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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)**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**AND**

**CHANGE OF COMPOSITION OF COMMITTEES OF  
THE BOARD OF DIRECTORS**

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that **Mr. Hong** has been appointed as an independent non-executive Director with effect from 5 February 2015.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that **Mr. Li** has resigned as an independent non-executive Director with effect from 5 February 2015.

**CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

Following the resignation of Mr. Li and the appointment of Mr. Hong as mentioned above, with effect from 5 February 2015:

- (1) Mr. Li has resigned and Mr. Hong has been appointed as a member of the Audit Committee;
- (2) Mr. Li has resigned and Mr. Hong has been appointed as a member of the Nomination Committee; and

(3) Mr. Li has resigned and Mr. Hong has been appointed as a member of the Remuneration Committee.
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## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Haijing Holdings Limited (the “**Company**”) is pleased to announce that **Mr. Hong Jianhua** (洪劍華) has been appointed as an independent executive Director with effect from 5 February 2015.

Mr. Hong Jianhua (“**Mr. Hong**”), aged 36, graduated from Henan College of Finance & Taxation\* (河南省財政稅務高等專科學校) in 2000 majoring in Finance and has been a practicing certified PRC accountant since 2006. He had attended the training course for senior management of listed companies organized by the Shenzhen Stock Exchange in November 2011. From March 2004 to January 2006, Mr. Hong was the project manager for Henan Xinshidai Accounting Firm Company Limited\* (河南新時代會計師事務所有限公司). From March 2006 to February 2007, he had been the audit manager for Shenzhen Jinniu Taxation Firm\* (深圳金牛稅務師事務所). Since March 2007, he has been a partner of Shenzhen Yida Accounting Firm Company Limited\* (深圳市義達會計師事務所有限公司).

Mr. Hong did not hold any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years preceding the date of this announcement.

Mr. Hong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Hong will enter into a director’s service agreement with the Company for a term of 1 year commencing on 5 February 2015 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s remuneration of Mr. Hong is HK\$96,000 per annum and Mr. Hong will also be entitled to discretionary bonus payment subject to approval of the Board (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his responsibilities, experience and market benchmarks by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its warmest welcome to Mr. Hong.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board announces that Mr. Li Zhiyong (“**Mr. Li**”) has resigned as an independent non-executive Director due to other career pursuit which requires more of his attention with effect from 5 February 2015.

Mr. Li has confirmed that he has no claim against the Company in respect of his resignation; he has no disagreement with the Board; and there is no other matter in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Li for his contributions towards the Company during his tenure of office.

## **CHANGE OF COMPOSITION OF COMMITTEES OF THE BOARD**

Following the resignation of Mr. Li and the appointment of Mr. Hong as mentioned above, with effect from 5 February 2015:

- (1) Mr. Li has resigned and Mr. Hong has been appointed as a member of the Audit Committee;
- (2) Mr. Li has resigned and Mr. Hong has been appointed as a member of the Nomination Committee; and
- (3) Mr. Li has resigned and Mr. Hong has been appointed as members of the Remuneration Committee.

Upon the above changes:

- (1) the Audit Committee comprises three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man and Mr. Hong, of whom Mr. Ho Ka Wing is the chairman;
- (2) the Nomination Committee comprises three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man and Mr. Hong, and two executive Directors, Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Chao Pang Fei is the chairman; and
- (3) the Remuneration Committee comprises three independent non-executive Directors, namely Mr. Ho Ka Wing, Mr. Sin Ka Man and Mr. Hong, and two executive Directors, Mr. Chao Pang Fei and Ms. Hui Hongyan, of whom Mr. Ho Ka Wing is the chairman.

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

Hong Kong, 5 February 2015

*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. Ho Ka Wing (independent non-executive Director), Mr. Sin Ka Man (independent non-executive Director) and Mr. Hong Jianhua (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>.*

*\*for identification purpose only*