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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 16 May 2013, and 210,000,000 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 24 April 2013 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 16 May 2013, and 210,000,000 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\$0.26, a maximum of 210,000,000 Warrant Shares will be issued

and allotted, representing approximately 16.85% of the existing issued share capital of the Company as at the date of this announcement and approximately 14.42% 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 1,246,300,620 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		Immediately after Completion (assuming exercise in full of the subscription rights attaching the Warrants at the initial Subscription Price)	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Haijing Holdings Limited (Note 1)	690,396,020	55.40	690,396,020	47.41
<b>Directors</b>				
Mr. Chao Pang Fei	39,670,000	3.18	39,670,000	2.72
Mr. Wang Yi	3,550,000	0.28	3,550,000	0.24
Ms. Hui Hongyan	4,672,000	0.37	4,672,000	0.32
<b>Public</b>				
Warrantholders (Note 2)	-	-	210,000,000	14.42
Other public Shareholders	508,012,600	40.77	508,012,600	34.89
<b>Total</b>	<b>1,246,300,620</b>	<b>100.00</b>	<b>1,456,300,620</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, is therefore deemed to have an interest in the Shares in which Haijing Holdings Limited is interested. In addition, Mr. Chao personally holds 39,670,000 Shares as at the date of this announcement.
- Assuming none of the holders of the Warrant will become a substantial Shareholder.

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

Hong Kong, 16 May 2013

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. 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).

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