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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)

MAJOR TRANSACTION SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT

Reference is made to the announcements of Sino Golf Holdings Limited (the “**Company**”) dated 2 February 2016, 26 February 2016, 11 March 2016 and 24 March 2016 in relation to, among other things, the acquisition of the entire issued share capital in Lucky Fountain Holdings Limited. Capitalised terms used herein shall have the same meanings as those defined in Company’s announcement dated 2 February 2016 (the “**Announcement**”) unless otherwise defined herein.

On 5 April 2016 (after trading hours), the Purchaser and the Vendor entered into a supplemental agreement (the “**Supplemental SP Agreement**”) to make certain amendments to the Sale and Purchase Agreement.

As disclosed in the Announcement, the Consideration of HK\$235,700,000 shall be satisfied by the Purchaser to the Vendor in the following manner:

- (i) an initial refundable deposit of HK\$20,000,000 payable within ten (10) Business Days from the date of signing of the Sale and Purchase Agreement; and
- (ii) the remaining balance of HK\$215,700,000 by way of procuring the Company to issue the Promissory Notes to the Vendor upon Completion.

Pursuant to the Supplemental SP Agreement, the Purchaser and the Vendor mutually agreed that the Consideration of HK\$235,700,000 payable by the Purchaser shall be settled by the Purchaser by procuring the Company to issue the Promissory Notes in the principal amount of HK\$235,700,000 to the Vendor upon Completion. Save for the principal amount of the Promissory Notes, the terms of the Promissory Notes as disclosed in the Announcement remain unchanged.

Save for the amendments contained in the Supplemental SP Agreement as stated above, all other major terms and conditions of the Sale and Purchase Agreement shall remain in full force and effect. The Board considers that such changes would not have any adverse impact on the business and performance of the Group and the terms of the Supplemental SP Agreement are in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 5 April 2016

As at the date of this announcement, 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.

* *For identification purpose only*