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

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, 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 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.

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**SINO HAIJING HOLDINGS LIMITED****中國海景控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 01106)****(I) MAJOR TRANSACTION IN RELATION TO  
THE POSSIBLE DISPOSAL OF ICPS IN YONG TAI BERHAD; AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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 Wednesday, 13 September 2017 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 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.

25 August 2017

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## DEFINITIONS

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*In this circular, the following expressions have the meanings respectively set opposite them unless the context otherwise requires:*

“Acquisition Cost”	RM0.80, being the acquisition cost per ICPS as disclosed on page 8 of the Company’s circular dated 26 July 2016
“Board”	the board of Directors
“Company”	Sino Haijing Holdings Limited (stock code: 1106), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held to consider, and if thought fit, to approve, among other things, the Disposal Mandate
“Further Disposal”	the possible disposal of up to 140,000,000 ICPS owned by the Group under the Disposal Mandate
“Disposal Mandate”	the 12-month mandate to be granted by the Shareholders to the Directors for the Further Disposal
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

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## DEFINITIONS

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“ICPS”	the irredeemable convertible preference shares of RM0.80 each in Yong Tai
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules)
“Latest Practicable Date”	23 August 2017, 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
“PRC”	People’s Republic of China
“Remaining Group”	the Group immediately after the Further Disposal
“RM” and “Sen”	Malaysian Ringgit and Sen, the lawful currency of Malaysia
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws
“Share(s)”	ordinary shares of HK\$0.0125 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trading Day(s)”	a day on which the Main Market of Bursa Malaysia Securities Berhad is open for trading of securities (and whether or not ICPS are suspended from trading for whole or part of such day)
“Vendor”	Impression Culture Asia Limited, a company incorporated with limited liability in Hong Kong, being a wholly-owned subsidiary of the Company
“Yong Tai”	Yong Tai Berhad, a company incorporated and domiciled in Malaysia with limited liability, the shares of which are listed on the Main Market of Bursa Malaysia Securities Berhad

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## DEFINITIONS

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“YTB Share(s)”	ordinary share(s) of Yong Tai with a nominal value of RM0.50 each
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

*In this circular, the exchange rate of RM1 = HK\$1.82 has been used for currency conversion. Such exchange rate is for illustration purpose only and does not constitute a representation that any amounts in RM or HK\$ have been, could have been or may be converted at such or any other rates or at all.*

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LETTER FROM THE BOARD

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**SINO HAIJING HOLDINGS LIMITED**

**中國海景控股有限公司**

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

**(Stock Code: 01106)**

*Executive Directors:*

Ms. Li Zhenzhen  
Mr. Cheng Chi Kin  
Mr. Lam Wai Hung  
Mr. Wang Xin  
Mr. Wei Liyi

*Non-executive Director:*

Ms. Hu Jianping

*Independent non-executive Directors:*

Mr. Lam Hoi Lun  
Mr. Lee Tao Wai  
Mr. Li Yang  
Mr. Pang Hong

*Registered office:*

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

*Head office and principal  
place of business:*

Unit 2816, 28th Floor  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

25 August 2017

*To the Shareholders*

Dear Sir or Madam,

**(I) MAJOR TRANSACTION IN RELATION TO  
THE POSSIBLE DISPOSAL OF ICPS IN YONG TAI BERHAD; AND  
(II) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

On 20 July 2017, the Company announced that the Directors proposed to obtain the Disposal Mandate from the Shareholders for the possible disposal of up to 140,000,000 ICPS held by the Group. The Disposal Mandate constitutes a major transaction for the Company under the Listing Rules and is subject to Shareholders' approval at the EGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide the Shareholders with further details of the Disposal Mandate together with a notice of the EGM.

### **THE DISPOSAL MANDATE**

Prior to the Latest Practicable Date, the Group disposed of 150,000,000 YTB Shares (the “**YTB Shares Disposal**”) and 60,000,000 ICPS (altogether the “**Prior Disposal**”) in a series of transactions for an aggregate gross sale proceeds of approximately RM219,000,000 (excluding transaction costs) (equivalent to approximately HK\$398,580,000) during the period between the March to June 2017.

Prior to the Prior Disposal, the Group (through the Vendor) held 200,000,000 ICPS. Immediately after completion of the Prior Disposal, the Group holds 140,000,000 ICPS.

On 20 July 2017, the Directors proposed to obtain the Disposal Mandate from the Shareholders for the possible disposal of up to 140,000,000 ICPS held by the Group.

The Disposal Mandate shall be conditional upon the approval by the Shareholders at the EGM.

### **Period of the Disposal Mandate**

12 months from the date on which the Disposal Mandate is approved by the Shareholders at the EGM.

Given the relative low trading volume of the ICPS on the Main Market of Bursa Malaysia Securities Berhad and market uncertainty, the Board believes that the 12-month period, which is a medium term, could provide sufficient time and flexibility for the Further Disposal.

### **Maximum number of ICPS to be disposed of under the Disposal Mandate**

Up to 140,000,000 ICPS held by the Group, represent all of the ICPS held by the Group as at the Latest Practicable Date

### **Manner of the Further Disposal**

The Further Disposal under the Disposal Mandate will be conducted either on open market transactions on the Main Market of Bursa Malaysia Securities Berhad by way of block trades by entering into placing agreement(s) with the reputable investment bank(s) or brokerage firm(s) to be appointed by the Company or a combination of both.

