

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

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.

**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 of **Sino Haijing Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



**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)**

**REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES  
AND REFRESHMENT OF SCHEME MANDATE LIMIT UNDER  
THE SHARE OPTION SCHEME AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee  
and the Independent Shareholders**



---

The notice convening the EGM of Sino Haijing Holdings Limited (“the Company”) to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 21 November 2016 at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend the EGM of the Company, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, 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 fixed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting if you so desire.

4 November 2016

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD .....</b>	<b>4</b>
<b>LETTER FROM THE INDEPENDENT BOARD COMMITTEE .....</b>	<b>13</b>
<b>LETTER FROM NEW SPRING CAPITAL .....</b>	<b>14</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING .....</b>	<b>EGM-1</b>

## DEFINITIONS

*In this circular, unless the context requires otherwise, the expressions as stated below will have the following meanings:*

“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof
“Company”	Sino Haijing Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company and each a “Director”
“EGM” or “Extraordinary General Meeting”	an extraordinary general meeting of the Company to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 21 November 2016 at 10:00 a.m. to consider and, if thought fit, approve the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit
“Existing Mandate”	the general mandate granted to the Directors to exercise the power of the Company to allot, issue and deal with 717,980,248 new Shares by a resolution of the Shareholders passed at the annual general meeting of the Company held on 30 May 2016
“General Mandate”	the general mandate proposed to be sought at the EGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the EGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China

## DEFINITIONS

“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive directors of the Company
“Independent Shareholder(s)”	Shareholder(s) other than the controlling shareholder (as defined under the Listing Rules) and Directors (other than independent non-executive Directors) and chief executive of the Company and their respective associates
“Latest Practicable Date”	1 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“New Spring Capital” or “Independent Financial Adviser”	New Spring Capital Limited, a corporation licensed to carry out businesses on type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the General Mandate
“Option(s)”	option(s) granted or to be granted under the Share Option Scheme
“Scheme Mandate Limit”	the total number of Shares which may be allotted and issued upon exercise of all options to be granted by the Board under the Share Option Scheme and any other share option scheme(s) of the Company to subscribe up to 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, the total number of Shares which may be allotted and issued upon exercise of all options to be granted shall not exceed 10% of the Shares in issue as at the date of approval by the Shareholders of the refreshed limit
“SFO”	The Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of nominal value of HK\$0.0125 each in the share capital of the Company

## DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 5 June 2015
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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: 1106)**

*Executive Directors:*

Ms. Li Zhenzhen (*Chairman*)

Mr. Lam Chi Keung

Mr. Lam Wai Hung

Ms. Hu Jianping

Mr. Wang Xin

Mr. Wei Liyi

*Independent non-executive Directors:*

Mr. Pang Hong

Mr. Lee Tao Wai

Mr. Lam Hoi Lun

*Registered office:*

Cricket Square Hutchins Drive

P.O. Box 2681 Grand Cayman

KY1-1111 Cayman Islands

*Head office and principal place of*

*business in Hong Kong:*

Unit 2816,

China Merchants Tower,

Shun Tak Centre,

168-200 Connaught Road Central,

Hong Kong

4 November 2016

*To the Shareholders*

Dear Sir or Madam,

**REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES  
AND REFRESHMENT OF SCHEME MANDATE LIMIT UNDER  
THE SHARE OPTION SCHEME AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is (i) to provide you with information on the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit; (ii) to set out the recommendations of the Independent Board Committee in relation to the refreshment of the General Mandate and the advice of New Spring Capital in relation to the refreshment of the General Mandate; (iii) to give you a notice of the EGM at which resolution will be proposed to consider and, if thought fit, approve the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit.

## LETTER FROM THE BOARD

### REFRESHMENT OF GENERAL MANDATE TO ISSUE NEW SHARES

The Existing Mandate was granted at the last annual general meeting of the Company held on 30 May 2016.

As set out in the Company's announcement dated 5 August 2016 relating to the acquisition of Xian Tai International Limited (the "Acquisition"), the consideration of the Acquisition shall be satisfied in full by the Company's allotment and issue of 697,000,000 Shares to the vendor or its nominee upon completion of the Acquisition. In addition, 20,000,000 remuneration shares are to be allotted and issued by the Company to the professional parties of the Company as disclosed in the announcement of the Company dated 5 August 2016. Hence as at the Latest Practicable Date, approximately 99.9% of the Existing Mandate has been utilized.

As at the Latest Practicable Date, the issued share capital of the Company consisted of 10,342,800,252 Shares. An ordinary resolution will be proposed to the Independent Shareholders to approve the refreshment of the General Mandate to authorise the Directors to allot and issue Shares not exceeding 20% of the issued share capital of the Company on the date of the EGM for passing such resolution.

### REASONS FOR THE REFRESHMENT OF GENERAL MANDATE

The Group mainly focuses on the production and sale of expanded polystyrene packaging products for household electrical appliances in the PRC.

As at the Latest Practicable Date, approximately 99.9% of the Existing Mandate has been fully utilized.

