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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 licensed securities dealer, 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 pass this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual 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 Tuesday, 23 June 2015 at 11:00 a.m. is set out on pages 18 to 23 of this circular. Whether or not you intend to attend the annual general meeting in person, please 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, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general 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 annual general meeting or any adjournment thereof (as the case may be) should you so wish.

30 April 2015

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DEFINITIONS

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

“AGM”	the annual 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 Tuesday, 23 June 2015 at 11:00 a.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (as amended) of the Cayman Islands
“Company”	Sino Distillery Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“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”	24 April 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
“Memorandum”	the memorandum of association of the Company, as amended from time to time

DEFINITIONS

“Option(s)”	a right to subscribe for Shares pursuant to the Share Option Scheme
“Scheme Mandate Limit”	as defined in page 5 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 23 May 2007
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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 Shunca
Mr. Jiang Jiancheng

Non-executive Director:

Ms. Ho Wing Yan

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

30 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information on the following matters to be dealt with at the AGM: (i) re-election of retiring Directors; (ii) grant of general mandate to issue Shares; (iii) grant of general mandate to repurchase Shares; and (iv) refreshment of Scheme Mandate Limit of the Share Option Scheme.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Jiang Jianjun, Mr. Qu Shuncaai and Dr. Loke Yu will retire by rotation and being eligible, will offer themselves for re-election at the AGM.

In accordance with Article 99 of the Articles of Association, Ms. Ho Wing Yan will retire and being eligible, will offer herself for re-election at the AGM.

The nomination committee of the Company has assessed the independence of all the independent non-executive Directors in particular, Dr. Loke Yu, who has served the Board for more than nine years. Dr. Loke Yu does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having an unfavourable influence on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Dr. Loke Yu over the years, Dr. Loke Yu has the required character, integrity, independence and experience to perform the role of an independent non-executive Director. The Board is not aware of any circumstances that might influence Dr. Loke Yu in exercising his independent judgement and therefore believes he is still independent and should be re-elected at the AGM.

Requisite details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

On 26 June 2014, a general mandate was granted to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution as set out in Resolution 8 of the notice of AGM will be proposed, inter alia, to grant to the Directors a general mandate to allot, issue and deal with additional Shares, and to make or grant offers, agreements and options which might require securities to be issued. Such mandate is subject to the aggregate nominal value of the additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution, except where the additional Shares are issued pursuant to a rights issue, any share option scheme or similar arrangement, or any scrip dividend scheme or similar arrangement. As at the Latest Practicable Date, the issued share capital of the Company was 1,626,744,876 Shares. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to allot, issue and deal with additional Shares not exceed 325,348,975 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM. The proposed mandate is intended to give the Directors greater flexibility to issue securities when it is in the interests of the Company to do so.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

Under the Companies Law and the Listing Rules, listed companies are allowed to repurchase their own issued shares. The Articles of Association also permit such repurchase of Shares. The Directors consider that these provisions increase the flexibility in the conduct of the Company's affairs in the interests of the Shareholders, and that the appropriate arrangements shall continue to be adopted by the Company.

On 26 June 2014, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors a general mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set out in the relevant resolutions sanctioning such mandate. Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the mandate as set out in Resolution 9 of the notice of AGM will be such number of Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution. A resolution authorising the extension of the general mandate to the Directors to issue Shares to include the aggregate nominal amount of such Shares (if any) repurchased under the mandate is to be proposed as Resolution 10 at the AGM.

An explanatory statement, required by the Listing Rules to be sent to the Shareholders in relation to the repurchase mandate which will be proposed for the consideration and approval by the Shareholders in the AGM, is set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 23 May 2007.

Pursuant to the Share Option Scheme and the Listing Rules, the maximum number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme must not exceed 10% of the Shares in issue on the date of adoption ("**Scheme Mandate Limit**"). The Company may refresh the Scheme Mandate Limit with Shareholders' approval provided that each such refreshment may not exceed 10% of the Shares in issue as at the date of the Shareholders' approval. Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the 10% limit. The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% (or such other percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 488,023,462 Shares).

