



## SINO GOLF HOLDINGS LIMITED

### 順龍控股有限公司

(a company incorporated in Bermuda with limited liability)

(Stock Code: 361)

### Amendment to Notice of Annual General Meeting

The particulars of the three directors proposed to be re-elected at the Annual General Meeting (“AGM”), which were omitted in the notice of AGM issued on 28 April 2005 and sent to the shareholders on the same date, is now included in resolution 3 of the notice of AGM. Except for the above, there are no changes to the original notice of AGM issued on 28 April 2005.

The following are the particulars of the three directors proposed to be re-elected at the AGM.

i) **Ms. Chiu Lai Kuen, Susanna** (*Independent non-executive director*)

Ms. Chiu Lai Kuen, Susanna, aged 44, is the Senior Vice President of DVN (Holdings) Limited, responsible for the business development and operations. Before joining DVN, Ms. Chiu worked for Caltex where she was directly responsible for setting up the infrastructure of their Greater China operations. Ms. Chiu brings considerable expertise in information technology, media and corporate governance. Ms. Chiu joined the Company in September 2004.

Ms. Chiu graduated with Class 1 Honors and holds a MBA degree. She is a member of HKICPA, a China CPA and a Certified Information Systems Auditor. Ms. Chiu was awarded one of the ten nationwide “Chinese Women of Achievement” award in the UK in 1991. She is currently a council member of the HKICPA and the Hong Kong Chinese Orchestra, the President of the Information Systems Audit and Controls Association (HK Chapter), and a member of the Hong Kong Institute of Directors.

Save as disclosed herein, Ms. Chiu has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Ms. Chiu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or have any interest in the shares of the Company within the meaning of Part XV of SFO.

Ms. Chiu has not entered into a service contract with the Company and she is entitled to an annual fee of HK\$40,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Ms. Chiu’s re-election.

ii) **Mr. Tse Ying Man** (*Independent non-executive director*)

Mr. Tse Ying Man, aged 48, is a Taiwanese. He is the chairman of Approach Golf International Co., Ltd. which is a golf processing factory. Mr. Tse has over 30 years of experience in golf manufacturing industry and possesses rich knowledge in the manufacturing processes of golf club as well as a considerable familiarity with the related market and materials. Mr. Tse joined the Company in September 2004.

Save as disclosed herein, Mr. Tse has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Mr. Tse does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or have any interest in the shares of the Company within the meaning of Part XV of SFO.

Mr. Tse has not entered into a service contract with the Company and he is entitled to an annual fee of HK\$50,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Mr. Tse's re-election.

iii) **Mr. Matsuura Takanori** (*Executive director*)

Mr. Matsuura Takanori, aged 69, is one of the founders of the Group and has over 38 years of experience in the golf equipment manufacturing industry. Mr. Matsuura is responsible for the strategic and business development of the Group, particularly in the Japanese market. He graduated with a bachelor degree in commerce from Chu-o University and a master degree in economics from Takushoku University and Chu-o in Japan. In addition, Mr. Matsuura is a member of The Institute of Internal Auditors.

Save as disclosed herein, Mr. Matsuura has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Mr. Matsuura is a shareholder of CM Investment Company Limited, a controlling shareholder of the Company.

As at 28 April 2005, Mr. Matsuura is directly beneficially interested in 1,155,400 of the shares of the Company and 1,841,323 non-voting deferred shares of Sino Golf Manufacturing Company Limited, a subsidiary of the Company.

Mr. Matsuura has entered into a service contract with the Company and is entitled to an annual fee of approximately HK\$374,400.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Mr. Matsuura's re-election.

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sino Golf Holdings Limited (the "Company") will 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. for the following purposes:

### **As Ordinary Business**

1. to receive and consider 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 directors of the Company;

The following are the particulars of the three directors of the Company proposed to be re-elected at the AGM.

i) **Ms. Chiu Lai Kuen, Susanna** (*Independent non-executive director*)

Ms. Chiu Lai Kuen, Susanna, aged 44, is the Senior Vice President of DVN (Holdings) Limited, responsible for the business development and operations. Before joining DVN, Ms. Chiu worked for Caltex where she was directly responsible for setting up the infrastructure of their Greater China operations. Ms. Chiu brings considerable expertise in information technology, media and corporate governance. Ms. Chiu joined the Company in September 2004.