The Board considers that the refreshment of the General Mandate provides an opportunity for the Group to strengthen the Group's capital base and financial position so as to better equip the Group with the financial flexibility for development of the existing business or any other new business of the Group and give the Company an additional option to raise funds for suitable investment which is in line with the Company's core business in a timely manner when proper opportunities of acquisitions emerge in the future, which in turn will strengthen the competitiveness, integrate its capital resources and contribute a maximum wealth to the Company's equity holders and the Company itself in a long term. As at Latest Practicable Date, the Board noted that the Company has initiated preliminary negotiation in relation to a potential transaction (the "Potential Transaction") in relation to a travel business. The Potential Transaction is still at the preliminary stage of negotiation and no concrete terms have been agreed and no definitive agreement has been entered into by the Company. Further announcement(s) in relation to the Potential Transaction will be made by the Company as and when appropriate in compliance with the Listing Rules. Save for the Potential Transaction as mentioned above, as at the Latest Practicable Date, the Company has not yet identified any other suitable business development investment or any acquisitions opportunities.

## LETTER FROM THE BOARD

The Directors consider that the refreshment of the General Mandate will give the Board the required flexibility for any future allotment and issue of Shares on behalf of the Company as and when considered necessary. The refreshed General Mandate will be utilised when there is any further funding needs or if attractive offer for investment in the Shares is received from potential investors before the next annual general meeting. As at the Latest Practicable Date, the Company has no arrangement, understanding or negotiation for any possible fundraising exercise, and it does not have any immediate plans for any new issue of Shares under the General Mandate. Nevertheless, the Board is now proposing to seek the approval of Independent Shareholders at the EGM for the refreshment of the General Mandate such that, the Board will be able to respond to the market and such investment offer promptly. The Board believes that fund raising exercise pursuant to a general mandate is simpler and faster than other types of fund raising exercises and removes uncertainties in circumstances when specific mandate may not be obtained in a timely manner.

Having considered that the refreshment of the General Mandate (i) allows the Company maintaining the financial flexibility under the unstable economic condition; (ii) fosters the Group's future business development and allows the Company to raise funds for suitable investment in a timely manner when proper opportunities of acquisitions emerge in the future; and (iii) allows the Company to respond to the market any investment after received from potential investors, the Board believes that the refreshment of the General Mandate is fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

In addition, the Directors consider that equity financing by way of utilising the General Mandate (i) does not incur any interest paying obligations on the Group as compared to debt financing; (ii) is less costly and time-consuming than other pre-emptive fund raising methods such as rights issue and open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity in a timely manner as and when it arises.

The Directors also consider that the refreshment of the General Mandate to the Directors will enable the Company to issue convertible notes or convertible bonds and to have additional alternative and flexibility in raising capital for the Group in the future as and when the opportunities arise. Accordingly, the Directors consider that the refreshment of the General Mandate, which may or may not be utilised, is in the interests of the Company and its Shareholders as a whole.

As at the Latest Practicable Date, the Board estimates that the Group has sufficient working capital for its present requirements and for at least 12 months from the date of this circular in the absence of any unforeseen circumstances.

As the refreshment of the Existing Mandate is prior to the next annual general meeting of the Company, the refreshment of the General Mandate is subject to the Independent Shareholders' approval in the EGM which will be taken on a poll.



## LETTER FROM THE BOARD

Assuming no further issue or repurchase of Shares from the Latest Practicable Date, the shareholdings in the Company as at the Latest Practicable Date and immediately after full utilization of the General Mandate was and will be as follows:

Shareholder	As at the Latest Practicable Date		Immediately upon the allotment and issue of the Shares by the Company pursuant to the General Mandate (assuming that General Mandate is utilized in full and no further Shares are issued or repurchased by the Company)	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
Dragon Ocean Development Limited ( <i>Note 1</i> )	830,792,040	8.03	830,792,040	6.69
Majestic Wealth International Limited ( <i>Note 2</i> )	697,000,000	6.74	697,000,000	5.62
Other public Shareholders	8,815,008,212	85.23	8,815,008,212	71.02
Maximum number of Shares to be issued under the New General Mandate	–	–	2,068,560,050	16.67
<b>Total</b>	<b>10,342,800,252</b>	<b>100.00</b>	<b>12,411,360,302</b>	<b>100.00</b>

*Notes:*

- (1) As at the Latest Practicable Date, Dragon Ocean Development Limited is a private company which is wholly-owned by Mr. Wu Qiaofeng.
- (2) As at the Latest Practicable Date, Majestic Wealth International Limited is a private company which is wholly-owned by Ms. Liang Yanzhi.

The table above illustrates the shareholding of the other existing public Shareholders would decrease from approximately 85.23% as at the Latest Practicable Date (i) to approximately 71.02% upon full utilisation of the refreshed General Mandate (assuming no other Shares are issued or repurchased by the Company after the Latest Practicable Date up to the date of the EGM). The potential maximum dilution effect to the existing Shareholders arising from the Shares to be issued under the refreshed General Mandate will be approximately 16.67%, which the Board consider such dilution effect to be acceptable having considered the enhancement of financial flexibility to the Group as a result of the refreshment of the Existing General Mandate.

