

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 was effected for transmission to the purchaser or the transferee.

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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: 8065)

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

This circular is despatched together with the 2006 Annual Report of the Company, which contains the directors' report, the auditors' report by Messrs. CCIF CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2006.

A notice convening the Annual General Meeting of the Company to be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 10 May 2007 at 3:00 p.m. is set out on pages 14 to 18 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 principal place of business of the Company at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, 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.

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 Growth Enterprise Market of the Stock exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of posting.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

DEFINITIONS

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

“2006 Annual Report”	means annual report of the Company for the year ended 31 December 2006
“Annual General Meeting”	means the annual general meeting of the Company to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 10 May 2007 at 3:00 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company as may be amended from time to time
“associates”	has the meanings ascribed to it under the GEM Listing Rules
“Code”	means the Hong Kong Code on Takeovers and Mergers
“Company”	means SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司, a company incorporated in the Cayman Islands and the shares of which are listed on GEM
“Directors”	means the directors of the Company
“GEM”	means the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	means the Rules Governing the Listing of Securities on GEM
“Haijing”	Haijing Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by Mr. Chao Pang Fei, an executive Director and controlling shareholder holding approximately 51.22% of the issued share capital of the Company within the meaning a Part XV of the SFO as at the Latest Practicable Date
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolutions approving the Issue Mandate
“Latest Practicable Date”	means 13 March 2007, being the Latest Practicable Date prior to the printing of this circular
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the notice of the Annual General Meeting

DEFINITIONS

“Repurchase Mandate”	means a 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 aggregate nominal amount of the issued share capital of the Company at the date of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	means the share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Special Resolution”	the proposed special resolution as referred to in the notice of the Annual General Meeting
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited
“HK\$”	means Hong Kong Dollars



SINO HAIJING HOLDINGS LIMITED

中國海景控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8065)

Executive Directors:

Mr. Chao Pang Fei (*Chairman*)

Ms. Hui Hongyan

Mr. Tsang Hon Chung

Non-executive Director:

Mr. Lan Yu Ping

Independent non-executive Directors:

Mr. Chen Weirong

Mr. Cheng Yun Ming, Matthew

Mr. Sin Ka Man

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

KY1-1111

Grand Caymans

Cayman Islands

Head office and principal

place of business:

Room 2412

24/F, Wing On Centre

111 Connaught Road Central

Hong Kong

16 March 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the relevant information regarding the granting of the Issue Mandates and the Repurchase Mandate, the re-election of Directors and the proposed amendments to Articles of Association and to give you notice of the AGM at which resolutions will be proposed to consider and, if thought fit, approve at the AGM, among other matters, the granting of the general mandate to issue and repurchase shares, the extension of general mandate to issue shares, the re-election of Directors and the proposed amendments to Articles of Association.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will 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 aggregate nominal amount of the share capital of the Company in issue 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.

Set out in Appendix to this circular is the explanatory statement which is required by the GEM 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.

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 with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue on the date of the resolution approving the shares 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.

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 aggregate nominal value of the share capital of the Company 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 aggregate nominal value of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount will not exceed 10% of the aggregate of the total nominal value of the share capital of the Company in issue on the date of the resolution approving the Issue Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with the Articles of Association of the Company, Mr. Chao Pang Fei, Ms. Hui Hongyan, Mr. Tsang Hon Chung, Mr. Lan Yu Ping, Mr. Chen Weirong, Mr. Cheng Yun Ming, Matthew and Mr. Sin Ka Man will at the Annual General Meeting retire and, being eligible, offer themselves for re-election.

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

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

It is proposed that the Articles of Association be amended in view of the recent amendments to Appendix 3 of the GEM Listing Rules relating to removal of a director by ordinary resolution of the members, instead of by way of special resolution of the members. Such amendment came into effect on 1 March 2006.

Accordingly, in order to conform with the aforesaid new requirement of the Listing Rules, a special resolution will be proposed at the AGM to, among other things, to amend the existing Article 86(5) of the Articles of Association to the effect that Directors may be removed by ordinary resolution instead of special resolution.

