
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, 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 take no responsibility for the contents of this circular, 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 circular.



SINO GOLF HOLDINGS LIMITED
順龍控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00361)

PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice of the SGM to be held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 30 May 2023 at 3:00 p.m. is set out on pages 7 to 8 of this circular.

A form of proxy for the SGM 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 SGM in accordance with the instructions printed thereon to our Company's Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 3:00 p.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjournment thereof. 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.

9 May 2023

* *For identification purposes only*

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF SPECIAL GENERAL MEETING	7

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms have the meanings set out below:

“2022 Annual Results”	the annual results of the Group for the year ended 31 December 2022
“2022 Audit”	the audit of the 2022 Annual Results
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company, as amended from time to time
“Company”	Sino Golf Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 00361)
“Director(s)”	director(s) of the Company
“Grant Thornton“	Grant Thornton Hong Kong Limited
“Group”	the Company and the its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	4 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Outstanding Issues”	has the meaning ascribed to this term in the section headed “Letter from the Board” in this circular
“Proposed Appointment”	the proposed appointment of Grant Thornton as new auditor of the Company, subject to the approval of the Shareholders at the SGM
“SGM”	a special general meeting of the Company to be convened and held at 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 30 May 2023 at 3:00 p.m. to consider and, if thought fit, approve the Proposed Appointment, or any adjournment thereof

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“SHINEWING”	SHINEWING (HK) CPA Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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 Bangyin (Chairman)

Mr. Chu Chun Man, Augustine

Non-Executive Director:

Mr. Wong Hin Shek

Independent Non-executive Directors:

Mr. Sheng Baojun

Mr. Ho Kwong Yu

Ms. Lin Lin

Registered Office:

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Room 4501, One Midtown

11 Hoi Shing Road, Tsuen Wan

Hong Kong

9 May 2023

To the Shareholders

Dear Sirs or Madams,

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

References are made to (i) the announcement of the Company dated 27 April 2023 in relation to, among others, the resignation of SHINEWING as auditor of the Company; and (ii) the announcement of the Company dated 4 May 2023 in relation to, among others, the Proposed Appointment.

The purpose of this circular is to provide the Shareholders with, among others, (i) further information on the Proposed Appointment; and (ii) the notice of SGM.

* For identification purposes only

LETTER FROM THE BOARD

RESIGNATION OF AUDITOR

During the 2022 Audit, SHINEWING requested the Company to provide further information and explanation in connection with the commercial reasons for two management agreements entered into by the Group dated 28 January 2022 and 1 November 2022 and the payments pursuant thereto (the “**Outstanding Issues**”). To assist SHINEWING in completing the audit work, the Company has provided certain information and explanation to SHINEWING in connection with the Outstanding Issues in the course of the 2022 Audit, and the Audit Committee also held certain meetings with SHINEWING to discuss the Outstanding Issues.

Despite the efforts made by the Company to communicate with SHINEWING, the Company and SHINEWING have not been able to reach a consensus on the timetable and additional fees for the completion of the 2022 Audit. As SHINEWING considers that it is not able to receive any further information and explanation in connection with the Outstanding Issues, it is unable to determine additional procedures (if any) that it considers necessary and reasonably estimate the time required to complete the 2022 Audit. After careful consideration and mutual agreement with the Company, SHINEWING has resigned as auditor of the Company with effect from 27 April 2023.

Save as disclosed above, SHINEWING has confirmed that there are no other matters in connection with its resignation that it considers ought to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF AUDITOR

The Board is in the view that it is in the best interest of the Company and its Shareholders to appoint a new auditor to complete the audit work as soon as practicable. With the recommendation of the Audit Committee, the Board has resolved to propose the appointment of Grant Thornton as new auditor of the Company to fill the casual vacancy following the resignation of SHINEWING and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders. The Board and the Audit Committee have assessed the qualification of Grant Thornton and considered that Grant Thornton is qualified and suitable to carry out duties as the auditor of the Company.

Pursuant to Bye-law 157, if the office of auditor becomes vacant by the resignation of the auditor, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy. In compliance with the Bye-laws, an ordinary resolution will be proposed at the SGM for the Shareholders to approve the Proposed Appointment.

The Board and the Audit Committee have confirmed that, save as disclosed above, they are not aware of any other matters in connection with the change of auditor that need be brought to the attention of the Shareholders.

CLOSURE OF REGISTER OF MEMBERS

The SGM is scheduled to be held on Tuesday, 30 May 2023 at 3:00 p.m. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, 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 SGM, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share

LETTER FROM THE BOARD

certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 23 May 2023 (Hong Kong Time).

SGM

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the SGM.

A notice of the SGM is set out on pages 7 to 8 of this circular. A form of proxy for use by the Shareholders at the SGM 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 SGM 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 3:00 p.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting and any adjournment thereof should you so wish.

VOTING AT THE SGM 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 SGM will therefore demand a poll for every resolution put to the vote of the SGM pursuant to Bye-law 66(1).

The results of the poll will be published on the websites of the Stock Exchange and the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the non-executive Director and the independent non-executive Directors) consider that the proposed appointment of Grant Thornton as new auditor of the Company is in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution at the SGM.

Yours faithfully,
For and on behalf of the Board
Sino Golf Holdings Limited
HUANG Bangyin
Executive Director

NOTICE OF SPECIAL GENERAL MEETING



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 9/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Tuesday, 30 May 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** Grant Thornton Hong Kong Limited be and is hereby appointed as auditor of the Company to fill the casual vacancy following the resignation of SHINEWING (HK) CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix the remuneration of Grant Thornton Hong Kong Limited.”

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

Hong Kong, 9 May 2023

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

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (1) Any shareholder(s) of the Company (the “**Shareholder(s)**”) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 3:00 p.m. on Sunday, 28 May 2023 (Hong Kong Time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a Shareholder from attending and voting in person 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 Wednesday, 24 May 2023 to Tuesday, 30 May 2023 (both days inclusive) for the purpose of determining the entitlement 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 23 May 2023 (Hong Kong Time).

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.