



# SINO GOLF HOLDINGS LIMITED

## 順龍控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00361)

### Form of proxy for the Special General Meeting (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.01 each in the share capital of Sino Golf Holdings Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup> or \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting (the "Meeting") of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 20 October 2016 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 30 September 2016 (the "Notice") and at the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of such resolutions as hereunder indicated <sup>(Note 4)</sup>.

Capitalised terms used herein shall have the same meanings as those defined in the Notice.

ORDINARY RESOLUTIONS <sup>#</sup>	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. To confirm, approve and ratify the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds.		
2. Subject to the granting of Whitewash Waiver by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, to approve the Whitewash Waiver.		
3. To approve the appointment of Huang Youlong as an executive Director with effect from the completion of the Subscriptions and to authorise the Board to fix his remuneration.		
4. To approve the appointment of Liu Tianmin as a non-executive Director with effect from the completion of the Subscriptions and to authorise the Board to fix his remuneration.		
5. To approve the appointment of Tung Sung-Yuan as a non-executive Director with effect from the completion of the Subscriptions and to authorise the Board to fix his remuneration.		

<sup>#</sup> Full text of the resolutions is set out in the Notice

Dated: \_\_\_\_\_

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** If no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT:** If you wish to vote for a resolution, tick the box marked "For". If you wish to vote against a resolution, tick the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, this form of proxy together with the certified power of attorney (if any) under which it is signed, must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the most senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* For identification purposes only