

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sino Haijing Holdings Limited, you should at once had this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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.

---



### 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)**

### **(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES (2) RE-ELECTION OF RETIRING DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING**

---

This circular is despatched together with the 2016 Annual Report of the Company, which contains the directors' report, the auditor's report by Messrs. Mazars CPA Limited and the audited statements of the Company and its subsidiaries for the year ended 31 December 2016.

A notice convening the Annual General Meeting of the Company to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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.

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

28 April 2017

---

## **CORPORATE COMMUNICATIONS**

---

This Circular, in both English and Chinese versions, is available on the Company's website at <http://www.sinohaijing.com> (the "Company Website").

Shareholders who have chosen or have been deemed consented to receive the corporate communications of the Company (the "Corporate Communications") via the Company Website and who for any reason have difficulty in receiving or gaining access to this Circular posted on the Company Website will promptly upon request be sent this Circular in printed form free of charge.

Shareholders may at any time change their choice of the means of receipt (either in printed form or via the Company Website) and/or language(s) (either English only or Chinese only or both languages) of Corporate Communications.

Shareholders may send their request to receive this Circular in printed form, and/or to change their choice of the means of receipt and/or language(s) of Corporate Communications by notice in writing to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by sending an email to the Hong Kong Share Registrar of the Company at [is-ecom@hk.tricorglobal.com](mailto:is-ecom@hk.tricorglobal.com).

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
General mandates to issue and repurchase Shares .....	4
Re-election of Directors .....	5
Annual General Meeting .....	5
Recommendation .....	6
Other information .....	6
 <b>Appendix I – Explanatory statement</b> .....	 7
 <b>Appendix II – Biographical details of Directors to be                   re-elected at the Annual General Meeting</b> .....	  10
 <b>Notice of Annual General Meeting</b> .....	 17

---

## DEFINITIONS

---

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

“2016 Annual Report”	annual report of the Company for the year ended 31 December 2016
“2016 AGM”	the annual general meeting of the Company held on 30 May 2016
“2016 SGM”	the special general meeting of the Company held on 21 November 2016
“Annual General Meeting”	the annual general meeting of the Company to be held at 6 June 2017
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“close associates”	has the meanings ascribed to it under the Listing Rules
“Code”	the Hong Kong Code on Takeovers and Mergers
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands as amended, supplemented or modified from time to time
“Company”	Sino Haijing Holdings Limited, a company incorporated in the Cayman Islands and the Shares of which are listed on the Stock Exchange
“core connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares at the Annual General Meeting
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular

---

## DEFINITIONS

---

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.0125 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the People’s Republic of China

---

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: 01106)**

*Executive Directors:*

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

*Registered office:*

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

*Non-executive Director:*

Ms. Hu Jianping

*Head office and principal*

*place of business:*

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

*Independent non-executive Directors:*

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

28 April 2017

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND (3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the relevant information regarding (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) to give you notice of the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the 2016 AGM, general mandates were granted to the Directors authorising them, among other matters, (a) to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares; (b) to repurchase Shares not exceeding 10% of the total number of issued Shares; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates would expire at the earlier of (i) the conclusion of the Annual General Meeting; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors.

As set out in the Company's announcement dated 5 August 2016 relating to the acquisition of Xian Tai International Limited, consideration of the acquisition would be satisfied by issue of 697,000,000 Shares upon completion of the acquisition. In addition, 20,000,000 remuneration Shares would be allotted and issued by the Company to certain professional parties of the Company. An aggregate of 717,000,000 Shares were issued on 21 September 2016.

At the 2016 SGM, general mandate was granted to the Directors authorising them, among other matters, to exercise the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at date of the 2016 SGM. Under the refreshed general mandate approved at the 2016 SGM, the Company was authorised to issue up to 2,070,560,050 Shares.

As set out in the Company's announcements dated 26 January 2017, 21 March 2017 and 21 April 2017 relating to acquisition of Arch Partners Holdings Limited (the "Acquisition"), a maximum of 840,000,000 Shares (including issue of 280,000,000 Shares and 560,000,000 conversion Shares upon conversion of the convertible bonds subject to profit guarantee under the Acquisition) will be issued. 280,000,000 Shares were issued on 21 April 2017.

No Shares were repurchased by the Company since the 2016 AGM and up to the Latest Practicable Date. The general mandates which have not been utilised will lapse at the conclusion of the Annual General Meeting.

