

**DUKANG DISTILLERS HOLDINGS LIMITED**  
**杜康控股有限公司**  
**(Incorporated in Bermuda)**  
**(成立於百慕達)**  
**(Company Registration No. 41457)**  
**(註冊編號:41457)**

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**UPDATE TO (i) THE PROPOSED RELOCATION OF THE GROUP'S FACTORY IN YICHUAN, HENAN PROVINCE, PRC**  
**and (ii) SALE OF RESIDUAL ASSETS IN HENAN DUKANG DISTILLERS COMPANY LIMITED**

河南杜康酒業股份有限公司  
更新(i)本集團位於中國河南省擬搬遷的伊川廠；及(ii)河南杜康酒業股份有限公司剩餘資產出售

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The Board of Directors (the “**Board**”) of Dukang Distillers Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Announcement made on 13 February 2015 (the “**Announcement**”). 杜康控股有限公司(簡稱“公司”，連同其所屬子公司統稱“集團”)董事會(簡稱“董事會”)針對於2015年2月13日發佈之公告(簡稱“該公告”)。

Further to the Announcement, Henan Dukang Distillers Company Limited 河南杜康酒業股份有限公司 (“**HDD**”) has fully received the purchase consideration of RMB80,000,000 from 河南雅豪商業管理有限公司 (“**HYH**”).

並進一步補充公告，河南杜康酒業股份有限公司(簡稱“**HDD**”)，已自河南省雅豪商業管理有限公司(簡稱“**HYH**”)收到全部總價人民幣8千萬元的收購款項。

As the current baijiu industry remains weak and if the Group proceeds with the development of its new factory at Pingdengxiang 平等鄉 in Yichuan (the “**Development**”), there will be a huge pressure on the Group’s working capital and will not achieve the intended production efficiency. In view of this, the Group has decided to temporarily slow down the Development.

由於目前白酒產業持續疲弱，若集團在伊川平等鄉繼續進行新廠開發(簡稱“開發案”)，將對集團的營運資金產生巨大的壓力，而且也無法達到預期的生產效率。有鑑於此，集團已決定暫緩該項開發案。

The Group has completed one-third of the relocation of its existing factory in Yichuan 伊川縣城. HYH has agreed with the Group’s plan to temporarily slow down its relocation and has signed an agreement with HDD (the “**Agreement**”) to allow the Company to utilize the existing factory in Yichuan 伊川縣城 and production facilities which have not been relocated. Depending on the market demand, the Group may utilize the product facilities which have yet to be relocated to produce its products. The Agreement is for 1 year and renewable. Depending on market demand, HDD may terminate the Agreement earlier or reduce the rentable areas. Pursuant to the terms of the Agreement, HDD agreed to pay HYH an amount of RMB4,000,000 per annum for the utilization of the factory and production facilities.

集團目前已完成其搬遷至伊川縣城三分之一的工廠。河南雅豪商業管理有限公司也同意本集團暫緩搬遷的計畫，同時也與河南杜康酒業股份有限公司達成協議(簡稱“協議”)，並允許該公司得以利用位於伊川縣城的現有未搬遷部分的工廠及其設備。未來集團將根據市場的需求，合理利用未搬遷設備開展生產。本協議為期一年，HDD 可根據市場行情提前終止本協議或減少租用範圍，並擁有到期續約的權利。根據該協議之條文，HDD 已同意每年支付 HYH 總計人民幣 400 萬元的工廠及生產設備的使用費。

#### **Financial Effect**

##### **財務影響**

The Agreement is not expected to have any significant material impact on the consolidated net tangible assets per share and/or the earnings per share of the Group for the current financial year.

該協議預期不致對集團目前財政年度之綜合有形資產淨值與/或每股盈餘造成任何重大影響。

### **Interest of Directors, Substantial Shareholders and Controlling Shareholders**

#### **董事，主要股東及控股股東之利益**

None of the Directors, substantial shareholders or controlling shareholders of the Company have any interest, direct or indirect (other than through their shareholdings in the Company), in the signing of the Agreement.

本公司之董事、主要股東或控股股東於簽署本項協議時，概無從中獲取直接或間接利益(不包括其在公司持有之股份)。

BY ORDER OF THE BOARD

經董事會授權

Zhou Tao

周濤

CEO and Executive Chairman

執行主席兼首席執行官

27 November 2015

2015年11月27日