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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)

COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the condition of the Subscription Agreements has been fulfilled and completion of the Subscription took place on 30 April 2015. An aggregate of 150,000,000 Subscription Shares have been allotted and issued to the Subscribers at the Subscription Price of HK\$0.73 per Subscription Share.

Reference is made to the announcement of Sino Distillery Group Limited (the “**Company**”) dated 10 April 2015 (the “**Announcement**”) in relation to the Subscription. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the condition of the Subscription Agreements has been fulfilled and completion of the Subscription took place on 30 April 2015. An aggregate of 150,000,000 Subscription Shares have been allotted and issued to the Subscribers at the Subscription Price of HK\$0.73 per Subscription Share.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of the Subscribers and its ultimate beneficial owners (if any) is an Independent Third Party. None of the Subscribers has become a substantial shareholder (as defined in the Listing Rules) of the Company immediately after completion of the Subscription.

The net proceeds from the Subscription, after deducting the expenses payable by the Company, is approximately HK\$109.45 million which is intended to be used for the Group's business development, investments and general working capital purposes.

EFFECT ON THE SHAREHOLDING OF THE COMPANY

An aggregate of 150,000,000 Subscription Shares represent approximately (i) 9.22% of the existing issued share capital of the Company immediately before completion of the Subscription; and (ii) 8.44% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

Set out below is the table of the shareholdings in the Company immediately before and after completion of the Subscription:

Shareholders	Shareholding immediately before completion of the Subscription		Shareholding immediately after completion of the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Directors:				
Mr. Jiang Jianjun	282,801,522 ^(a)	17.38	282,801,522 ^(a)	15.92
Mr. Li Jianqing	7,470,000	0.46	7,470,000	0.42
Mr. Ho Man Fai	500,000	0.03	500,000	0.03
Dr. Loke Yu	50,000	0.00	50,000	0.00
Mr. Qu Shuncaï	2,000	0.00	2,000	0.00
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	290,823,522	17.87	290,823,522	16.37
Substantial Shareholder:				
Mr. Li Xianggen	182,496,000 ^(b)	11.22	182,496,000 ^(b)	10.27

Shareholders	Shareholding immediately before completion of the Subscription		Shareholding immediately after completion of the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Public Shareholders:				
Subscribers	1,900,000	0.12	151,900,000	8.55
Other public	<u>1,151,525,354</u>	<u>70.79</u>	<u>1,151,525,354</u>	<u>64.81</u>
Total	<u><u>1,626,744,876</u></u>	<u><u>100.00</u></u>	<u><u>1,776,744,876</u></u>	<u><u>100.00</u></u>

Notes:

- (a) The Shares are held by Mr. Jiang Jianjun (“**Mr. Jiang**”) as to 106,652,000 Shares, Ms. Li Zhuoxun, the spouse of Mr. Jiang, as to 2,920,000 Shares, King Wei Group (China) Investment Development Limited (“**King Wei**”) as to 126,629,522 Shares and China Silver Investments Development Limited (“**China Silver**”) as to 46,600,000 Shares. As King Wei and China Silver are 100% owned by Mr. Jiang, Mr. Jiang is deemed to be interested in the 126,629,522 Shares held by King Wei and the 46,600,000 Shares held by China Silver respectively by virtue of the SFO.
- (b) The Shares are held by Mr. Li Xianggen as to 1,342,000 Shares, Able Turbo Enterprises Limited (“**Able Turbo**”) as to 104,425,737 Shares and China Food and Beverage Group Limited (“**China Food**”) as to 76,728,263 Shares. As China Food is 100% owned by Able Turbo, Able Turbo is deemed to be interested in the 76,728,263 Shares held by China Food by virtue of the SFO. As Able Turbo is 60.31% owned by Mr. Chen Hua and 39.69% owned by Mr. Li Xianggen, each of Mr. Chen Hua and Mr. Li Xianggen is deemed to be interested in the Shares held by Able Turbo and China Food by virtue of SFO.

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

Hong Kong, 30 April 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 Ms. Ho Wing Yan; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Li Xiaofeng and Mr. Ho Man Fai.