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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sino Distillery Group Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 17 February 2015 at Unit 1001E, 10/F, East Ocean Centre, 98 Granville Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**:–

- (A) the share transfer agreement dated 25 August 2014 and the supplemental agreements dated 24 November 2014 and 14 January 2015 (together, the “**Share Transfer Agreement**”) entered into amongst (i) 深圳市美名問世商貿有限公司 (Shenzhen Meiming Wenshi Trading Limited*) (“**Meiming**”), a wholly-owned subsidiary of the Company as purchaser and (ii) 北大荒營銷股份有限公司 (Beidahuang Marketing Co. Ltd.*) (“**Beidahuang Marketing Co.**”) and Hu Guang Sheng as vendors in connection with the sale and purchase of 50% equity interest (“**Acquisition**”) in 深圳北大荒綠色食品配送有限公司 (Shenzhen Beidahuang Green Food Distribution Limited*) (“**Target Company**”) (copies of which have been produced to the meeting marked “A”, “B” and “C” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (B) the joint venture agreement (“**Shenzhen Food Joint Venture Agreement**”) to be entered into between Meiming and Beidahuang Marketing Co. upon completion of the Acquisition in connection with, amongst others, the increase in registered capital of the Target Company (a draft copy of which has been produced to the meeting marked “D” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved and confirmed; and
- (C) the directors of the Company be and are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Transfer Agreement, the Shenzhen Food Joint Venture Agreement and the transactions contemplated thereunder.”

2. “**THAT**:–

- (A) the subscription agreement dated 7 July 2014 and the supplemental agreements dated 24 November 2014 and 14 January 2015 (together, the “**Subscription Agreement**”) entered into between the Company and Beidahuang (HK) International Trade Co., Limited (北大荒(香港)國際貿易有限公司) in connection with the subscription of an aggregate of 180,000,000 non-listed warrants (the “**Warrants**”) constituted by way of a deed poll (the “**Instrument**”), entitling the holder(s) to subscribe for up to an aggregate amount of HK\$126,000,000 for shares of HK\$0.10 each in the Company (the “**Subscription Shares**”) at an initial subscription price of HK\$0.70 per Subscription Share (a copy of the subscription agreement, the supplemental agreements and the execution copy of the Instrument have been produced to the meeting marked “E”, “F”, “G” and “H” respectively and initialled by the chairman of the meeting for identification purpose), the Instrument and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (B) conditional upon The Stock Exchange of Hong Kong Limited granting or agreeing to grant the approval for the listing of, and permission to deal in all the Subscription Shares, the issue of the Warrants and the allotment and issue of the Subscription Shares upon the exercise of the subscription rights attached to the Warrants in accordance with the terms and conditions of the Instrument be and are hereby approved; and
- (C) the directors of the Company be and are hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Subscription Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 28 January 2015

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share, any one of such person may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders by present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered 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 no less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. The Register of Members of the Company will be closed from Monday, 16 February 2015 to Tuesday, 17 February 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, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 13 February 2015.

As at the date of this notice, the Executive Directors are Mr. Jiang Jianjun, Mr. Li Jianqing, Mr. Qu Shuncaï and Mr. Jiang Jiancheng; the Non-executive Director is Mr. Huang Qingxi; and the Independent Non-executive Directors are Dr. Loke Yu alias Loke Hoi Lam, Mr. Li Xiaofeng and Mr. Ho Man Fai.

* *For identification purpose only*