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品牌中国  
BRANDING CHINA

**Branding China Group Limited**

**品牌中國集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 863)**

**APPOINTMENT OF DIRECTORS  
CHANGE OF COMPANY SECRETARY  
AND  
CHANGE OF AUTHORISED REPRESENTATIVES**

**APPOINTMENT OF DIRECTORS**

Reference is made to (i) the announcement jointly issued by East Harvest Global Limited (“**East Harvest**”) and Branding China Group Limited (the “**Company**”) dated 30 January 2018; (ii) the composite offer and response document dated 12 April 2018 relating to mandatory unconditional cash offer by Kingston Securities Limited for and on behalf of East Harvest to acquire all the issued shares in the Company (other than those already owned or to be acquired by East Harvest and parties acting in concert with it) (the “**Composite Document**”) and (iii) the announcement jointly issued by East Harvest and the Company dated 12 April 2018 (the “**Joint Announcement**”) regarding the despatch of the Composite Document. As disclosed in the Composite Document, East Harvest intended to nominate 4 new directors into the board (the “**Board**”) of directors of the Company (the “**Director(s)**”), namely Mr. KO, Chun Shun Johnson (“**Mr. Ko**”) and Mr. LO, Ken Bon (“**Mr. Lo**”) as new executive Directors and Mr. CHAU, Shing Yim David (“**Mr. Chau**”) and Mr. CHIA, Kee Loong Lawrence (“**Mr. Chia**”) as new independent non-executive Directors.

The Board is pleased to announce that Mr. Ko and Mr. Lo have been appointed as executive Directors respectively and Mr. Chau and Mr. Chia have been appointed as independent non-executive Directors respectively with effect from 16 April 2018.

The biographical details of Mr. Ko, Mr. Lo, Mr. Chau and Mr. Chia are set out below:

Mr. Ko, aged 66, is currently an independent non-executive director of Meitu, Inc. (stock code:1357), the deputy chairman and an executive director of Frontier Services Group Limited (stock code: 500), an non-executive director of KuangChi Science Limited (stock code: 439), and a non-executive director of Yunfeng Financial Group Limited (stock code: 376), all of the above companies are listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Mr. Lo, aged 41, is the chief executive officer of ANX International, a blockchain solutions provider. Prior to co-founding ANX International, Mr. Lo was in senior management at companies including BT Global Services, Verizon Business and Accenture. Mr. Lo is a frequent speaker at major industry events including The Belt and Road Conference and Keynote 2016, and has appeared in interviews with top-tier media including Bloomberg, CNBC and CNN.

Mr. Chau, aged 54, is currently a director of the Hong Kong Securities and Investment Institute and an independent non-executive director of Man Wah Holdings Limited (stock code: 1999), Lee & Man Paper Manufacturing Limited (stock code: 2314), China Evergrande Group (stock code: 3333) and Richy Field China Development Limited (stock code: 313), Evergrade Health Industry Group Limited (stock code: 708), HengTen Networks Group Limited (stock code: 136), IDG Energy Investment Group Limited (stock code: 650) and Asia Grocery Distribution Limited (stock code: 8413), all the aforesaid companies are listed on the Stock Exchange.

Mr. Chia, aged 63, is currently the chief executive officer of Samling Group of Companies (the “**Samling**”), which is a conglomerate with global businesses in a number of sectors notably automotive, timber, palm oil, properties and infrastructure. Before joining Samling, Mr. Chia was the chief executive officer of Deloitte China until September 2016. Mr. Chia is a Chartered Accountant of the Institute of the Chartered Accountants in England and Wales and a member of the Hong Kong Institute of Certified Public Accountants.

As of the date hereof, each of Mr. Ko, Mr. Lo, Mr. Chia and Mr. Chau’s remuneration has not been determined but will be determined by the remuneration committee of the Company and/or the Board with reference to their respective qualifications and experience, duties and responsibilities and the prevailing market conditions. The Company will enter into service contracts or letter of appointments with each of new Directors setting out the terms of the appointment. Each of Mr. Ko and Mr. Lo is not appointed for a specific term, whilst each of Mr. Chia and Mr. Chau, as the new independent non-executive Directors, is appointed for a term of 3 years.

The new Directors shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election, and are also subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

As at the date of this announcement, save as disclosed above, each of the new Directors has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and each of the

new Directors does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as respectively defined under the Listing Rules) of the Company apart from the relationship arising from the Offer or his directorship in the Company or have no other major appointments and professional qualifications.

As at the date of this announcement, East Harvest holds 187,510,194 shares of the Company. East Harvest is owned as to 32.87% by Colour Day Limited which is in turn wholly-owned by Mr. Ko. East Harvest is also owned as to 60.42% by Wise Aloe Limited, which is in turn owned as to 89% by Bell Haven Limited and 11% by Colour Day Limited. Mr. Lo has 30.82% interests in Bell Haven Limited. Accordingly, Mr. Ko is deemed to be interested in 187,510,194 Shares (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)), representing approximately 74.48% of the total issued Shares. Save as disclosed above, as at the date of this announcement, each of Mr. Ko, Mr. Lo, Mr. Chau and Mr. Chia did not have any interests in any other securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the date of this announcement, Mr. Ko, Mr. Lo, Mr. Chau and Mr. Chia were not aware of any other matters that need to be brought to the attention of the shareholders of the Company nor was there any information to be disclosed to the Company pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to express its warmest welcome to Mr. Ko, Mr. Lo, Mr. Chau and Mr. Chia for joining the Board.

#### **CHANGE OF COMPANY SECRETARY**

With effect from 16 April 2018, Mr. Tam Tak Kei, Raymond (“**Mr. Tam**”) has resigned as the company secretary of the Company, and Mr. Chan Shi Pong, Bon (“**Mr. Chan**”) has been appointed as the company secretary of the Company. Mr. Tam confirmed that he did not have any disagreement with the Board and there was no matter in relation to his resignation that needed to be brought to the attention of the shareholders of the Company or the Stock Exchange. Mr. Chan is a member of the Association of Chartered Certified Accountants.

#### **CHANGE OF AUTHORISED REPRESENTATIVES**

With effect from 16 April 2018, each of Mr. Song Yijun and Mr. Tam ceased to act as the authorised representatives of the Company, and each of Mr. Lo and Mr. Chan has been appointed as the authorised representatives of the Company pursuant Rule 3.05 of the Listing Rules.

By order of the Board  
**Branding China Group Limited**  
**Fang Bin**  
*Executive Director*

Hong Kong, 16 April 2018

*As at the date of this announcement, the executive Directors are Mr. Ko, Chun Shun Johnson, Mr. Lo, Ken Bon, Mr. Fang Bin, Mr. Fan Youyuan, Mr. Patrick Zheng, Mr. Huang Wei and Mr. Song Yijun and the independent non-executive Directors are Mr. Chau, Shing Yim David, Mr. Chia, Kee Loong Lawrence, Mr. Zhou Ruijin, Mr. Lin Zhiming and Ms. Hsu Wai Man, Helen.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*