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## **Sino Distillery Group Limited**

**中國釀酒集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00039)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 MAY 2013 AND RETIREMENT OF DIRECTOR**

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 7 May 2013.

The Board further announces that Mr. Han Dong has retired as an Executive Director at the conclusion of the AGM held on 7 May 2013. Following his retirement, Mr. Han also ceased to be the Managing Director of the Company with effect from 7 May 2013.

Reference is made to the circular (the “Circular”) of the Company dated 27 March 2013. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that all resolutions proposed at the AGM were duly passed by the Shareholders by way of poll at the AGM held on 7 May 2013. Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, acted as the scrutineer for vote-taking at the AGM. The results of the voting are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Shares (approximate % of votes cast)</b>	
		<b>For</b>	<b>Against</b>
1	To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2012	535,661,263 (100.00%)	0 (0.00%)
2	To re-elect Mr. Han Dong as Executive Director ( <i>Note</i> )	N/A	N/A
3	To re-elect Dr. Loke Yu as Independent Non-executive Director	531,849,263 (99.29%)	3,812,000 (0.71%)
4	To re-elect Mr. Zhang Yonggen as Independent Non-executive Director	535,661,263 (100.00%)	0 (0.00%)
5	To re-elect Mr. Jiang Jianjun as Executive Director	524,257,263 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Shares (approximate % of votes cast)	
		For	Against
6	To re-elect Mr. Song Shaohua as Executive Director	535,661,263 (100.00%)	0 (0.00%)
7	To authorise the Board of Directors to fix the Directors' remuneration	535,661,263 (100.00%)	0 (0.00%)
8	To re-appoint Ernst & Young as Auditors and to authorise the Board of Directors to fix their remuneration	535,661,263 (100.00%)	0 (0.00%)
9	To grant a general mandate to the Directors to issue and allot new shares of the Company	531,849,263 (99.29%)	3,812,000 (0.71%)
10	To grant a general mandate to the Directors to repurchase shares of the Company	535,661,263 (100.00%)	0 (0.00%)
11	To extend the general mandate to the Directors to issue additional shares repurchased by the Company	531,849,263 (99.29%)	3,812,000 (0.71%)

*Note: Subsequent to the date of the notice of AGM and the Circular, Mr. Han Dong notified the Company that he would not offer himself for re-election at this AGM. Hence, this resolution was withdrawn.*

As at the date of the AGM, the total number of issued Shares was 1,195,162,397 Shares, which was the total number of Shares entitling the holders thereof to attend and vote for or against all resolutions at the AGM. To demonstrate good corporate governance practice, the respective Director who was subject for re-election at the AGM and also a Shareholder had abstained from voting on the respective resolution concerning his own re-election. Save as disclosed above, there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

## **RETIREMENT OF DIRECTOR**

The Board further announces that Mr. Han Dong, an Executive Director, retired by rotation and did not offer himself for re-election at the AGM held on 7 May 2013 due to other business engagements which require more of his dedication and has retired from the Board at the conclusion of the AGM. Following his retirement, Mr. Han also ceased to be the Managing Director of the Company with effect from 7 May 2013.

Mr. Han has confirmed to the Board that he has no disagreement with the Board and there is no matter relating to his retirement from the Board that needs to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to Mr. Han for his contribution to the Company during his tenure of office.

By Order of the Board  
**Sino Distillery Group Limited**  
**Jiang Jianjun**  
*Executive Director*

Hong Kong, 7 May 2013

*As at the date hereof, the Executive Directors are Mr. Qu Shuncai, Mr. Jiang Jianjun and Mr. Song Shaohua; the Non-executive Directors are Mr. Peter Lo and Mr. Huang Qingxi; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Zhang Yonggen and Mr. Li Xiaofeng.*