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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)**

**FURTHER EXTENSION OF  
MEMORANDUM OF UNDERSTANDING  
IN RESPECT OF THE POSSIBLE ACQUISITION**

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

Reference is made to the announcements of the Company dated 12 August 2013, 24 February 2014 and 22 August 2014 respectively in relation to the Possible Acquisition (the “**Announcements**”). Unless otherwise defined herein, all capitalized terms used herein shall have the same meanings as defined in the Announcements.

Pursuant to the MOU dated 12 August 2013, the first extension agreement dated 24 February 2014 and the second extension agreement dated 22 August 2014 in respect of the Possible Acquisition, the Vendor and the Company will negotiate in good faith the terms of the Formal Agreement for the Possible Acquisition on or before 23 February 2015 (the “**Relevant Period**”). The terms for the Formal Agreement for the Possible Acquisition have not yet been

finalized at the end of the Relevant Period, pending the results of the due diligence on the Target Group. After negotiation, the Company and the Vendor agreed that additional time is needed for the Company to complete its due diligence on the Target Group. Accordingly, the Company and the Vendor have entered into a third extension agreement on 23 February 2015 to further extend the MOU for 6 months to 22 August 2015 in order to enable the Company to complete its due diligence on the Target Group. Save as aforesaid, all other terms of the MOU remain unchanged. The Company will make further announcement on the progress of the Possible Acquisition as and when appropriate.

**Shareholders of the Company should note that the Possible Acquisition may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 23 February 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.*