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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Bio-Dynamic Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**BIO-DYNAMIC GROUP LIMITED**  
**生物動力集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00039)**

**PROPOSED CHANGE OF COMPANY NAME**  
**PROPOSAL FOR RE-ELECTION OF DIRECTORS**  
**AND**  
**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of Bio-Dynamic Group Limited to be held at 2509, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 6 February 2013 at 3:00 p.m. is set out on pages 8 to 9 of this circular. Whether or not you intend to attend such meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

9 January 2013

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	BIO-DYNAMIC GROUP LIMITED, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider, among other things, the Proposed Change of Company Name and the re-election of Directors
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Latest Practicable Date”	7 January 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “BIO-DYNAMIC GROUP LIMITED” to “Sino Distillery Group Limited” and the Chinese name of the Company from “生物動力集團有限公司” to “中國釀酒集團有限公司”
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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### BIO-DYNAMIC GROUP LIMITED

生物動力集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00039)**

*Executive Directors:*

Mr. Han Dong (*Managing Director*)

Mr. Qu Shuncaï

*Non-executive Directors:*

Mr. Peter Lo (*Chairman*)

Mr. Huang Qingxi

Mr. Chen Hua

Mr. Kong Hor Fai

*Independent Non-executive Directors:*

Dr. Loke Yu

Mr. Zhang Yonggen

Mr. Li Xiaofeng

*Registered office:*

P.O. Box 309GT

Ugland House

South Church Street

George Town

Grand Cayman

Cayman Islands

*Head office and principal place*

*of business in Hong Kong:*

2509, Tower One

Lippo Centre, 89 Queensway

Hong Kong

9 January 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
PROPOSAL FOR RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### INTRODUCTION

As announced by the Company on 4 January 2013, the Board proposes to put forward a special resolution at the EGM to change the English name of the Company from “BIO-DYNAMIC GROUP LIMITED” to “Sino Distillery Group Limited” and the Chinese name of the Company from “生物動力集團有限公司” to “中國釀酒集團有限公司”.

The purpose of this circular is to provide you with information on the following matters to be dealt with at the EGM: (i) Proposed Change of Company Name; and (ii) re-election of Directors.

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## **LETTER FROM THE BOARD**

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### **REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Board considers that the new company name would provide a better identification of the Company's business strategy as well as the plan for its future operations and is in the interests of the Company and the Shareholders as a whole.

### **CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name is subject to:

- (a) the approval by the Shareholders by way of a special resolution at the EGM; and
- (b) the granting of the certificate of change of name by the Registrar of Companies in the Cayman Islands.

The Proposed Change of Company Name will take effect from the date on which the new name of the Company is entered on the register by the Registrar of Companies in the Cayman Islands in place of the existing name. The Company will further carry out the necessary filing procedures with the Companies Registry in Hong Kong. In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becoming effective.

### **EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be effective and as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

Further announcement will be made when the Proposed Change of Company Name becomes effective and for the change in stock short name.

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 99 of the Articles, Mr. Qu Shuncai, Mr. Huang Qingxi, Mr. Chen Hua, Mr. Kong Hor Fai and Mr. Li Xiaofeng will retire and, being eligible, will offer themselves for re-election at the EGM. The nomination committee of the Company has assessed the independence of Mr. Li Xiaofeng and considered that he has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

Requisite details of Directors proposed to be re-elected in the EGM are set out in "Details of Directors Offering Themselves for Re-election" on this circular.

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## LETTER FROM THE BOARD

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### EGM

A notice convening the EGM to be held at 2509, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 6 February 2013 at 3:00 p.m. or any adjournment is set out on pages 8 to 9 of this circular. Resolutions will be proposed to approve, inter alia, the Proposed Change of Company Name and the re-election of Directors.

Enclosed is a form of proxy for use at the EGM. Whether or not you intend to attend such meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof (as the case may be). Completion and return of form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish.

### VOTING BY POLL

Notwithstanding that Article 80 of the Articles provides that at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. Under Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the Directors intend that the Chairman of the EGM shall demand voting of the resolutions put forward at the EGM by way of poll.

### RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and the re-election of retiring Directors are each in the interests of the Company and the Shareholders as a whole, and therefore recommend that the Shareholders vote in favour of the resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all the material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**BIO-DYNAMIC GROUP LIMITED**  
**Peter Lo**  
*Non-executive Director and Chairman*

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## DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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*The following are the particulars of the Directors proposed to be re-elected at the EGM:*

**Mr. Qu Shuncaï**, aged 50, was appointed as executive Director in June 2012. He is responsible for the development of the Group's ethanol business and animal feed business. He was the director of the Group's development division. Mr. Qu has been engaged in trading of wine and liquor, nanotechnology development, and production and sale of automotive fine chemicals. Mr. Qu holds a Bachelor of Education degree from Qiqihar University. Save as disclosed above, he did not hold any directorship in any listed public companies in the last three years. Mr. Qu does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Qu has a personal interest of 3,680,000 Shares and holds 4,500,000 options granted by the Company under the share option scheme of the Company. Save as disclosed above, Mr. Qu has no interest in the Shares within the meaning of Part XV of the SFO.

