



SINO GOLF HOLDINGS LIMITED

順龍控股有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 361)

FORM OF PROXY for THE ANNUAL GENERAL MEETING (or any adjournment thereof) and THE SPECIAL GENERAL MEETING (or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares (the “Shares”) of HK\$0.10 each
in the capital of Sino Golf Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING/SGM^(Note 3) or
_____ of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the “Meeting”) and the special general meeting (the “SGM”) of the Company to be held at Kowloon Room I, M Floor, Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong, on Friday, 27 May 2005 at 2:30 p.m (or at any adjournment thereof) and 4:00 p.m. (or immediately after the conclusion or, as the case may be, adjournment of the annual general meeting of the Company to be held at 2:30 p.m. on the same date and at the same venue, if later) respectively for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting/SGM and at the Meeting/SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated^(Note 4):-

ANNUAL GENERAL MEETING RESOLUTIONS:	FOR ^(Note 4)	AGAINST ^(Note 4)
1. To receive and adopt the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December, 2004.		
2. To declare no final dividend for the year ended 31 December 2004.		
3. To re-elect the independent non-executive directors of the Company: a) Chiu Lai Kuen, Susanna; b) Tse Ying Man; To re-elect the executive director of the Company: c) Matsuura Takanori		
4. To authorise the board of directors to fix the directors’ remuneration.		
5. To re-appoint the auditors and to authorise the board of directors to fix their remuneration.		
6. To grant a general mandate to the directors to issue shares.		
7. To grant a general mandate to the directors to repurchase the Company’s shares.		
8. To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 6.		
SPECIAL GENERAL MEETING RESOLUTIONS:		
1. To approve the Agreements in relation to the disposal of 62.5% equity capital of SHL by SGMCL.		
2. a) To approve the Supply Agreement in relation to the supply of golf products from Sino Golf Macau to Nikko Bussan (Japan) and to authorize the directors of the Company to agree, in their discretion, to variations of the relevant commercial terms and to sign and execute such documents and do such things incidental thereto as they consider necessary and expedient in connection therewith; b) To approve the maximum aggregate annual value (“cap”) in respect of the supply of golf products under the Supply Agreement be set at HK\$30,000,000.		

Date _____

Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting/SGM is preferred, strike out “HEREBY APPOINT THE CHAIRMAN OF THE MEETING/SGM or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. If no name is inserted, the Chairman of the Meeting/SGM will, subject to the limitation as hereinafter mentioned, act as your proxy. Under the Bye-laws of the Company, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded and on a show of hands, every member present in person or being a corporation by a duly authorised representative shall have one vote.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting/SGM other than those referred to in the notice convening the Meeting/SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the branch share registrar of the Company, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting/SGM or the adjourned Meeting/SGM.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting/SGM, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting/SGM, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting/SGM in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting/SGM if you so wish. If you attend and vote at the Meeting/SGM, the authority of your proxy will be revoked.