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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)*

### **COMPLETION OF PLACING OF UNLISTED WARRANTS UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions precedent of the Placing Agreement have been fulfilled and the Placing was completed on 21 July 2011, and 192,000,000 Warrants were issued to not less than six Placees pursuant to the terms of the Placing Agreement.

Reference is made to the announcement of Sino Haijing Holdings Limited (the “**Company**”) dated 8 July 2011 in relation to the proposed placing of unlisted warrants under general mandate (the “**Announcement**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

#### **COMPLETION OF PLACING**

The Board is pleased to announce that the conditions precedent of the Placing Agreement have been fulfilled and the Placing was completed on 21 July 2011, and 192,000,000 Warrants were issued to not less than six Placees pursuant to the terms of the Placing Agreement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees and their ultimate beneficial owners are independent of, not connected with, and not acting in concert with the Company or any director(s), chief executive(s) or substantial shareholder(s) of the Company or any of its subsidiaries or their respective associates.

#### **EFFECT ON SHAREHOLDING**

Upon exercise in full of the subscription rights attaching to the Warrants at the initial Subscription Price of HK\$0.35, a maximum of 192,000,000 Warrant Shares will be issued

and allotted, representing approximately 15.87% of the existing issued share capital of the Company as at the date of this announcement and approximately 13.70% of the issued share capital of the Company as enlarged by the issue and allotment of the Warrant Shares.

As at the date of this announcement, the Company has 1,209,680,620 Shares in issue. For illustration purpose only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the full exercise of the subscription rights attaching to the Warrants (assuming that there will be no further changes in the issued share capital of the Company prior to such exercise and no adjustment to the Subscription Price) are as follows:

Shareholders	As at the date of this announcement		Assuming exercise in full of the subscription rights attaching to the Warrants at the initial Subscription Price	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Haijing Holdings Limited (Note 1)	690,396,020	57.07	690,396,020	49.25
<b>Directors</b>				
Mr. Chao Pang Fei (Note 1)	36,120,000	2.99	36,120,000	2.58
Mr. Deng Chuangping	840,000	0.07	840,000	0.06
<b>Public</b>				
Holders of Warrants (Note 2)	-	-	192,000,000	13.70
Other public Shareholders				
	482,324,600	39.87	482,324,600	34.41
<b>Total</b>	<b>1,209,680,620</b>	<b>100.00</b>	<b>1,401,680,620</b>	<b>100.00</b>

Notes:

- As the date of this announcement, the entire issued share capital of Haijing Holdings Limited is legally and beneficially owned by Mr. Chao Pang Fei ("Mr. Chao"). Mr. Chao, the Chairman and an executive Director, was therefore deemed to have an interest in the Shares in which Haijing Holdings Limited is interested. In addition, Mr. Chao personally holds 36,120,000 Shares
- Assuming none of the holders of the Warrant will become a substantial shareholder of the Company.

By Order of the Board  
Sino Haijing Holdings Limited  
**Chao Pang Fei**  
Chairman

Hong Kong, 21 July 2011

As at the date of this announcement, the Board comprises Mr. Chao Pang Fei (executive Director), Mr. Wang Yi (executive Director), Ms. Hui Hongyan (executive Director), Mr. Deng Chuangping (executive Director), Mr. Lan Yu Ping (non-executive Director), Mr. Ho Ka Wing (independent non-executive Director), Mr. Sin Ka Man (independent non-executive Director) and Ms. Chen Hongfang (independent non-executive Director).

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