In deciding to effect the Further Disposal, the Directors will take into account the current market sentiment and the prevailing market prices of the ICPS. The Further Disposal will be effected on the following conditions:

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## LETTER FROM THE BOARD

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- (a) the Further Disposal will be conducted on normal commercial terms and will be fair and reasonable and in the interests of the Company and the Shareholders as a whole;
- (b) the price of the Further Disposal will be received in cash;
- (c) the selling price of each ICPS will be not less than either of (i) the average closing price of ICPS for the 5 consecutive Trading Days (where the trading of the ICPS is suspended on any Trading Day for the whole day, the closing price on the Trading Day immediately prior to such suspension shall be deemed as the closing price of the ICPS on such Trading Day) immediately prior to the Trading Day on which the relevant Further Disposal is effected (the “**Benchmark Price**”); or (ii) the average selling price of the aggregate 60,000,000 ICPS sold on 13 June 2017 and 14 June 2017, being RM0.90 for each ICPS (the “**Previous Selling Price**”), which is higher than the Acquisition Cost of RM0.80 for each ICPS; and
- (d) the total sales gross proceed from the Further Disposal will be capped at HK\$1,235,000,000 such that the Further Disposal, when in aggregated with the Prior Disposal, would not constitute a very substantial disposal of the Company under the Listing Rules.

Set out below is the chart showing the daily closing price and trading volume of the ICPS as quoted on the Main Market of Bursa Malaysia Securities Berhad during the period commencing from 1 December 2016, being the first trading day of the ICPS, up to and including the Latest Practicable Date (the “**Review Period**”):



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## LETTER FROM THE BOARD

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Source: <https://klse.i3investor.com/servlets/stk/7066pa.jsp>

We have reviewed the movements in the closing price of the ICPS for the Review Period. The lowest and highest closing price of the ICPS during the Review Period were RM0.89 per ICPS recorded on 27 March 2017 and 29 March 2017 respectively and RM1.35 per ICPS recorded on 6 April 2017, as quoted on the Main Market of Bursa Malaysia Securities Berhad. The average daily closing price of the ICPS during the Review Period is RM1.03 per ICPS.

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## LETTER FROM THE BOARD

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The following table sets out the historical monthly trading volume of the ICPS and the percentage of the number of ICPS traded compared to the maximum number of the ICPS to be sold in the Further Disposal during the Review Period:

	<b>Total trading volume for the month/ period (number of ICPS)</b>	<b>Number of trading days during the month</b>	<b>Average daily trading volume for the month/ period (number of ICPS)</b>	<b>Percentage of average daily trading volume to maximum number of the ICPS to be sold in the Further Disposal</b>
<b>2016</b>				
December	2,425,100	20	121,255	0.09%
<b>2017</b>				
January	1,260,600	20	63,030	0.05%
February	1,434,800	18	79,711	0.06%
March	791,500	23	34,413	0.02%
April	3,230,300	19	170,016	0.12%
May	1,061,100	21	50,529	0.04%
June	3,470,300	19	182,647	0.13%
July	1,248,900	21	59,471	0.04%
August (up to and including the Latest Practicable Date)	1,242,500	17	73,088	0.05%

The average daily trading volume of the ICPS per day during the Review Period is approximately 90,800. We noted that percentage of average daily trading volume to maximum number of the ICPS to be sold in the Further Disposal during the Review Period is ranging from 0.02% to 0.13%. We consider that the average daily trading volume of the ICPS is relatively low compared with the maximum number of ICPS to be sold in the Further Disposal (i.e. 140,000,000 ICPS).

After taking into the low trading volume of the ICPS on the Main Market of Bursa Malaysia Securities Berhad and the Vendor's previous experience on the Prior Disposal of the 60 million ICPS into consideration, the Board believes that the Further Disposal shall be conducted either on open market or by way of block trades by entering into placing agreement(s) with the reputable investment bank(s) or brokerage firm(s) to be appointed by the Company or a combination of both.

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## LETTER FROM THE BOARD

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In case the Further Disposal is to be effected on open market, the identity of the counterparty to the Further Disposal cannot be ascertained. In case where the Further Disposal is effected by way of entering into private agreement(s) with Independent Third Party(ies) or by block trade(s) by way of placing through the reputable investment bank(s) or brokerage firm(s) to be appointed by the Company, an announcement will be made by the Company to disclose the details of such Further Disposal.

### **Monthly reporting of the Further Disposal**

To keep the Shareholders and the investing public informed on the progress of the Further Disposal, the Company will publish an announcement within five Trading Days after the end of each month, starting from the month on which the Disposal Mandate is approved by the Shareholders until all of the ICPS held by the Group have been disposed of or the last day of the 12-month period from the date on which the Disposal Mandate is approved by the Shareholders, whichever is earlier.

### **Condition precedent**

The Disposal Mandate shall be conditional upon the approval by the Shareholders at the EGM.

In the event that the Disposal Mandate is not approved by the Shareholders at the EGM, the Company is only able to dispose of such number of the ICPS, in aggregated with the Prior Disposal, which constitutes a discloseable transaction of the Company under the Listing Rules.

### **Capital restructuring of the ICPS**

If and when there shall be any alteration to the nominal value of the ICPS as a result of consolidation, subdivision or reclassification, or issue of new ICPS to the Group by way of capitalisation of profits or reserves during the 12-month period of the Disposal Mandate, the number of the ICPS to be disposed of under the Disposal Mandate shall be adjusted accordingly.

