



### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Sino Distillery Group Limited

Date Submitted 04/07/2014

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 00039 Description : Sino Distill

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | <u>4,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$400,000,000.00</u>                                |
| Increase/(decrease)                 | <u>Nil</u>                |  | <u>Nil</u>   |
| Balance at close of the month       | <u>4,000,000,000</u>      | <u>HK\$0.10</u>                            | <u>HK\$400,000,000.00</u>                                |

(2) Stock code : - - Description : - -

|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
|-------------------------------------|---------------------------|--|--|
| Balance at close of preceding month | _____                     | _____                                      | _____  |
| Increase/(decrease)                 | _____                     |  | _____  |
| Balance at close of the month       | _____                     | _____                                      | _____  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code :    - -                 | Description :    - -     |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                    | _____                                  | _____   |
| Increase/(decrease)                 | _____                    |  | _____   |
| Balance at close of the month       | _____                    | _____                                  | _____   |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code :    - -                 | Description :    - -           |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                          | _____                                  | _____   |
| Increase/(decrease)                 | _____                          |  | _____   |
| Balance at close of the month       | _____                          | _____                                  | _____   |

Total authorised share capital at the end of the month (*State currency*) : **HK\$400,000,000.00**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | <b>1,544,694,876</b>   | --  | --                      | --                             |
| Increase/ (decrease) during the month | <b>NIL</b>             | --  | --                      | --                             |
| Balance at close of the month         | <b>1,544,694,876</b>   | --  | --                      | --                             |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed |  |   |
| 1.Share Option Scheme adopted on 23/5/2007<br>Exercise price:  |                           |           |                            |        |  |   |
| HK\$1.152  | Nil                       | Nil       | Nil                        | Nil    | Nil  | 200,000   |
| HK\$0.83   | Nil                       | Nil       | Nil                        | Nil    | Nil  | 10,100,000  |
| HK\$0.73   | Nil                       | Nil       | Nil                        | Nil    | Nil  | 50,000  |
| HK\$0.694  | Nil                       | Nil       | Nil                        | Nil    | Nil  | 6,500,000   |
| Ordinary shares<br>(Note 1)  |                           |           |                            |        |  |   |
| 2.Share Option Scheme adopted on<br>Exercise price:  |                           |           |                            |        |  |   |
| Ordinary shares<br>(Note 1)  |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | --   |   |
|  |                           |           | (Preference shares)        |        | --   |   |
|  |                           |           | (Other class)              |        | --   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            |        | --   |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)   | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 2.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 3.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| 4.<br>_____<br>_____   | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| Total B. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____   |                                 |   |                                  |   |  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|--|--|---|
| 1.<br>_____<br>_____<br>_____  | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| 2.<br>_____<br>_____<br>_____  | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| 3.<br>_____<br>_____<br>_____  | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| 4.<br>_____<br>_____<br>_____  | _____                          | _____                              | _____                      | _____  | _____  | _____   |
| Stock code (if listed)<br>Class of shares issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date (if applicable) (dd/mm/yyyy) | _____                          | _____                              | _____                      | _____  | _____  | _____   |
|  |                                |                                    |                            | Total C. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| <p>1. On 24 June 2014, the Company entered into (i) the Share Subscription Agreements with the Share Subscribers for the subscription of an aggregate 82,000,000 Subscription Shares at the Subscription Price of HK\$0.7 per Subscription Share (subject to condition) and (ii) the CB Subscription Agreement with the CB Subscriber for the subscription of the Convertible Bonds in an aggregate principal amount of HK\$89,600,000 in cash (subject to condition). Upon full conversion of the Convertible Bonds at the initial Conversion Price of HK\$0.70 per Conversion Share (subject to adjustment), the Convertible Bonds will be convertible into 128,000,000 Shares. For details, please refer to the Company's announcement dated 24 June 2014.<br/>EGM approval date : 02/04/2014</p> <p style="text-align: right;">Ordinary shares (<i>Note 1</i>)</p> | --   | --  |
| <p>2.</p> <p style="text-align: right;">( / / )<br/>shares (<i>Note 1</i>)</p>   | --   | --  |
| <p>3.</p> <p style="text-align: right;">( / / )<br/>shares (<i>Note 1</i>)</p>   | --   | --  |
| <p style="text-align: right;">Total D. (Ordinary shares)<br/>(Preference shares)<br/>(Other class)</p>   | --<br>--<br>--   |   |

## Other Movements in Issued Share Capital

|                 |            |                      |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|------------|----------------------|--|--|---|
| Type of Issue   |            |                      |  |  |   |
| 1. Rights issue | At price : | State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 2. Open offer   | At price : | State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 3. Placing      | At price : | State currency _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |
| 4. Bonus issue  |            |                      | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____<br>_____  |

| Type of Issue           |                                 | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-------------------------|---------------------------------|---|---|
| 5. Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   |
| 6. Repurchase of shares |                                 | Class of shares repurchased ( <i>Note 1</i> ) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )        | _____   |
| 7. Redemption of shares |                                 | Class of shares redeemed ( <i>Note 1</i> ) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )             | _____   |
| 8. Consideration issue  | _____                           | Class of shares redeemed ( <i>Note 1</i> ) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )             | _____   |



For Main Board and GEM listed issuers

| Type of Issue  |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br>(Note 1) |  |   |
|  | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|  | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 10. Other  | At price : State currency _____            |  |   |
|  | Class of shares issuable _____<br>(Note 1) |  |   |
|  | Issue and allotment date : (dd/mm/yyyy)    | ( / / )  |   |
|  | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| Total E. (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____ |  |  |   |

|   |     |    |
|---|-----|----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):         | (1) | __ |
|   | (2) | __ |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):       |     | __ |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): |     | __ |

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

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Submitted by: Eric Chan Kwong Leung

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*