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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 your 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 Sino Distillery Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME
RE-ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of Sino Distillery Group Limited to be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 April 2015 at 10:30 a.m. is set out on pages 8 to 9 of this circular. Whether or not you intend to attend the meeting, you are advised to complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event no less than 48 hours before the time appointed for holding of the 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 adjourned meeting (as the case may be) should you so wish.

13 March 2015

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DEFINITIONS

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

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “Sino Distillery Group Limited” to “China Beidahuang Industry Group Holdings Limited” and the Chinese name of the Company from “中國釀酒集團有限公司” to “中國北大荒產業集團控股有限公司”
“Company”	Sino Distillery Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 April 2015 at 10:30 a.m. to consider and approve the Change of Company Name and re-election of Director
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“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

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Jiang Jianjun (*Chairman*)
Mr. Li Jianqing (*Chief Executive Officer*)
Mr. Qu Shuncaï
Mr. Jiang Jiancheng

Non-executive Director:

Mr. Huang Qingxi

Independent Non-executive Directors:

Dr. Loke Yu (alias Loke Hoi Lam)
Mr. Li Xiaofeng
Mr. Ho Man Fai

Registered Office:

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 1001E, 10/F
East Ocean Centre
98 Granville Road
Tsim Sha Tsui
Kowloon
Hong Kong

13 March 2015

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME
RE-ELECTION OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

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

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

As announced by the Company on 2 March 2015, the Board proposes to put forward a special resolution at the EGM to change the English name of the Company from “Sino Distillery Group Limited” to “China Beidahuang Industry Group Holdings Limited” and the Chinese name of the Company from “中國釀酒集團有限公司” to “中國北大荒產業集團控股有限公司”.

Reasons for the Change of Company Name

The Board considers that the Change of Company Name is to be in line with the Company’s corporate strategy of expanding its business and promoting further development of the Company. The Company expects to obtain more business and development opportunities in the future.

The Board believes that the new Company name can provide the Company with a more appropriate identity and image that will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

Conditions for the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (a) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. 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 Change of Company Name becoming effective.

LETTER FROM THE BOARD

Effects of the Change of Company Name

The 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 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 Change of Company Name becoming effective, new share certificates of the Company will be issued under the new name of the Company.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of Company Name and the new stock short name for trading in the Shares as and when appropriate.

RE-ELECTION OF DIRECTOR

In accordance with Article 99 of the Articles, Mr. Ho Man Fai will retire and, being eligible, will offer himself for re-election as an independent non-executive Director at the EGM.

Requisite details of Mr. Ho Man Fai are set out as follows:

Mr. HO Man Fai, aged 50, was appointed as independent non-executive Director by the Board on 17 February 2015. He is currently the chairman of California Restaurant. Mr. Ho has extensive experience in catering and management. He is a director of New Territories General Chamber of Commerce, a director of Hong Kong Food Science and Technology Association Limited, a director of Yuen Long Merchants Education Promotion Limited, a school manager of Yuen Long Merchants Association Primary School and general affairs officer of Hong Kong Love & Care Charity Foundation Limited. Other than his independent non-executive directorship with the Company, Mr. Ho did not hold any directorship in any listed public companies in the last three years. Mr. Ho 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. Ho has a personal interest of 500,000 Shares and holds 500,000 share options granted by the Company. Save as disclosed above, Mr. Ho has no interest in the Shares or underlying Shares within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. Ho entered into a letter of appointment with the Company for a term of 3 years commencing from 17 February 2015 and is subject to 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. Ho's re-election.

EGM

A notice convening the EGM to be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 April 2015 at 10:30 a.m. or any adjournment is set out on pages 8 to 9 of this circular. Resolutions will be proposed to approve, inter alia, the Change of Company Name and the re-election of Director.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete and return the form of proxy enclosed in accordance with the instructions printed thereon to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM 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 EGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL

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. However, 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name and the re-election of retiring Director 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 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
Sino Distillery Group Limited
Jiang Jianjun
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Sino Distillery Group Limited (the “**Company**”) will be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 10 April 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following 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 “Sino Distillery Group Limited” to “China Beidahuang Industry Group Holdings Limited” and the Chinese name of the Company from “中國釀酒集團有限公司” to “中國北大荒產業集團控股有限公司” 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 RESOLUTION

2. “**THAT** Mr. Ho Man Fai be and is hereby re-elected as an independent non-executive director of the Company and the board of directors of the Company be authorised to fix his remuneration.”

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

Hong Kong, 13 March 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 need 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.