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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Sino Golf Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF 2011 ANNUAL GENERAL MEETING**

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The notice of an annual general meeting of Sino Golf Holdings Limited (“the Company”) to be held at Kowloon Room I, M Floor, Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 2 June 2011 at 2:00 p.m. is set out in Appendix III to this circular.

A form of proxy for the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy for the Annual General Meeting in accordance with the instructions printed thereon to our Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

20 April 2011

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LETTER FROM THE BOARD

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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)

*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

*Head office and principal place of  
business in Hong Kong:*

Room 1901, 19/F., Delta House

3 On Yiu Street, Shatin

New Territories

Hong Kong

Hong Kong, 20 April 2011

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS AND  
NOTICE OF 2011 ANNUAL GENERAL MEETING**

**INTRODUCTION**

On 2 June 2010, general mandates were given to the Directors to issue Shares and to exercise all the powers of the Company to repurchase its Shares. These general mandates will lapse at the conclusion of the 2011 Annual General Meeting of the Company (the "AGM"). It is therefore proposed to renew the general mandates to issue Shares and to repurchase Shares at the AGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the AGM to be held on Thursday, 2 June 2011, as required by the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). These include, among others, i) ordinary resolutions relating to the granting to the directors of the Company (the "Directors") general mandates to allot, issue and deal with new Shares, to repurchase Shares and to extend the general mandate to the nominal amount of any Shares repurchased by the Company; and ii) ordinary resolution relating to the re-election of the retiring Directors.

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Board a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares not exceeding 10 per cent. of the Company's issued share capital as at the date of such resolution (as adjusted in accordance with the resolution) for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) ("**Share Issue Mandate**").

### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant the Board a general and unconditional mandate to exercise all the powers of the Company to purchase Shares not exceeding 10 per cent. of the Company's issued share capital as at the date of such resolution for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) ("**Repurchase Mandate**").

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed ordinary resolution for the grant of the Repurchase Mandate at the AGM. The fresh Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended), or any other applicable law of Bermuda to be held; and (iii) the date on which the authority is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.

### RE-ELECTION OF RETIRING DIRECTORS

According to Bye-law 87(1) of the Company's Bye-laws, one-third of the Directors for the time being shall be subject to retirement by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. Mr. Choy Tak Ho and Ms. Chiu Lai Kuen, Susanna shall retire from their offices at the AGM and being eligible, offer themselves for re-election pursuant to Bye-law 87(2).

Details of the above Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### NOTICE OF 2011 ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix III to this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.sinogolf.com](http://www.sinogolf.com)). Whether or not you are able to attend the AGM in person, please complete the relevant form of proxy in accordance with the instructions printed thereof and return it to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting and at any adjournment thereof should you so wish.

### VOTING AT THE AGM BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-law 66 of the Bye-laws of the Company.

### RECOMMENDATION

The Directors (including the independent non-executive directors) consider that the granting of the Share Issue Mandate and the Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and so recommend you to vote in favour of the resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**Chu Chun Man, Augustine**  
*Chairman*

**SHARE REPURCHASE RULES**

The Share Repurchase Rules provide that all proposed repurchase of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of a general mandate or by a specific approval of a particular transaction. A maximum of 10 per cent. of the fully paid-up shares of a company as at the date of the passing of the relevant resolution may be repurchased on the Stock Exchange.

**SHARE CAPITAL**

As at 14 April 2011 (the “Latest Practicable Date”), the authorised share capital of the Company comprised 1,000,000,000 Shares of HK\$0.1 each and the number of Shares in issue was 302,200,000 Shares of HK\$0.1 each.

Subject to the passing of the relevant ordinary resolution and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 30,220,000 Shares during the period in which the Repurchase Mandate remains in force. Any Shares repurchased pursuant to the Repurchase Mandate must be fully paid-up.

**MARKET PRICES**

The highest and lowest prices at which Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:–

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2010</b>		
April	0.520	0.410
May	0.630	0.420
June	0.500	0.450
July	0.470	0.410
August	0.560	0.410
September	0.510	0.465
October	0.520	0.430
November	0.510	0.435
December	0.485	0.445
<b>2011</b>		
January	0.520	0.460
February	0.510	0.400
March	0.560	0.425
April (up to 14 April 2011)	0.440	0.410

**REASONS FOR REPURCHASE**

The Directors believe that the ability to repurchase Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in net assets and/or earnings per Share. The Directors are seeking the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number(s) and class(es) of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**FUNDING OF REPURCHASES**

Repurchases must be made out of funds which are legally available for such purpose in accordance with the memorandum and the Bye-laws of the Company and the laws of Bermuda. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

There may be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2010) in the event that the proposed Share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

**DIRECTORS' DEALINGS**

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of the Directors who have a present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell Shares to the Company.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate only in accordance with the Listing Rules and the laws of Bermuda.

**EFFECT OF THE TAKEOVERS CODE**

As at the Latest Practicable Date, CM Investment Company Limited was beneficially interested in 171,543,775 Shares representing 56.76 per cent. in the issued share capital of the Company. On the basis that 302,200,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued or repurchased before the AGM, if the Repurchase Mandate were exercised in full, the percentage interest of CM Investment Company Limited would increase to approximately to 63.07% of the issued Shares and would not give rise to any implication in that regard under the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”). The Directors do not propose or intend to repurchase Shares which could result in less than the prescribed minimum percentage of Shares in public hand of 25%.

Save as disclosed above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

**SHARE REPURCHASE MADE BY THE COMPANY**

No purchase has been made by the Company of Shares in the six months prior to the Latest Practicable Date.

