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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)**

**SECOND SUPPLEMENTAL AGREEMENTS  
IN RELATION TO  
THE SUBSCRIPTION AGREEMENT AND  
THE SHARE TRANSFER AGREEMENT**

Reference is made to the announcements dated 11 July 2014, 25 August 2014 (“**Announcement**”) and 24 November 2014 of the Company in relation to the Subscription and the Acquisition. Terms defined in the Announcement have the same meaning when used in this announcement.

**THE SECOND SUPPLEMENTAL SUBSCRIPTION AGREEMENT**

On 14 January 2015, the Company and the Subscriber entered into a second supplemental agreement pursuant to which the parties mutually agreed to (i) incorporate a new condition to the Subscription such that completion of the Subscription is subject to completion of the Acquisition, in addition to the obtaining of listing approval for the Subscription Shares and the approval of the Subscription Agreement by the Shareholders and (ii) further extend the long stop date for the satisfaction of the conditions precedent in respect of the Subscription from 31 January 2015 to 31 March 2015. All other material terms of the Subscription Agreement remain unchanged. The Board considers that the incorporation of the new condition and the extension of the long stop date do not have any material adverse effect on the operations of the Group.

## **THE SECOND SUPPLEMENTAL SHARE TRANSFER AGREEMENT**

On 14 January 2015, Meiming, a wholly-owned subsidiary of the Company, and the Vendors entered into a second supplemental agreement pursuant to which the parties mutually agreed to further extend the long stop date for the satisfaction of the conditions precedent in respect of the Acquisition from 31 January 2015 to 31 March 2015. All other material terms of the Share Transfer Agreement remain unchanged. The Board considers that the extension of the long stop date does not have any material adverse effect on the operations of the Group.

### **GENERAL**

As stated in the announcement issued by the Company dated 24 December 2014, a circular containing, among other things, further details of the Subscription, the Acquisition and the Meiming Capital Injection and the notice of the EGM will be despatched by the Company to the Shareholders on or before 16 January 2015.

**Shareholders and potential investors who wish to deal in the securities of the Company should note that the Subscription, the Acquisition and the Meiming Capital Injection may or may not proceed and therefore are advised to exercise caution when dealing in the securities of the Company.**

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

Hong Kong, 14 January 2015

*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.*