

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*

*The information set out below in this announcement is provided for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.*



## **SINO GOLF HOLDINGS LIMITED**

**順龍控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00361)**

### **ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES, RULE 3.7 OF THE TAKEOVERS CODE AND INSIDE INFORMATION PROVISIONS UNDER THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Sino Golf Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 22 January 2024 in relation to the appointment of receivers in respect of certain securities of the Company (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

#### **POSSIBLE TRANSACTION INVOLVING SECURITIES OF THE COMPANY**

The Company was notified by the Receivers on 31 January 2024 that they are looking for potential purchasers for disposal of the Charged Assets (the “**Possible Transaction**”) and as at the date of such notice, the Receivers have not yet been in discussion with any investor.

\* *For identification purpose only*

**The Possible Transaction may or may not materialise (and even if it materialises, it may or may not result in a change of control or lead to a general offer under Rule 26.1 of the Takeovers Code). Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company and, if in any doubt, they should consult their professional advisers.**

## **MONTHLY UPDATE**

For the purposes of the Takeovers Code, the offer period commenced on the date of this announcement.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Transaction will be made until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules or the Takeovers Code (as the case may be).

## **RELEVANT SECURITIES OF THE COMPANY**

In accordance with Rule 3.8 of the Takeovers Code, as at the date of this announcement, the Company has: (i) a total of 5,201,250,000 Shares of par value HK\$0.01 each in issue; and (ii) convertible bonds with an aggregate principal amount of HK\$74,100,000 in issue, which may be convertible into a maximum of 650,000,000 Shares upon their conversions. Save as disclosed above, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

## **DISCLOSURE OF DEALINGS**

As required under Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company (including a person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are reminded to disclose their dealings in any securities of the Company pursuant to the requirements of the Takeovers Code. For this purpose, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

By order of the Board  
**Sino Golf Holdings Limited**  
**Huang Bangyin**  
Chairman

Hong Kong, 2 February 2024

*As at the date of this announcement, the Board comprises: (i) Mr. Huang Bangyin as executive Director; (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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*