### **Financial effect of the Further Disposal**

As the average closing price of the ICPS for the 5 consecutive Trading Days immediately prior to the Latest Practicable Day is RM0.98, which is higher than the Previous Selling Price of RM0.90, the Benchmark Price of RM0.98 is used for illustrating the financial effects of the Further Disposal. On the basis that all ICPS are disposed of at the Benchmark Price of RM0.98, the Group will record a gain on the Further Disposal (after brokerage fee) of approximately RM24,994,200 (equivalent to approximately HK\$45,489,444) which is the difference between the Benchmark Price of RM0.98 and RM0.80, being the Acquisition Cost of each ICPS. The gross proceeds (after brokerage fee) from the Further Disposal will be approximately RM136,994,200 (equivalent to approximately HK\$249,329,444).

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## LETTER FROM THE BOARD

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For illustrating the effect of the Further Disposal on the earnings, assets and liabilities of the Company, on the basis that all ICPS are disposed of at the Benchmark Price of RM0.98, the Group will record a net realized gain from disposal of available-for-sale financial assets of approximately HK\$42,130,000 in the profit and loss account for the year ended 2017. The net proceed after deducting the fees and commissions received of approximately HK\$249,330,000 will improved the cash and cash equivalent balance of the Group's balance sheet and the available-for sale financial assets will be decreased by approximately HK\$249,704,000. There will be no effect on the liabilities of the Group for the year ended 2017.

### INFORMATION OF THE VENDOR AND THE COMPANY

The Vendor is a company incorporated with limited liability in Hong Kong and a wholly-owned subsidiary of the Company, whose principal business is investment holding.

The Company is a company incorporated in the Cayman Islands and listed on the Main Board of the Stock Exchange. The Group is principally engaged in the manufacture and sale of packaging materials in the PRC, securities trading and other investing activities, ticketing agency business and money lending business.

### INFORMATION OF YONG TAI

Yong Tai is a public company listed on the Main Market of Bursa Malaysia Securities Berhad. Yong Tai and its subsidiaries are principally engaged in the business of property development.

According to the published financial statements of Yong Tai, the financial results of Yong Tai for the two years ended 30 June 2015 and 2016 are as follows:

	<b>For the year ended 30 June 2015</b>	<b>For the year ended 30 June 2016</b>
	(Audited)	(Audited)
	<i>RM</i>	<i>RM</i>
Turnover	66,462,571	30,168,185
Net profit/(loss) before tax	3,167,443	11,557,786
Net profit/(loss) after tax	1,842,899	9,950,486

The audited consolidated net assets of Yong Tai as at 30 June 2016 was RM87,850,132 (equivalent to approximately HK\$159,887,240).

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## LETTER FROM THE BOARD

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### REASONS FOR THE DISPOSAL MANDATE AND USE OF PROCEEDS FROM THE FURTHER DISPOSAL

The 150,000,000 YTB Shares and 200,000,000 ICPS was originally acquired by the Group at the price of RM0.80 each as a long-term and strategic investment which the Directors believed that it would provide a reasonable strategic investment opportunity for the Company and enable the Group to generate sustainable and attractive returns for the Shareholders.

However, during the period between the March to May 2017, the Group was approached by the purchasers of the 150,000,000 YTB Shares who had provided very attractive offers at the price of RM1.10 for each YTB Share. Therefore, the Board considered that the YTB Shares Disposal provided the Company with a good opportunity to realize its investment in Yong Tai and enhance the cash flow of the Group. As a result, the Group disposed of all the YTB Shares that it subscribed from Yong Tai.

Since the Group no longer holds any YTB Shares (which carry voting rights at the general meetings of Yong Tai), the Board considers that the Group should also dispose of the ICPS (which do not carry any voting rights at the general meetings of Yong Tai, save for a few exceptional circumstances) that the Group has subscribed when opportunities arise.

On 13 June 2017 and 14 June 2017, the Vendor respectively sold 47,133,000 and 12,867,000 ICPS through its securities broker off the Main Market of Bursa Malaysia Securities Berhad at the price of RM0.90 for each ICPS, details of which were disclosed in the Company's announcements dated 13 June 2017, 14 June 2017 and 17 August 2017.

Subsequently, the Company intends to dispose of the remaining 140,000,000 ICPS on open market or through the Vendor's securities broker off the market or a combination of both from time to time in order to realise the Group's investment in Yong Tai. However, a disposal (or series of disposals) of the entire 140,000,000 ICPS, aggregate with the Prior Disposal, constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and requires Shareholders' approval in a general meeting of the Company.

Given the volatility of the stock market, disposing of the ICPS at the best possible price requires prompt actions at the right timing and it is not practicable to seek Shareholders' approval for each disposal of such number of ICPS. Therefore, the Company intends to obtain the Disposal Mandate from the Shareholders in order to enable the Group to dispose of its ICPS in an effective and efficient manner. The Directors are of the view that the Disposal Mandate provides flexibility with the Group during the 12-month period to act promptly, effectively and efficiently to dispose of its ICPS at the appropriate time and at the appropriate prices in order to maximise the return to the Group. As such, the Directors consider that the Disposal Mandate is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The net proceeds from the Further Disposal are intended to be used for general working capital of the Group.

Upon completion of the disposal of all the ICPS, the Group will no longer hold any YTB Share and ICPS.

### **LISTING RULES IMPLICATIONS**

The Disposal Mandate, aggregate with the Prior Disposal, constitutes a major transaction of the Company as one or more of the applicable percentage ratios is 25% but less than 75%, and is therefore subject to the relevant reporting, announcement requirement and Shareholders' approval requirement under Chapter 14 of the Listing Rules.