Accordingly, ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors general mandates authorising them, among other matters, (a) to exercise the power of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of the passing of such resolution; (b) to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the passing of such resolution and (c) subject to the passing of the proposed ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the Annual General Meeting, to extend the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, there were 10,632,800,252 Shares in issue. Subject to the passing of the ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate at the Annual General Meeting and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed to issue up to a maximum of 2,126,560,050 Shares under the Issue Mandate (assuming the Repurchase Mandate has not been utilised) and to repurchase up to a maximum of 1,063,280,025 Shares under the Repurchase Mandate.

The Directors have no present intention to exercise the Issue Mandate to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be proposed by the Company.

An explanatory statement providing all the information required under the Listing Rules regarding the Repurchase Mandate is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 86(3) of the Articles of Association, (i) Mr. Cheng Chi Kin who was appointed as executive Director; and (ii) Mr. Lam Hoi Lun, Mr. Lee Tao Wai and Mr. Li Yang who were appointed as an independent non-executive Directors will hold office until the forthcoming annual general meeting and will be eligible for re-election.

In accordance with Article 87 of the Articles of Association, Mr. Lam Wai Hung, Ms. Hu Jianping and Mr. Pang Hong will retire by rotation and being eligible, offer themselves for re-election at the Annual General Meeting.

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

### **ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m. is set out on pages 17 to 21 of this circular.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you are able to attend the Annual General Meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish and in such event, the proxy shall be deemed to be revoked.

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 resolution relates purely to a procedural or administrative matter which may be voted on by a show of hands) and accordingly, all resolutions proposed at the Annual General Meeting will be taken by poll. To the best of the Directors' knowledge, information and belief, no Shareholder is required to abstain from voting on the ordinary resolutions to be proposed at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

### RECOMMENDATION

The Board is of the opinion that the proposed Issue Mandate, Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders, and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### OTHER INFORMATION

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

Yours faithfully,  
By Order of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
**Li Zhenzhen**  
*Chairman*

*This explanatory statement relates to the resolution proposed to be passed at the Annual General Meeting authorising the grant of the Repurchase Mandate. It contains all the information required by Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against such ordinary resolution.*

## **1. SHARE CAPITAL**

The resolution proposed to be passed at the Annual General Meeting relates to the grant of a general mandate to the Directors to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, up to a maximum of 10% of the issued share capital of the Company at the date of passing of such resolution.

As at the Latest Practicable Date, the Company had an aggregate of 10,632,800,252 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Existing Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase up to 1,063,280,025 Shares being 10% of the total number of Shares in issue as at the Latest Practicable Date.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law, out of capital and, in the case of any premium payable on repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital.

#### 4. FINANCIAL EFFECT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2016 Annual Report) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
April	0.164	0.139
May	0.157	0.127
June	0.150	0.111
July	0.157	0.111
August	0.139	0.110
September	0.145	0.115
October	0.195	0.115
November	0.238	0.175
December	0.214	0.174
<b>2017</b>		
January	0.203	0.172
February	0.198	0.171
March	0.179	0.163
April (up to Latest Practicable Date)	0.178	0.155

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**7. THE CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer under Rules 26 of the Code.

As at the Latest Practicable Date, A Plus Capital Management Limited ("A Plus") (together with Tiger Capital Fund SPC - Tiger Global SP held by A Plus) was interested in 1,371,780,000 Shares, representing approximately 12.90% of the issued share capital of the Company. Save as aforesaid, no other Shareholder held more than 10% of the issued share capital of the Company as at the Latest Practicable Date. In the event of the Repurchase Mandate is exercised in full, then (if the present shareholdings otherwise remained the same) the interest of A Plus would be increased to approximately 14.33% of the issued share capital of the Company. Such increase of shareholding of A Plus will not give rise to an obligation to make a mandatory offer under Rule 26 of the Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the Company failing to comply with the public float requirements under Rule 8.08 of the Listing Rules.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company during the previous six months immediately preceding and up to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

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

**EXECUTIVE DIRECTORS****Mr. Lam Wai Hung**

**Mr. Lam Wai Hung**, aged 37, holds a Bachelor of Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange, and was responsible for works related to financial management, corporate finance, merger and acquisition, investor relationship and corporate governance. Mr. Lam is a former executive director of TUS International Limited (Stock Code: 872), a company listed on the main board of the Stock Exchange from 2 September 2014 to 15 July 2016. Mr. Lam was also a former company secretary and authorized representative of GET Holdings Limited (Stock Code: 8100), a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange from 31 May 2011 to 1 August 2013. He was appointed as executive Director on 19 March 2015.

