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SINO GOLF HOLDINGS LIMITED
順龍控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00361)

ANNOUNCEMENT
PURSUANT TO
RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made pursuant to Rule 3.8 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcements of Sino Golf Holdings Limited (the “**Company**”) dated 15 September 2014, 13 October 2014, 13 November 2014, 17 November 2014, 12 December 2014, 12 January 2015 (the “**January Announcement**”), 12 February 2015, 12 March 2015 and 10 April 2015. Unless otherwise stated, terms used herein shall have the same meanings as defined in the January Announcement.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE

The Board wishes to announce that on 17 April 2015, 8,000,000 ordinary shares of the Company (the “**New Shares**”) were allotted and issued by the Company pursuant to the exercise of 8,000,000 options granted under the share option scheme of the Company adopted on 5 June 2012 at an exercise price of HK\$0.37 per Share.

As at the date of this announcement and immediately after the allotment and issuance of the New Shares as described above, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue comprise 468,050,000 ordinary shares of HK\$0.10 each. Save as aforesaid, the Company does not have any other class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

* *For identification purpose only*

The associates (as defined in the Takeovers Code including shareholders holding 5% or more in the Shares) of the Company and the Second Potential Investor as well as its associates (as defined in the Takeovers Code) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional adviser(s).

By order of the Board of
Sino Golf Holdings Limited
Chu Chun Man, Augustine
Chairman

Hong Kong, 17 April 2015

As at the date hereof, the Board comprises 6 directors, of which 3 are executive directors, namely Mr. CHU Chun Man Augustine, Mr. CHU Yuk Man Simon and Mr. CHANG Hua Jung, and the rest of 3 are independent non-executive directors, namely Mr. CHOY Tak Ho, Ms. CHIU Lai Kuen Susanna and Mr. ZHU Shengli.

The directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.