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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)

VOLUNTARY ANNOUNCEMENT RELATED TO ISSUE OF NOTES

The Board announces that on 22 November 2016, the Company and the Investor entered into the Note Purchase Agreement, pursuant to which the Company has agreed to issue, and the Investor has agreed to purchase from the Company, the Notes. On 23 November 2016, the Company issued the first tranche Note in the principal amount of HK$80,000,000 to the Investor.

The board (the "**Board**") of directors (the "**Directors**") of Sino Haijing Holdings Limited (the "**Company**") announces that on 22 November 2016, the Company and Prosper Talent Limited (the "**Investor**") entered into a note purchase agreement (the "**Note Purchase Agreement**"), pursuant to which the Company has agreed to issue, and the Investor has agreed to purchase from the Company, secured notes in two tranches up to an aggregate principal amount of HK$200,000,000 (the "**Notes**").

On 23 November 2016, the Company issued the first tranche Note in the principal amount of HK$80,000,000 to the Investor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Investor and its ultimate beneficial owners are third parties ("**Independent Third Parties**") independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited).

Principal terms of the Notes

The principal terms of the Notes are as follows:

Issuer:	The Company
Principal amount of the Notes:	First tranche: HK$80,000,000 (issued on 23 November 2016) Second tranche: up to HK$200,000,000 less the principal amount of the Note issued in the First tranche
Maturity Date:	12 months ("**Initial Maturity Date**") from the date of issue of the relevant Note (which can be extended to 24 months ("**Extended Maturity Date**") with the consent of the holders of the Notes)
Interest rate:	10% per annum from the issue date of the Notes to and including the Initial Maturity Date 13% per annum from the date immediately after the Initial Maturity Date to and including the Extended Maturity Date
Form of Notes:	The Notes are in registered form only
Status:	The Notes constitute direct, unconditional and unsubordinated and secured obligations of the Company and rank equally and without any preference amongst themselves The payment obligations of the Company under the Notes will (subject to any obligations preferred by mandatory provisions of relevant laws and regulations) rank at least pari passu with all other present and future direct, unconditional and unsubordinated and secured obligations of the Company
Security:	The Notes will be secured by the charge(s) of certain ordinary shares of the Company to be provided by shareholder(s) who is/are Independent Third Party(ies)

Transferability:	Subject to compliance with all applicable laws and regulations, the Notes are freely transferrable in whole or in part
Listing of the Notes:	No application will be made for a listing of the Notes on any stock exchange

The issue of the second tranche Note is subject to fulfillment of certain conditions precedent as set out in the Note Purchase Agreement and which may or may not consummate. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. The Company will issue announcement(s) in relation to the issue of the second tranche Note as and when necessary.

By Order of the Board
Sino Haijing Holdings Limited
Li Zhenzhen
Chairman

Hong Kong, 25 November 2016

As at the date of this announcement, the Board comprises of Ms. Li Zhenzhen, Mr. Lam Chi Keung, Mr. Lam Wai Hung, Ms. Hu Jianping, Mr. Wang Xin and Mr. Wei Liyi as executive Directors; Mr. Pang Hong, Mr. Lee Tao Wai and Mr. Lam Hoi Lun as the independent non-executive Directors.