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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)

CHANGES IN SHAREHOLDING STRUCTURE

The Board was notified on 22 July 2014 that Ms. Zeng has on the same day indirectly transferred for cash consideration an aggregate of 125,629,522 Shares, representing approximately 7.72% of the issued share capital of the Company, to Mr. Jiang through the transfer by Ms. Zeng of her entire shareholdings representing the total issued share capital in King Wei, which in turn holds the 125,629,522 Shares, to Mr. Jiang. Subsequent to the Transfer, Mr. Jiang holds personal interest in 231,417,522 Shares and family interest in 2,920,000 Shares, together representing approximately 14.41% of the issued share capital of the Company and Ms. Zeng remains personally interested in 6,130,000 Shares, representing 0.37% of the issued share capital of the Company.

This announcement is made by Sino Distillery Group Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company was notified on 22 July 2014 that Ms. Zeng Jia Min (“**Ms. Zeng**”), the substantial shareholder of the Company, has on the same day indirectly transferred for cash consideration an aggregate of 125,629,522 shares of the Company (the “**Shares**”), representing approximately 7.72% of the issued share capital of the Company, to Mr. Jiang Jianjun (“**Mr. Jiang**”) through the transfer by Ms. Zeng of her entire shareholdings representing the total issued share capital in King Wei Group (China) Investment Development Limited (“**King Wei**”), which in turn holds the 125,629,522 Shares, to Mr. Jiang (the “**Transfer**”). As informed by Mr. Jiang and Ms. Zeng, Ms. Zeng and her associates (as defined in the Listing Rules) are independent of and not connected with Mr. Jiang and his associates (as defined in the Listing Rules).

Mr. Jiang, the Chairman and an Executive Director of the Company, and his spouse together hold 108,708,000 Shares representing approximately 6.68% of the total issued share capital of the Company before the Transfer.

Subsequent to the Transfer, Mr. Jiang holds personal interest in 231,417,522 Shares and family interest in 2,920,000 Shares, together representing approximately 14.41% of the issued share capital of the Company and Ms. Zeng remains personally interested in 6,130,000 Shares, representing approximately 0.37% of the issued share capital of the Company.

CHANGES IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company before and after the Transfer:

Shareholders	No. of issued Shares held immediately before the Transfer		No. of issued Shares held immediately after the Transfer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Chen Hua/Lin Xi ⁽¹⁾	179,938,000	11.06	179,938,000	11.06
Li Jiehong ⁽²⁾	139,937,220	8.60	139,937,220	8.60
Zeng Jia Min	131,759,522 ⁽³⁾	8.10	6,130,000	0.37
Jiang Jianjun/Li Zhuoxun	108,708,000 ⁽⁴⁾	6.68	234,337,522	14.41
Public shareholders	1,066,352,134	65.56	1,066,352,134	65.56
Total	<u>1,626,694,876</u>	<u>100.00</u>	<u>1,626,694,876</u>	<u>100.00</u>

Notes:

- (1) The Shares are held by Able Turbo Enterprises Limited as to 102,945,737 Shares and China Food and Beverage Group Limited as to 76,992,263 Shares. China Food and Beverage Group Limited is wholly owned by Able Turbo Enterprises Limited and Able Turbo Enterprises Limited is owned by Mr. Chen Hua as to 60.31% and Ms. Lin Xi as to 39.69%.
- (2) The Shares are held by Mr. Li Jiehong as to 2,126,000 Shares and his wholly owned company, Sino Insight Holdings Limited, as to 137,811,220.
- (3) The Shares are held by Ms. Zeng Jia Min as to 6,130,000 Shares and her wholly owned company, King Wei Group (China) Investment Development Limited, as to 125,629,522 Shares.
- (4) The Shares are owned by Mr. Jiang Jianjun as to 105,788,000 Shares and Ms. Li Zhuoxun (the spouse of Mr. Jiang Jianjun) as to 2,920,000 Shares.

By Order of the Board
SINO DISTILLERY GROUP LIMITED
Jiang Jianjun
Chairman

Hong Kong, 22 July 2014

As at the date of this announcement, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing, Mr. Qu Shuncaï 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. Li Xiaofeng and Mr. Ho Man Fai.