

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 or registered institution 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 (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Sino Haijing Holdings Limited

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1106)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 3 June 2016 at 10:00 a.m. is set out on pages 5 to 6 of this circular. If you are unable to attend the EGM, you should 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, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM 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 EGM 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.

19 May 2016

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Sino Haijing Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Friday, 3 June 2016 at 10:00 a.m.
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	proposed increase in the authorised share capital of the Company from HK\$100,000,000 divided into 8,000,000,000 Shares of HK\$0.0125 each to HK\$375,000,000 divided into 30,000,000,000 Shares of HK\$0.0125 each by the creation of 22,000,000,000 new Shares
“Latest Practicable Date”	19 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.0125 each in the 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

LETTER FROM THE BOARD



Sino Haijing Holdings Limited

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1106)

Executive Directors:

Ms. Li Zhenzhen
Ms. Hu Jianping
Mr. Lam Chi Keung
Mr. Lam Wai Hung
Ms. Szeto Wai Ling, Virginia
Mr. Wang Xin

Registered office:

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

Non-executive Director:

Mr. Wei Liyi

Head office and principal

place of business:
Suite 3701-10, 37th Floor
Jardine House
1 Connaught Place
Central, Hong Kong

Independent non-executive Directors:

Mr. Foo Tin Chung Victor
Mr. Lee Siu Woo
Mr. Pang Hong

19 May 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of the Increase in Authorised Share Capital and a notice of EGM for the purpose of approving the Increase in Authorised Share Capital.

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

The Company had an authorised share capital of HK\$100,000,000 divided into 8,000,000,000 Shares, of which 3,589,901,240 Shares were in issue and fully paid or credited as fully paid as at the Latest Practicable Date. The Board proposes to increase the authorised share capital of the Company from HK\$100,000,000 divided into 8,000,000,000 Shares of HK\$0.0125 each to HK\$375,000,000 divided into 30,000,000,000 Shares of HK\$0.0125 each by the creation of 22,000,000,000 new Shares.

Reasons for the Increase in Authorised Share Capital

In order to accommodate any possible issues of Shares which may provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future, as and when necessary, the Board proposes the Increase in Authorised Share Capital.

Condition of the Increase in Authorised Share Capital

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

EGM

A notice of convening the EGM to be held at Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Friday, 3 June 2016 at 10:00 a.m. is set out on page 5 to 6 of this circular.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders had a material interest in the Increase in Authorised Share Capital as at the Latest Practicable Date and as such, none of the Shareholders will be required to abstain from voting at the EGM in respect of the resolution relating to the Increase in Authorised Share Capital.

A form of proxy for use at the EGM is enclosed with this circular. If you are unable to attend and vote at such meeting, you should complete and return the enclosed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution approving the Increase in Authorised Share Capital as set out in the notice of the EGM.

LETTER FROM THE BOARD

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.

By order of the Board
Sino Haijing Holdings Limited
Li Zhenzhen
Chairman

NOTICE OF EGM



Sino Haijing Holdings Limited

中國海景控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1106)

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 Friday, 3 June 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

the authorised share capital of the Company be increased from HK\$100,000,000 divided into 8,000,000,000 ordinary shares of HK\$0.0125 each (“Shares”) to HK\$375,000,000 divided into 30,000,000,000 Shares by the creation of an additional 22,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”); and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By order of the Board
Sino Haijing Holdings Limited
Li Zhenzhen
Chairman

Hong Kong, 19 May 2016

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal
place of business:*
Suite 3701-10, 37th Floor
Jardine House
1 Connaught Place
Central, Hong Kong

NOTICE OF EGM

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.