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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 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 hand this circular, together with the accompanying 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.

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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: 8065)

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the Extraordinary General Meeting of Sino Haijing Holdings Limited to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 8 November 2010 at 11:00 a.m. is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 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 the holding of the Extraordinary 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 Extraordinary General Meeting or any adjourned meeting (as the case may be) should you so wish and, in such event, the form of 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of posting and on the website of the Company at [www.sinohaijing.com](http://www.sinohaijing.com).*

20 October 2010

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## CHARACTERISTICS OF GEM

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### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

*This Circular, in both English and Chinese versions, is available on the Company’s website at [www.sinohaijing.com](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 the 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 Hong Kong Share Registrar of the Company, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, 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).*

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## DEFINITIONS

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

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|----------------------|---|
| “Board”              | the board of Directors  |
| “Change of Auditors” | the resignation of CCIF CPA Limited as auditors of the Group and the proposed appointment of Mazars CPA Limited as auditors of the Group following the resignation of CCIF CPA Limited upon the approval of the Shareholders by an ordinary resolution at the EGM and to hold office until the conclusion of the next annual general meeting of the Company |
| “Company”            | SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM   |
| “Director(s)”        | the director(s) of the Company  |
| “EGM”                | the extraordinary general meeting of the Company to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 8 November 2010 at 11:00 a.m. or any adjournment thereof  |
| “GEM”                | the Growth Enterprise Market of the Stock Exchange  |
| “GEM Listing Rules”  | the Rules Governing the Listing of Securities on GEM  |
| “Group”              | the Company and its subsidiaries;   |
| “Hong Kong”          | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “Share(s)”           | the ordinary share(s) of nominal value of HK\$0.05 each in the share capital of the Company   |
| “Shareholder(s)”     | holder(s) of the Share(s)   |

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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: 8065)

*Executive Directors:*

Mr. Chao Pang Fei (*Chairman*)

Mr. Wang Yi

Ms. Hui Hongyan

Mr. Deng Chuangping

*Non-Executive Director:*

Mr. Lan Yu Ping

*Independent Non-Executive Directors:*

Mr. Ho Ka Wing

Mr. Cheng Yun Ming, Matthew

Mr. Sin Ka Man

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

KY1-1111

Grand Cayman

Cayman Islands

*Head Office and Principal*

*Place of Business in Hong Kong:*

Room 2412

24/F., Wing On Centre

111 Connaught Road Central

Hong Kong

20 October 2010

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED CHANGE OF AUDITORS**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 14 October 2010 in relation to the proposed Change of Auditors. The purpose of this circular is to provide you with information regarding (i) the details of proposed Change of Auditors; and (ii) the notice of EGM.

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## **LETTER FROM THE BOARD**

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### **PROPOSED CHANGE OF AUDITORS**

The Board announced that CCIF CPA Limited has resigned as the auditors of the Group with effect from 14 October 2010. The Board proposed to appoint Mazars CPA Limited as the new auditors of the Group to fill the casual vacancy following the resignation of CCIF CPA Limited and hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the articles of association of the Company, the appointment of Mazars CPA Limited is subject to the approval by the Shareholders of the Company at the EGM.

### **REASON FOR THE PROPOSED CHANGE OF AUDITORS**

The reason for the change of the Group's auditors is due to the fact that the Company could not reach consensus with CCIF CPA Limited on the audit fee for the year ending 31 December 2010 and a lower audit fee chargeable by Mazars CPA Limited which the Board considers it be in the interest of the Shareholders as a whole.

CCIF CPA Limited has confirmed that there were no matters that needed to be brought to the attention of the Shareholders. Moreover, the Board was not aware of any matters, including any disagreement or any unresolved issues between the Group and CCIF CPA Limited that should be brought to the attention of the Shareholders and creditors of the Group in relation to the resignation of CCIF CPA Limited. No audit work has been commenced by CCIF CPA Limited in respect of the audit of the Group's financial statement for the year ending 31 December 2010.

### **EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 8 November 2010 at 11:00 a.m. is set out on pages 5 to 6 of this circular. An ordinary resolution will be proposed at the EGM to approve the resolution in relation to the appointment of Mazars CPA Limited as the new auditors of the Group.

A form of proxy for use at the EGM is despatched with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 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 of 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 form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the EGM. An announcement on the poll vote results will be published by the Company after the EGM on the GEM website at [www.hkgem.com](http://www.hkgem.com) and the website of the Company at [www.sinohaijing.com](http://www.sinohaijing.com).

### RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### RECOMMENDATION

The Board is of the opinion that the proposed Change of Auditors is in the best interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the ordinary resolution approving the proposed Change of Auditors at the EGM.

Yours faithfully,  
For and on behalf of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
中國海景控股有限公司  
**CHAO Pang Fei**  
*Chairman*

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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: 8065)

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “EGM”) of the shareholders of SINO HAIJING HOLDINGS LIMITED 中國海景控股有限公司 (the “Company”) will be held at Room 2412, 24/F., Wing On Centre, 111 Connaught Road Central, Hong Kong on Monday, 8 November 2010 at 11:00 a.m., for the following purposes:

#### **ORDINARY RESOLUTION**

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

“**THAT** Mazars CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of CCIF CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and are hereby authorised to fix the remuneration of the appointed auditors.”

For and on behalf of the Board  
**SINO HAIJING HOLDINGS LIMITED**  
中國海景控股有限公司  
**CHAO Pang Fei**  
*Chairman*

Hong Kong, 20 October 2010

*Registered Office:*

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

*Head Office and Principal Place  
of Business in Hong Kong:*

Room 2412  
24/F., Wing On Centre  
111 Connaught Road Central  
Hong Kong

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with the circular containing 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 a proxy or if holding two or more shares, more than one proxy 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 notarially certified copy of that power of attorney or authority must be deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of 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.