

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sino Haijing Holdings Limited, you should at once had this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**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) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
(3) REFRESHMENT OF SCHEME MANDATE LIMIT  
AND (4) NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2015 Annual Report of the Company, which contains the directors' report, the auditor's report by Messrs. Mazars CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2015.

A notice convening the Annual General Meeting of the Company to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Monday, 30 May 2016 at 10:00 a.m. is set out on pages 17 to 22 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

*This circular is published on the HKExnews website at <http://www.hkexnews.hk> and on the website of the Company at <http://www.sinohaijing.com>.*

28 April 2016

## CORPORATE COMMUNICATIONS

This Circular, in both English and Chinese versions, is available on the Company's website at <http://www.sinohaijing.com> (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to this Circular posted on the Company Website will promptly upon request be sent this Circular in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive this Circular in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by sending an email to the Hong Kong Share Registrar of the Company at [is-ecom@hk.tricorglobal.com](mailto:is-ecom@hk.tricorglobal.com).

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:-*

“2003 Share Option Scheme”	the share option scheme adopted by the Company on 6 June 2003 which had been lapsed
“2015 Annual Report”	annual report of the Company for the year ended 31 December 2015
“2015 SGM”	the special general meeting of the Company held on 5 June 2015
“Annual General Meeting”	the annual general meeting of the Company to be held at 30 May 2016
“close associates”	has the meanings ascribed to it under the Listing Rules
“Code”	the Hong Kong Code on Takeovers and Mergers
“Company”	SINO HAIJING HOLDINGS LIMITED, a company incorporated in the Cayman Islands and the Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EPS”	expanded polystyrene, a commonly used cushion packaging materials for electrical appliances
“Dragon Ocean”	Dragon Ocean Development Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Wu Qiaofeng
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolutions approving the Issue Mandate
“Latest Practicable Date”	21 April 2016, being the Latest Practicable Date prior to the printing of this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the notice of the Annual General Meeting
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Refreshment”	the proposed refreshment of Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares at the date of the resolution approving the Repurchase Mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Share Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option(s)”	the option(s) to subscribe for Share(s) under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 5 June 2015
“Share(s)”	ordinary shares of HK\$0.0125 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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

LETTER FROM THE BOARD



**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)

*Executive Directors:*

Ms. Li Zhenzhen  
Ms. Hu Jianping  
Mr. Lam Chi Keung  
Mr. Lam Wai Hung  
Ms. Szeto Wai Ling, Virginia  
Mr. Wang Xin

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Caymans  
KY1-1111  
Cayman Islands

*Non-executive Director:*

Mr. Wei Liyi

*Head office and principal*

*place of business:*  
Suite 3701-10, 37th Floor,  
Jardine House,  
1 Connaught Place,  
Central, Hong Kong

*Independent non-executive Directors:*

Mr. Foo Tin Chung Victor  
Mr. Lee Siu Woo  
Mr. Pang Hong

28 April 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
(3) REFRESHMENT OF SCHEME MANDATE LIMIT  
AND (4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; (iii) refreshment of Scheme Mandate Limit; and (iv) to give you notice of the Annual General Meeting.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with, otherwise than by way of rights or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company. New Shares may be issued not exceeding 20% of the total number of issued Shares on the date of the resolution approving the Issue Mandate. The Issue Mandate to issue shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had an aggregate of 3,589,901,240 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Issue Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Issue Mandate to allot and issue up to 717,980,248 Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000, divided into 8,000,000,000 Shares, of which 3,589,901,240 Shares are in issue and fully paid.

### GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of shares that may be repurchased is up to 10% of the total number of issued Shares at the date of passing of such resolution. The Repurchase Mandate to repurchase shares will remain in effect until whichever is the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required to be held by law or the articles of association of the Company or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

## LETTER FROM THE BOARD

Set out in Appendix I to this circular is the explanatory statement which is required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### **EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Issue Mandate will be extended by the addition to the total number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total number of issued Shares on the date of the resolution approving the Issue Mandate.

### **RE-ELECTION OF DIRECTORS**

In accordance with the articles of association of the Company, Ms. Hu Jianping, Mr. Lam Chi Keung, Ms. Li Zhenzhen and Mr. Wang Xin who were appointed as executive Directors, Mr. Wei Liyi who was appointed as a non-executive Director and Mr. Lee Siu Woo who was appointed as an independent non-executive Director will hold office until the Annual General Meeting and will be eligible for re-election.

In accordance with the articles of association of the Company, Mr. Lam Wai Hung and Ms. Szeto Wai Ling Virginia will retire by rotation and being eligible, offer themselves for re-election at the Annual General Meeting.

