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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 R3, United Conference Centre, 10th Floor, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 30 December 2020 at 3 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following as ordinary resolution:

Capitalised terms used in this notice have the same meaning as those defined in the circular of the Company dated 9 December 2020.

ORDINARY RESOLUTION

“THAT:

- (a) the Amendment Letter, a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the SGM for the purpose of identification, and the transactions contemplated thereunder (including but not limited to the Extension) be and are hereby confirmed, approved and ratified;
- (b) the allotment and issue of Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds as amended and supplemented by the Amendment Letter, be and is hereby approved;
- (c) the Board be and is hereby granted with a specific mandate to allot and issue the Conversion Shares pursuant to the terms and conditions of the Convertible Bonds as amended and supplemented by the Amendment Letter; and

* *For identification purpose only*

- (d) any Director be and is hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Amendment Letter or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

For and on behalf of the Board
Sino Golf Holdings Limited
CHOI Ka Ying
Company Secretary

Hong Kong, 9 December 2020

Registered office:

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal place of business in Hong Kong:

Room 4501, One Midtown
11 Hoi Shing Road, Tsuen Wan
Hong Kong

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 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than on Monday, 28 December 2020 at 3 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 SGM 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 resolution proposed in this notice.
4. The register of members of the Company will be closed from Thursday, 24 December 2020 to Wednesday, 30 December 2020 (both days inclusive) for the purpose of determining the right to attend and vote at the SGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming SGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 23 December 2020 (Hong Kong Time).

5. Taking into account the recent development of the COVID-19 epidemic, the Company recommends Shareholders to **vote by filling in and submitting the proxy form**, i.e. indicate your voting intention and designate the chairman of the SGM as your proxy to vote on your behalf, instead of attending the SGM in person.

The Company will also implement the following precautionary measures at the SGM against the epidemic to protect the attendees from the risk of infection:

- (i) **compulsory body temperature check** will be conducted for every attendee at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue;
- (ii) every attendee is required to **wear surgical facial mask throughout the meeting**; and
- (iii) **no refreshment** will be served.

As at the date of this notice, the Board comprises (i) Mr. Huang Bangyin and Mr. Chu Chun Man, Augustine as executive Directors; (ii) Mr. Wong Hin Shek as non-executive Director; and (iii) Mr. Sheng Baojun, Mr. Ho Kwong Yu and Ms. Lin Lin as independent non-executive Directors.