



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.

- (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.

As at the date hereof, the board of directors of the Company comprises six directors, of which three are Executive Directors, namely Mr. CHU Chun Man, Augustine; Mr. CHU Yuk Man, Simon and Mr. CHANG Hua Jung, and the rest of three are Independent Non-Executive Directors, namely Mr. CHOY Tak Ho; Ms. CHIU Lai Kuen, Susanna and Mr. HSIEH Ying Min.