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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)**

## **RETIREMENT AND RE-APPOINTMENT OF DIRECTOR**

The Board announces that Mr. Ho Man Fai retired as an independent non-executive Director at the conclusion of the EGM held on 17 February 2015 pursuant to the Articles and was re-appointed as an independent non-executive Director by the Board after the EGM.

The board (the “**Board**”) of directors (the “**Directors**”) of Sino Distillery Group Limited (the “**Company**”) announces that Mr. Ho Man Fai (“**Mr. Ho**”), who was appointed as an independent non-executive Director on 26 June 2014, retired at the extraordinary general meeting of the Company held on 17 February 2015 (“**EGM**”) pursuant to the articles of association of the Company (the “**Articles**”), and accordingly ceased to be a member of each of the audit committee, remuneration committee and nomination committee under the Board at the conclusion of the EGM.

After the EGM, the Board approved the re-appointment of Mr. Ho as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee under the Board with effect from 17 February 2015.

Mr. Ho, aged 50, is currently the chairman of California Restaurant. Mr. Ho has extensive experience in catering and management. He is a director of New Territories General Chamber of Commerce, a director of Hong Kong Food Science and Technology Association Limited, a director of Yuen Long Merchants Education Promotion Limited, a school manager of Yuen Long Merchants Association Primary School and general affairs officer of Hong Kong Love & Care Charity Foundation Limited. Other than his independent non-executive directorship with the Company, Mr. Ho did not hold any directorship in any listed public companies in the last three years. Mr. Ho does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). As at the date of this announcement, Mr. Ho has a personal interest of 500,000 shares of the Company and holds 500,000 share options granted by the Company. Save as disclosed above, Mr. Ho has no interest in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Ho has entered into a letter of appointment with the Company for a term of 3 years commencing from 17 February 2015 and is subject to retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual emolument of HK\$50,000 as independent non-executive Director which is determined by the Board by reference to his duties and responsibilities with the Company, the Company’s remuneration policy and the remuneration committee’s recommendation.

There is no information required to be disclosed pursuant to the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to the re-appointment of Mr. Ho.

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

Hong Kong, 10 March 2015

*As at the date of this announcement, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing, Mr. Qu Shuncaai 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.*