## LETTER FROM THE BOARD

The Board is aware that unlike other forms of equity fund raising such as rights issue and open offer which allow the Shareholders to maintain their respective pro-rata shareholding interests in the Company, the shareholding of the Independent Shareholders will be diluted due to the new Shares to be issued upon the utilisation of the refreshed General Mandate, however, taking into account that (i) the benefits of the refreshment of the General Mandate as discussed above; (ii) the obtaining of Shareholders' approval on specific mandate or other pro-rata equity fund raising (if required under the Listing Rules) will require relatively longer time; (iii) the fact that the shareholding of all Shareholders will be diluted proportionately upon any utilisation of the refreshed General Mandate on the condition that no new Shares under the refreshed General Mandate are issued to existing Shareholders or holders of the share options; (iv) the refreshed General Mandate would allow the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting of the Company which is expected to be held in around 7 months away from the Latest Practicable Date; and (v) any issue of new Shares to connected person of the Company (as defined in the Listing Rules) under the refreshed General Mandate shall be subject to the requirements under the Listing Rules, the Board consider that the above flexibility outweigh the dilution effect of the existing Shareholders as the Company is able to respond in a timely and effective manner to take advantages of any material investment opportunities for the benefit of the Company and its Shareholders as a whole.

### FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

On 4 February 2016, the Group entered into the subscription agreement with Yong Tai Berhad ("Yong Tai") for subscription of 150,000,000 new ordinary shares of Yong Tai and 200,000,000 irredeemable convertible preference shares in Yong Tai ("ICPS") at the issue price of RM0.80 (equivalent to approximately HK\$1.48) per subscription share and ICPS respectively ("**Subscription**"). The principal activities of the subsidiaries of Yong Tai are manufacturing and dyeing of all types of fabric and property development. The aggregate consideration for the subscription shares and the ICPS are RM280 million (equivalent to approximately HK\$518 million) which will be paid by cash from (i) the Group's internal financial resources; and (ii) the Company's proposed fund raising exercise of subscription of 6,000,000,000 new shares of the Company at the placing price of HK\$0.10 per placing share through certain placing agents on a best effort to not less than six places raising a maximum of net proceeds of HK\$580 million pursuant to the placing agreement entered on 19 May 2016 ("**Placing**"). Upon completion of acquisition, Yong Tai will become an associate of the Company. On 20 July 2016 and 9 September 2016, the Group and Yong Tai entered into the first addendum and second addendum agreeing to extend the date for fulfillment of the conditions precedent set out in the subscription agreement from 3 August 2016 to 3 October 2016 and further to 30 October 2016 respectively. On 9 September 2016, Kingston Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, Southwest Securities (HK) Brokerage Limited and CLC Securities Limited (collectively the "Placing Agents") and the Company have entered into a supplemental placing agreement on and agreed to extend the date for fulfillment of the conditions precedent set out in the placing agreement from 11 September 2016 to 30 October 2016. Both transactions, details of which were set out in the announcements of the Company dated 5 February 2016 and 20 July 2016 and circular of the Company dated 26 July 2016, were approved by shareholders of the Company on 12 August 2016. The Subscription was not completed as at the Latest Practicable Date, while the Placing has been completed on 28 October 2016 pursuant to the announcement of the Company dated 28 October 2016.

## LETTER FROM THE BOARD

Save as disclosed above, there were no other fund raising activity of the Company in the past twelve months.

### REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme on 5 June 2015. Apart from the Share Option Scheme, the Company has no other share option scheme in effect as at the Latest Practicable Date. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of approval and adoption of the Share Option Scheme in compliance with the Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the said Shareholders' approval.

The existing Scheme Mandate Limit is 358,990,124 Shares, being 10% of the Shares issued as at the date of adoption thereof at the annual general meeting of the Company held on 30 May 2016, and approximately 3.47% of the issued share capital of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Options carrying the rights to subscribe for 358,990,124 Shares were granted under the existing Scheme Mandate Limit under the Share Option Scheme, representing approximately 3.47% of the issued share capital of the Company as at the Latest Practicable Date. Out of the Options granted, Options in respect of 35,899,012 Shares have been exercised and none of the Options has been lapsed or cancelled under the Share Option Scheme as at the Latest Practicable Date. Accordingly the Company had 323,091,112 outstanding Options as at the Latest Practicable Date. These outstanding Options will all remain valid after the approval of the proposed refreshment of Scheme Mandate Limit.

