
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sino Golf Holdings Limited (the “Company”), you should at once hand this circular to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



SINO GOLF HOLDINGS LIMITED

順龍控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 00361)

CHANGE OF AUDITORS TO SHINEWING (HK) CPA LIMITED

A letter from the board of directors of the Company is set out on pages 2 to 4 of this circular.

A notice convening the special general meeting (the “SGM”) is set out on pages 5 to 6 of this circular. If you are not able to attend and/or vote at the SGM, you are advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude you from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 8 December 2008

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2-4
NOTICE OF SPECIAL GENERAL MEETING	5-6

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Bye-law(s)”	the Bye-law(s) in Bye-laws of the Company currently in force
“Board”	the board of Directors of the Company
“Company”	Sino Golf Holdings Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“E&Y”	Ernst & Young
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting to be held at Room 1901, 19th Floor, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on 24 December 2008 at 10:00 a.m., the notice of which is set out on pages 5 to 6 of this circular
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SHINEWING”	SHINEWING (HK) CPA Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



SINO GOLF HOLDINGS LIMITED

順龍控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 00361)

Executive Directors:

Mr. CHU Chun Man, Augustine (*Chairman*)

Mr. CHU Yuk Man, Simon

Mr. CHANG Hua Jung

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Independent Non-executive Directors:

Mr. CHOY Tak Ho

Ms. CHIU Lai Kuen, Susanna

Mr. HSIEH Ying Min

Principal Office in Hong Kong:

Room 1901, 19th Floor, Delta House

3 On Yiu Street, Shatin

New Territories

Hong Kong

Hong Kong, 8 December 2008

To the Shareholders

Dear Sir or Madam,

CHANGE OF AUDITORS TO SHINEWING

On 3 December 2008, the Board announced that E&Y had tendered their letter of resignation dated 3 December 2008 as the auditors of the Company and its subsidiaries as E&Y cannot reach a consensus on the auditors' remuneration for the financial year ending 31 December 2008 with the Board.

The Board proposes to appoint SHINEWING as auditors of the Company to fill the casual vacancy following the resignation of E&Y and to hold office until the conclusion of the next annual general meeting, subject to the passing of an ordinary resolution by the Shareholders at the SGM to that effect.

The Board and the audit committee of the Company have confirmed that there is no matter in connection with the resignation of E&Y that needs to be brought to the attention of holders of securities of the Company.

E&Y have also confirmed in their letter of resignation that there is no matter in connection with their resignation that needs to be brought to the attention of holders of securities of the Company.

LETTER FROM THE BOARD

E&Y have not commenced any audit work on the financial statements of the Company and its subsidiaries for the financial year ending 31 December 2008. It is anticipated that the change of auditors will not have any significant impact on the annual audit for the financial year ending 31 December 2008.

THE SGM

The SGM will be held at Room 1901, 19th Floor, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on 24 December 2008 at 10:00 a.m. to consider and, if thought fit, approve the change of auditors to SHINEWING.

A notice convening the SGM is set out on pages 5 to 6 of this circular. If you are not able to attend and/or vote at the SGM, you are advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Delivery of the form of proxy shall not preclude you from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 66 of the Bye-laws of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Shareholder.

RECOMMENDATION

The Board is of the opinion that the appointment of SHINEWING as auditors of the Company is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolution proposed at the SGM.

Yours faithfully,
For and on behalf of the Board
Sino Golf Holdings Limited
CHU Chun Man, Augustine
Chairman

NOTICE OF SPECIAL GENERAL MEETING



SINO GOLF HOLDINGS LIMITED

順龍控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 00361)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Sino Golf Holdings Limited (the “Company”) will be held at Room 1901, 19th Floor, Delta House, 3 On Yiu Street, Shatin, New Territories, Hong Kong on 24 December 2008 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT SHINEWING (HK) CPA Limited** be and is hereby appointed as auditors of the Company to fill the casual vacancy following the resignation of Ernst & Young and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be agreed or fixed by the board of directors of the Company.”

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

Hong Kong, 8 December 2008

Notes:

- (1) Any shareholder of the Company (the “Shareholder”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote for him. A proxy need not be a Shareholder. A Shareholder who is a holder of two or more shares may appoint more than one proxy to attend and vote on the same occasion.
- (2) The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (3) Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF SPECIAL GENERAL MEETING

- (4) Where there are joint Shareholders any one of such joint Shareholder may vote at the SGM, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, 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.
- (5) The form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof.
- (6) Shareholders are recommended to read the circular of the Company containing information concerning the resolution proposed in this notice.