



**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)

**Form of proxy for use at the extraordinary general meeting  
to be held on Tuesday, 17 February 2015 at 10:30 a.m. (or at any adjournment thereof)**

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.1 each in  
the capital of Sino Distillery Group Limited (the “Company”) HEREBY APPOINT <sup>4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or the Chairman of the extraordinary general meeting (the “Meeting”) to act as my/our proxy to attend and act for me/us on my/our  
behalf at the Meeting to be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on  
Tuesday, 17 February 2015 at 10:30 a.m. or at any adjournment thereof (as the case may be) convened for the purpose of considering  
and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such Meeting or at any adjournment  
thereof (as the case may be), to vote for me/us as hereunder indicated<sup>5</sup>, or if no such indication is given, as my/our proxy thinks fit.  
Unless otherwise indicated, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of  
the Company dated 28 January 2015.

ORDINARY RESOLUTIONS		FOR <sup>5</sup>	AGAINST <sup>5</sup>
1.	To approve, confirm and ratify the Share Transfer Agreement in relation to the Acquisition and the transactions contemplated thereunder and to approve and confirm the Shenzhen Food Joint Venture Agreement and the transactions contemplated thereunder.		
2.	To approve, confirm and ratify the Subscription Agreement in relation to the subscription of the Warrants, the Instrument and the transactions contemplated thereunder and to approve the issue of the Warrants and the allotment and issue of the Subscription Shares.		

Signature <sup>7</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on poll, vote on his behalf.
4. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “or the Chairman of the Meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said Meeting other than those referred to in the notice convening the Meeting.
6. The full text of the resolutions appears in the notice of the Meeting dated 28 January 2015.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised in writing.
8. In the case of joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share but if more than one of such joint holders is present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the 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 in respect of the joint holding.
9. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with 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 the holding of the Meeting or any adjournment thereof (as the case may be).
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.