LETTER FROM THE BOARD

As at 23 May 2007 (being the date of adoption of the Share Option Scheme), the total number of Shares in issue was 332,000,000 and thus the Scheme Mandate Limit was 33,200,000 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 23 May 2007, the Company granted an aggregate of 29,600,000 Options under the Share Option Scheme, all of which were cancelled prior to the Latest Practicable Date.

At the annual general meeting of the Company held on 8 May 2008, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment, which amounted to 56,600,000 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 8 May 2008, the Company granted an aggregate of 48,250,000 Options under the Share Option Scheme, of which 39,830,000 Options were exercised, 8,420,000 Options were lapsed and no Options were cancelled.

At the annual general meeting of the Company held on 26 May 2010, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment, which amounted to 79,658,326 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 26 May 2010, the Company granted an aggregate of 6,800,000 Options under the Share Option Scheme, of which 5,500,000 Options were exercised, 1,300,000 Options were lapsed and no Options were cancelled.

At the extraordinary general meeting of the Company held on 8 September 2010, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment, which amounted to 94,811,926 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 8 September 2010, the Company granted an aggregate of 23,500,000 Options under the Share Option Scheme, of which 9,000,000 Options were exercised, 9,450,000 Options were lapsed and no Options were cancelled.

At the annual general meeting of the Company held on 4 May 2011, the Scheme Mandate Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Shares not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment, which amounted to 114,644,626 Shares. Pursuant to the Scheme Mandate Limit as approved by the Shareholders on 4 May 2011, the Company granted an aggregate of 114,600,000 Options under the Share Option Scheme, of which 16,500,000 Options were exercised, 13,000,000 Options were lapsed and no Options were cancelled.

LETTER FROM THE BOARD

Therefore, since the date of adoption of the Share Option Scheme up to the Latest Practicable Date, an aggregate of 222,750,000 Options were granted, of which 70,830,000 Options were exercised, 29,600,000 Options were cancelled, 32,170,000 Options were lapsed and 90,150,000 Options remain outstanding and unexercised (which represents about 5.54% of the issued Shares) under the Share Option Scheme. The Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid Options granted.

Unless the Scheme Mandate Limit under the Share Option Scheme is refreshed, only up to 44,626 Options may be granted under the Share Option Scheme pursuant to the Scheme Mandate Limit as refreshed on 4 May 2011.

In order to provide the Company with greater flexibility in granting Options to eligible persons under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution as set out in Resolution 11 of the notice of AGM will be proposed to seek Shareholders' approval at the AGM to refresh the Scheme Mandate Limit of the Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

As at the Latest Practicable Date, there were 1,626,744,876 Shares in issue. Assuming there is no further issue or repurchase of Shares prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to 162,674,487 Shares, representing 10% of the Shares in issue as at the date of the refreshment of the Scheme Mandate Limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders' approval at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing 10% of the total Shares in issue at the date of the AGM approving the refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Listing Committee of the Stock Exchange for the approval mentioned in paragraph (b) above.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 23 June 2015 at 11:00 a.m. is set out on pages 18 to 23 of this circular. Resolutions will be proposed to approve, inter alia, the re-election of retiring Directors, the general mandates and the refreshment of Scheme Mandate Limit of the Share Option Scheme as referred to above at the AGM.

You will find enclosed a form of proxy for use at the AGM. Whether or not you intend to attend the AGM in person, please 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, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM 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 AGM or any adjournment thereof (as the case may be) should you so wish.

VOTING BY POLL

Article 80 of the Articles of Association 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 AGM shall demand voting of the resolutions put forward at the AGM by way of poll.

