor (independent non-executive Director),.*

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