Mr. Lam has entered into a service agreement with the Company for a term of 1 year commencing on 19 March 2017. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lam is entitled to an annual director’s remuneration of HK\$180,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 500,000 share options of the Company held by Mr. Lam, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

**Mr. Cheng Chi Kin**

**Mr. Cheng Chi Kin**, aged 48, obtained a Degree in Business Studies from University of Glamorgan in 1992 and a Master Degree in Business Administration from Cardiff Business School in 1993. He is currently a chief executive officer of A Plus Capital Management Limited, a capital management company and a substantial Shareholder. Mr. Cheng has been a non-executive director of IRC Limited, a company listed on the main board of the Stock Exchange (stock code: 1029), since 3 February 2017. Mr. Cheng is a fellow member of Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a fellow member of the Association of International Accountants. He is also a Chartered Marketer of Chartered Institute of Marketing and a member of Institute of Management Accountants. Mr. Cheng has over 25 years of experience in corporate finance, accountancy and investment banking with investment experience in real estates, infrastructure and natural resources industries. He was appointed as executive Director on 15 February 2017.

There is no service agreement between Mr. Cheng and the Company. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with relevant provisions of the Articles of Association. Mr. Cheng is entitled to an annual director’s remuneration of HK\$600,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Cheng does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Cheng does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cheng did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Cheng and there are no other matters relating to the re-election of Mr. Cheng that would need to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTOR****Ms. Hu Jianping**

**Ms. Hu Jianping**, aged 36, graduated from Guangxi Normal University with a degree in tourist management. She is currently the vice general manager of Guilin Guangwei Wenhua Travel Cultural Industry Company Limited (桂林廣維文華旅游文化產業有限公司). She possesses management experience in various industries like real estate, finance, cultural performance etc. for more than 10 years. She also has abundant corporate management, operational working experience, and management experience on cultural performance industry. She was appointed as executive Director on 30 December 2015 and re-designated from an executive Director to a non-executive Director with effective from 1 December 2016.

Ms. Hu has entered into a service agreement with the Company for a term of 2 years commencing from 1 December 2016. She is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Ms. Hu is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to her duties within the Company.

Save as disclosed above, Ms. Hu does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Ms. Hu does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 35,899,012 share options of the Company held by Ms. Hu, Ms. Hu did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Ms. Hu and there are no other matters relating to the re-election of Ms. Hu that would need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Pang Hong**

**Mr. Pang Hong**, aged 63, had worked for various enterprises and government departments in China for over 20 years. He has substantial knowledge of the investment environment in China and has extensive experience in the management of Chinese companies. He is currently an independent non-executive director of SMI Holdings Group Limited (Stock Code: 198), a company listed on the main board of the Stock Exchange. Mr. Pang was also a former executive director of PacMOS Technologies Holdings Limited (Stock Code: 1010) and a former independent non-executive director of Dragonite International Limited (Stock Code: 329), the shares of which are listed on the main board of the Stock Exchange. He was appointed as independent non-executive Director on 14 April 2015.

Mr. Pang has entered into a service agreement with the Company for a term of 1 year commencing on 14 April 2017. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Pang is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Pang does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Pang does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 300,000 share options of the Company held by Mr. Pang, Mr. Pang did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Pang and there are no other matters relating to the re-election of Mr. Pang that would need to be brought to the attention of the Shareholders.

**Mr. Lam Hoi Lun**

**Mr. Lam Hoi Lun**, aged 40, has over 15 years of experience in auditing, accounting and corporate field. He holds a Bachelor Degree in Business Administration in Accountancy from The Hong Kong Polytechnic University and was admitted as a fellow member of the Association of the Chartered Certified Accountants in March 2010 and a fellow member of HKICPA in October 2013. Currently, Mr. Lam is one of the partners of a registered firm of certified public accountants (practising) in Hong Kong and the company secretary of the China E-Learning Group Limited, a company listed on the GEM of the Stock Exchange (stock code: 8055). He was appointed as independent non-executive Director on 13 July 2016.

Mr. Lam has entered into a service agreement with the Company for a term of 1 year commencing on 13 July 2016. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lam is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lam does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 100,000 share options of the Company held by Mr. Lam, Mr. Lam did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lam and there are no other matters relating to the re-election of Mr. Lam that would need to be brought to the attention of the Shareholders.

