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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Sino Distillery Group Limited (the “**Company**”) will be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 April 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Sino Distillery Group Limited” to “China Beidahuang Industry Group Holdings Limited” and the Chinese name of the Company from “中國釀酒集團有限公司” to “中國北大荒產業集團控股有限公司” and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents or make such arrangements as they may, in their absolute discretion, consider necessary or expedient in connection with the implementation of or giving effect to any of the foregoing and the transactions contemplated thereunder.”

## ORDINARY RESOLUTION

2. “**THAT** Mr. Ho Man Fai be and is hereby re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.”

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

Hong Kong, 13 March 2015

*Notes:*

- (1) A member of the Company entitled to attend and vote at the EGM or any adjournment thereof (as the case may be) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead in accordance with the articles of association of the Company.
- (2) A form of proxy for use at the EGM is enclosed. A proxy needs not be a member of the Company.
- (3) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be) and in default the form of proxy shall not be treated as valid.
- (4) In the case of joint holders, the vote of the senior who tenders the vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of such shares.
- (5) Completion and return of the form of proxy will not preclude a member from attending the EGM and voting in person at the EGM or any adjourned meeting if he so desires. If a member attends the EGM after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.

*As at the date of this notice, 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.*