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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)

- (1) RESIGNATION OF NON-EXECUTIVE DIRECTOR;**
- (2) APPOINTMENT OF EXECUTIVE DIRECTOR AND
NON-EXECUTIVE DIRECTOR;**
- (3) CHANGE OF AUTHORISED REPRESENTATIVE;
AND**

(4) CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

The Board announces that with effect from 5 April 2016:

- (1) Mr. Fung Wah Bong Peter has resigned as a non-executive Director, the chairman of the Company, the chairman of nomination committee of the Company and member of the remuneration committee of the Company;
- (2) Ms. Li Zhenzhen has been appointed as the chairman of the Company and the chairman of nomination committee of the Company;
- (3) Mr. Wang Xin has been appointed as an executive Director;
- (4) Mr. Lam Chi Keung has resigned as the authorised representative of the Company and Ms. Li Zhenzhen has been appointed as the authorised representative of the Company; and
- (5) Mr. Wei Liyi has been appointed as a non-executive Director and chairman of the remuneration committee of the Company.

(1) RESIGNATION OF A NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Sino Haijing Holdings Limited (the “**Company**”) announces that Fung Wah Bong Peter (“**Mr. Fung**”) has resigned as a non-executive Director and the chairman (the “**Chairman**”) of the Company with effect from 5 April 2016 due to his other personal engagement.

Following the resignation of Mr. Fung, Ms. Li Zhenzhen, the executive Director, has been appointed as the Chairman of the Company in place of Mr. Fung with effect from 5 April 2016.

Mr. Fung has confirmed that he has no claim against the Company in respect of his resignation and has no disagreement with the Board. There are no other matters in relation to his 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.

(2) APPOINTMENT OF AN EXECUTIVE DIRECTOR AND A NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that with effective from 5 April 2016, Mr. Wang Xin (“**Mr. Wang**”) has been appointed as an executive Director and Mr. Wei Liyi (“**Mr. Wei**”) has been appointed as a non-executive Director.

Mr. Wang Xin

Mr. Wang, aged 40, graduated from Xi’an Jiaotong University and majored in tourism management in the People’s Republic of China (the “**PRC**”) in July 1997. Mr. Wang has over 20 years’ experiences in hotel, real estate and tourism. He has been the executive director of Guanghe Landscape Culture Communication Co., Ltd, ShanXi (a company listed on The Shanghai Stock Exchange with stock code: 600234) (“**Landscape Culture**”) since September 2014 and the executive director of 廣西山水盛景投資有限公司 (Guangxi Landscape Shengjing Investment Limited*) since June 2014, a subsidiary company of Landscape Culture. Mr. Wang was the chairman of the board, chairman of strategy and planning committee, a member of remuneration committee and nomination committee of Landscape Culture from September 2014 to July 2015. Moreover, Mr. Wang was the vice general manager of 廣西印象劉三姐旅遊文化產業投資有限責任公司 (Guangxi Yinxiang Liu Sanjie Tourism Culture Industrial Investment LLC*) from December 2012 to September 2014 and 廣西恒升集團有限公司 (Guangxi Hengsheng Group Limited*) from May 2008 to December 2012. He has also been the executive director of Ngai Shun Holdings Limited, a company listed on the Stock Exchange (stock code: 1246), from March 2016.

Mr. Wang has entered into an appointment letter with the Company for a term of 3 years commencing from 5 April 2016 as an executive Director subject to rotation, retirement and re-election pursuant to the articles of association of the Company. Mr. Wang is entitled to a remuneration of HK\$600,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company.

Save as disclosed above, as at the date of this announcement, (i) Mr. Wang does not hold any other position in the Company or its subsidiaries; (ii) Mr. Wang does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) Mr. Wang does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (iv) Mr. Wang does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) Mr. Wang has not possessed any other professional qualifications.

Mr. Wang has confirmed that there are no matters that are required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that needed to be brought to the attention of the shareholders of the Company.

Mr. Wei Liyi

Mr. Wei, aged 38, graduated from General Institution of Higher Education of Dongbei University of Finance and Economics and majored in Finance Management in the PRC in July 2013. Mr. Wei has worked in various industries including corporate management, finance and financing. Currently he is deputy general manager of 廣西恒源融資性擔保有限公司 (Guangxi Hengyuan Financing Guarantee Company Limited*) and has over 15 years’ extensive experiences and solid knowledge in finance and financing.

Mr. Wei has entered into an appointment letter with the Company for a term of 1 year commencing from 5 April 2016 as a non-executive Director subject to rotation, retirement and re-election pursuant to the articles of association of the Company. Mr. Wei is entitled to a remuneration of HK\$120,000 per annum which is determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities with the Company.

Save as disclosed above, as at the date of this announcement, (i) Mr. Wei does not hold any other position in the Company or its subsidiaries; (ii) Mr. Wei does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) Mr. Wei does not, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (iv) Mr. Wei does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) Mr. Wei has not possessed any other professional qualifications.

Mr. Wei has confirmed that there are no matters that are required to be disclosed in accordance with Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that needed to be brought to the attention of the shareholders of the Company.

(3) CHANGE OF THE AUTHORISED REPRESENTATIVE OF THE COMPANY

The Board also announces that Mr. Lam Chi Keung has resigned as the authorised representative of the Company and Ms. Li Zhenzhen has been appointed as the authorised representative of the Company with effect from 5 April 2016.

(4) CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD

Following the aforesaid change of directors, with effect from 5 April 2016, (i) Mr. Fung has also resigned as chairman of the nomination committee of the Company and member of the remuneration committee of the Company; (ii) Ms. Li Zhenzhen has been appointed as chairman of the nomination committee of the Company and (iii) Mr. Wei Liyi has been appointed as chairman of the remuneration committee of the Company.

As at the date of this announcement, the Board comprises ten directors, of which three are independent non-executive Directors. Therefore the number of independent non-executive Directors falls below the minimum number required under Rule 3.10A of the Listing Rules. The Board will search for and appoint appropriate person(s) to fill the vacancies as soon as possible within three months from the date of this announcement pursuant to the Rule 3.11 of the Listing Rules.

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

On behalf of the Board
Sino Haijing Holdings Limited
Li Zhenzhen
Chairman

Hong Kong, 5 April 2016

As at the date of this announcement, the Board comprises of Ms. Li Zhenzhen, Mr. Lam Chi Keung, Ms. Szeto Wai Ling Virginia, Mr. Lam Wai Hung, Ms. Hu Jianping and Mr. Wang Xin as executive Directors; Mr. Wei Liyi is non-executive Director; Mr. Lee Siu Woo, Mr. Pang Hong, Mr. Foo Tin Chung Victor as the independent non-executive Directors.

This announcement is published on the HKEx news website at <http://www.hkexnews.hk> and on the website of the Company at <http://www.sinohaijing.com>.

* *In this announcement, the English names of the PRC entities are translation of their Chinese names and included herein for identification purposes only. In the event of any inconsistency, the Chinese names shall prevail.*