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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 OF EXTRAORDINARY GENERAL MEETING

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 Shuncaï 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

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.

As at the date hereof, the executive directors of the Company are Mr. Han Dong and Mr. Qu Shuncai; the non-executive directors of the Company are Mr. Peter Lo, Mr. Huang Qingxi, Mr. Chen Hua and Mr. Kong Hor Fai; and the independent non-executive directors of the Company are Dr. Loke Yu alias Loke Hoi Lam, Mr. Zhang Yonggen and Mr. Li Xiaofeng.