The biographical details of the above-mentioned Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### **REFRESHMENT OF SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company on 5 June 2015 after expiry of 2003 Share Option Scheme. The current Scheme Mandate Limit entitles the Company to grant up to 299,160,120 Share Options, representing 10% of the issued share capital of the Company as at the date of the 2015 SGM. During the period from the 2015 SGM to the Latest Practicable Date, (i) no Share Option was granted, lapsed, exercised or cancelled; and (ii) no Scheme Mandate Limit was refreshed. As at the Latest Practicable Date, there was no outstanding Share Option under the 2003 Share Option Scheme and the Share Option Scheme.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has 3,589,901,240 Shares currently in issue. Assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the maximum number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Scheme Mandate Limit as refreshed will be 358,990,124 Shares, representing 10% of the issued share capital of the Company as at the date of approval of the refreshed limit by the Shareholders at the Annual General Meeting.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue from time to time. The Board undertakes that no Share Options shall be granted under the Share Option Scheme or any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit so as to provide the Company with the flexibility of granting further Share Options under the Share Option Scheme. The Board therefore seeks the approval of the Shareholders at the Annual General Meeting to refresh the Scheme Mandate Limit.

The adoption of the refreshment of the Scheme Mandate Limit is conditional upon: (a) the Shareholders passing a resolution to approve the refreshment of the Scheme Mandate Limit at the Annual General Meeting; and (b) the approval by the Stock Exchange for the listing of and permission to deal in such number of Shares representing 10% of the Shares in issue as at the Annual General Meeting to be issued pursuant to the exercise of the Share Options to be granted under the Scheme Mandate Limit as refreshed.

Application will be made to the Stock Exchange for the listing of, and the permission to deal in the Shares to be issued under the refreshed Scheme Mandate Limit.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting on the HKExnews website at <http://www.hkexnews.hk> and the website of the Company at <http://www.sinohaijing.com>.



## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Monday, 30 May 2016 at 10:00 a.m. is set out on pages 17 to 22 of this circular.

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

### RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate, the re-election of Directors and refreshment of the Scheme Mandate Limit are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
**Li Zhenzhen**  
*Chairman*

*This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required by Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

## **1. SHARE CAPITAL**

The resolution proposed to be passed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 3,589,901,124 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to 358,990,124 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

#### 4. FINANCIAL EFFECT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2015 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
April	0.156	0.095
May	0.254	0.138
June	0.260	0.179
July	0.213	0.074
August	0.299	0.173
September	0.250	0.167
October	0.240	0.199
November	0.234	0.214
December	0.222	0.161
<b>2016</b>		
January	0.208	0.136
February	0.180	0.138
March	0.190	0.142
April (up to Latest Practicable Date)	0.165	0.140

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 7. THE CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Code.

As at the Latest Practicable Date, Dragon Ocean was interested in 830,792,040 Shares, representing approximately 23.14% of the issued share capital of the Company. In event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of Ordinary Resolutions to be proposed at the Annual General Meeting, then (if the present shareholdings otherwise remained the same) the interest of Dragon Ocean would be increased to approximately 25.72% of the issued share capital of the Company. Such increase of shareholding of Dragon Ocean will not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the previous six months immediately preceding and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting.

#### **Executive Directors**

**Ms. Hu Jianping**, aged 34, graduated from Guangxi Normal University with a degree in tourist management. She is currently the vice general manager of Guilin Guangwei Wenhua Travel Cultural Industry Company Limited (桂林廣維文華旅游文化產業有限公司). She possesses management experience in various industries like real estate, finance, cultural performance etc. for more than 10 years. She also has abundant corporate management, operational working experience, and management experience on cultural performance industry. She was appointed as an executive Director on 30 December 2015.

Ms. Hu has entered into a service agreement with the Company for a term of 1 year commencing on 30 December 2015. She is subject to retirement by rotation 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. Ms. Hu is entitled to an annual director's remuneration of HK\$600,000, which is determined by the Board with reference to her duties within the Company.

Save as disclosed above, Ms. Hu does not hold any other position in the Company or its subsidiaries and 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.

Ms. Hu does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Hu did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Hu and there are no other matters relating to the re-election of Ms. Hu that would need to be brought to the attention of the Shareholders.

