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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 the special general meeting (the “**SGM**”) of Sino Golf Holdings Limited (the “**Company**”) will be held at 8th Floor, Gloucester Tower, The Landmark, 15 Queen’s Road Central, Hong Kong on Monday, 16 May 2016 at 11:00 a.m., Hong Kong to consider and, if thought fit, pass the following resolution with or without amendments as an ordinary resolution.

ORDINARY RESOLUTION

“**THAT:**

- (a) the conditional sale and purchase agreement dated 2 February 2016 (as amended and supplemented by the supplemental agreement dated 5 April 2016) (the “**Agreement**”) entered into between Future Success Group Limited as the purchaser (the “**Purchaser**”) and Top Force Ventures Limited as the vendor (the “**Vendor**”), in relation to the acquisition of the (i) entire issued share capital in Lucky Fountain Holdings Limited (the “**Target Company**”); and (ii) all obligations, liabilities and debts owing by the Target Company and its subsidiaries to the Vendor and its associates at the completion (the “**Completion**”) of the Agreement whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on Completion at the total consideration of HK\$235,700,000, which shall be satisfied by the Purchaser by procuring the Company to issue 12% interest bearing promissory notes in the principal amount of HK\$235,700,000 (the “**Promissory Notes**”) to the Vendor (a copy of the Agreement has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the issue of the Promissory Notes in the principal amount of HK\$235,700,000 by the Company to the Vendor to settle the consideration payable by the Purchaser in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purpose only

- (c) any one director of the Company (the “**Director**”) be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 21 April 2016

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

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

21st Floor
1 Duddell Street
Central, Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the memorandum of association and bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the 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 appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof, should he so wish.
- (3) Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

As at the date of this notice, 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.