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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)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sino Haijing Holdings Limited (the “**Company**”) for the year 2015 will be held at Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 5 June 2015 at 3:30 p.m. (or immediately after the conclusion or adjournment of the annual general meeting which is to be convened on the same day and at the same place at 2:30 p.m.) for the purpose of approving the following resolution:

#### **ORDINARY RESOLUTION**

It is resolved as an ordinary resolution:

1. “**THAT**

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the Shares falling to be allotted and issued pursuant to the Share Option Scheme (the “**Share Option Scheme**”), the terms of which are set out in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the Share Option Scheme be and are hereby approved and adopted and the Directors be and are hereby authorised to grant options and to allot, issue and deal

in the Shares as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme; and

- (b) the aggregate nominal amount of share capital to be allotted and issued pursuant to (a) above, together with any issue of Shares upon the exercise of any options granted under any other share option schemes of the Company as may from time to time adopted by the Company, shall not exceed 10 per cent. of the Shares in issue as at the date of passing of this resolution.”

By order of the Board  
**Sino Haijing Holdings Limited**  
**Fung Wah Bong Peter**  
*Chairman*

Hong Kong, 20 May 2015

*Registered office:*

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

*Principal place of business:*

Room 2412, 24/F  
Wing On Centre  
111 Connaught Road Central  
Hong Kong

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (3) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Ltd. at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- (4) The Register of Members of the Company will be closed from Wednesday, 3 June 2015 to Friday, 5 June 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Ltd., at Level 22, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 2 June 2015.
- (5) As at the date of this announcement, the Board comprises Ms. Hui Hongyan, Ms. Szeto Wai Ling Virginia and Mr. Lam Wai Hung as executive Directors, Mr. Fung Wah Bong Peter as non-executive Director, Mr. Hong Jianhua, Mr. Pang Hong and Mr. Foo Tin Chung Victor as independent non-executive Directors.
- (6) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.