**Mr. Lam Chi Keung**, aged 45, holds a bachelor's degree of science in accounting awarded by Brigham Young University-Hawaii in 1996. Mr. Lam also obtained a master's degree of science in e-Commerce from The Chinese University of Hong Kong in 2002. Mr. Lam is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. Mr. Lam has around 18 years of experience in accounting and corporate finance. Mr. Lam is currently an independent non-executive director of Universe International Holdings Limited (Stock Code: 1046) and Convoy Financial Holdings Limited (Stock Code: 1019) whose shares are listed on the main board of the Stock Exchange. Mr. Lam was the financial controller and company secretary of Ngai Shun Holdings Limited (Stock Code: 1246) between January and October 2014 whose shares are listed on the main board of the Stock Exchange. He was appointed as an executive Director on 18 August 2015.

Mr. Lam has entered into a service agreement with the Company for a term of 1 year commencing on 18 August 2015. He is subject to retirement by rotation 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. Mr. Lam is entitled to an annual director's remuneration of HK\$720,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and 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.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

**Ms. Li Zhenzhen**, aged 31, graduated from the University of Guangxi with a bachelor degree. Ms. Li has been working in senior role in listed company for many years and she has good knowledge of corporate financing and business operation. Ms. Li is currently an independent non-executive director of Ding He Mining Holdings Limited, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 705), and also the chairman of board of supervisors of Guanghe Landscape Culture Communication Co., Ltd, Shanxi, the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600234.SH). She was appointed as an executive Director on 30 December 2015 and the chairman of the Company on 5 April 2016.

Ms. Li has entered into a service agreement with the Company for a term of 1 year commencing on 30 December 2015. She is subject to retirement by rotation 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. Ms. Li is entitled to an annual director's remuneration of HK\$600,000, which is determined by the Board with reference to her duties within the Company.

Save as disclosed above, Ms. Li does not hold any other position in the Company or its subsidiaries and 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.

Ms. Li does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Li did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Li and there are no other matters relating to the re-election of Ms. Li that would need to be brought to the attention of the Shareholders.

**Mr. Wang Xin**, 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 main board of the Stock Exchange (stock code: 1246), from March 2016. He was appointed as an executive Director on 5 April 2016.

Mr. Wang has entered into an appointment letter with the Company for a term of 3 years commencing from 5 April 2016. He is subject to rotation and re-election at the annual general meeting of the Company in accordance with the relevant provisions of the articles of association of the Company. Mr. Wang is entitled to an annual director's remuneration of HK\$600,000 per annum, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Wang does not hold any other position in the Company or its subsidiaries and 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.

Mr. Wang does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wang did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Wang and there are no other matters relating to the re-election of Mr. Wang that would need to be brought to the attention of the Shareholders.

**Mr. Lam Wai Hung**, aged 36, holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance. Mr. Lam is currently an executive director of Jinheng Automotive Safety Technology Holdings Limited (Stock Code: 872), a company listed on the main board of the Stock Exchange. Mr. Lam was also a former company secretary and authorized representative of GET Holdings Limited (Former Name: M Dream Inworld Limited) (Stock Code: 8100), a company listed on the GEM board of the Stock Exchange from 31 May 2011 to 1 August 2013. He was appointed as an executive Director on 19 March 2015.

Mr. Lam has entered into a service agreement with the Company for a term of 1 year commencing on 19 March 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. Mr. Lam is entitled to an annual director's remuneration of HK\$180,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and 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.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

**Ms. Szeto Wai Ling Virginia**, aged 53, is a practicing solicitor in Hong Kong and a solicitor of the Supreme Court of England and Wales. She is currently the sole practitioner of Szeto Virginia & Co, Solicitors. Ms. Szeto holds a Bachelor of Laws Degree from Oxford Brookes University and a Master of Science Degree in Criminal Justice Policy from The London School of Economics and Political Science. She was a former independent non-executive director of SMI Culture Group Holdings Limited (Former Name: Qin Jia Yuan Media Services Company Limited) (Stock Code: 2366), a company listed on the main board of the Stock Exchange from 31 August 2012 to 27 August 2013. Ms. Szeto was also the Head of Legal Department of New World Development Company Limited (Stock Code: 0017), a company listed on the main board of the Stock Exchange. She is currently an independent non-executive director of Meike International Holdings Limited (Stock



Code: 953) from 29 January 2016 and RM Group Holdings Limited (Stock Code: 932) from 15 April 2016, both of which are companies listed on the main board of the Stock Exchange. She was appointed as an executive Director on 19 March 2015.

Ms. Szeto has entered into a service agreement with the Company for a term of 1 year commencing on 19 March 2015. She is subject to retirement by rotation 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. Ms. Szeto is entitled to an annual director's remuneration of HK\$180,000, which is determined by the Board with reference to her duties within the Company.

Save as disclosed above, Ms. Szeto does not hold any other position in the Company or its subsidiaries and 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.

