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China Beidahuang Industry Group Holdings Limited

中國北大荒產業集團控股有限公司

(formerly known as 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 of China Beidahuang Industry Group Holdings Limited (the “Company”) will be held at 4/F, Yuheng Building, Yuheng Road, Yunong Village, Futian District, Shenzhen, China on Monday, 7 September 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (i) the subscription agreement dated 14 May 2015 (as supplemented and amended by three supplemental agreements dated 18 May 2015, 16 July 2015 and 17 August 2015) (the “Subscription Agreement”) entered into between the Company and Beidahuang (HK) International Trade Co., Limited (the “Subscriber”) (a copy of which has been tabled at the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) pursuant to which the Subscriber has conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue an aggregate of 150,000,000 subscription shares (each a “Subscription Share”) at the subscription price of HK\$1.3365 per Subscription Share, (details of the Subscription Agreement are described in the circular of the Company dated 19 August 2015) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (ii) the directors of the Company (“Directors”) be and are hereby generally and specifically authorized to allot and issue the 150,000,000 Subscription Shares to the Subscriber pursuant to the Subscription Agreement (the “Special Mandate”). The Special Mandate is in addition to, and shall not prejudice nor revoke any existing general mandate granted to the Directors by the shareholders of the Company or such other general or special mandate(s) which may from time to time be granted to the Directors prior to passing of this resolution; and
- (iii) the Directors be and are hereby authorized to do such acts and execute such other documents, including under seal where applicable, as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with or in relation to the Subscription Agreement.”

Yours faithfully,
For and on behalf of the Board
China Beidahuang Industry Group Holdings Limited
Jiang Jianjun
Chairman

Hong Kong, 19 August 2015

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders by present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The Register of Members of the Company will be closed from Friday, 4 September 2015 to Monday, 7 September 2015 (both days inclusive) during which period no transfer of shares of the Company will be registered and effected. In order to qualify for attending and voting at this meeting, all transfers of shares of the Company accompanied by the relevant share certificates and the appropriate share transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 September 2015, since Thursday, 3 September 2015 was declared to be a public holiday.

As at the date of this notice, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing 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.