Further details of the proposed amendments to the Articles of Association are set out in resolution 7 in the AGM Notice set out on pages 14 to 18 of this circular.

PROCEDURES TO DEMAND POLL

A resolution put to the vote at the Annual General Meeting will be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is duly demanded. A poll may be demanded by:

- (a) the chairman of the Annual General Meeting; or
- (b) at least three Shareholders present in person or, in the case of a member being a corporation, by its duly authorised representative(s) or by proxy/proxies and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the Annual General Meeting; or
- (c) any Shareholder or Shareholders present in person or, in the case of a member being a corporation, by its duly authorised representative(s) or by proxy/proxies and representing in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the Annual General Meeting; or
- (d) any Shareholder or Shareholders present in person or, in the case of a member being a corporation, by its duly authorised representative(s) or by proxy/proxies and holding Shares conferring a right to attend and vote at the Annual General Meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

LETTER FROM THE BOARD

If the chairman of the Annual General Meeting and/or the Directors individually or collectively hold proxies in respect of Shares holding 5% or more of the total voting rights at the Annual General Meeting, and if on a show of hands the Annual General Meeting votes in the opposite manner to that instructed in those proxies, such chairman and/or the Directors and such chairman holding proxies as aforesaid collectively shall demand a poll; provided that if it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands (because the votes represented by those proxies exceed 50%, 75% or any other relevant percentage, as the case may be, of the total issued shares entitled to vote on the resolution in question) then the Directors and/or such chairman shall not be required to demand a poll.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 10 May 2007 at 3:00 p.m. is set out on pages 14 to 18 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 principal place of business of the Company at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, 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.

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 the proposed amendments to Articles of Association 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

中國海景控股有限公司

CHAO Pang Fei

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 under rule 13.08 of the GEM 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

As at the Latest Practicable Date prior to the printing of this circular, the issued share capital of the Company comprised 675,000,000 Shares.

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 GEM 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.

If the ordinary resolution authorising the Directors to repurchase Shares is passed at the Annual General Meeting, and assuming that no new Shares in the Company are issued prior to the date of passing the said resolution, up to 67,500,000 Shares, representing 10% of the existing issued share capital of the Company may be repurchased by the Company.

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 earning 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 2006 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 were traded on GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2006		
March	0.08	0.04
April	0.08	0.05
May	0.08	0.05
June	0.07	0.06
July	0.06	0.05
August	0.07	0.05
September	0.08	0.05
October	0.06	0.05
November	0.08	0.05
December	0.06	0.05
2007		
January	0.07	0.05
February	0.09	0.06
1 March – 13 March	0.09	0.06

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the GEM 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 associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM 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, by virtue of Part XV of the Securities and Futures Ordinance (Chapter 57, Laws of Hong Kong), Haijing Holdings Limited, which is a controlling shareholder of the Company, was interested in 345,729,000 Shares, representing approximately 51.22% 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 Haijing Holdings Limited would be increased to approximately 56.91% of the issued share capital of the Company. Such increase of shareholding of Haijing Holdings Limited 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.

9. BIOGRAPHICAL DETAILS OF DIRECTORS

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

Executive Directors

Mr. Chao Pang Fei, aged 46, had worked in the sales department of an electronic company in Shenzhen and as a manager in a company in Zhuhai engaging in the PRC and Hong Kong trading business during the period from 1980 to 1998. From 1998 to July 2005, Mr. Chao worked as the general manager of an investment company in Shenzhen responsible for its investment planning and overall operation. From 2002 onwards, Mr. Chao became the president of an investment company incorporated in the British Virgin Islands and is principally engaged in investment in several packaging materials companies in the PRC. As at the Latest Practicable Date, Mr. Chao was beneficially interested in approximately 51.22% of the issued share capital of the Company within the meaning of Part XV of the SFO. Mr. Chao did not hold any directorship in any other listed public companies in the last three years before the Latest Practicable Date.

Mr. Chao Pang Fei has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Chao is entitled to a total monthly salary of HK\$10,000, which is determined based on his experience and contribution to the Group. Saved as disclosed above, Mr. Chao does not have any other relationships with any directors, senior management, management shareholders or substantial shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Chao and there are no other matters relating to the re-election of Mr. Chao that would need to be brought to the attention of the Shareholders.