Ms. Szeto does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Szeto did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Ms. Szeto and there are no other matters relating to the re-election of Ms. Szeto that would need to be brought to the attention of the Shareholders.

#### **Non-executive Director**

**Mr. Wei Liyi**, 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. He was appointed as a non-executive Director on 5 April 2016.

Mr. Wei has entered into an appointment letter with the Company for a term of 1 years commencing from 5 April 2016. He is subject to rotation and re-election at the annual general meeting of the Company in accordance with the relevant provisions of the articles of association of the Company. Mr. Wei is entitled to an annual director's remuneration of HK\$120,000 per annum, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Wei does not hold any other position in the Company or its subsidiaries and 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.

Mr. Wei does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wei did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Wei and there are no other matters relating to the re-election of Mr. Wei that would need to be brought to the attention of the Shareholders.

#### **Independent Non-executive Director**

**Mr. Lee Siu Woo**, aged 60, an experienced professional financial executive, who has more than 25 years of all rounded working experience in banking and finance, investment banking, investment services and direct investments in Hong Kong, China and the United States. He was the executive Director in Landing International Development Limited which is the listed company in the main board of the Stock Exchange (Stock Code: 582). He was also working as a senior executive/consultant for a number of respectable international financial institutions, Government bodies, private and listed companies, such as, Citibank Group, Merrill Lynch Asia Pacific Ltd., the Hong Kong Special Administrative Region Government Land Fund Trust and etc. Currently, he is acting as a business consultant to a number of private and listed companies in the area of properties investments, media and commercial services. He was appointed as an independent non-executive Director on 5 June 2015.

Mr. Lee has entered into a service agreement with the Company for a term of 1 year commencing on 5 June 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the articles of association of the Company. Mr. Lee is entitled to an annual director's remuneration of HK\$96,000, which is determined with reference to his duties within the Company.

Save as disclosed above, Mr. Lee does not hold any other position in the Company or its subsidiaries and 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.

Mr. Lee does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lee did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(x) of the Listing Rules in respect of Mr. Lee and there are no other matters relating to the re-election of Mr. Lee that would need to be brought to the attention of the Shareholders.

# NOTICE OF ANNUAL GENERAL MEETING



## 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)

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “Annual General Meeting”) of the shareholders of SINO HAIJING HOLDINGS LIMITED (the “Company”) will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 30 May 2016 at 10:00 a.m., for the following purposes:

#### ORDINARY RESOLUTIONS

1. to consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2015;
2.
  - (A) To re-elect Ms. Hu Jianping as an executive director of the Company;
  - (B) To re-elect Mr. Lam Chi Keung as an executive director of the Company;
  - (C) To re-elect Ms. Li Zhenzhen as an executive director of the Company;
  - (D) To re-elect Mr. Wang Xin as an executive director of the Company;
  - (E) To re-elect Mr. Lam Wai Hung as an executive director of the Company;
  - (F) To re-elect Ms. Szeto Wai Ling Virginia as an executive director of the Company;
  - (G) To re-elect Mr. Wei Liyi as a non-executive director of the Company;
  - (H) To re-elect Mr. Lee Siu Woo as an independent non-executive director of the Company;
  - (I) To authorise the board of directors to fix the remuneration of the directors of the Company;
3. to re-appoint Messrs. Mazars CPA Limited as auditor of the Company and to authorise the board of directors to fix the auditor’s remuneration;

## NOTICE OF ANNUAL GENERAL MEETING

4. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;

## NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

5. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, "Relevant Period" means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution."
6. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:
- "**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the total number of shares of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the total number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above."
7. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:
- "**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 5 June 2015 ("Share Option Scheme"), representing 10% of the issued share capital of the Company as at the date on which this Resolution is passed, pursuant to the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme ("Refreshed Scheme Mandate") provided that the total number of Shares which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries ("Group") under the Refreshed Scheme Mandate shall not exceed 10% of the total number of issued shares of the Company as

## NOTICE OF ANNUAL GENERAL MEETING

at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

- (b) the Directors be and are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
**Li Zhenzhen**  
*Chairman*

Hong Kong, 28 April 2016

*Head Office and Principal place  
of business in Hong Kong:*  
Suite 3701–10, 37th Floor,  
Jardine House,  
1 Connaught Place,  
Central, Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. Proxy forms together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

## NOTICE OF ANNUAL GENERAL MEETING

6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

*As at the date of this notice, 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 as the non-executive Director; Mr. Lee Siu Woo, Mr. Pang Hong and Mr. Foo Tin Chung Victor as the independent non-executive Directors.*