
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, (the “**Company**”) 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.



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 2017 ANNUAL GENERAL MEETING**

The notice of an annual general meeting (the “**AGM**”) of the Company to be held at Bowen Room, 7/F, Conrad Hong Kong Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 16 June 2017 at 4:30 p.m. is set out in Appendix III to this circular.

A form of proxy for the AGM 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 AGM in accordance with the instructions printed thereon to our Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than on Wednesday, 14 June 2017 at 4:30 p.m. (Hong Kong Time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purposes only*

LETTER FROM THE BOARD



SINO GOLF HOLDINGS LIMITED

順龍控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00361)

Executive Directors:

Mr. Huang Youlong (*Chairman*)

Mr. Zhao Zheng

Mr. Chu Chun Man, Augustine

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

Non-Executive Directors

Mr. Liu Tianmin

Mr. Tung Sung-Yuan

Mr. Wong Hin Shek

Head Office and Principal Place of

Business in Hong Kong:

Room 4501, One Midtown

11 Hoi Shing Road, Tsuen Wan

Hong Kong

Independent Non-Executive Directors

Ms. Chu Yin Yin, Georgiana

Mr. Yip Tai Him

Mr. Chan Kai Wing

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 2017 ANNUAL GENERAL MEETING**

INTRODUCTION

On 2 June 2016, general mandates were given to the board (the “**Board**”) of the directors (the “**Directors**”) of the Company to issue shares of the Company (the “**Shares**”) and to exercise all the powers of the Company to repurchase Shares. These general mandates will lapse at the conclusion of the 2017 AGM. It is therefore proposed to renew the general mandates to issue Shares and to repurchase Shares at the AGM.

* *For identification purposes only*

LETTER FROM THE BOARD

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 Friday, 16 June 2017, as required by the relevant rules set out in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. These include, among others, i) ordinary resolutions relating to the granting to the Directors general mandates to allot, issue and deal with new Shares, to repurchase Shares and to extend the general mandate to the number of Shares repurchased by the Company; and ii) ordinary resolution relating to the re-election of retiring directors according to the bye-laws of the Company (the “**Bye-laws**”).

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 20 per cent. of the Company’s total number of issued Shares 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) (the “**Share Issue Mandate**”). As at 21 April 2017 (the “**Latest Practicable Date**”), the Company has an aggregate of 5,201,250,000 Shares in issue. Subject to passing of the resolutions for the approval of the Share Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Share Issue Mandate to allot, issue, grant, distribute and otherwise deal with a maximum of 1,040,250,000 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant to 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 total number of issued Shares 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) (the “**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, 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 of the Company (the “**Shareholders**”) in general meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2), Mr. Zhao Zheng shall hold office until the AGM. He, being eligible, will offer himself for re-election as an executive Director at the AGM.

In accordance with Bye-laws 87(1) and 87(2), Ms. Chu Yin Yin, Georgiana, Mr. Yip Tai Him and Mr. Chan Kai Wing will retire as independent non-executive Directors by rotation and, being eligible, will offer themselves for re-election as independent non-executive Directors at the AGM.

Details of Mr. Zhao Zheng, Ms. Chu Yin Yin, Georgiana, Mr. Yip Tai Him and Mr. Chan Kai Wing, the Directors proposed for re-election, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2017 AGM

The AGM is scheduled to be held on Friday, 16 June 2017. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2017 to Friday, 16 June 2017, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2017 (Hong Kong Time).

NOTICE OF 2017 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) and the Company (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 thereon and return it to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 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. 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(1).

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the non-executive Directors and 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, the re-election of Mr. Zhao Zheng, Ms. Chu Yin Yin, Georgiana, Mr. Yip Tai Him and Mr. Chan Kai Wing as the executive/independent non-executive Directors (as the case maybe), 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
Sino Golf Holdings Limited
HUANG Youlong
Chairman

Hong Kong, 28 April 2017

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

SHARE REPURCHASE RULES

The Listing Rules require 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 total number of issued 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 the Latest Practicable Date the issued share capital of the Company comprised 5,201,250,000 Shares.