As at the Latest Practicable Date, a total of 145,096,048 Options were granted to the Directors on 27 July 2016 and none of the Options has been exercised, details of which are as follows:

<b>Name of the Grantees</b>	<b>Position</b>	<b>Number of Options granted</b>
Ms. Li Zhenzhen	Executive Director	35,899,012
Mr. Wang Xin	Executive Director	35,899,012
Ms. Hu Jianping	Executive Director	35,899,012
Mr. Lam Chi Keung	Executive Director	500,000
Mr. Lam Wai Hung	Executive Director	500,000
Mr. Wei Liyi	Executive Director	35,899,012
Mr. Pang Hong	Independent non-executive Director	300,000
Mr. Lee Tao Wai	Independent non-executive Director	100,000
Mr. Lam Hoi Lun	Independent non-executive Director	100,000

## LETTER FROM THE BOARD

It is proposed that subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the EGM, the Scheme Mandate Limit be refreshed so that the total number of Shares, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the relevant resolution by the Shareholders at the EGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

As at the Latest Practicable Date, the Company had 10,342,800,252 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 1,034,280,025 Shares (assuming no further issue or repurchase of Shares prior to the EGM).

As at the Latest Practicable Date, the Company does not have any immediate plan to grant the Options under the refreshment of the Scheme Mandate Limit.

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

### **Reasons for the refreshment of the Scheme Mandate Limit**

As at the Latest Practicable Date, there was nil Options are available to be granted under the existing Scheme Mandate Limit. In view of the increase in the issued share capital of the Company, the Directors consider that it is in the interests of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit in order to provide the Company with greater flexibility in granting share options to the eligible participants (including employees and directors) of the Company under the Share Option Scheme as incentives to rewarding their contribution or potential contribution to the Company.

### **Conditions of the refreshment of the Scheme Mandate Limit**

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of the ordinary resolution by the Shareholders at the EGM to approve the proposed refreshment of the Scheme Mandate Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of Options granted under the refreshed Scheme Mandate Limit.

## LETTER FROM THE BOARD

### **Application for listing**

Application will be made to the Stock Exchange for granting approval of the listing of, and permission to deal in, the Shares which may be issued upon exercise of Options to be granted under the refreshed Scheme Mandate Limit.

Details of the refreshment of the Scheme Mandate Limit are set out in the notice of the EGM set out on pages EGM-1 to EGM-3 of this circular.

### **THE EGM**

A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for the EGM is enclosed with this circular. Whether or not you intend to be present at the EGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the EGM. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

Approval from the Independent Shareholders will be sought at the EGM by way of poll for the approval of the refreshment of the General Mandate.

Pursuant to the Listing Rules, any controlling shareholders and their associates, or where there are no controlling shareholders, Directors (excluding independent non-executive Directors) and the chief executive and their respective associates shall abstain from voting in favour of the resolution. As at the Latest Practicable Date, the Company has no controlling shareholder.

As at the Latest Practicable Date, none of the Directors nor the chief executive of the Company and their respective associates, hold any Shares and none of the Shareholders are required to abstain from voting in favour of the proposed resolution to approve the refreshment of the General Mandate at the EGM.

To the best of Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders has any material interest in the proposed resolution to refresh the Scheme Mandate Limit and therefore, no Shareholder is required to abstain from voting in favour of the proposed resolution to approve the refreshment of the Scheme Mandate Limit at the EGM.

An Independent Board Committee has been established to make recommendations to the Independent Shareholders in respect of the refreshment of General Mandate.

New Spring Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate.

## LETTER FROM THE BOARD

### RECOMMENDATION

New Spring Capital has been appointed to advise the Independent Board Committee and the Independent Shareholders with regard to the refreshment of General Mandate and consider that the refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole and is fair and reasonable so far as the Independent Shareholders are concerned. Your attention is drawn to the letter of advice from New Spring containing its recommendation and the principal factors and reasons it has taken into account in arriving at its recommendation are set out in this circular.

The Independent Board Committee, having taken the advice of New Spring Capital into account, considers the terms of the refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the refreshment of the General Mandate is in the interest of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution relating to the refreshment of the General Mandate. The full text of the letter from the Independent Board Committee is set out in this circular.

The Directors (including the independent non-executive Directors) are of the opinion that the terms of the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit are fair and reasonable and the refreshment of the General Mandate and the refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules 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.

Yours faithfully,  
By order of the Board  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Chairman*

*The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.*

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



**SINO HAIJING HOLDINGS LIMITED**

**中國海景控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1106)**

4 November 2016

*To the Independent Shareholders*

Dear Sir/Madam,

We have been appointed as the Independent Board Committee to advise Independent Shareholders in connection with the refreshment of the General Mandate, details of which are set out in the circular of the Company to the Shareholders dated 4 November 2016 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the principal factors, reasons and advice of New Spring Capital in relation thereto as set out in the Circular, we are of the view that the refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the refreshment of the General Mandate are fair and reasonable so far as the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the refreshment of the General Mandate.

