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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)

PROPOSED SHARE CONSOLIDATION

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The Board proposes to implement the Share Consolidation pursuant to which every five (5) of the existing issued and unissued Shares of HK\$0.025 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.125 each. The Share Consolidation will become effective upon the fulfillment of the conditions set out below.

The Shares are currently traded on the main board of the Stock Exchange in board lots of 10,000 Shares. Upon the Share Consolidation becoming effective, the Consolidated Shares will be traded on the main board of the Stock Exchange in board lots of 10,000 Consolidated Shares.

An ordinary resolution to approve the Share Consolidation will be proposed at the Annual General Meeting.

A circular containing further information regarding, among other things, (i) the Share Consolidation; and (ii) the notice of Annual General Meeting will be despatched to Shareholders as soon as practicable.

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The proposed Share Consolidation will increase the nominal value and decrease the total number of Shares currently in issue. The Share Consolidation will bring about a corresponding upward adjustment to the trading price of the Shares on the Stock Exchange and therefore reduce the overall transaction costs for dealings in the Consolidated Shares. Accordingly, the Board is of the view that the Share Consolidation is beneficial to the Company and Shareholders as a whole.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, rights and interests of the Shareholders.

An application will be made to the Stock Exchange for the listing of and permission to deal in the Consolidated Shares. The Share Consolidation will be subject to Shareholders' approval at the Annual General Meeting.

SHAREHOLDING STRUCTURE

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000, divided into 4,000,000,000 Shares, of which 1,246,500,620 Shares are in issue and fully paid. Immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 800,000,000 Consolidated Shares, of which 249,300,124 Consolidated Shares will be in issue and fully paid assuming that no further Shares are issued prior to the Share Consolidation becoming effective.

The Consolidated Shares will rank *pari passu* in all respects with the Shares in issue prior to the Share Consolidation and the rights attaching to the Consolidated Shares will not be affected by the Share Consolidation.

CONDITIONS OF THE SHARE CONSOLIDATION

The Share Consolidation is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Kam Fai Securities Company Limited to stand in the market to match the purchase and sale of odd lots of the Consolidated Shares at the relevant market price per Consolidated Share for the period from 4 June 2014 to 24 June 2014 (both dates inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to top-up to a full board lot may contact Kam Fai Securities Company Limited, whose contact details will be set out in the circular to be despatched to the Shareholders in relation to the Share Consolidation. Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below:

Despatch of the circular regarding, among other matters, the Share Consolidation.	14 April 2014
Publication of the notice of Annual General Meeting.	14 April 2014
Latest time for lodging the form of proxy for the Annual General Meeting.	3:00 p.m., 17 May 2014
Annual General Meeting.	3:00 p.m., 19 May 2014
Announcement of poll results on the Annual General Meeting	19 May 2014

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation

Effective date of the Share Consolidation	20 May 2014
Dealings in the Consolidated Shares commence	9:00 a.m., 20 May 2014
Original counter for trading in existing Shares in board lots of 10,000 Shares temporarily closes	9:00 a.m., 20 May 2014
Temporary counter for trading in board lots of 2,000 Consolidated Shares (in the form of certificates of existing Shares (“ Existing Share Certificates ”)) opens	9:00 a.m., 20 May 2014
First day of free exchange of Existing Share Certificates for new certificates for the Consolidated Shares (“ New Share Certificates ”)	20 May 2014
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of New Share Certificates) re-opens	9:00 a.m., 4 June 2014
Parallel trading in Consolidated Shares (in the form of New Share Certificates and the Existing Share Certificates) commences	9:00 a.m., 4 June 2014
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares	9:00 a.m., 4 June 2014
Temporary counter for trading in board lots of 2,000 Consolidated Shares (in the form of Existing Share Certificates) closes	4:00 p.m., 24 June 2014

Parallel trading in Consolidated Shares (in the form of
New Share Certificates and the Existing Share Certificates)
ends 4:00 p.m., 24 June 2014

Designated broker ceases to stand in the market
to provide matching services for the sale and
purchase of odd lots of Consolidated Shares 4:00 p.m., 24 June 2014

Last day for free exchange of Existing Share Certificates
for the New Share Certificates 26 June 2014

Subject to the Share Consolidation, Shareholders may submit their Existing Share Certificates to the Company's share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in exchange for the New Share Certificates free of charge between 9:00 a.m. and 4:30 p.m. on any business day from 20 May 2014 to 26 June 2014 (both dates inclusive). It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates to Tricor Tengis Limited for exchange.

From 26 June 2014 onwards, exchange of Existing Share Certificates for New Share Certificates can only be made at a cost of HK\$2.50 (or such higher amount as may be allowed by the Stock Exchange from time to time) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of share certificates involved is higher.

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m., 24 June 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, all Existing Share Certificates will continue to be good evidence of legal title to such equivalent number of Consolidated Shares. The New Share Certificates will be issued in white colour in order to distinguish them from Existing Share Certificates which are in green colour.

GENERAL

A circular containing further information regarding, among other things, (i) the Share Consolidation; and (ii) the notice of Annual General Meeting will be despatched to Shareholders as soon as practicable.

DEFINITIONS

“Annual General Meeting”	the annual general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation
“Board”	the board of Directors
“Consolidated Share(s)”	consolidated ordinary share(s) of HK\$0.125 each in the issued and unissued share capital of the Company upon completion of the Share Consolidation
“Company”	Sino Haijing Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Share(s)”	ordinary share(s) of HK\$0.025 each in the issued and unissued share capital of the Company prior to the Share Consolidation
“Share Consolidation”	the consolidation of every five (5) of the existing issued and unissued Shares of HK\$0.025 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.125 each.
“Shareholder(s)”	holder(s) of Shares or Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

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

Hong Kong, 24 March 2014

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), Mr. Lan Yu Ping (non-executive Director), Mr. Ho Ka Wing (independent non-executive Director), Mr. Sin Ka Man (independent non-executive Director) and Ms. Chen Hongfang (independent non-executive Director).

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