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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)

MEMORANDUM OF UNDERSTANDING IN RELATION TO A POSSIBLE ACQUISITION

This announcement is made by Sino Haijing Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

MEMORANDUM OF UNDERSTANDING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that after trading hours of the Stock Exchange on 6 December 2017, the Company entered into a memorandum of understanding (the “**MOU**”) with Mr. Var Chouda (the “**Vendor**”). Pursuant to the MOU, the Company intends to acquire, and the Vendor intends to dispose 80% issued share capital in Sou Ching Port Investment Co., Ltd. (the “**Target Company**”) (the “**Possible Acquisition**”). As at the date of the MOU, the Vendor holds the entire issued share capital of the Target Company. The Target Company is principally engaged in the business of tourism port investment in Cambodia.

Principal Terms of the MOU

Date: 6 December 2017 (after trading hours)

Parties

- (i) The Company
- (ii) the Vendor; and

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Vendor is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

Consideration

The consideration for the Possible Acquisition shall be approximately US\$50,000,000. The exact amount, the manner and the method of payment of the consideration for the sale and purchase of the Target Company will be negotiated between the parties to the MOU based on the results of the due diligence investigation to be conducted by the Company on the Target Company.

Due diligence review

Pursuant to the MOU, the Company may conduct due diligence review on, including but without limitation, the assets, liabilities, business, operations and subsisting status of the Target Company upon signing of the MOU. The Vendor shall use their best endeavours to procure the Target Company to provide such assistance and information as is necessary for the Company to complete its due diligence review on the Target Company.

Formal Agreement

The Company and the Vendor shall use their best endeavours to procure a legally binding formal agreement in relation to the Possible Acquisition ("**Formal Agreement**") within 90-day period after the date of execution of the MOU.

Termination

The MOU will be terminated at the earlier of:

- (i) the expiry of 90-day period after the date of execution of the MOU.;
- (ii) the date of execution of the Formal Agreement;

Binding effect

Save for the provisions relating to the confidentiality, termination, notices, binding effect, governing law and jurisdiction, the MOU does not constitute a legally binding agreement on the parties to the MOU.

REASONS FOR AND BENEFITS OF THE POSSIBLE ACQUISITION

The Company is a company incorporated in the Cayman Islands and listed in the Main Board of the Hong Kong Stock Exchange. The principal businesses of the Company and its subsidiaries (the “**Group**”) include the manufacturing and sale of packaging products, securities trading and other investing activities, ticketing agency business and money lending business. It is the Group’s long-term mission to maintain a diversified investment portfolio and to explore suitable investment opportunities. The Directors are of the view that the Possible Acquisition provides opportunities to the Company to broaden its business portfolio so as to improve the Group’s financial status in the long term. The Possible Acquisition will enable (i) the development of the Group’s tourism business in Asia region; (ii) the creation of synergies with the travel agency business of the Group; and (iii) the enhancement of the competitiveness of the Group in the tourism industry in Asia, in particular the South East Asia region, which the Board considers would be beneficial to and in the interests of the Company and the shareholders of the Company as a whole.

GENERAL

As at the date of this announcement, the terms and conditions of the Possible Acquisition are still being negotiated and no legally binding agreement has been entered into. The Possible Acquisition, if materialised, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate in compliance with the Listing Rules.

Shareholders and other investors of the Company should note that the Possible Acquisition may or may not proceed and are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 6 December 2017

As at the date of this announcement, the Board comprises of Ms. Li Zhenzhen, Mr. Lam Wai Hung, Mr. Wang Xin, Mr. Wei Liyi and Mr. Cheng Chi Kin as the executive Directors; Ms. Hu Jianping as the non-executive Director; Mr. Pang Hong, Mr. Lee Tao Wai, Mr. Lam Hoi Lun and Mr. Li Yang as the independent non-executive Directors.

This announcement is published on the HKEx news website at <http://www.hkexnews.hk> and on the website of the Company at www.1106hk.com.