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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)

### **ANNOUNCEMENT PURSUANT TO RULE 13.09 OF THE LISTING RULES AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcement of Sino Golf Holdings Limited (the “**Company**”) dated 22 June 2011 in relation to, among other things, the suspension of trading in shares of the Company (the “**Shares**”) pending the release of an announcement pursuant to The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and is price-sensitive in nature.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) noted that there was increase in the price of Shares yesterday and wishes to state it is not aware of any reasons for such increase, save for those disclosed in this announcement.

The Board is informed by CM Investment Company Limited (“**CM Investment**”), the controlling shareholder of the Company, and Mr. Chu Chun Man, Augustine (“**Mr. Chu**”), the Chairman and an executive Director of the Company, that CM Investment and Mr. Chu are in preliminary discussion with an independent third party involving, inter alia, a disposal of CM Investment and Mr. Chu’s shareholding interests in the Company to such independent third party (the “**Disposal**”) which, if materialised, may lead to a change in control of the Company, a possible associated group reorganisation of the Company, a possible issue of new shares of the Company and a mandatory unconditional general offer under the Takeovers Code for all the issued shares of the Company (other than those already owned by or agreed to be acquired by such independent third party and parties acting in concert with it), which is likely to be solely in cash. As at the date of this announcement, CM Investment and Mr. Chu in aggregate hold 173,870,038 issued Shares, representing approximately 57.5% of the total issued share capital of the Company as at the date of this announcement. CM Investment is owned as to approximately 67.5% by A & S Company Limited (“**A & S**”) and approximately 6.2% by Mr. Chu and his family members and A & S is wholly owned by Mr. Chu and his family members.

\* For identification purpose

No legally binding agreements have been entered into in respect of the Disposal as at the date of this announcement. The negotiations are still in progress and the Disposal may or may not proceed.

Save as disclosed above, the Board confirms that there are no negotiations or agreements relating to any intended acquisitions or realisations which are discloseable under Rule 13.23 of the Listing Rules and neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 13.09 of the Listing Rules, which is or may be of a price-sensitive nature.

Monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer.

As at the date of this announcement, the Company has a total of 302,200,000 Shares in issue and 4,500,000 outstanding options carrying rights to subscribe for 4,500,000 Shares. An option holder holding 1,500,000 options has on 20 June 2011 notified the Company in respect of the exercise of 1,500,000 options into the Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, 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 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 HK\$1 million.

This dispensation does not alter the obligations 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 cooperation.”

**There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and the public investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.**

Trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 22 June 2011 at the request of the Company pending the publication of this announcement. The Company has applied to the Stock Exchange for resumption of the trading in the Shares effective from 9:00 a.m. on 23 June 2011.

By order of the Board of  
**Sino Golf Holdings Limited**  
**Chu Chun Man, Augustine**  
*Chairman*

Hong Kong, 22 June 2011

*As at the date hereof, the Board comprises 6 Directors, of which 3 are the executive Directors, namely Mr. CHU Chun Man, Augustine, Mr. CHU Yuk Man, Simon and Mr. CHANG Hua Jung, and the rest of 3 are the independent non-executive Directors, namely Mr. CHOY Tak Ho, Ms. CHIU Lai Kuen, Susanna and Mr. HSIEH Ying Min.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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.*