Yours faithfully

**Pang Hong**  
*Independent non-executive  
Director*

**Lee Tao Wai**  
*Independent non-executive  
Director*

**Lam Hoi Lun**  
*Independent non-executive  
Director*

## LETTER FROM NEW SPRING CAPITAL

*The following is the text of the letter of advice from New Spring Capital Limited, the Independent Financial Adviser, to the Independent Board Committee and the Independent Shareholders in respect of Refreshment of General Mandate, which has been prepared for the purpose of inclusion in this circular.*



Unit 2108, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

4 November 2016

*To: The Independent Board Committee and the Independent Shareholders*

Dear Sir or Madam,

### REFRESHMENT OF GENERAL MANDATE

#### INTRODUCTION

We refer to our engagement as the Independent Financial Adviser, with the approval from the Independent Board Committee, to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of Existing Mandate, details of which are set out in the letter from the Board ("**Letter from the Board**") contained in this circular date 4 November 2016 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

According to the Letter from the Board, at the annual general meeting of the Company held on 30 May 2016 ("**AGM**"), the Shareholders passed among others, ordinary resolution to grant the Directors the Existing Mandate to issue, allot and otherwise deal with a maximum of 717,980,248 new Shares, representing 20% of the issued share capital of the Company as at the date of passing such resolution.

As set out in the Company's announcement dated 5 August 2016 ("**August Announcement**") relating to the Acquisition, the consideration of the Acquisition shall be settled in full by the Company's allotment and issue of 697,000,000 Shares to the vendor or its nominee upon completion of the Acquisition. In addition, 20,000,000 remuneration shares are to be allotted and issued by the Company to the professional parties of the Company as disclosed in the August Announcement. As at the Latest Practicable Date, approximately 99.9% of the Existing Mandate has been utilised. The Company had not made any refreshment of the Existing Mandate since the AGM.



## LETTER FROM NEW SPRING CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company consisted of 10,342,800,252 Shares. The Company will convene the EGM at which ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the General Mandate to allot, issue and deal with 2,068,560,050 new Shares, being the number of Shares not exceeding 20% of the issued share capital of the Company as at the date of EGM for passing such resolution, assuming that there being no further issue or repurchase of Shares between the Latest Practicable Date and the date of the EGM (“**Refreshment of General Mandate**”).

Under Rule 13.36(4) of Listing Rules, any proposed refreshment of general mandate prior to the Company’s next annual general meeting must be approved by Independent Shareholders by way of passing an ordinary resolution at the EGM, at which the controlling Shareholders and their associates, or where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executives of the Company as well as all their respective associates shall be abstained from voting in favour of the resolution approving the Refreshment of General Mandate.

Accordingly, the Independent Board Committee, comprising Mr. Pang Hong, Mr. Lee Tao Wai and Mr. Lam Hoi Lun, being all the independent non-executive Directors, has been established to advise the Independent Shareholders whether the Refreshment of General Mandate is in the interest of the Company and the Shareholders as a whole, being fair and reasonable so far as the Independent Shareholders are concerned and whether the Independent Board Committee should recommend the Independent Shareholders to vote in favour of the Refreshment of General Mandate at the EGM.

In this connection, we, New Spring Capital, have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate. We do not, by this letter, warrant the merits of the Refreshment of General Mandate, other than to form an opinion, for the purpose of the Listing Rules. We are not associated with the Company and any of its associates, and accordingly, are considered eligible to give independent advice in respect of the Refreshment of General Mandate. Apart from normal professional fees payable to us for this appointment, no arrangement exists whereby we will receive any fees or benefits from any party abovementioned.

### **BASIS OF OUR OPINION**

In formulating our opinions and recommendations to the Independent Board Committee and the Independent Shareholders, we have relied on the accuracy of the information, opinions and representations contained or referred to in the Circular (or otherwise provided to us by the Directors and have assumed that all information, opinions and representations contained in or referred to the Circular (or otherwise provided to us by the Directors) were true, accurate and complete in all respects at the time when they were made and up to the date of this letter. We have also assumed that all statements of belief, opinions and intention made by the Directors in the Circular (or otherwise provided to us by the Directors) are reasonably made after due enquiry. We have no reason to doubt that any relevant information has been withheld or omitted, nor are we aware of any fact or circumstance which would render the information provided and representations and opinions made to us untrue, inaccurate or misleading.

## LETTER FROM NEW SPRING CAPITAL

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular (or otherwise provided to us by the Directors) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in the Circular (or otherwise provided to us by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in the Circular, the omission of which would make any statement in the Circular misleading. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations. We consider that we have performed all the necessary steps as required under Rule 13.80 of the Listing Rules to enable us to reach an informed view and to justify our reliance on the information provided and representations made to us so as to form a reasonable basis for our opinions including, among other things:

- (a) reviewed the announcement of the Company in relation to the Refreshment of General Mandate dated 30 September 2016, the Circular, the Letter from the Board and annual reports of the Company for the financial years ended 31 December 2014 (“**2014 Annual Report**”) and 31 December 2015 (“**2015 Annual Report**”); and
- (b) discussed with the Directors regarding, among other things, the background, reasons for and benefits of the Refreshment of General Mandate, other fund raising alternatives, fund raising activities of the Company in the past twelve months and effects on shareholding structure of the Company in relation to the Refreshment of General Mandate.

