



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 adjourned extraordinary general meeting
to be held on Friday, 6 June 2014 at 11:00 a.m.**

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.1 each in the capital of Sino Distillery Group Limited (the “Company”) HEREBY APPOINT ⁴ _____
of _____
or the Chairman of the adjourned extraordinary general meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the adjourned extraordinary general meeting (the “Adjourned EGM”) to be held at 2509, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Friday, 6 June 2014 at 11:00 a.m. convened for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Adjourned EGM dated 21 May 2014 (“Notice of Adjourned EGM”) and at such Adjourned EGM, to vote for me/us as hereunder indicated ⁵, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ⁵	AGAINST ⁵
1.	To approve, confirm and ratify the Agreement (as defined in the circular of the Company dated 27 March 2014 (“Circular”)) and as supplemented by the Supplemental Agreement (as defined in the Circular) in relation to the Disposal (as defined in the Circular) and the transactions contemplated thereunder and to authorize any one or more of the directors of the Company 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 he/they may in his/their absolute discretion consider necessary to give effect to the Agreement and the transactions contemplated thereunder.		

Signature ⁷ _____

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 Adjourned EGM 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 Adjourned EGM is preferred, strike out the words “or the Chairman of the adjourned extraordinary general 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 Adjourned EGM other than those referred to in the Notice of Adjourned EGM.
6. The full text of the resolution appears in the Notice of Adjourned EGM.
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 Adjourned EGM either personally or by proxy in respect of such share but if more than one of such joint holders is present at the Adjourned EGM personally or by proxy, the vote of the senior who tenders a vote 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 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 Adjourned EGM.
10. The proxy need not be a member of the Company but must attend the Adjourned EGM in person to represent you.
11. **IMPORTANT: A form of proxy enclosed with the Circular, if lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, remains valid for use at the Adjourned EGM. However, where both of the form of proxy enclosed with the Circular and the form of proxy enclosed with the Notice of Adjourned EGM are received by the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, from the same Shareholder, the form of proxy enclosed with the Circular shall be deemed revoked and the Shareholders shall be deemed to have exercised their voting rights in accordance with the proxy enclosed with the Notice of Adjourned EGM.**
12. Whether or not you intend to attend the Adjourned EGM, if you have not yet lodged the form of proxy enclosed with the Circular with the Company’s branch share registrar in Hong Kong, you are advised to complete the form of proxy enclosed with the Notice of Adjourned EGM 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 Adjourned EGM. Completion and return of this form of proxy will not preclude you from attending and voting at the Adjourned EGM if you so wish.