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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 3.7 OF THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS**

This announcement is made pursuant to Rule 3.7 of the Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong).

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, 10 April 2015, 8 May 2015 and 8 June 2015. Unless otherwise stated, terms used herein shall have the same meanings as defined in the January Announcement.

The Board was informed by the Selling Shareholders that they have determined not to pursue the Possible Transaction with the Second Potential Investor.

The Company was also informed by the Selling Shareholders that the Selling Shareholders (as the vendors), Surplus Excel Limited (as the purchaser, the “**Offeror**”), Mr. Chu Chun Man, Augustine (as the warrantor to the Selling Shareholders) and Mr. Jiang Jianhui (as the warrantor to the Offeror) entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”) on 30 June 2015 pursuant to which the Offeror has agreed to acquire from the Selling Shareholders an aggregate of 287,074,657 shares of the Company (the “**Sale Shares**”), representing approximately 61.33% of the entire issued share capital of the Company as at the date of this announcement. Immediately following completion of the Sale and Purchase Agreement which took place on 30 June 2015, the

\* *For identification purpose only*

Offeror and parties acting in concert with it are interested in 287,074,657 shares of the Company, representing approximately 61.33% of the entire issued share capital of the Company as at the date of this announcement. The total consideration of HK\$306,681,856.08 at which the Sale Shares were acquired from the Selling Shareholders, representing approximately HK\$1.0683 per Sale Share, was fully settled in cash upon completion of the Sale and Purchase Agreement.

Accordingly, immediately upon completion of the Sale and Purchase Agreement, the Offeror is required to make a mandatory unconditional cash offer (the “**Offer**”) for 180,975,343 Shares, representing all issued Shares which are not already beneficially owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code.

As at the date of this announcement, the Company is in the process of preparing the announcement in relation to, among other things, the Offer pursuant to the Takeovers Code and the Listing Rules (the “**Announcement**”). The Announcement will be published as soon as possible.

As at the date of this announcement, the Company has 468,050,000 ordinary shares of HK\$0.10 each in issue. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **CONTINUED SUSPENSION OF TRADING OF SHARES OF THE COMPANY**

At the request of the Company, trading in the shares of the Company was suspended with effect from 9:00 a.m. on Thursday, 2 July 2015 and will remain suspended pending the publication of the Announcement.

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

Hong Kong, 6 July 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.*