We have not, however, for the purpose of this exercise, conducted any independent detailed verification or audit into the businesses or future prospects of the Company. Our opinion was necessarily based on financial, economic, market and other conditions in effect, and the information made available to us as at the Latest Practicable Date.

### PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinions and recommendations to the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate, we have considered the following principal factors and reasons:

#### 1. **Background and reasons for the Refreshment of General Mandate**

At the AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the Existing Mandate to allot and issue not more than 717,980,248 Shares, being 20% of the entire issued share capital of the Company of 3,589,901,240 Shares as at the date of passing of the relevant resolution.

## LETTER FROM NEW SPRING CAPITAL

As announced by the Company, 697,000,000 Shares and 20,000,000 Shares have been allotted and issued on 13 September 2016 under the Existing Mandate as the settlement of the consideration and remunerations Shares to the professional parties of the Company in relation to the Acquisition respectively. The Existing Mandate has been utilized as to 717,000,000 Shares, representing approximately 99.9% of the aggregate number of Shares, after completion of the Acquisition. As at the Latest Practicable Date, the Company had not made any refreshment of the Existing Mandate since the AGM.

The Company will convene the EGM at which ordinary resolution will be proposed to the Independent Shareholders that the Directors be granted the General Mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of the EGM.

As at the Latest Practicable Date, the Company had an aggregate of 10,342,800,252 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Refreshment of General Mandate and on the basis that no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the Company would be allowed to allot and issue up to 2,068,560,050 Shares, representing 16.67% of the share capital of the Company in issue as at the date of EGM. The Company would exercise due and careful consideration when choosing the best financing method available to the Group.

The General Mandate will, if granted, remain effective until 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 to be held in accordance with the articles of associations of the Company; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

### *Information of the Group*

The Group is principally engaged in production and sale of expanded polystyrene packaging products for household electrical appliances in the PRC.

According to the 2014 Annual Report and 2015 Annual Report, the Group recorded a decrease in turnover from approximately HK\$575.6 million for the year ended 31 December 2013 to approximately HK\$563.6 million for the year ended 31 December 2014. It further decreased to approximately HK\$529.7 million for the year ended 31 December 2015. Due to the decrease of the cost of sales and administrative and other operating expenses, the loss of the Group was improved to approximately HK\$11.6 million for the year ended 31 December 2014 from the loss for the year ended 31 December 2013 at approximately HK\$19.8 million. However, the loss of the Group was worsened to approximately HK\$68.0 million for the year ended 31 December 2015 due to the negative fair value change of financial assets.

## LETTER FROM NEW SPRING CAPITAL

The Group further mentioned in the 2014 Annual Report and 2015 Annual Report that the Group has been considering and exploring for appropriate opportunities for different investment projects to diversify the business of the Group, including but not limited to the tourism and travel industry, entertainment and cultural industry and also to establish a money lending business. The Group has been granted for a money lender license in Hong Kong under the Money Lenders Ordinance and intends to commence the money lending business as one of its principal businesses. For the other business opportunities, the Group has subsequently entered into the following projects as discussed below after the year end 31 December 2015.

### *Recent business development of the Group*

On 13 September 2016, the Company announced that the Acquisition was completed. The acquired company and its subsidiaries are principally engaged in provision of management services on the operation of physical therapy and healthcare massage shops in the PRC.

## **2. Other fund raising alternatives considered by the Group and the reasons for choosing the Refreshment of General Mandate as funding method**

As advised by the Directors, the Directors had considered other means of fund raising, including alternative means of equity financing (such as rights issue or open offer) and debt financing. Although rights issue and open offer would be offered to the Shareholders on a pro-rata entitlement basis with no dilution effect on the existing shareholding of the Company (if the existing shareholders take up their entitlements), the obtaining of Shareholders' approval on specific mandate or other pro-rata equity fund raising (if required under the Listing Rules) will require relatively longer time and the Company may not be easy to grasp the potential opportunities in a timely manner. Apart from equity financing, the Directors had also considered other financing methods such as bank financing and debt financing so as to meet its financing requirements arising from any future development of the Group, depending on the financial position, capital structure and cost of funding of the Group as well as the prevailing market condition. Bank financing and debt financing would usually incur interest burden on the Group and may be subject to, including but not limited to, lengthy due diligence and negotiations with the banks.

The Directors consider that equity financing by way of utilising the General Mandate (i) does not incur any interest paying obligations on the Group as compared to debt financing; (ii) is less costly and time-consuming than other pre-emptive fund raising methods such as rights issue and open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity in a timely manner as and when it arises.

The Directors also consider that the Refreshment of the General Mandate will enable the Company to issue convertible notes or convertible bonds and to have additional alternative and flexibility in raising capital for the Group in the future as and when the opportunities arise. Save as disclosed in the Circular, the Directors confirm that there is no other fund raising plan as at the Latest Practicable Date.

