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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)**

### **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 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 6 January 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments:

#### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below) and (ii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (the “**Act**”) to effect the Capital Reorganisation, with effect from the first business day immediately following the date on which this resolution is passed (“**Effective Date**”):
  - (a) the paid-up capital of each of the issued shares of HK\$0.10 each (“**Shares**”) in the existing share capital of the Company be and is hereby reduced from HK\$0.10 each to HK\$0.01 each (“**New Shares**”) by cancelling HK\$0.09 on each of the issued Shares, such that the par value of each issued Share be reduced from HK\$0.10 to HK\$0.01 (“**Capital Reduction**”);
  - (b) each of the authorised but unissued Shares of HK\$0.10 each in the authorised share capital of the Company be and is hereby sub-divided into ten (10) New Shares of HK\$0.01 each (“**Share Subdivision**”, together with the Capital Reduction, “**Capital Reorganisation**”);
  - (c) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company within the meaning of the Act (“**Contributed Surplus Account**”) and the directors of the Company (“**Directors**”) be and are hereby authorised to use the amount then standing to the credit of the Contributed Surplus Account in any manner as may be permitted under the Bye-laws of the

\* For identification purpose only

Company and all applicable laws including, without limitation, (i) eliminating or setting off the accumulated losses of the Company as at the Effective Date; (ii) eliminating or setting off the accumulated losses of the Company which may arise from time to time; and/or (iii) paying dividend and/or making any other distribution out of the Contributed Surplus Account from time to time; and

- (d) the Directors be and are hereby authorised to do all such acts and things and execute and deliver all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reorganisation involving the Capital Reduction and the Share Subdivision.”

### ORDINARY RESOLUTION

2. **“THAT**, subject to and conditional upon (i) the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution; (ii) the special resolution numbered 1 above being passed; and (iii) the Capital Reorganisation becoming effective:
- (a) upon recommendation of the Directors, an amount standing to the credit of the Contributed Surplus Account be capitalised and the Directors be and are hereby authorised and directed to apply such amount in paying up in full at par New Shares of HK\$0.01 each in the share capital of the Company (**“Bonus Shares”**), and that such Bonus Shares shall be allotted and distributed, credited as fully paid at par, to and among the shareholders of the Company (the **“Shareholder(s)”**) whose names appear on the register of members of the Company (**“Register of Members”**) at the close of business on Thursday, 14 January 2016 (**“Record Date”**), other than those members (**“Non-qualifying Shareholders”**) whose addresses as shown on the Register of Members at the close of business on the Record Date are in a jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules Governing the Listing of Securities on the Stock Exchange, on the basis of four (4) Bonus Shares for every one (1) New Share of HK\$0.01 in the share capital of the Company then held on the Record Date (**“Bonus Issue”**);
- (b) the Bonus Shares shall, subject to the memorandum of association of the Company and the Bye-laws of the Company, rank *pari passu* in all respects with the New Shares of HK\$0.01 each in the share capital of the Company in issue on the day on which the Bonus Shares are allotted and issued, except that they will not be eligible for the Bonus Issue;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-qualifying Shareholders, if any, pro rata to their

respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and

- (d) the Directors be and are hereby authorised to do all such acts and things and execute and deliver all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Bonus Issue and the issue of the Bonus Shares.”

On behalf of the Board  
**Sino Golf Holdings Limited**  
**Wong Hin Shek**  
*Chairman*

14 December 2015

*Notes:*

1. Any Shareholder entitled to attend and vote at the SGM is 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. 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 certified copy of such power of authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the SGM.
3. Shareholders are recommended to read the circular of the Company containing information concerning the resolutions proposed in this notice.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. Where there are joint holders of any share, any one of such persons may vote at the SGM, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the SGM in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, 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.

*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.*