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 520,125,000 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 been traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:–

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.196	0.172
May	0.184	0.160
June	0.227	0.160
July	0.310	0.170
August	0.228	0.166
September	0.224	0.190
October	0.315	0.186
November	0.390	0.275
December	0.445	0.285
2017		
January	0.400	0.290
February	0.425	0.330
March	0.410	0.355
April (up to the Latest Practicable Date)	0.400	0.320

REASONS FOR REPURCHASES

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 of association of the Company and the Bye-laws 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 2016) 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 of their respective close associates (as defined in the Listing Rules) 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

In the event that the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, the following Shareholders had interests in 5 per cent. or more of the issued share capital of the Company:

Name of Shareholders	Number of Shares and underlying Shares interested (Note 1)	Approximate percentage of issued share capital as at the Latest Practicable Date	Approximate percentage of issued share capital if Repurchase Mandate is exercised in full
Wealth Sailor Limited (Note 2)	3,511,000,000 (L)	67.50%	75.00%
Prominent Victory Limited (Note 2)	3,511,000,000 (L)	67.50%	75.00%
Ms. Zhao Wei ("Ms. Zhao") (Note 3)	3,511,000,000 (L)	67.50%	75.00%
Mr. Huang Youlong ("Mr. Huang") (Note 2)	3,511,000,000 (L)	67.50%	75.00%
Surplus Excel Limited (Note 4)	984,754,355 (L)	18.93%	21.04%
Mr. Jiang Jianhui ("Mr. Jiang") (Note 4)	984,754,355 (L)	18.93%	21.04%

Notes:

- The letter (L) denotes the person's long position in such securities.
- The 2,861,000,000 Shares and 650,000,000 underlying Shares are held by Wealth Sailor Limited. Mr. Huang is the sole ultimate beneficial shareholder and sole director of the Wealth Sailor Limited, indirectly holding 100 per cent. of the issued share capital of the Wealth Sailor Limited through his wholly-owned company, Prominent Victory Limited. Thus, Mr. Huang is deemed to be interested in the 3,511,000,000 Shares and underlying Shares held by Wealth Sailor Limited pursuant to the Securities and Futures Ordinance (the "SFO").
- Ms. Zhao is the spouse of Mr. Huang. Thus, Ms. Zhao is deemed to be interested in the shares held by Mr. Huang.
- The 984,754,355 Shares are held by Surplus Excel Limited, which is owned as to 80 per cent. by Mr. Jiang. Thus, he is deemed to be interested in the 984,754,355 Shares held by Surplus Excel Limited pursuant to the SFO.

As at the Latest Practicable Date, so far as is known to the Directors, Mr. Jiang, being a substantial Shareholder, held 984,754,355 Shares, representing approximately 18.93 per cent. of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company and Mr. Jiang does not dispose of his Shares nor acquire additional Shares prior to any repurchase of Shares and if the Repurchase Mandate was exercised in full, the percentage shareholding of Mr. Jiang would be increased to

approximately 21.04 per cent. of the then issued share capital of the Company. Mr. Huang and his associate, being substantial Shareholders, held 3,511,000,000 Shares and underlying Shares, representing approximately 67.50 per cent. of the entire issued share capital of the Company. Assuming that there will be no change in the issued share capital of the Company and Mr. Huang does not dispose of his Shares and underlying Shares nor acquire additional Shares prior to any repurchase of Shares and if the Repurchase Mandate was exercised in full, the percentage of interests on Shares and underlying Shares of Mr. Huang would be increased to approximately 75.00 per cent. of the then issued share capital of the Company. In such circumstances, none of the above Shareholders would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In the event that any exercise of the Repurchase Mandate would, to the Directors' knowledge, have such a consequence, the Directors would not exercise the Repurchase Mandate to such extent. It is, moreover, not the intention of the Directors to exercise the Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25 per cent. of the issued share capital of the Company being held by the public.

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.

CORE CONNECTED PERSONS

No core 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:

Mr. Zhao Zheng (“Mr. Zhao”) – executive Director

Mr. Zhao, aged 47, was appointed as an executive Director, the chief investment officer and a member of the remuneration committee of the Company on 11 November 2016. Mr. Zhao graduated from the School of Law of Inner Mongolia University in 1994 and obtained lawyer qualification in China in 1995, possessing profound legal and investment experience. Since 1995, Mr. Zhao has worked with Baotou Iron & Steel Group Company (包頭鋼鐵集團公司) and Guangdong Pengsheng Law Firm (廣東鵬盛律師事務所). Since 2006, Mr. Zhao was a partner of Beijing Longan (Shenzhen) Law Firm (北京隆安(深圳)律師事務所), specialising in litigations and non-contentious matters. Since 2010, Mr. Zhao has been the Legal Director of Mongolian Desert Resources LLC. (蒙古大漠資源有限責任公司) where he takes overall responsibilities for legal matters relating to the group’s investments in Mongolia. Since 2013, Mr. Zhao has also been the Legal Director and Investment Director of Damo Gold Ocean Group Limited (大漠金海集團有限公司) where he takes overall responsibilities for legal matters relating to the group and the group’s foreign investment projects. Mongolian Desert Resources LLC. (蒙古大漠資源有限責任公司) and Damo Gold Ocean Group Limited (大漠金海集團有限公司) are companies controlled by Mr. Huang Youlong, the Chairman and an Executive Director of the Company.

Save as disclosed above, Mr. Zhao has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Zhao, pursuant to which he will be entitled to an annual director’s fees of HK\$780,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Zhao will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws.

As far as the Directors are aware, Mr. Zhao does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors are aware, Mr. Zhao was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Zhao to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders.

Ms. Chu Yin Yin, Georgiana (“Ms. Chu”) – independent non-executive Director

Ms. Chu, aged 46, was appointed as an independent non-executive Director on 24 August 2015. Ms. Chu is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. She obtained a Bachelor of Business Administration Degree in Accountancy from The University of Hong Kong and a Master of Corporate Governance Degree from The Hong Kong Polytechnic University. Ms. Chu is a fellow member of both the Hong Kong Institute of Certified Public Accountants, the Association of the Chartered Certified Accountants and a member of the Institute of Chartered Accountants in England and Wales. Ms. Chu is also a fellow member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. Prior to joining the Company, she has over 16 years’ extensive experience by working in an international audit firm and other listed companies. Ms. Chu is currently an executive director of China Water Industry Group Limited (stock code: 1129) and an independent non-executive director of Bisu Technology Group International Limited (stock code: 1372). The shares of these companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Ms. Chu has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Ms. Chu, pursuant to which he will be entitled to an annual director’s fees of HK\$144,000, determined with reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Ms. Chu will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws.

As far as the Directors aware, Ms. Chu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Ms. Chu was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Ms. Chu to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Chu that need to be brought to the attention of the Shareholders.

Mr. Yip Tai Him (“Mr. Yip”) – independent non-executive Director

Mr. Yip, aged 46, was appointed as an independent non-executive Director on 24 August 2015. Mr. Yip is also the chairman of the remuneration committee of the Company, a member of each of the audit committee and the nomination committee of the Company. He has been a practising accountant in Hong Kong since 1999. Mr. Yip is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom and the Institute of Chartered Accountants in England and Wales. He has over 20 years of experience in accounting, auditing and financial management. Mr. Yip is currently an independent non-executive director of each of Shentong Robot Education Group Company Limited (stock code: 8206), GCL-Poly Energy Holdings Limited (stock code: 3800), Redco Properties Group Limited (stock code: 1622), Bisu Technology Group International Limited (stock code: 1372) and Epicurean and Company, Limited (stock code: 8213). The shares of these companies are listed on the Main Board or the Growth Enterprise Market (the “GEM”) of the Stock Exchange. Mr. Yip was an independent non-executive director of each of Vinco Financial Group Limited (stock code: 8340) from May 2008 to August 2016, Lajin Entertainment Network Group Limited (previously known as China Media and Films Holdings Limited) (stock code: 8172) from December 2008 to April 2015, iOne Holdings Limited (stock code: 982) from April 2009 to July 2014, MEGA MEDICAL TECHNOLOGY LIMITED (stock code: 876) from February 2001 to June 2014 and Larry Jewelry International Company Limited (stock code: 8351) from May 2014 to October 2014 and a non-executive director of Larry Jewelry International Company Limited (stock code: 8351) from April 2014 to May 2014. The shares of these companies are listed on the Main Board or GEM of the Stock Exchange.

Save as disclosed above, Mr. Yip has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Yip, pursuant to which he will be entitled to an annual director’s fees of HK\$144,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Yip will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws.

As far as the Directors aware, Mr. Yip does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Yip was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Yip to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Yip that need to be brought to the attention of the Shareholders.