## LETTER FROM NEW SPRING CAPITAL

As at the Latest Practicable Date, the Board estimates that the Group has sufficient working capital for its present requirements and for at least 12 months from the date of this circular in the absence of any unforeseen circumstances.

We noted that the utilisation of the General Mandate will have potential dilution impact on the shareholding of the Shareholders. The fact that the shareholding of all Shareholders will be diluted proportionately upon any utilisation of the General Mandate on the condition that no new Shares under the General Mandate are issued to existing Shareholders or holders of the share options and any issue of new Shares to connected person of the Company (as defined in the Listing Rules) under the General Mandate shall be subject to the requirements under the Listing Rules. Notwithstanding the dilution impact to existing Shareholders of equity fundraising activities, given that the additional time and cost required and the uncertainty of identifying underwriter under the recent volatile market condition in respect of rights issue and open offer, the Directors confirmed that they would exercise due and careful consideration when choosing the financing method available to the Group and would adopt the method which serves the best interest of the Group. In light of the above, we consider the Refreshment of General Mandate provides the Company an additional financing alternative for the Company to raise further capital for its business development if and when and opportunity arises and it is reasonable for the Company to maintain its flexibility in deciding the best financing alternative for its future investments and/or business development.

Having considered that (i) the loss making of the Group for the three years ended 31 December 2015; (ii) the recent business developments of the Group, in particular, the Acquisition have allotted and issued of new Shares as consideration; and (iii) the factors mentioned above and that the Directors had considered other means of fund raising, including alternative means of equity financing (such as rights issue or open offer) and debt financing, we concur with the views of the Directors that the Refreshment of General Mandate shall (i) allows the Company maintaining the financial flexibility under the unstable economic condition; (ii) fosters the Group's future business development and allows the Company to raise funds for suitable investment in a timely manner when proper opportunities of acquisitions emerge in the future; and (iii) allows the Company to respond to the market quickly after receiving potential investment opportunities, which outweighs the dilution effect of the existing Shareholders as the Company is able to react in a timely and effective manner to take advantages of any material investment opportunities for the benefit of the Company and its Shareholders as a whole. If the Existing Mandate is refreshed, the Group will be in a better bargaining position in the negotiation of potential investments or acquisitions.

**3. Fund raising activities in the past twelve months**

Pursuant to the placing agreement entered on 19 May 2016, the Company proposed fund raising exercise by issue for subscription of 6,000,000,000 new Shares at the placing price of HK\$0.10 per placing Share through certain placing agents on a best effort to not less than six places raising a maximum of net proceeds of HK\$580 million. On 9 September 2016, the Company entered into a supplemental placing agreement and agreed to extend the date for fulfillment of the conditions precedent set out in the placing agreement from 11 September 2016 to 30 October 2016. Further details were disclosed in the Letter from the Board and the announcements of the Company on 19 May 2016 and 9 September 2016. According to the announcement of the Company dated 28 October 2016, the placing of the 6,000,000,000 new Shares was completed.

Save as disclosed above, the Company has not conducted any fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

Taking into consideration of the factors as above, we concur with the Directors' views that maintaining financial flexibility of the Group is conducive to its future business development and investment and the Refreshment of General Mandate will provide an alternative for the Company to raise funds or allot and issue new Shares and will provide more options and flexibility of financing to the Group for future investments and business development as and when any opportunity arises given the rapid changing investment environment and in times of volatile market conditions. Should the Company propose to issue any new Shares utilising the General Mandate, it will make further announcement(s) as and when required.

Based on the above and in view of the next annual general meeting will not be held until approximately May 2017 which is about six months away from the Latest Practicable Date, the Refreshment of the General Mandate shall ensure the Company having sufficient general mandate if so required.

We are of the view that the Refreshment of General Mandate, subject to the approval of the Independent Shareholders and may or may not be utilised, is fair and reasonable and is in the interests of the Company and the Shareholders as a whole as it offers the Group the financial flexibility for both current and future funding needs, taking into account the financial position of the Group.

## LETTER FROM NEW SPRING CAPITAL

### 4. Effects on the shareholding structure of the Company

Set out below is a table showing the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) for illustrative purpose, immediately upon the issue of Shares pursuant to the General Mandate, assuming the General Mandate is utilized in full and no other Shares are issued and/or repurchased by the Company.

	<b>As at the Latest Practicable Date</b>		<b>Immediately upon the allotment and issue of the Shares pursuant to the General Mandate (assuming the General Mandate is utilised in full and no other Shares are issued or repurchased by the Company)</b>	
	<i>Number of Shares</i>	%	<i>Number of Shares</i>	%
Shareholders				
Dragon Ocean Development Limited ( <i>Note 1</i> )	830,792,040	8.03	830,792,040	6.69
Majestic Wealth International Limited ( <i>Note 2</i> )	697,000,000	6.74	697,000,000	5.62
Other public Shareholders	8,815,008,212	85.23	8,815,008,212	71.02
Maximum number of Shares to be issued under the General Mandate	<u>–</u>	<u>–</u>	<u>2,068,560,050</u>	<u>16.67</u>
<b>Total</b>	<b><u>10,342,800,252</u></b>	<b><u>100.00</u></b>	<b><u>12,411,360,302</u></b>	<b><u>100.00</u></b>

*Notes:*

1. As at the Latest Practicable Date, Dragon Ocean Development Limited is a private company which is wholly-owned by Mr. Wu Qiaofeng; and
2. As at the Latest Practicable Date, Majestic Wealth International Limited is a private company which is wholly-owned by Ms. Liang Yanzhi.