Ms. Hui Hongyan, aged 42, graduated from the University of Shenzhen (深圳大學) majoring in Accountancy in 1992. Ms. Hui had over 12 years of experience in different management positions in finance department of various companies in the PRC. Ms. Hui does not have any interest in the securities of the Company within the meaning of Part XV of SFO and she did not hold any directorship in any other listed public companies in the last three years before the Latest Practicable Date.

Ms. Hui Hongyan has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Ms. Hui is entitled to a total monthly salary of HK\$10,000, which determined based on her experience and contribution to the Group. Ms. Hui does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Ms. Hui and there are no other matters relating to the re-election of Ms. Hui that would need to be brought to the attention of the Shareholders.

Mr. Tsang Hon Chung, aged 46, is an executive Director and a co-founder of the Group. He has over 21 years of experience in the industry of electronics systems, including six years of experience in system design, planning and project management of building intelligence. Mr. Tsang holds a higher certificate in electronic engineering, a certificate in satellite communications – technology and applications from the Hong Kong Polytechnic University and a diploma in e-Management for executives from the Hong Kong Productivity Council. Mr. Tsang does not have any interest in the securities of the Company within the meaning of Part XV of SFO and he did not hold any directorship in any other listed public companies in the last three year before the Latest Practicable Date.

Mr. Tsang Hon Chung has entered into a service contracts with the Company for a fixed term of two years commencing from 1 November 2005 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Tsang is entitled to a total monthly salary of HK\$30,000, which is determined based on his experience and contribution to the Group. Mr. Tsang does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Tsang and there are no other matters relating to the re-election of Mr. Tsang that would be need to be brought to the attention of the Shareholders.

Non-executive Director

Mr. Lan Yu Ping, aged 43, holds a bachelor degree and master degree in economics from Zhongshan University in the PRC and a master degree in business studies from Massey University in New Zealand. Since 1988, Mr. Lan worked for several financial institutions and investment companies in the PRC and currently he is an associate professor in the International Finance College of the Beijing Normal University (Zhuhai Campus). Mr. Lan has over 11 years of experience in finance and investment fields. Currently, Mr. Lan does not have any interest in the securities of the Company within the meaning of Part XV of SFO and he did not hold any directorship in any other listed public companies in the last three years before the Latest Practicable Date.

Mr. Lan Yu Ping has entered into a service contract with the Company for an initial term of one year commencing from 13 September 2005 and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Lan is entitled to a total monthly salary of HK\$5,000, which is determined based on the estimated time to be spent by him. Mr. Lan does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Lan and there are no other matters relating to the re-election of Mr. Lan that would need to be brought to the attention of the Shareholders.

Independent non-executive Directors

Mr. Chen Wei Rong, aged 47, is the President of 深圳宇陽科技發展有限公司 (Eyang Technology Development Co., Ltd.) ("Eyang"). Prior to joining Eyang, Mr. Chen served as Vice-President (Operation), Chief Executive Officer and Vice-President of the board of directors of 康佳集團 (Konka Group). Mr. Chen also served as Vice-President of 中國華僑城集團 (China Oct Group). Mr. Chen is a senior engineer who graduated from 中國華南理工大學 (South China University of Technology) in 1982. In 1996, he received recognition as one of the 十大傑出青年企業家 (Top Ten Outstanding Young Enterprises) in Shenzhen as well as one of the 中國經營管

理大師 (China Master of Operation And Management) in 1996. Mr. Chen was awarded a 全國五一勞動獎章 (National Labor Medal) in 1997, and he served as an elected representative of the Ninth National People's Congress in 1998. Mr. Chen does not have any interest in the securities of the Company within the meaning of Part XV of SFO. Mr. Chen currently serves as an independent non-executive director of China Photar Electronics Group Limited, a company listed on GEM.

Mr. Chen received a monthly salary of HK\$5,000 for the period from January 2006 to August 2006. From September 2006 onwards, Mr. Chen agreed not receive any remuneration from the Company. Mr. Chen does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Chen has not entered into any service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Chen does not have any proposed length of service.