Mr. Chan Kai Wing (“Mr. Chan”) – independent non-executive Director

Mr. Chan, aged 56, was appointed as an independent non-executive Director on 24 August 2015. Mr. Chan is also the chairman of the audit committee of the Company, a member of each of the remuneration committee and the nomination committee of the Company. He obtained a Bachelor’s Degree in Economics from Macquarie University in Sydney, Australia in April 1986. Mr. Chan is a fellow member of CPA Australia. Mr. Chan is currently the managing director and founder of Mandarin Capital Enterprise Limited, a company specialised in the provision of financial advisory services in the area of accounting, merger and acquisition and corporate restructuring for both listed and private companies in Hong Kong and the People’s Republic of China (“PRC”), whose clients include companies in the real estate development industry and dairy industry etc. He is currently an independent non-executive director of each of China Conch Venture Holdings Limited (stock code: 586), China Assurance Finance Group Limited (stock code: 8090), Bisu Technology Group International Limited (stock code: 1372) and Nanfang Communication Holdings Limited (stock code: 1617). The shares of these companies are listed on the Main Board or GEM of the Stock Exchange. Mr. Chan worked in the audit department of Ernst & Young in Hong Kong from 1988 to 1991. He was also a director and the financial controller of Shenzhen China Bicycle Company (Holdings) Limited, a listed company in the PRC from 1991 to 1999.

Save as disclosed above, Mr. Chan has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Chan, pursuant to which he will be entitled to an annual director’s fees of HK\$144,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Chan will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-laws.

As far as the Directors aware, Mr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Chan to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**SINO GOLF HOLDINGS LIMITED****順龍控股有限公司****(Incorporated in Bermuda with limited liability)***(Stock Code: 00361)****NOTICE OF 2017 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Sino Golf Holdings Limited (the “**Company**”) will be held at Bowen Room, 7/F, Conrad Hong Kong Hotel, Pacific Place, 88 Queensway, Hong Kong on Friday, 16 June 2017 at 4:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and of the auditor of the Company for the year ended 31 December 2016;
2. to re-elect Mr. Zhao Zheng as executive Director;
3. to re-elect Ms. Chu Yin Yin, Georgiana as independent non-executive Director;
4. to re-elect Mr. Yip Tai Him as independent non-executive Director;
5. to re-elect Mr. Chan Kai Wing as independent non-executive Director;
6. to authorise the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration;
7. to re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and to authorise the Board to fix their remuneration;

* *For identification purposes only*

AS SPECIAL BUSINESS

8. 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“**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 number of Shares of the Company 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; 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 (the “**Bye-laws**”) of the Company, shall not exceed 20 per cent. of the total number of issued Shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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, 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 of the Company (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).”

9. 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 Code on Share Buy-backs (the “**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 total number of 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 per cent. of the total number of the issued Shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased pursuant to this resolution as a percentage of the total number of Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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, 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.”

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

“**THAT** conditional upon resolution nos. 8 and 9 set out in the notice convening this meeting of which this resolution forms part being passed, the number of Shares of the Company which are repurchased by the Company after the date of the passing of this resolution (up to a maximum of 10 per cent. of the total number of issued Shares of the Company as stated in resolution no. 9 set out in the notice convening this meeting of which this resolution forms part) shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors under the authority granted pursuant to resolution no. 8 set out in the notice convening this meeting of which this resolution forms part.”

For and on behalf of the Board
Sino Golf Holdings Limited
HUANG Youlong
Chairman

Hong Kong, 28 April 2017

Notes:

- (1) Any Shareholder entitled to attend and vote at the Annual General Meeting 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 notarially certified copy of such power of authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than on Wednesday, 14 June 2017 at 4:30 p.m. (Hong Kong Time). Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
- (3) Shareholders are recommended to read the circular of the Company containing information concerning the resolutions proposed in this notice.
- (4) The register of members of the Company will be closed from Tuesday, 13 June 2017 to Friday, 16 June 2017 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2017 (Hong Kong Time).

As at the date of this notice, the Board comprises (i) Mr. Huang Youlong, Mr. Zhao Zheng and Mr. Chu Chun Man, Augustine as executive Directors; (ii) Mr. Liu Tianmin, Mr. Tung Sung-Yuan and Mr. Wong Hin Shek as non-executive Directors; and (iii) Ms. Chu Yin Yin, Georgiana, Mr. Yip Tai Him, and Mr. Chan Kai Wing as independent non-executive Directors.