## LETTER FROM NEW SPRING CAPITAL

Upon full utilisation of the General Mandate, 2,068,560,050 Shares will be issued, representing 20.00% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 16.67% of the issued share capital of the Company as enlarged by the Shares issued under the General Mandate. Assuming that no other new Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the EGM, the aggregate shareholding of the other public Shareholders will decrease from approximately 85.23% as at the Latest Practicable Date to approximately 71.02% immediately upon the full utilisation of the General Mandate. The existing public Shareholders will have a potential maximum dilution effect of approximately 16.67% following the full utilisation of the General Mandate, where the Board consider such dilution effect to be acceptable having considered the enhancement of financial flexibility to the Group as a result of the Refreshment of the General Mandate.

Taking into account the Refreshment of the General Mandate (i) would allow the Company to raise capital by allotment and issuance of new Shares before the next annual general meeting; (ii) would provide more options and flexibility of financing to the Group for its current and future business development as well as for other potential future investments and/or acquisitions as and when such opportunities arise; (iii) the above flexibility outweigh the dilution effect of the existing Shareholders as the Company is able to respond in a timely and effective manner to take advantages of any material investment opportunities for the benefit of the Company and its Shareholders as a whole; (iv) the Refreshment of General Mandate provides the Company an additional financing alternative other than debt financing, pro-rata equity financing and equity financing under specific mandate; and (v) the shareholding interests of all Shareholders in the Company will be diluted in proportion to their respective shareholdings upon any utilisation of the General Mandate, we are of the opinion that the potential dilution to the shareholdings of the public Shareholders as mentioned is justifiable.

In view of the above, we consider that the Refreshment of General Mandate is in the interest of the Company and the Shareholders as a whole.



## LETTER FROM NEW SPRING CAPITAL

### OPINION AND RECOMMENDATION

Having considered the abovementioned principal factors and reasons, we are of the view that the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole. We therefore advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the ordinary resolution in relation to the Refreshment of General Mandate.

Yours faithfully,  
For and on behalf of  
**NEW SPRING CAPITAL LIMITED**

**Paul Lui**  
*Managing Director*

**Tina Tian**  
*Executive Director*

*Note: Mr. Paul Lui and Ms. Tina Tian are licensed persons registered with the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and have around 19 years and 9 years of experience in corporate finance industry respectively.*

# NOTICE OF EXTRAORDINARY 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 an extraordinary general meeting (the “EGM”) of the Company will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 21 November 2016 at 10:00 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolutions:

1. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with unissued Shares of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares of the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) an issue of Shares of the Company upon the exercise of the subscription rights under 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 of the Company or rights to acquire Shares of Company, or (iii) an issue of Shares of the Company upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time, or (iv) an issue of Shares of the Company in lieu of the whole or part of the dividend on Shares of the Company in accordance with the memorandum and article of association of the Company, or (v) specific

## NOTICE OF EXTRAORDINARY GENERAL MEETING

authority granted by the shareholders of the Company in general meeting, shall not exceed the aggregate of 20 per cent of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from 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 memorandum and articles of association of the Company or any other applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or revising the authority given to the Directors of the Company by this resolution; and

“Rights Issue” means an offer of Shares or issue of options, warrants or other securities granting the right to subscribe for Shares of the Company, open for a period fixed by the Directors of the Company to holders of Shares in the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the Directors of the Company 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 any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company (the “Shares”) to be issued pursuant to the exercise of options which may be granted under the refreshed scheme mandate limit (the “Scheme Mandate Limit”) under the share option scheme adopted by the Company on 5 June

## NOTICE OF EXTRAORDINARY GENERAL MEETING

2015 (the “Scheme”) in the manner as set out in paragraph (a) of this resolution below,

- (a) the refreshment of the Scheme Mandate Limit be and is hereby approved provided that the total number of Shares which may be allotted and issued upon exercise of any options to be granted under the Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Scheme) shall not exceed 10% of the Shares in issue as at the date of the passing of this resolution; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By order of the Board  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Executive Director*

Hong Kong, 4 November 2016

*As at the date of this notice, the Board comprises of Ms. Li Zhenzhen, Mr. Lam Chi Keung, Mr. Lam Wai Hung, Ms. Hu Jianping, Mr. Wang Xin and Mr. Wei Liyi as executive Directors; Mr. Pang Hong, Mr. Lee Tao Wai and Mr. Lam Hoi Lun as the independent non-executive Directors.*

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. If you are unable to attend the EGM in person, you should complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.