If the Further Disposal aggregated with the Prior Disposal constitutes a very substantial disposal, the Company will re-comply with all the requirements under Chapter 14 of the Listing Rules.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the grant of the Disposal Mandate. The aforesaid approval shall be obtained by way of a poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Disposal Mandate; therefore, no Shareholder is required to abstain from voting for the resolution to approve the Disposal Mandate at the EGM.

### **EGM AND PROXY**

The EGM will be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Wednesday, 13 September 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the grant of the Disposal Mandate. The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

As no Shareholders have a material interest in the grant of the Disposal Mandate, which is different from that of the other Shareholders, no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.1106hk.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, the instrument appointing the proxy shall be deemed to have revoked.

### RECOMMENDATION

The Directors believe that the grant of the Disposal Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the grant of the Disposal Mandate.

### FURTHER INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

The English text of this circular, the notice of the EGM and the form of proxy for use at the EGM shall prevail over the Chinese text in case of inconsistency.

### WARNING STATEMENT

Shareholders and investors should note that (i) the grant of the Disposal Mandate is subject to Shareholders' approval at the EGM and therefore the Further Disposal may not be proceeded; and (ii) there is no assurance that the Company will proceed with the Further Disposal after the grant of the Disposal Mandate as the Further Disposal is subject to the conditions as set out under the paragraph headed "Manner of the Further Disposal" of the announcement. As such, Shareholders and investors are urged to exercise caution when dealing in the Shares.

Yours faithfully,  
For and on behalf of  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Chairman*

**FINANCIAL INFORMATION OF THE GROUP**

Financial information and management discussion and analysis of the Group for each of the three years ended 31 December 2014, 2015 and 2016 are disclosed in the following documents which have been published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.1106hk.com>).

The audited consolidated financial statements, including the notes thereto, and the management discussion and analysis of the Group for the year ended 31 December 2016 have been set out in pages 68 to 163 and pages 7 to 22 respectively of the annual report 2016 of the Company which are incorporated by reference into this circular and are available on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below quick link to the annual report 2016:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0428/LTN20170428165.pdf>

The audited consolidated financial statements, including the notes thereto, and the management discussion and analysis of the Group for the year ended 31 December 2015 have been set out in pages 33 to 97 and pages 7 to 12 respectively of the annual report 2015 of the Company which are incorporated by reference into this circular and are available on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below quick link to the annual report 2015:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0428/LTN20160428051.pdf>

The audited consolidated financial statements, including the notes thereto, and the management discussion and analysis of the Group for the year ended 31 December 2014 have been set out in pages 28 to 87 and pages 6 to 9 respectively of the annual report 2014 of the Company which are incorporated by reference into this circular and are available on the Stock Exchange's website (<http://www.hkexnews.hk>). Please also see below quick link to the annual report 2014:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0429/LTN20150429247.pdf>

**STATEMENT OF INDEBTEDNESS****Borrowings**

As at the close of business on 30 June 2017, being the latest practicable date for the purpose of determining this indebtedness of the Group prior to the printing of this circular.

As at 30 June 2017, the Group had total bank and other borrowings of approximately HK\$280.5 million which were repayable within one year, in which approximately HK\$200.5 million were secured by certain buildings, lease premiums for land, certain of the trade and other receivables and financial assets at fair value through profit or loss of the Group with an aggregate carrying amount of approximately HK\$238.1 million, while the remaining amount of approximately HK\$80.0 million was unsecured.

As at 30 June 2017, the Group had unutilised bank facilities of approximately HK\$36.1 million.



***Interest-bearing notes***

As at 30 June 2017, the Group had total two outstanding interest-bearing notes of approximately HK\$480.0 million, one of which with principal amount of HK\$280.0 million is interest-bearing at 8% per annum, originally maturing on 21 April 2017. On 21 April 2017 and 21 July 2017, the Group and the only holder of the notes entered into deeds for the amendment of the instrument of the notes (the “Deeds of Amendment”). Pursuant to the Deeds of Amendment, the maturity date of the notes is extended from 21 April 2017 to 21 July 2017 and further extended to 21 April 2018 (“Extended Period”) with interest rate increased to 8.6% per annum for the Extended Period. The notes were secured by an equitable mortgage over the entire issued shares of Great Prospect Enterprise Limited, a wholly-owned subsidiary of the Company. Another interest-bearing note was issued in two tranches on 23 November 2016 and 4 January 2017 respectively, with aggregate principal amount of HK\$200.0 million which was interest-bearing at 10% per annum with a maturity of 1 year. The maturity date of the notes can be extended to 24 months, with the interest rate be increased to 13% per annum for the extended 12 months. The notes were secured by 1,397,000,000 ordinary shares of the Company provided by shareholders of the Company.

***Bonds payable***

As at 30 June 2017, the Company had bonds payable of HK\$10.0 million which carries 6% interest per annum, with maturity date on 4 June 2024.

***Convertible bonds***

As at 30 June 2017, the Company had zero-coupon convertible bonds in the principal amount of HK\$112,000,000 as part of the consideration of acquiring Arch Partners Holdings Limited and its subsidiaries, subject to the fulfillment of profit guarantee requirements. The convertible bonds will mature on 31 March 2018 (i.e. the determination date of the profit guarantee). The convertible bonds are not convertible until the maturity date. As at 30 June 2017, the fair value of the convertible bonds is HK\$112.1million.

***Bills payable***

As at 30 June 2017, the Group had bills payable of approximately HK\$2.5 million, which were secured by bank deposits of approximately HK\$1.2 million.

