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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)**

### **GRANT OF SHARE OPTIONS AND ISSUE OF REMUNERATION SHARES UNDER GENERAL MANDATE**

This announcement is made pursuant to Rule 17.06A of the Listing Rules Governing the Listing of Securities on the Stock Exchange.

#### **GRANT OF SHARE OPTIONS**

The Board of the Company announces that on 4 June 2018 the Company granted to certain eligible participants (the “**Grantees**”), subject to the acceptance of the Grantees, a total of 1,035,289,025 share options (the “**Options**”) to subscribe for a total of 1,035,289,025 Shares under the share option scheme adopted by the Company on 5 June 2015. Details of the Options granted are as follows:

Date of grant	:	4 June 2018
Number of Options granted	:	1,035,289,025 Options
Exercise price of Options granted	:	HK\$0.200 per Share, which represents not less than the highest of (i) the closing price of HK\$0.200 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 4 June 2018, being the Date of Grant; (ii) the average closing price of HK\$0.184 per Share as stated in the daily quotation sheets issued by the Stock Exchange for five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.

Closing price of the Shares on : HK\$0.200 per Share  
Date of Grant

Validity period of the Options : 4 June 2018 to 3 June 2028  
(both days inclusive)

Among the Options granted above, a total of 315,586,706 Options were granted to the Directors of the Company, details of which are as follows:

<b>Name of the Grantees</b>	<b>Position</b>	<b>Number of Options granted</b>
Ms. Li Zhenzhen	Executive Director	103,528,902
Mr. Wei Liyi	Executive Director	103,528,902
Mr. Wang Xin	Executive Director	103,528,902
Mr. Patrick Cheng	Executive Director	1,000,000
Mr. Lam Wai Hung	Executive Director	1,000,000
Mr. Pang Hong	Independent non-executive Director	1,000,000
Mr. Lee Tao Wai	Independent non-executive Director	1,000,000
Mr. Lam Hoi Lun	Independent non-executive Director	1,000,000

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder of the Company or an associate of any of them.

#### **SETTLEMENT OF PROFESSIONAL FEE BY MEANS OF ISSUE OF REMUNERATION SHARES**

Mr. Han Ning has been the PRC legal adviser to the Company in respect of the provision of the PRC legal advisory service to the Company since 1 May 2015. For the PRC merger and acquisition legal advisory service to be provided to the Company by Mr. Han Ning from 4 June 2018 to 5 June 2019, after taking into consideration the expected timeline and complication of the tasks of the PRC legal adviser, the PRC legal advisory fee is fixed at HK\$2,500,000 and will be satisfied by the issue of 12,500,000 Remuneration Shares to Mr. Han Ning at an issue price of HK\$0.200 per Remuneration Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Mr. Han Ning and his associates are Independent Third Parties.

As at the date of this announcement, Mr. Han Ning and his associates do not own any Shares. Upon issue of the Remuneration Shares, Mr. Han Ning will be interested in 12,500,000 Shares, representing (i) approximately 0.10% of the total number of 12,423,360,252 existing issued Shares as at the date of this announcement; and (ii) approximately 0.10% of the issued share capital of the Company as enlarged by the allotment and issue of the Remuneration Shares.

### **Issue Price**

The issue price of HK\$0.200 per Remuneration Share represents:

- (i) no discount/premium to the closing price of HK\$0.200 per Share as quoted on the Stock Exchange on the date of this announcement;
- (ii) a premium of approximately 8.81% to the average closing price of HK\$0.184 per Share for the five consecutive trading days immediately prior to the date of this announcement;

The issue price of the Remuneration Shares was determined and negotiated on an arm's length basis between the parties with reference to the recent trading prices of the Shares and current market conditions. As such, the Board considers that the issue price is in the best interests of the Company and is fair and reasonable so far as the Shareholders are concerned.

### **GENERAL MANDATE**

The Remuneration Shares will be allotted and issued pursuant to the General Mandate. The Company is authorised to issue 2,126,560,050 Shares under such mandate. The Remuneration Shares will utilise approximately 0.59% of such general mandate. After the Remuneration Shares are issued, the Directors will still have the power to issue up to 2,114,060,050 Shares under the General Mandate (assuming that the Company has not allotted and issued any other new Share). Accordingly, the issue of the Remuneration Shares are not subject to the Shareholders' approval.

As at the date of this announcement, the Company has not issue any Shares under the general mandate. An application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Remuneration Shares. The Remuneration Shares will be credited as fully paid and will rank pari passu in all respects with the existing Shares in issue.

The Board, having considered the financial status of the Company and with a view to minimise the cash outlay of the Company, is of the view that the issue of Remuneration Shares is in the interests of the Company and the Shareholders as a whole.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and immediately after completion of the issuance of the Remuneration Shares are as follow:

Shareholders	As at the date of this announcement		Immediately after completion of the issuance of the Remuneration Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
A Plus Capital Management Limited ( <i>Note 1</i> )	1,882,060,000	15.15%	1,882,060,000	15.13%
Ms. Lu Hongying ( <i>Note 2</i> )	2,447,240,000	19.70%	2,447,240,000	19.68%
Ms. Dai Qingfeng ( <i>Note 3</i> )	927,000,000	7.46%	927,000,000	7.45%
<b>Public Shareholders</b>				
Mr. Han Ning	–	–	12,500,000	0.10%
Other public Shareholders	7,167,060,252	57.69%	7,167,060,252	57.63%
Total	<u>12,423,360,252</u>	<u>100.00%</u>	<u>12,435,860,252</u>	<u>100.00%</u>

*Note 1:* As at the date of this announcement, A Plus Capital Management Limited indirectly holds 1,858,060,000 Shares through Tiger Capital Fund SPC – Tiger Global SP and another 24,000,000 Shares indirectly

*Note 2:* As at the date of this announcement, Ms. Lu Hongying indirectly holds 1,449,060,000 Shares and 792,980,000 Shares through Summer Glitter Limited and Khmer Resources Investment Holding Group Company Limited respectively and 205,200,000 Shares directly

*Note 3:* As at the date of this announcement, Ms. Dai Qingfeng indirectly holds 697,000,000 Shares through Majestic Wealth International Limited and 230,000,000 Shares directly

## DEFINITIONS

In this announcement, the following words and expressions shall have the meanings set out below, unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 6 June 2017 at which the General Mandate was granted to the Directors
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business
“Company”	Sino Haijing Holdings Limited, a company incorporated in the Cayman Islands with limited liability and its issued Shares are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Date of Grant”	4 June 2018
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the AGM to allot, issue or otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the then issued share capital of the Company as at the date of the AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	third party independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“PRC”	the People’s Republic of China, and for the purpose of this announcement, which shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Remuneration Share(s)”	the 12,500,000 new Shares to be allotted and issued by the Company to Mr. Han Ning for the settlement of the PRC legal advisory fee in relation of the PRC legal advisory service to be provided by Mr. Han Ning
“Share(s)”	ordinary shares of HK\$0.0125 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

On behalf of the Board  
**Sino Haijing Holdings Limited**  
**Li Zhenzhen**  
*Chairman*

Hong Kong, 4 June 2018

*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; Mr. Pang Hong, Mr. Lee Tao Wai, Mr. Lam Hoi Lun and Mr. Li Yang as the independent non-executive Directors.*

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