**Mr. Lee Tao Wai**

**Mr. Lee Tao Wai**, aged 38, is a member of HKICPA and has over 15 years of experience in auditing, accounting and corporate field. Mr. Lee holds a Bachelor Degree in Business Administration in Professional Accountancy from The Chinese University of Hong Kong, a Master Degree in Investment Management from The Hong Kong University of Science and Technology and a Master Degree in International Economic Law from The Chinese University of Hong Kong. Mr. Lee worked in an international accounting firm and a listed company in Hong Kong as senior executive. He was an independent non-executive director of Seamless Green China (Holdings) Limited, a company listed on GEM of the Stock Exchange (stock code: 8150), from October 2009 to February 2012. Currently, he is the company secretary of King Stone Energy Group Limited, a company listed on the Stock Exchange (stock code: 663). He was appointed as independent non-executive Director on 13 July 2016.

Mr. Lee has entered into a service agreement with the Company for a term of 1 year commencing on 13 July 2016. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Lee is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Lee does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Lee does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, save as 100,000 share options of the Company held by Mr. Lee, Mr. Lee did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Lee and there are no other matters relating to the re-election of Mr. Lee that would need to be brought to the attention of the Shareholders.

**Mr. Li Yang**

**Mr. Li Yang**, aged 45, obtained a junior college degree of Electronic Engineering from Shenzhen University. He completed an EMBA programme and obtained his EMBA from Shenzhen College of Economics and Management. Mr. Li also completed a master degree programme of the Graduate School of Chinese Academy of Social Sciences, majoring in World Economics. Mr. Li has approximately 20 years of extensive experience in investment activities and business management. Mr. Li has been a director of Brand Marvel Worldwide Consumer Products Corporation (TSXV symbol: BMW), a Canadian publicly traded company on the TSX Venture Exchange since December 2010. He is currently also assuming senior executive positions in several capital investment or management companies. He was appointed as independent non-executive Director on 15 February 2017.

There is no service agreement between Mr. Li and the Company. He is subject to rotation and re-election at the annual general meetings of the Company in accordance with the relevant provisions of the Articles of Association. Mr. Li is entitled to an annual director's remuneration of HK\$120,000, which is determined by the Board with reference to his duties within the Company.

Save as disclosed above, Mr. Li does not hold any other position in the Company or its subsidiaries and does not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Li does not have any other relationships with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Li did not have, or was not deemed to have, any interests or short positions in the Shares or underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO).

Saved as disclosed above, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h)-(v) of the Listing Rules in respect of Mr. Li and there are no other matters relating to the re-election of Mr. Li that would need to be brought to the attention of the Shareholders.

---

## NOTICE OF ANNUAL 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** the annual general meeting (the “Annual General Meeting”) of the shareholders of Sino Haijing Holdings Limited (the “Company”) will be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Tuesday, 6 June 2017 at 10:00 a.m., for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. to consider and adopt the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2016;
2.
  - (A) To re-elect Mr. Lam Wai Hung as an executive director of the Company;
  - (B) To re-elect Mr. Cheng Chi Kin as an executive director of the Company;
  - (C) To re-elect Ms. Hu Jianping as a non-executive director of the Company;
  - (D) To re-elect Mr. Pang Hong as an independent non-executive director of the Company;
  - (E) To re-elect Mr. Lam Hoi Lun as an independent non-executive director of the Company;
  - (F) To re-elect Mr. Lee Tao Wai as an independent non-executive director of the Company;
  - (G) To re-elect Mr. Li Yang as an independent non-executive director of the Company;
  - (H) To authorise the board of directors to fix the remuneration of the directors of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

3. to re-appoint Messrs. Mazars CPA Limited as auditor of the Company and to authorise the board of directors to fix the auditor's remuneration;
4. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

5. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. as special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon ordinary resolutions numbered 4 and 5 set out above becoming unconditional and effective, the total number of shares of the Company which are purchased by the Company pursuant to the authority granted to the Directors of the Company in accordance with the said resolution numbered 5 shall be added to the total number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors of the Company pursuant to and in accordance with ordinary resolution numbered 4 set out above.”

By Order of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
**Li Zhenzhen**  
*Chairman*

Hong Kong, 28 April 2017

*Head Office and Principal place  
of business in Hong Kong:*  
Unit 2816, 28th Floor  
China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or, if he is the holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. Proxy forms together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. The register of members of the Company will be closed from Thursday, 1 June 2017 to Tuesday, 6 June 2017, both days inclusive, during which period no transfer of the shares of the Company can be registered. Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 31 May 2017.