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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)

NOTICE OF ADJOURNED EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting (the “EGM”) of Sino Distillery Group Limited (the “Company”) dated 27 March 2014 in relation to the EGM held on 17 April 2014 for considering and approving the Agreement. As announced by the Company on 17 April 2014, the EGM was adjourned. The Board has decided to convene the adjourned EGM and in this regard, would like to draw the Shareholders’ attention to the announcement of the Company dated 21 May 2014. Capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 27 March 2014 (the “Circular”) unless otherwise stated.

NOTICE IS HEREBY GIVEN that the adjourned EGM of the Company will be held at 11:00 a.m. on Friday, 6 June 2014 at 2509, Tower One, Lippo Centre, 89 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

1. **“THAT:–**

- (A) the sale and purchase agreement dated 24 February 2014 and as supplemented by the supplemental agreement dated 26 February 2014 (together the “**Agreement**”) entered into amongst (i) 深圳市美名問世商貿有限公司 (Shenzhen Meiming Wenshi Trading Limited*), a wholly-owned subsidiary of the Company, as vendor

(ii) 肇東北大荒生物科技有限公司 (Zhaodong Beidahuang Biotechnology Limited*) and 臨湘市華銀長江中小企業擔保有限公司 (Linxiang Huayin Changjiang Small and Medium Enterprises Guarantee Limited*) as purchasers in connection with the sale and purchase of 75% equity interest in 哈爾濱中國釀酒有限公司 (Harbin China Distillery Company Limited*) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(B) any one or more of the directors of the Company be and is/are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement and the transactions contemplated thereunder.”

By order of the Board
Sino Distillery Group Limited
Jiang Jianjun
Chairman

Hong Kong, 21 May 2014

* *For identification purposes only*

Notes:

1. Any member of the Company entitled to attend and vote at the adjourned EGM convened by the above notice (“**Notice of Adjourned EGM**”) shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy enclosed with the Circular, if lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, remains valid for use at the adjourned EGM. However, where both of the form of proxy enclosed with the Circular and the form of proxy enclosed with the Notice of Adjourned EGM are received by the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, from the same Shareholder, the form of proxy enclosed with the Circular shall be deemed revoked and the Shareholders shall be deemed to have exercised their voting rights in accordance with the proxy enclosed with the Notice of Adjourned EGM.

3. Whether or not you intend to attend the adjourned EGM, if you have not yet lodged the form of proxy enclosed with the Circular with the Company's branch share registrar in Hong Kong, you are advised to complete the form of proxy enclosed with the Notice of Adjourned EGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding of the adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the adjourned EGM should you so wish.
4. The Register of Members of the Company will be closed from Wednesday, 4 June 2014 to Friday, 6 June 2014 (both days inclusive) during which period no transfer of shares of the Company will be registered and effected. In order to qualify for attending and voting at adjourned EGM, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 June 2014.
5. In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the adjourned EGM, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders. 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.

As at the date of this notice, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing, Mr. Qu Shuncaï, Mr. Song Shaohua and Mr. Jiang Jiancheng; the Non-executive Director is Mr. Huang Qingxi; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Zhang Yonggen and Mr. Li Xiaofeng.