**CONNECTED PERSONS**

No connected person (as defined in the Listing Rules) of the Company has notified it of a present intention to sell Shares to the Company and no such person has undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**1. MR. CHOY TAK HO, INDEPENDENT NON-EXECUTIVE DIRECTOR, AGED 82**

Mr. Choy is a member of the Audit Committee and Remuneration Committee of the Company. He has over 48 years of experience in trading business in Hong Kong. He is the President of Union International (HK) Company Limited. Mr. Choy is the Charter President of Hong Kong Kwun Tong Industries and Commerce Association Limited, Chartered President of Hong Kong and Overseas Chinese Association of Commerce Ltd., Hon. Permanent President of Hong Kong Commerce Industrial Ltd., Hon. Life Chairman of Chinese General Chamber of Commerce, Hong Kong, Hon. President of the Chinese Manufacturers' Association of Hong Kong, Member of The National Committee 9th of the Chinese People's Political Consultative Conference, Executive Committee Member 8th of The All China Federation of Industrial and Commerce, Hon. Director of China Overseas Friendship Association. He was appointed as independent non-executive director of the Company on 5 December 2000.

Mr. Choy does not hold any position with the other members of the Company's Group. He does not have any relationship with any directors or senior management or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Mr. Choy. He is not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-laws. He is entitled to receive a director's fee of HK\$120,000 per annum which is determined on the basis of his experience and expertise and time to be spent by him on the Company's affairs.

Mr. Choy is also an independent non-executive director of EVA Precision Industrial Holdings Limited (stock code: 838). Mr. Choy resigned as an independent non-executive director of two listed companies, namely Multifield International Holdings Limited (stock code: 898) and Oriental Explorer Holdings Limited (stock code: 430) during the year 2010. Save as disclosed, Mr. Choy did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Choy does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders of the Company and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



**2. MS. CHIU LAI KUEN, SUSANNA, INDEPENDENT NON-EXECUTIVE DIRECTOR,  
AGED 51**

Ms. Chiu is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company. She is a director of Li & Fung Development (China) Ltd, and is responsible for China relations and business development. Ms. Chiu is a qualified Chartered Accountant from England, holds an executive master of business administration from the Chinese University of Hong Kong. She is currently the Council Member and Vice President of the HK Institute of Certified Public Accountants and Past President of ISACA (HK Chapter). Ms. Chiu is appointed by the government to serve on the Antiquities Advisory Board, Equal Opportunities Commission. She is also a member of the Shannxi Committee of the Chinese People's Political Consultative Conference. Ms. Chiu is a member of the HK Institute of Directors. Ms. Chiu brings considerable experience in business operations, finance, internal control and corporate governance. She was appointed as independent non-executive director of the Company on 17 September 2004.

Ms. Chiu does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company.

There is no service contract between the Company and Ms. Chiu. She was not appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Bye-laws. She is entitled to receive a director's fee of HK\$100,000 per annum which is determined on the basis of her experience and expertise and time to be devoted by her on the Company's affairs.

Save as disclosed, Ms. Chiu does not hold any position with other members of the Company's Group. She did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Ms. Chiu does not have any interests in Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed, there are no other matters that need to be brought to the attention of the Shareholders of the Company and there is no other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



**SINO GOLF HOLDINGS LIMITED**

**順龍控股有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00361)

**Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Kowloon Room I, M Floor, Kowloon Shangri-La Hong Kong, 64 Mody Road, Kowloon, Hong Kong on Thursday, 2 June 2011 at 2:00 p.m. for the following purposes:–

**As Ordinary Business**

1. to receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2010;
2. to re-elect directors of the Company;
3. to authorise the board of directors to fix the directors' remuneration;
4. to re-appoint the auditors and to authorise the board of directors to fix their remuneration;

**As Special Business**

5. to consider and if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:–

**“THAT:–**

- (a) subject to sub-paragraph (c) of this Resolution, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in sub-paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company (“Shares”); or (iii) the exercise of any options granted under the share option scheme of the Company; or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Bye-laws of the Company, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended), or any other applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of shares, or offer or issue of warrants, options or other securities of the Company giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

6. to consider and, if thought fit, pass with or without amendment(s) the following resolution as an Ordinary Resolution:

**“THAT:–**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase Shares on Stock Exchange or any other exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases (“Recognised Stock Exchange”) subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time or that of any other Recognised Stock Exchange, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be purchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:–

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:–

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended), or any other applicable law of Bermuda to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by the passing of an ordinary resolution of the Shareholders in general meeting.”

7. to consider and, if thought fit, pass with or without amendment(s) the following resolution as an Ordinary Resolution:

“**THAT** conditional upon Resolution 5 and Resolution 6 set out in the notice convening this meeting of which this Resolution forms part being passed, the aggregate nominal amount of the share capital of the Company which are repurchased by the Company after the date of the passing of this Resolution (up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as stated in Resolution 6 set out in the notice convening this meeting of which this Resolution forms part) shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to Resolution 5 set out in the notice convening this meeting of which this Resolution forms part.”

On behalf of the Board  
**Chu Chun Man, Augustine**  
*Chairman*

20 April 2011

*Notes:*

- 1) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint another person or 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) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- 3) The register of members of the Company will be closed from 1 June 2011 to 2 June 2011 both days inclusive, for the purpose of establishing entitlement of shareholders to vote at the meeting. During this period, no transfer of Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 31 May 2011.
- 4) Members are recommended to read the circular of the Company containing information concerning the Resolutions proposed in this notice.