Save as aforesaid and apart from intra-group liabilities, at the close of business on 30 June 2017, the Group did not have any outstanding mortgages, charges, debentures, loan capital, bank overdrafts, loans or other similar indebtedness, finance leases or hire purchase commitments, liabilities under acceptance (other than under normal trade bills, income tax payable and deferred tax liabilities) or acceptance credits, debt securities (whether issued and outstanding or authorised or otherwise created but unissued), guarantees or other material contingent liabilities.

Save as aforesaid, the Directors confirmed that there had been no material changes to the indebtedness or contingent liabilities of the Group since 30 June 2017 and up to the Latest Practicable Date, except for the revision of the notes payable.

### **WORKING CAPITAL**

The Directors, after due and careful enquiry, are of the opinion that the working capital available to the Group is sufficient for the Group's requirements for at least the next 12 months from the date of publication of this circular after taking into consideration the financial resources available to the Group including the internally generated funds.

### **FINANCIAL AND TRADING PROSPECTS**

Upon Completion of the Further Disposal, it is expected that the business size of the Remaining Group, in particular in terms of revenue and the financial position, will have no adverse impact. The Remaining Group will lock in a one-off disposal gain from the Further Disposal. The Directors are of the view that the remaining business segments of the Remaining Group, namely the manufacturing and sale of packaging products; (b) Securities trading and other investing activities; (c) Ticketing agency business; (d) Scenic spot business; (e) travel agent and tourism consultancy business; (f) Money lending business; and (g) Healthcare business, will remain solid.

Going forward, the Group will aim at (i) enriching the Group's tourism business in Southeast Asian nations; and (ii) diversified investment portfolio of the Group. The Group will look for new opportunities to grow its business.

Regarding the tourism business of the Group, the Company will continue to focus on merger, acquisition or cooperation opportunity in Southeast Asian region for the coming financial year. On 4 May 2017, the Company entered into a memorandum of understanding with Mr. Poon, pursuant to which, the Company intended to acquire part of the issued share capital in Oriental Queen Co., Ltd. The Group believes the proposed acquisition will enhance of the competitiveness of the Group in the tourism industry in Asia, in particular the South East Asia region.

Furthermore, on 6 June 2017, the Company has entered into a non-binding memorandum of understanding with China Northern Investment & Construction Company Limited ("China Northern") in relation to the proposed formation of a joint venture company (the "Proposed Joint Venture") and the Proposed Joint Venture will form a Special Purposed Venture (the "SPV") with a domestic risk & strategic management company and together provide insurance services to Chinese enterprises who have construction and other projects along the "Belt & Road" nations, including accident and labor insurance for employees. The Group believes that the Proposed Joint Venture and SPV can expand and strengthen the Group's presence in Southeast Asia which is beneficial to the future expansion of the tourism business of the Group in the South East Asia region.

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**APPENDIX I FINANCIAL INFORMATION OF THE REMAINING GROUP**

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Regarding the diversify of the investment portfolio of the Group, on 12 July 2017, the Group has entered into a memorandum of understanding with Ms. Yin, pursuant to which the Group intended to acquire the entire issued share capital in Amazing Sunrise Limited and will hold 100% equity interest in Kunming Yihui Times Building (昆明義輝時代大廈) with a fair value of approximately RMB1,000,000,000, which is located in the core business district of Kunming Xishan District. The location of the property is beneficial from “One Belt and One Road”, and the property is capable to generate a stable lease income for the Group once the acquisition materialised.

Save for the Further Disposal, the Company currently has no intention, arrangement, agreement, understanding, negotiation (concluded or otherwise) on any disposal, termination, scaling down of the Company’s existing businesses after the Disposal.

**MATERIAL ADVERSE CHANGE**

As the Latest Practicable Date, the Directors have confirmed that they were not aware of any material adverse change in the financial or trading position of the Remaining Group since 31 December 2016, being the date to which the latest published audited accounts of the Company were made up to.

## 1. 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.

## 2. DISCLOSURE OF INTERESTS

### Interests of Directors and chief Executive

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the share capital and underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Long positions in ordinary shares and underlying shares of the Company:

Name of Director	Capacity	Number of shares held and underlying shares interested	Approximate percentage of the total issued share capital of the Company %
Ms. Li Zhenzhen	Executive Director	35,899,012 ( <i>Note 1</i> )	0.30
Mr. Wang Xin	Executive Director	35,899,012 ( <i>Note 1</i> )	0.30
Mr. Lam Wai Hung	Executive Director	500,000 ( <i>Note 1</i> )	0.004
Mr. Wei Liyi	Executive Director	35,899,012 ( <i>Note 1</i> )	0.30
Ms. Hu Jianping	Non-Executive Director	35,899,012 ( <i>Note 1</i> )	0.30
Mr. Pang Hong	Independent non-executive Director	300,000 ( <i>Note 1</i> )	0.002
Mr. Lee Tao Wai	Independent non-executive Director	100,000 ( <i>Note 1</i> )	0.001
Mr. Lam Hoi Lun	Independent non-executive Director	100,000 ( <i>Note 1</i> )	0.001

*Note 1:* It represents number of share options granted by the Company.

