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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the conditions set out in the Placing Agreement has been fulfilled and the Completion took place on 21 May 2015 in accordance with the terms and conditions of the Placing Agreement.

An aggregate of 49,860,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees who and (where applicable) whose ultimate beneficial owners are Independent Third Parties. The net proceeds from the Placing are approximately HK\$61.23 million.

Reference is made to the announcement of Sino Haijing Holdings Limited (the “**Company**”) dated 11 May 2015 (the “**Announcement**”) in relation to the Placing. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that the conditions set out in the Placing Agreement have been fulfilled and completion of the Placing took place on 21 May 2015 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 49,860,000 Placing Shares, representing approximately 16.67% of the issued share capital of the Company as at the date of this announcement immediately after completion of the Placing, have been successfully placed to not less than six Placees at the Placing Price of HK\$1.268 per Placing Share.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) the Placees and (where applicable) their respective ultimate beneficial owners, are Independent Third Parties; and (ii) the Placees have not become a substantial shareholder of the Company (within the meaning of the Listing Rules) as a result of subscribing for and/or purchasing of the Placing Shares upon completion of the Placing.

The net proceeds from the Placing are approximately HK\$61.23 million.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and after the Completion is as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of shares</i>	<i>Approximate percentage (%)</i>	<i>Number of shares</i>	<i>Approximate percentage (%)</i>
Chao Pang Fei (“ Mr. Chao ”) (<i>Note 1</i>)	138,079,204	55.39%	138,079,204	46.15%
Hui Hongyan	534,400	0.21%	534,400	0.18%
Other public shareholders	110,686,520	44.40%	110,686,520	37.00%
Placees	–	–	49,860,000	16.67%
	<u>249,300,124</u>	<u>100%</u>	<u>299,160,124</u>	<u>100%</u>

Note 1:

These shares are legally owned by Haijing Holdings Limited (“**Haijing Holding**”), a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Chao. By virtue of his 100% shareholding interests in Haijing Holdings, Mr. Chao is taken to be interested in all the shares of the Company held by Haijing Holdings pursuant to Part XV of the SFO.

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

Hong Kong, 21 May 2015

As at the date of this announcement, the Board comprises of Ms. Hui Hongyan (executive Director), Ms. Szeto Wai Ling Virginia (executive Director), Mr. Lam Wai Hung (executive Director), Mr. Fung Wah Bong Peter (non-executive Director), Mr. Hong Jianhua (independent non-executive Director), Mr. Pang Hong (independent non-executive Director) and Mr. Foo Tin Chung Victor (independent non-executive Director).

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