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 enquiries, 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the granting of general mandates to issue and repurchase Shares, the extension of the general mandate to issue Shares and the refreshment of Scheme Mandate Limit of the Share Option Scheme are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Sino Distillery Group Limited
Jiang Jianjun
Chairman

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

Mr. JIANG Jianjun, aged 45, was appointed as executive Director in March 2013, and as the chairman and the managing Director of the Company in May 2013. He resigned as the managing Director in March 2014. Mr. Jiang is a director of certain subsidiaries of the Company. He has been engaged in property investment and management since 1995. He also has experience in distribution of wine and liquor. Mr. Jiang is concurrently a committee member of Shenzhen Baoan District of Chinese People's Political Consultative Conference, the vice president of Shenzhen Baoan General Chamber of Commerce and Shenzhen Baoan Shajing Chamber of Commerce. Other than his executive directorship with the Company, Mr. Jiang did not hold any directorship in any listed public companies in the last three years. Saving as being the brother of Mr. Jiang Jiancheng, an executive Director, Mr. Jiang 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. Jiang has a personal interest of 106,652,000 Shares, a family interest of 2,920,000 Shares, a corporate interest of 173,229,522 Shares and holds 100,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, Mr. Jiang 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. Jiang. He is entitled to an annual emolument of HK\$360,000 as 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. Mr. Jiang is subject to retirement by rotation and re-election pursuant to the Articles of Association.

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. Jiang's re-election.

Mr. QU Shuncaï, aged 52, was appointed as executive Director in June 2012. He is a director of certain subsidiaries of the Company. Mr. Qu was the director of the Group's development division. He 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. Other than his executive directorship with the Company, Mr. Qu did not hold any directorship in any listed public companies in the last three years. He 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 2,000 Shares and holds 2,750,000 Options granted by the Company under the Share Option Scheme. 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, the Company's remuneration policy and the remuneration committee's recommendation. Mr. Qu is subject to retirement by rotation and re-election pursuant to the Articles of Association.

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.

Dr. LOKE Yu alias LOKE Hoi Lam, aged 65, was appointed as independent non-executive Director in June 2005. Dr. Loke has over 39 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. He is a Fellow of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. He is also an Associate member of The Hong Kong Institute of Chartered Secretaries. He is the company secretary of Minth Group Limited and serves as an independent non-executive director of V1 Group Limited (formerly known as VODone Limited), Matrix Holdings Limited, China Fire Safety Enterprise Group Limited, Winfair Investment Company Limited, SCUD Group Limited, Zhong An Real Estate Limited, Chiho-Tiande Group Limited, Tianjin Development Holdings Limited, China Household Holdings Limited, Wing Tai Investment Holdings Limited (formerly known as Wing Lee Holdings Limited) and Tianhe Chemicals Group Limited, companies currently listed on the Main Board of the Stock Exchange. Save as disclosed above, Dr. Loke did not hold any directorship in any listed public companies in

the last three years. He 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, Dr. Loke has a personal interest of 50,000 Shares and holds 550,000 Options granted by the Company under the Share Option Scheme. Save as disclosed above, Dr. Loke has no interest in the Shares within the meaning of Part XV of the SFO.

Dr. Loke entered into a letter of appointment with the Company for a term of 3 years commencing from 24 June 2014 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. He is entitled to an annual emolument of HK\$100,000 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 Dr. Loke's re-election.

Ms. HO Wing Yan, aged 33, was appointed as non-executive Director in April 2015. She has a Bachelor degree of Business Administration in Applied Economics from Hong Kong Baptist University and a Master degree of Corporate Governance from The Open University of Hong Kong. She is an Associate Member of both The Hong Kong Institute of Chartered Secretaries ("**HKICS**") and The Institute of Chartered Secretaries and Administrators. She is also a holder of the Practitioner's Endorsement issued by HKICS. She is the Director of BMI Listed Corporate Services Limited. She is responsible for managing the business operations of the company secretarial and administrative services for the reputable listed groups in various industries. She has extensive experience in a diversified range of professional corporate services for Hong Kong and offshore companies from various business sectors. She particularly specializes in corporate governance advisory, corporate restructuring, corporate financing and directors' professional development with emphasis on listed companies and she continues to advise on these matters on a consultancy basis. She actively participates in the formulation and execution of strategy at the companies. She has been providing practical professional services to companies listed on the Main Board and the Growth Enterprise Market of the Stock Exchange for over 10 years. Other than her non-executive directorship with the Company, Ms. Ho did not hold any directorship in any listed public companies in the last three years. She 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, Ms. Ho does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Ho entered into a letter of appointment with the Company for a term of 3 years commencing from 11 April 2015 and is subject to retirement by rotation and re-election pursuant to the Articles of Association. She is entitled to an annual emolument of HK\$100,000 as non-executive Director which is determined by the Board by reference to her 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 Ms. Ho's re-election.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed repurchase mandate.