**Interest of Substantial Shareholders**

As at the Latest Practicable Date, so far as is known to the Directors of the Company, the following, not being a Director or the Chief Executive of the Company, have an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO and are recorded in the register kept by the Company under section 336 of SFO:

***Long Positions in the Shares***

<b>Name</b>	<b>Nature of interests</b>	<b>Number of shares</b>	<b>Approximate % of issued share capital</b>
A Plus Capital Management Limited	Interest in controlled corporation	1,882,060,000 (Note 1)	15.86%
Tiger Capital Fund SPC – Tiger Global SP	Beneficial interest	1,858,060,000 (Note 2)	15.66%
Full House Asset Management Company Limited	Investment manager	1,882,060,000 (Note 3)	15.86%
Prosper Talent Limited	Security interest	1,397,000,000 (Note 4)	11.78%
Summer Glitter Limited	Beneficial interest	1,371,000,000	11.56%
Lu Hongying	Interest in controlled corporation	1,400,220,000 (Note 5)	11.80%
Majestic Wealth International Limited	Beneficial interest	697,000,000	5.88%
Ms. Liang Yanzhi	Interest in controlled corporation	697,000,000 (Note 6)	5.88%

(Note 1) A Plus Capital Management Limited indirectly holds 1,858,060,000 Shares through Tiger Capital Fund SPC – Tiger Global SP and another 24,000,000 Shares indirectly.

(Note 2) Tiger Capital Fund SPC – Tiger Global SP is an investment fund wholly owned by A Plus Capital Management Limited.

(Note 3) Full House Asset Management Company Limited is the investment manager of Tiger Capital Fund SPC – Tiger Global SP.

(Note 4) Prosper Talent Limited, a wholly-owned subsidiary of CCBI Investments Limited, has security interest in 1,397,000,000 shares in the Company. CCB International (Holdings) Limited owned the entire issued share capital of CCBI Investments Limited. CCB Financial Holdings Limited owned the entire issued share capital of CCB International (Holdings) Limited and CCB International Group Holdings Limited owned the entire issued share capital of CCB Financial Holdings Limited. China Construction Bank Corporation owned the entire issued share capital of CCB International Group Holdings Limited.

Central Huijin Investment Ltd. held 57.11% of the issued share capital of China Construction Bank Corporation.

Hence, CCBI Investments Limited, CCB International (Holdings) Limited, CCB Financial Holdings Limited, CCB International Group Holdings Limited, China Construction Bank Corporation and Central Huijin Investment Ltd. were deemed to be interested in the said shares.

(Note 5) Ms. Lu Hongying held 100% of the issued share capital of Summer Glitter Limited. Ms. Lu Hongying is therefore deemed under the SFO to be interested in 1,371,000,000 Shares. In addition, Ms. Lu Hongying directly hold 29,220,000 Shares.

(Note 6) Ms. Liang Yanzhi held 100% of the issued share capital of Majestic Wealth International Limited. Ms. Liang Yanzhi is therefore deemed under the SFO to be interested in 697,000,000 Shares.

### **3. COMPETING INTEREST**

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or their respective close associates had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group, or have or may have any other conflicts of interest with the Group.

### **4. DIRECTORS' SERVICE CONTRACTS**

None of the Directors had entered or been proposed to enter into any service contract with the Company or any other member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation) as at the Latest Practicable Date.

## 5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors were materially interested in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group. As at the Latest Practicable Date, save as disclosed in this circular, none of the Directors had any interest, directly or indirectly, in any assets which have been, since 31 December 2016 (being the date to which the latest published audited consolidated accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

## 6. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the date of this circular and are or may be material:

- (i) the letter of intent (the “**Letter of Intent**”) dated 28 August 2015 (as amended by a side letter dated 25 November 2015) entered between the Company and two independent third parties, Honghu Group Limited and Express Focus Group Limited, in relation to a proposed acquisition of 51% equity interest of East Favor Global Investment Limited, which through its indirectly wholly-owned PRC subsidiaries, is principally engaged in the business of manufacturing photovoltaic power generation system, and the construction, operation and management of photovoltaic power plants in the PRC, at a consideration of HK\$130 million. A refundable deposit of HK\$50 million was paid upon signing the Letter of Intent. The Letter of Intent was lapsed on 24 February 2016 and the deposit of HK\$50 million has been refunded to the Company.
- (ii) the letter of intent dated 15 January 2016 entered into between the Company as purchaser and an independent third party as vendor for the acquisition of 95% of the issued share capital of Incola Travel Limited at the consideration not exceeding HK\$5,700,000. A refundable deposit of HK\$500,000 was paid by the Company to the vendor upon signing of the letter of intent.
- (iii) the sale and purchase agreement dated 23 January 2016 entered between the Company’s wholly-owned subsidiary, World Spark Holdings Limited as purchaser and Cherry Square Limited as vendor in relation to the acquisition of 85% of the issued share capital of Master Race Limited at the consideration of HK\$135,000,000. The acquisition was completed on 24 March 2016.

- (iv) the sale and purchase agreement dated 8 April 2016 entered between Jumbo Venus Limited and the Company's wholly-owned subsidiary, Click Smart Limited in relation to the acquisition of 80% of the issued share capital of Golden Truth Enterprises Limited at the consideration of HK\$138,000,000. The acquisition was completed on 12 July 2016.
- (v) the subscription agreement dated 4 February 2016 (as supplemented by two addendums dated 20 July 2016 and 9 September 2016) entered between Yong Tai and the Company's wholly-owned subsidiary, Impression Culture Asia Limited as the subscriber in relation to the subscription of 150,000,000 new ordinary shares of Yong Tai and 200,000,000 ICPS in Yong Tai at the issue price of RM0.80 per subscription share and ICPS respectively. The subscription was completed on 1 December 2016.
- (vi) the placing agreement dated 19 May 2016 (as supplemented by a supplemental placing agreement dated 9 September 2016) entered between the Company and four placing agents, namely Kingston Securities Limited, China Galaxy International Securities (Hong Kong) Co., Limited, Southwest Securities (HK) Brokerage Limited and CLC Securities Limited, in relation to which the Company has conditionally agreed to place through the placing agents, on a best effort basis, up to 6,000,000,000 Shares at the placing price of HK\$0.1 per Share to not fewer than six placees who and whose beneficial owners shall be independent third parties. The placing was completed on 28 October 2016.
- (vii) the sale and purchase agreement dated 5 August 2016 entered between Majestic Wealth International Limited and the Company's wholly-owned subsidiary, Sino Haijing Group Limited in relation to the acquisition of the entire issued share capital of Xian Tai International Limited at the consideration of HK\$83,640,000. The acquisition was completed on 13 September 2016.
- (viii) the letter of intent dated 7 October 2016 entered between the Company and Guilin Guangwei Wenhua Tourism and Culture Industry Co., Ltd., in relation to cooperate and invest in a new tourism project in Lijiang River Landscape Theatre, Yangshuo, Guangxi, China. The letter of intent was lapsed on 7 April 2017.
- (ix) the letter of intent dated 7 October 2016 entered between the Company, Impression Culture International Holdings Limited, in relation to cooperate and invest in a large performance project in Halong City, Vietnam.