There is no service contract between the Company and Mr. Qu. He is entitled to an annual emolument of HK\$100,000 as executive Director which is determined by the Board by reference to his duties and responsibilities with the Company and the Company's remuneration policy. No terms have been fixed or proposed for Mr. Qu's length of service with the Company, although he is subject to retirement by rotation and re-election pursuant to the Articles.

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 in respect of Mr. Qu's re-election.

**Mr. Huang Qingxi**, aged 39, was appointed as non-executive Director in June 2012. He is currently the chairman of Hunan Anson Nano-Biotechnology Company Limited. Mr. Huang has made investments in biomedical industries since 2004. He is concurrently the chairman of Hunan Medical Instrument Trade Association, a standing committee member of Hunan Federation of Industry and Commerce and the deputy secretary general of United Front Work Department of Hunan Provincial Committee Intellectual Friendship Association. Mr. Huang has studied mathematics at Hunan Normal University. Save as disclosed above, he did not hold any directorship in any listed public companies in the last three years. Mr. Huang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Huang does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Huang entered into a letter of appointment with the Company for a term of 3 years commencing from 1 June 2012 and subject to renewal and retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual emolument of HK\$100,000 as 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 in respect of Mr. Huang's re-election.

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## DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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**Mr. Chen Hua**, aged 50, was appointed as non-executive Director in September 2012. He is currently the General Manager of Shenzhen Guangshenhong Wine Company Limited. Mr. Chen has around 8 years' experience in China wine market and over 20 years' experience in construction industry. Mr. Chen graduated from Sun Yat-sen University of Guangzhou majoring in civil engineering. Save as disclosed above, he did not hold any directorship in any listed public companies in the last three years. Mr. Chen does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Chen is deemed to be interested in an aggregate of 179,060,000 Shares through Able Turbo Enterprises Limited (a company owned by Mr. Chen as to 60.3%), as to 101,487,737 Shares and China Food and Beverage Group Limited (a wholly-owned subsidiary of Able Turbo Enterprises Limited), as to 77,572,263 Shares. Save as disclosed above, Mr. Chen has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chen entered into a letter of appointment with the Company for a term of 3 years commencing from 6 September 2012 and subject to renewal and retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual emolument of HK\$100,000 as 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 in respect of Mr. Chen's re-election.

**Mr. Kong Hor Fai**, aged 56, was appointed as non-executive Director in December 2012. He is currently a director of Tin Yau Engineering Limited and Kwan Chiu Kee Engineering Company Limited. Mr. Kong is concurrently a committee member of Shenzhen Baoan District of Chinese People's Political Consultative Conference, the vice chairman of Federation of Hong Kong Shenzhen Associates Limited, the standing director of Hong Kong Buchong Residents Association, the vice chairman of Returned Overseas Chinese Federation of Shenzhen Baoan and executive vice president of Shenzhen Baoan Shajing Residents (Hong Kong) Association. Mr. Kong has over 30 years' experience in construction industry. Save as disclosed above, he did not hold any directorship in any listed public companies in the last three years. Mr. Kong does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Kong does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Kong entered into a letter of appointment with the Company for a term of 3 years commencing from 1 December 2012 and subject to renewal and retirement by rotation and re-election pursuant to the Articles. He is entitled to an annual emolument of HK\$50,000 as 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 in respect of Mr. Kong's re-election.



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## DETAILS OF DIRECTORS OFFERING THEMSELVES FOR RE-ELECTION

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**Mr. Li Xiaofeng**, aged 35, was appointed as independent non-executive Director in December 2012. He is currently a supervisor of the credit department of Shenzhen Rural Commercial Bank Shajing branch. Mr. Li has been engaged in financial services industry since 1998. Mr. Li graduated from Department of Finance of Jinan University. Save as disclosed above, he did not hold any directorship in any listed public companies in the last three years. Mr. Li does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules. As at the Latest Practicable Date, Mr. Li does not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Li entered into a letter of appointment with the Company for a term of 3 years commencing from 1 December 2012 and subject to renewal and 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 in respect of Mr. Li's re-election.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### BIO-DYNAMIC GROUP LIMITED

### 生物動力集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00039)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Bio-Dynamic Group Limited (the “Company”) will be held at 2509, Tower One, Lippo Centre, 89 Queensway, Hong Kong on 6 February 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following, with or without modification, as special resolution or ordinary 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 “BIO-DYNAMIC GROUP LIMITED” to “Sino Distillery Group Limited” and the Chinese name of the Company from “生物動力集團有限公司” to “中國釀酒集團有限公司”, 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 RESOLUTIONS**

2. To re-elect Mr. Qu Shuncaai as Executive Director;
3. To re-elect Mr. Huang Qingxi as Non-executive Director;
4. To re-elect Mr. Chen Hua as Non-executive Director;
5. To re-elect Mr. Kong Hor Fai as Non-executive Director;
6. To re-elect Mr. Li Xiaofeng as Independent Non-executive Director; and
7. To authorise the Board of Directors to fix the Directors’ remuneration.

By Order of the Board  
**BIO-DYNAMIC GROUP LIMITED**  
**Peter Lo**  
*Non-executive Director and Chairman*

Hong Kong, 9 January 2013

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.