Mr. Chen is the Chairman of Audit Committee and Remuneration Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Chen and there are no other matters relating to the re-election of Mr. Chen that would need to be brought to the attention of the Shareholders.

Mr. Cheng Yun Ming, Matthew, aged 36, is a Certified Public Accountant, an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Cheng obtained a bachelor degree in accountancy from the Hong Kong Polytechnic University in 1992. Mr. Cheng does not have any interest in the securities of the Company within the meaning of Part XV of SFO. Mr. Cheng currently serves as an independent non-executive director of A & K Educational Software Holdings Limited, a company listed on GEM.

Mr. Cheng Yun Ming, Matthew is entitled to a total monthly salary of HK\$5,000, which is determined based on a estimated time to be spent by him. Mr. Cheng does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Cheng has not entered into any service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Cheng does not have any proposed length of service.

Mr. Cheng is the member of Audit Committee and Remuneration Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Cheng and there are no other matters relating to the re-election of Mr. Cheng that would need to be brought to the attention of the Shareholders.

Mr. Sin Ka Man, aged 39, has over 15 years of professional experience in auditing, accounting and financial management for both private and listed corporations. He is an associate member of The Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a certified practising accountant of the CPA Australia. Mr. Sin holds a bachelor degree in Social Sciences from the University of Hong Kong, a master degree in Finance from the University of Strathclyde, the United Kingdom and a master degree in accounting from Curtin University of Technology, Australia. Mr. Sin does not have any interest in the securities of the Company within the meaning of Part XV of SFO. Mr. Sin is currently an Assistant General Manager who is responsible for the accounting and financial management of China Velocity Group Limited, a company listed on the Main Board of the Stock Exchange.

Mr. Sin Ka Man is entitled to a total monthly salary of HK\$5,000, which is determined based on a estimated time to be spent by him. Mr. Sin does not have any other relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Mr. Sin has not entered into any service contract with the Company and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Sin does not have any proposed length of service.

Mr. Sin is the member of Audit Committee and Remuneration Committee of the Company.

Saved as disclosed above, there is no information to be disclosed pursuant to Rules 17.50(2)(h)-(x) of the GEM Listing Rules in respect of Mr. Sin and there are no other matters relating to the re-election of Mr. Sin that would need to be brought to the attention of the Shareholders.



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(incorporated in the Cayman Islands with limited liability)

(Stock code: 8065)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of the shareholders of SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司 (the “Company”) will be held at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on Thursday, 10 May 2007 at 3:00 p.m., for the following purposes:

1. to consider and adopt the audited financial statements and the reports of the directors of the Company (“Directors”) and auditors for the year ended 31 December 2006;
2. to re-elect Directors and to authorise the Board of Directors to fix the Directors’ remuneration;
3. to re-appoint auditors and authorise the Directors to fix their remuneration;

ORDINARY RESOLUTIONS

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 Growth Enterprise Market (“GEM”) of 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 aggregate nominal amount of share capital 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

NOTICE OF ANNUAL GENERAL MEETING

- 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 aggregate nominal amount of the share capital 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;
 - (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).”

NOTICE OF ANNUAL GENERAL MEETING

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 GEM 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 aggregate nominal amount 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 aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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 aggregate nominal amount of the share capital 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 aggregate nominal amount of share capital 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.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass (with or without modification) the following resolution as a special resolution:

“**THAT** the Articles of Association of the Company be amended as follows:

by deleting Article 86(5) in its entirety and substituting therefor the following new Article:

“86(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of this period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under such agreement).”

By Order of the Board
SINO HAIJING HOLDINGS LIMITED
中國海景控股有限公司
CHAO PANG FEI
Chairman

Hong Kong, 16 March 2007

NOTICE OF ANNUAL GENERAL MEETING

*Head Office and Principal place
of business in Hong Kong:*

Room 2412

24/F., Wing On Centre

111 Connaught Road 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 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 notarially certified copy of that power of attorney or authority must be deposited with the Company's principal place of business at Room 2412, 24th Floor, Wing On Centre, 111 Connaught Road Central, 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.
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.