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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)

INSIDE INFORMATION: PLACING OF SHARES BY CONTROLLING SHAREHOLDER

PLACING OF SHARES BY CONTROLLING SHAREHOLDER

On 29 October 2015 (after trading hours), the Company was informed by Surplus Excel that, after trading hours on 29 October 2015, Surplus Excel entered into the Placing Agreement with a placing agent for the Placing of a total of 136,000,000 Shares owned by Surplus Excel, on a best effort basis at the Placing Price of HK\$1.07 per Placing Share. After completion of the Placing (assuming all the Placing Shares are placed in full), Surplus Excel will remain as the Controlling Shareholder of the Company.

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made pursuant to Rule 13.09 of the Listing Rules and the provisions of the inside information under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

PLACING OF SHARES BY CONTROLLING SHAREHOLDER

On 29 October 2015 (after trading hours), the Company was informed by Surplus Excel that, after trading hours on 29 October 2015, it entered into the Placing Agreement with a placing agent for the Placing of a total of 136,000,000 Placing Shares (representing approximately 29.06% of the entire issued share capital of the Company as at the date of this announcement). Surplus Excel held as to 332,950,871 Shares (inclusive of 136,000,000 Placing Shares) and is owned as to 80% by Mr. Jiang

* *For identification purpose only*

Jianhui and as to 20% by Mr. Yan Kim Po as at the date of this announcement. Pursuant to the Placing Agreement, the placing agent shall place all the Placing Shares on a best effort basis at the Placing Price of HK\$1.07 per Placing Share.

As informed by Surplus Excel, the Placing is conditional upon the placing of 136,000,000 Placing Shares (which means that the entire number of 136,000,000 Placing Shares must be placed by the placing agent on or before the end of the placing period at the Placing Price, and there shall not be any Placing Shares not being placed by the placing agent by the end of the placing period) and which shall be completed on or before 12 November 2015, or such earlier date as the placing agent and Surplus Excel may agree. Furthermore, pursuant to the Placing Agreement, the placing agent will use its reasonable endeavour to ensure that none of the placees will be allotted with the Placing Shares to the extent that any placee (together with parties acting in concert with it) will become a substantial shareholder (as defined under the Listing Rules) of the Company upon completion of the Placing.

After completion of the Placing (assuming all the Placing Shares are placed in full), Surplus Excel will remain as the Controlling Shareholder of the Company.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company:

- (i) as at the date of this announcement;
- (ii) upon completion of the Placing (assuming all the Placing Shares are placed in full and there is no other change in the shareholding structure of the Company before completion of the Placing).

| | As at the date of this announcement | | Upon completion of the Placing (assuming all the Placing Shares are fully placed) | |
|---|--|----------------------|--|----------------------|
| | Number of Shares | Approximate % | Number of Shares | Approximate % |
| Shareholders | | | | |
| Surplus Excel (<i>Note 1</i>) | 332,950,871 | 71.14 | 196,950,871 | 42.08 |
| Mr. Chu Chun Man, Augustine and parties acting in concert (<i>Note 2</i>) | 10,396,459 | 2.22 | 10,396,459 | 2.22 |
| Public | | | | |
| The places of the Placing | – | – | 136,000,000 | 29.06 |
| Other public Shareholders | <u>124,702,670</u> | <u>26.64</u> | <u>124,702,670</u> | <u>26.64</u> |
| | <u><u>468,050,000</u></u> | <u><u>100.00</u></u> | <u><u>468,050,000</u></u> | <u><u>100.00</u></u> |

Note 1: Surplus Excel is owned as to 80% by Mr. Jiang Jianhui and as to 20% by Mr. Yan Kim Po

Note 2: Mr. Chu Chun Man, Augustine (“Mr. Chu”), an executive director of the Company, held 9,292,104 Shares; Ms. Hung Tze Nga, Cathy, who is the spouse of Mr. Chu, held 150,000 Shares; and Mr. Chu Yuk Man, Simon, who is the elder brother of Mr. Chu, held 954,355 Shares

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

TERMS AND DEFINITIONS

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

| | |
|---------------------------|---|
| “Board” | the board of Directors |
| “Company” | Sino Golf Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (Stock Code: 361) |
| “Controlling Shareholder” | has the meaning as ascribed to it under the Listing Rules |
| “Director(s)” | the director(s) of the Company |

| | |
|---------------------|---|
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Placing” | the placing of 136,000,000 Placing Shares (representing approximately 29.06% of the existing issued share capital of the Company as at the date of this announcement) pursuant to the terms of the Placing Agreement |
| “Placing Agreement” | the conditional placing agreement entered into between Surplus Excel and a placing agent dated 29 October 2015 in relation to the Placing |
| “Placing Price” | HK\$1.07 per Placing Share |
| “Placing Share(s)” | an aggregate of 136,000,000 issued Shares to be placed pursuant to the Placing Agreement |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Share(s)” | ordinary share(s) of HK\$0.10 each in the issued share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Surplus Excel” | Surplus Excel Limited, a company incorporated in the British Virgin Islands with limited liability. It held as to 332,950,871 Shares and was owned as to 80% by Mr. Jiang Jianhui and as to 20% by Mr. Yan Kim Po as at the date of this announcement |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent |

By the order of the Board
Sino Golf Holdings Limited
WONG Hin Shek
Chairman

Hong Kong, 29 October 2015

As at the date of this announcement, the Board comprises Mr. WONG Hin Shek, Mr. ZHANG Yi and Mr. CHU Chun Man, Augustine, all being executive Directors; and Ms. CHU Yin Yin, Georgiana, Mr. YIP Tai Him and Mr. CHAN Kai Wing, all being independent non-executive Directors.