- (x) the memorandum of understanding dated 2 November 2016 entered between the Company, Vstar Holdings Limited, Jumbo Keen Limited, Star Wise Pacific Limited and Vantage Frontier Limited in relation to a proposed acquisition of the entire equity interest of Arch Partners Holdings Limited, at a consideration of RMB160,000,000. A refundable deposit of RMB10,000,000 was paid upon signing the memorandum of understanding.
- (xi) the memorandum of understanding dated 11 November 2016 entered between the Company and JAA Capital Limited in relation to the proposed formation of the joint venture by the Company and JAA Capital Limited. The memorandum of understanding was lapsed on 10 January 2017.
- (xii) the note purchase agreement dated 22 November 2016 entered between the Company and Prosper Talent Limited, an indirectly and wholly-owned subsidiary of CCB International (Holdings) Limited in relation to the issue of the first and second tranche secured notes in the principal amount of HK\$80,000,000 and HK\$120,000,000 to Prosper Talent Limited respectively. The issue of the first and second tranche secured notes was completed on 23 November 2016 and 4 January 2017 respectively.
- (xiii) the memorandum of understanding dated 23 November 2016 entered between the Company and Splendid Strram Limited in relation to a proposed acquisition of 49% of the equity interest of Siam Air Transport Co., Ltd., at a consideration of RMB300,000,000. A refundable deposit of RMB30,000,000 was paid upon signing the memorandum of understanding. The memorandum of understanding was lapsed on 20 January 2017 and the deposit of RMB30,000,000 have been settled by entering into two loan agreements, pursuant to which the Company, has agreed to grant to Siam Air Transport Co., Ltd. loans in the aggregate principal amount of not more than HK\$72 million, bearing interest at a rate of 10% per annum for a period of half year.
- (xiv) the sale and purchase agreement dated 14 December 2016 entered between Poon Keng Tat and the Company's wholly-owned subsidiary, Golden Comfort Investment Limited in relation to the acquisition of 95% of the share capital of Incola Travel Limited at the consideration of HK\$4,404,000. The acquisition was completed on 28 February 2017.
- (xv) the sale and purchase agreement dated 29 December 2016 entered between Summer Glitter Limited, the Company and the Company's wholly-owned subsidiary, Autumn Day Investments Limited in relation to the acquisition of the entire share capital of Super Concise Limited at the consideration of HK\$900,000,000. The sale and purchase agreement was lapsed on 30 June 2017.

- (xvi) the memorandum of understanding dated 17 January 2017 entered between the Company, JAA Capital Limited and Jet Asia Airways Co. Ltd in relation to a proposed acquisition of the 49% shareholding interest or 1,225,000 shares of the Jet Asia Airways Co., Ltd and the 75% shareholding interest of a company which is going to be set up by the JAA Capital Limited, at a total consideration of US\$34,000,000. A refundable deposit of US\$2,000,000 was paid upon signing the memorandum of understanding. The memorandum of understanding was lapsed on 18 March 2017 and the deposit of US\$2,000,000 has not yet been refunded to the Company as at the Latest Practicable Date.
- (xvii) the sale and purchase agreement dated 26 January 2017 (as supplemented by a supplemental agreement dated 21 March 2017) entered between, Vstar Holdings Limited, Jumbo Keen Limited, Star Wise Pacific Limited, Vantage Frontier Limited, Xu Dongyu, Zhou Xudong, Guo Jinli, Zhang Tong and the Company's wholly-owned subsidiary, Golden Comfort Investment Limited in relation to the acquisition of the entire share capital of Arch Partners Holdings Limited at the consideration of RMB160,000,000. The acquisition was completed on 21 April 2017.
- (xviii) the sale and purchase agreement dated 10 February 2017 entered between, BD Corporation Pte Ltd ("**BD Corporation**") and the Company, whereby the Group has agreed to acquire 42,000,000 shares of Lorenzo International Limited ("Lorenzo") from BD Corporation, representing approximately 9.6% of the issued share capital of Lorenzo, at a consideration of SGD\$1,260,000. The acquisition was completed on 27 February 2017.
- (xix) the memorandum of understanding dated 4 May 2017 (as supplemented by a supplemental memorandum of understanding dated 3 July 2017) entered between Mr. Poon and the Company in relation to a proposed acquisition of part of the equity interest of Oriental Queen Co., Ltd., at a consideration to be determined in a legally binding formal agreement. A refundable deposit of HK\$5,000,000 was paid upon signing the memorandum of understanding.
- (xx) the sale and purchase agreement dated 27 March 2017 entered between, Lee Ee Hoe, Boo Kuang Loon and the Company's wholly-owned subsidiary, Impression Culture Asia Limited in relation to the disposal of 25,000,000 ordinary shares of Yong Tai at the total consideration of RM27,500,000. The disposal was completed on 27 March 2017.

