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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)**

### **VOLUNTARY ANNOUNCEMENT MEMORANDUM OF UNDERSTANDING WITH CHINA NORTHERN INVESTMENT & CONSTRUCTION COMPANY LIMITED**

This is a voluntary announcement made by Sino Haijing Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) for keeping the shareholders of the Company (the “Shareholders”) and potential investors informed of the latest business development of the Group.

The board of directors (the “Board”) of the Company is pleased to announce that, on 6 June 2017 (after trading hours), the Company entered into a non-binding memorandum of understanding (the “MOU”) with China Northern Investment & Construction Company Limited (“China Northern”) in relation to, among other things, (i) the proposed formation of a joint venture company (the “Proposed Joint Venture”) (ii) the Proposed Joint Venture will form a Special Purposed Venture (the “SPV”) with a domestic risk & strategic management company 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 MOU was intended to record the preliminary mutual understanding between the parties to the MOU and to serve as a platform for further negotiations and no binding agreement in relation to the Proposed Joint Venture has been entered into by the relevant parties.

#### **REASONS FOR THE PROPOSED JOINT VENTURE**

The Group is developing tourism business in Southeast Asian nations. The Board believes that the Proposed Joint Venture and SPV can (i) expand and strengthen the Group’s presence in Southeast Asia; and (ii) enhance the Group’s overall competitiveness to achieve better financial performance and which, the Board considers, would be beneficial and in the interests of the Company and the Shareholders as a whole.

To the best knowledge, information and belief of the directors of the Company (the “Directors”) after having made all reasonable enquiries, China Northern and its ultimate beneficial owners are independent third parties who are not connected persons (as defined under the Rules Governing the Listing of Securities of the Stock Exchange (the “Listing Rules”) of the Company.

**Shareholders and potential investors of the Company should note that the MOU may or may not lead to the entering into of the definitive agreement and transactions contemplated thereunder may or may not be consummated. The Board wishes to emphasize that no binding agreement in relation to the Proposed Joint Venture has been entered into by the Company as at the date of this announcement. The Proposed Joint Venture, if materialized, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement will be made in respect thereof as and when required by the Listing Rule.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 6 June 2017

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