Ms. Chiu graduated with Class 1 Honors and holds a MBA degree. She is a member of HKICPA, a China CPA and a Certified Information Systems Auditor. Ms. Chiu was awarded one of the ten nationwide "Chinese Women of Achievement" award in the UK in 1991. She is currently a council member of the HKICPA and the Hong Kong Chinese Orchestra, the President of the Information Systems Audit and Controls Association (HK Chapter), and a member of the Hong Kong Institute of Directors.

Save as disclosed herein, Ms. Chiu has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Ms. Chiu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or have any interest in the shares of the Company within the meaning of Part XV of SFO.

Ms. Chiu has not entered into a service contract with the Company and she is entitled to an annual fee of HK\$40,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Ms. Chiu's re-election.

ii) **Mr. Tse Ying Man** (*Independent non-executive director*)

Mr. Tse Ying Man, aged 48, is a Taiwanese. He is the chairman of Approach Golf International Co., Ltd. which is a golf processing factory. Mr. Tse has over 30 years of experience in golf manufacturing industry and possesses rich knowledge in the manufacturing processes of golf club as well as a considerable familiarity with the related market and materials. Mr. Tse joined the Company in September 2004.

Save as disclosed herein, Mr. Tse has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Mr. Tse does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company or have any interest in the shares of the Company within the meaning of Part XV of SFO.

Mr. Tse has not entered into a service contract with the Company and he is entitled to an annual fee of HK\$50,000.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Mr. Tse's re-election.

iii) **Mr. Matsuura Takanori** (*Executive director*)

Mr. Matsuura Takanori, aged 69, is one of the founders of the Group and has over 38 years of experience in the golf equipment manufacturing industry. Mr. Matsuura is responsible for the strategic and business development of the Group, particularly in the Japanese market. He graduated with a bachelor degree in commerce from Chu-o University and a master degree in economics from Takushoku University and Chu-o in Japan. In addition, Mr. Matsuura is a member of The Institute of Internal Auditors.

Save as disclosed herein, Mr. Matsuura has not held any directorship in listed public companies during the last three years.

As at 28 April 2005, Mr. Matsuura is the shareholder of CM Investment Company Limited, a controlling shareholder of the Company.

As at 28 April 2005, Mr. Matsuura is directly beneficially interested in 1,155,400 of the shares of the Company and 1,841,323 non-voting deferred shares of Sino Golf Manufacturing Company Limited, a subsidiary of the Company.

Mr. Matsuura has entered into a service contract with the Company and is entitled to an annual fee of approximately HK\$374,400.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders in connection with Mr. Matsuura's re-election.

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.

## As Special Business

6. to consider and if thought fit, pass with or without amendments, the following resolutions each as an Ordinary Resolution:-

“**THAT:-**

- (a) subject to sub-paragraph (c) of this Resolution, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company (“**Shares**”); or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1989 of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement’s or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

7. to consider and, if thought fit, pass with or without amendment(s) the following resolution as Ordinary Resolution:

**“THAT:-**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase Shares on Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases (“Recognised Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time (the “Listing Rules”) or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:-

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 (as amended) of Bermuda or any other applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by the passing of an ordinary resolution of the shareholders of the Company in general meeting.”

8. to consider and, if thought fit, pass with or without amendment(s) the following resolution as Ordinary Resolution:

**“THAT** conditional upon Resolution 6 and Resolution 7 set out in the notice convening this meeting of which this resolution forms part being passed, the aggregate nominal amount of the shares capital of the Company which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as stated in Resolution 7 set out in the notice convening this meeting of which this resolution forms part) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company under the authority granted pursuant to Resolution 7 set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board  
**SINO GOLF HOLDINGS LIMITED**  
**Chu Chun Man, Augustine**  
*Chairman*

Hong Kong, 26 May 2005

*As at the date hereof, the board of Directors is comprised of 7 directors, of which 4 are Executive Directors, namely Messrs. CHU Chun Man, Augustine, Messrs. Takanori MATSUURA, Messrs. CHU Yuk Man, Simon and Messrs. CHANG Hua Jung, and the rest of 3 are Independent Non-executive Directors, namely Messrs. CHOY Tak Ho, Messrs. CHIU Lai Kuen, Susanna and Messrs. TSE Ying Man.*

Please also refer to the published version of this announcement in The Standard.