(A) SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was 1,626,744,876 Shares. Subject to the passing of the relevant resolution at the AGM, the Company will be allowed under the general mandate to repurchase a maximum of 162,674,487 Shares, assuming that no further Shares are issued or repurchased prior to the date of the AGM.

Shareholders should note that the repurchase mandate only covers purchases made during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting is required by the Articles of Association or any applicable laws to be held or the date upon which such authority is revoked or varied by the Shareholders in general meeting.

(B) REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing Shares, they believe that the repurchase mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(C) FUNDING OF REPURCHASES

Repurchases must be financed out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the Companies Law. Such funds include but are not limited to profits available for distribution.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the annual report of the Company in respect of the year ended 31 December 2014) in the event that the repurchase mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

(D) SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
April 2014 (<i>Note a</i>)	0.88	0.77
May 2014	0.85	0.75
June 2014 (<i>Note b</i>)	0.82	0.69
July 2014 (<i>Note c</i>)	0.90	0.70
August 2014	0.75	0.59
September 2014	0.72	0.59
October 2014	0.68	0.57
November 2014	0.64	0.52
December 2014	0.56	0.47
January 2015	0.56	0.48
February 2015	0.74	0.49
March 2015	0.80	0.58
April 2015 (up to the Latest Practicable Date)	0.92	0.67

Notes:

- a. Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 16 April 2014 and resumed with effect from 9:00 a.m. on 22 April 2014.
- b. Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 23 June 2014 and resumed with effect from 9:00 a.m. on 25 June 2014.
- c. Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 8 July 2014 and resumed with effect from 9:00 a.m. on 14 July 2014.

(E) GENERAL

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases in accordance with the Listing Rules, the Companies Law and the Articles of Association.

None of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries if the repurchase mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares held by them to the Company or have undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to make repurchase of Shares.

(F) TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the repurchase mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholder's interest, may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders were interested in more than 10% of the Shares in issue:

Name	Capacity and nature of interest	Number of Shares held	Approximate shareholding as at the Latest Practicable Date	Approximate shareholding upon exercise in full of the repurchase mandate
Jiang Jianjun	Beneficial owner	106,652,000	6.56%	7.28%
	Interest of spouse	2,920,000 ^(a)	0.18%	0.20%
	Interest of controlled corporations	173,229,522 ^(b)	10.65%	11.83%
Li Xianggen	Beneficial owner	1,342,000	0.08%	0.09%
	Interest of controlled corporation	181,154,000 ^(c)	11.14%	12.37%
Chen Hua	Interest of controlled corporations	181,154,000 ^(c)	11.14%	12.37%
Able Turbo Enterprises Limited	Beneficial owner	104,425,737	6.42%	7.13%
	Interest of controlled corporations	76,728,263 ^(d)	4.72%	5.24%

Notes:

- (a) These 2,920,000 Shares are held by Ms. Li Shuoxun, the spouse of Mr. Jiang Jianjun.
- (b) These 173,229,522 Shares are held by King Wei Group (China) Investment Development Limited (“**King Wei**”) as to 126,629,522 Shares and China Silver Investments Development Limited (“**China Silver**”) as to 46,600,000 Shares. As King Wei and China Silver are wholly-owned by Mr. Jiang Jianjun, Mr. Jiang Jianjun is deemed to be interested in the 126,629,522 Shares held by King Wei and the 46,600,000 Shares held by China Silver respectively by virtue of the SFO.
- (c) These 181,154,000 Shares are held by Able Turbo Enterprises Limited (“**Able Turbo**”) as to 104,425,737 Shares and China Food and Beverage Group Limited (“**China Food**”) as to 76,728,263 Shares. As China Food is 100% owned by Able Turbo, Able Turbo is deemed to be interested in the 76,728,263 Shares held by China Food by virtue of the SFO. As Able Turbo is 60.31% owned by Mr. Chen Hua and 39.69% owned by Mr. Li Xianggen, each of Mr. Chen Hua and Mr. Li Xianggen is deemed to be interested in the Shares held by Able Turbo and China Food by virtue of SFO.
- (d) These 76,728,263 Shares are held by China Food, which is wholly-owned by Able Turbo. Accordingly, Able Turbo is deemed to be interested in the 76,728,263 Shares held by China Food by virtue of the SFO.

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercised in full the power to repurchase Shares under the repurchase mandate, the interest of the above Shareholders would be increased to such percentages shown in the last column above. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the repurchase mandate. The Directors have no present intention to exercise the repurchase mandate to such an extent that would result in the number of Shares held by the public falling below 25% of total number of Shares in issue.

(G) SHARE REPURCHASE MADE BY THE COMPANY

No purchases of Shares had been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL 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 the Annual General Meeting 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 Tuesday, 23 June 2015 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the Audited Consolidated Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 December 2014;
2. To re-elect Mr. Jiang Jianjun as Executive Director;
3. To re-elect Mr. Qu Shuncai as Executive Director;
4. To re-elect Dr. Loke Yu as Independent Non-executive Director;
5. To re-elect Ms. Ho Wing Yan as Non-executive Director;
6. To authorise the Board of Directors to fix the Directors’ remuneration;
7. To re-appoint Cheng & Cheng Limited as Auditor and to authorise the Board of Directors to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or dealt with be generally and unconditionally approved;
- (b) the Directors of the Company be authorised to make offers or agreements or grant options during the Relevant Period (as defined in paragraph (d) below) which would or might require shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph (a) above;
- (c) the aggregate nominal value of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below) or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company's shareholders in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“rights issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or of the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong).”;

9. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own shares, subject to and in accordance with the applicable laws, rules and regulations of The Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited and paragraph (b) of this resolution, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; or
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”; and
- 10. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolutions nos. 8 and 9 as set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to the ordinary resolution no. 8 as set out in the notice convening this meeting to exercise the powers of the Company to allot, issue and deal with the shares of the Company be and is hereby extended by the addition thereto of an amount represented by the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution no. 10 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

11. As a special business, to consider and if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares in the capital of the Company to be issued pursuant to the exercise of the options granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the share option scheme adopted by the Company on 23 May 2007 (the “**Share Option Scheme**”), up to 10% of the total number of shares in issue of the Company as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved and that the Directors of the Company be and are hereby authorised, at their absolute discretion, to grant options under the Share Option Scheme up to the Refreshed Scheme Mandate Limit and to allot and issue shares of the Company pursuant to the exercise of such option.”.

By order of the Board
Sino Distillery Group Limited
CHAN Kwong Leung, Eric
Company Secretary

Hong Kong, 30 April 2015

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, 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 not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof (as the case may be).
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. The Register of Members of the Company will be closed from Friday, 19 June 2015 to Tuesday, 23 June 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 Thursday, 18 June 2015.
5. An Explanatory Statement containing further details regarding ordinary resolution no. 9 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited will be dispatched to the shareholders of the Company together with this notice of meeting.
6. As at the date of hereof, the Executive Directors of the Company are Mr. Jiang Jianjun, Mr. Li Jianqing, Mr. Qu Shuncaï and Mr. Jiang Jiancheng; the Non-executive Director of the Company is Ms. Ho Wing Yan; and the Independent Non-executive Directors of the Company are Dr. Loke Yu alias Loke Hoi Lam, Mr. Li Xiaofeng and Mr. Ho Man Fai.