- (xxi) the deed for the amendment of the instrument of the 8% coupon secured and unlisted notes in an aggregate principal amount of up to HK\$280,000,000 (the “Notes”) dated 21 April 2017 (as amended by a deed for the further amendment of the instrument of the Notes dated 21 July 2017) entered between the only holder of the Notes and Equal Smart Global Limited, an indirectly and wholly-owned subsidiary of the Company, as the issuer, in relation to the conditional extension of the maturity date of the Notes to 21 April 2018.
- (xxii) the sale and purchase agreement dated 27 April 2017 entered between, Chan Swee Ying, MaxWealth Investment Management Limited and the Company’s wholly-owned subsidiary, Impression Culture Asia Limited in relation to the disposal of 18,000,000 ordinary shares of Yong Tai at the total consideration of RM19,800,000. The disposal was completed on 3 May 2017.
- (xxiii) the sale and purchase agreement dated 9 May 2017 entered between, Full Winning Developments Limited and the Company’s wholly-owned subsidiary, Impression Culture Asia Limited in relation to the disposal of 107,000,000 ordinary shares of Yong Tai at the total consideration of RM117,700,000. The disposal was completed on 24 May 2017.
- (xxiv) the placing agreement dated 29 May 2017 entered between the Company and the placing agent, Kingston Securities Limited, in relation to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, up to 1,230,560,000 Shares at the placing price of HK\$0.13 per Share to not fewer than six placees who and whose beneficial owners shall be independent third parties. The placing was completed on 14 June 2017.
- (xxv) the placing agreement dated 5 June 2017 entered between the Company and the placing agent, Chung Sun Securities Limited, in relation to which the Company has conditionally agreed to place through the placing agent, on a best effort basis, the 6% coupon unlisted bonds due 2024 in an aggregate principal amount of up to HK\$10,000,000 to any investor(s) who are not connected persons of the Company. The placing was completed on 5 June 2017.
- (xxvi) the memorandum of understanding dated 6 June 2017 entered between China Northern Investment & Construction Company Limited and the Company in relation to a proposed formation of a joint venture company. The joint venture company will form a special purposed venture with a domestic risk and strategic management company and together provide insurance services to Chinese enterprises who have construction and other projects along the “Belt & Road” nations, including accident and labor insurance for employees.

(xxvii) the memorandum of understanding dated 12 July 2017 entered between Ms. Yin as the vendor and the wholly-owned subsidiary of the Company, Brightest Star Investments Limited in relation to a proposed acquisition of the entire equity interest of Amazing Sunrise Limited, at a consideration of approximately RMB1,000,000,000. After a reorganization, Amazing Sunrise Limited will hold 100% equity interest in Kunming Yihui Times Building with a fair value of approximately RMB1,000,000,000, which is located in the core business district of Kunming Xishan District. A refundable deposit of HK\$40,000,000 was paid upon signing the memorandum of understanding.

## 7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries were engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Remaining Group.

## 8. GENERAL

- (a) The registered office of the Company is situated at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business in Hong Kong of the Company is situated at Unit 2816, 28th Floor China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong.
- (c) The branch share registrar of the Company in Hong Kong is Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The company secretary of the Company is Mr. Tsui Siu Hung Raymond (“**Mr. Tsui**”), who was appointed on 30 December 2015. Mr. Tsui was admitted as a fellow member of the Association of the Chartered Certified Accountants in March 2008 and a fellow member of the HKICPA in June 2010.
- (e) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text thereof.

**9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection during normal business hours on Business Days at the office of the Company at Unit 2816, 28th Floor China Merchants Tower Shun Tak Centre 168-200 Connaught Road Central Hong Kong from the date of this circular up to and including the date of the EGM:

- (a) the memorandum of association and articles of association of the Company;
- (b) the material contracts referred to in the paragraph headed “Material contracts” in this Appendix;
- (c) the annual reports of the Group for the three financial years ended 31 December 2014, 31 December 2015, and 31 December 2016; and
- (d) this circular

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SINO HAIJING HOLDINGS LIMITED

### 中國海景控股有限公司

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

**(Stock Code: 01106)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Sino Haijing Holdings Limited (the “**Company**”) will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Wednesday, 13 September 2017 at 10:00 a.m. for the purpose of considering, and if thought fit, passing the following resolution as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

**“THAT**

- (a) the disposal by Impression Culture Asia Limited, an indirect wholly owned subsidiary of the Company, of up to 140,000,000 irredeemable convertible preference shares of RM0.80 each in Yong Tai Berhad on terms more particularly set out in the Company’s circular dated 25 August 2017 (the “**Circular**”) (a copy of the Circular marked “A” and initialed by the Chairman of the EGM for identification purpose has been tabled at the EGM), within a period of twelve months from the date of passing of this resolution and on such other terms and conditions as may be determined by the directors of the Company (the “**Directors**”) from time to time (provided that such terms and conditions shall not be inconsistent with the terms set out in the Circular) (the “**Further Disposal**”) be and are hereby approved; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/they consider(s) necessary, desirable or expedient in his/their opinion to implement and/or give effect to the Further Disposal.”

By Order of the Board  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Chairman*

Hong Kong, 25 August 2017

*Registered office:*

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

*Head office and principal*

*place of business:*

Unit 2816, 28th Floor  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*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.