
DEFINITIONS

In this prospectus, the following terms shall have the meanings set forth below unless the context otherwise requires.

“Advertising Agency Agreement”	the advertising agency agreement entered into between SMU, SumZone Advertising and Jingyi on 1st September, 2011, as supplemented by a supplemental agreement dated 26th March, 2012
“Advertising Agency Income Caps”	the maximum annual advertising agency income SumZone Advertising will receive from Jingyi for each of the three financial years ending 31st December, 2012, 2013 and 2014 contemplated under the Advertising Agency Agreement
“Anglo Chinese” or the “Sponsor”	Anglo Chinese Corporate Finance, Limited, the sponsor and the Arranger, a joint lead manager and an underwriter of the Placing and a licenced corporation under the SFO permitted to engage in types 1, 4, 6 and 9 of the regulated activities (as defined in the SFO)
“Arranger”	Anglo Chinese, which has arranged for, amongst other things, the underwriting of the Placing
“Articles” or “Articles of Association”	the articles of association of our Company as amended from time to time
“Associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Auto 007”	汽車007周報 (<i>Auto 007</i>), one of the SMU Publications
“Auto Report”	車時代報道 (<i>Auto Report</i>), one of the SMU Publications, formerly known as <i>Auto Mobile Time Weekly</i> in English and 車時代週刊 in Chinese
“Board”	the board of directors of our Company
“Business Day”	a day which is not a Saturday, a Sunday or a public holiday and on which banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“CAGR”	Compound Annual Growth Rate, the year-on-year growth rate over a specified period of time

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“Capitalisation Issue”	the issue of 149,999,000 Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to in the paragraph “Written resolutions of the Shareholders passed on 10th April, 2012” under the section “Further Information About Our Company” in Appendix V to this prospectus
“Century Linker”	Century Linker (Hong Kong) Limited (聯合(香港)有限公司), a company incorporated under the laws of Hong Kong on 18th January, 2011 and an indirect wholly owned subsidiary of our Company
“Chief Executive”	has the meaning ascribed to it under the GEM Listing Rules
“China” or “PRC”	the People’s Republic of China, except where the context required, references in this prospectus to the PRC or China do not include Hong Kong, the Macau special administration region of the PRC or Taiwan
“Companies Law”	the Companies Law (2011 Revision) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the laws of Hong Kong), as amended and supplemented from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules

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“Company” or “Our Company”	Branding China Group Limited (品牌中國集團有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 15th March, 2011 under the laws of the Cayman Islands
“Controlling Shareholder(s)”	has the meaning as ascribed to it under the GEM Listing Rules and in the context of this prospectus, means the controlling shareholders of our Company, namely Mr. Fang and Lapta International
“CTR”	CTR Market Research Co., Ltd, a market research company and an Independent Third Party
“Deed of Non-competiton”	the deed of non-competition dated 10th April, 2012 entered into between our Company and each of the Controlling Shareholders, the executive Directors and Jingyi, further information of which is set forth in the section “Relationship with Controlling Shareholders”
“Director(s)”	the director(s) of our Company
“E-Times Club”	our CRM database containing information of individual contact details
“East Shanghai Auto”	上海東上海汽車傳播有限公司 (Shanghai East Shanghai Automobile Broadcasting Company Limited), a domestic enterprise established in the PRC with limited liability on 15th January, 2008 and 30% of its equity interest was held by SMU and 70% by other Independent Third Parties. It was dissolved on 25th January, 2011 and prior to that was principally engaged in the business of design, production, and publishing agency services of various types of advertisements, corporate management and consulting services, technology services, technology consulting, technology development, and technology transfer in the field of computer and multimedia, PR planning, exhibition services, as well as wholesale and retail of recreation and sports appliance

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“East Shanghai Media Group”	上海東上海國際文化影視(集團)有限公司 (East Shanghai International Cultures and Television Media (Group) Limited), a domestic enterprise established in the PRC and an Independent Third Party. It is principally engaged in the business of international cultural exchange, film and television production, design, production, and publishing services of various types of advertisements, domestic and international advertisements agency, industrial investment and hotel administration services (excluding management), sales of cultural periodicals, clothing, footwear, headwear, hardware and articles of daily use, and importation and exportation services of goods and technology
“East Shanghai SumZone”	上海東上海三衆華納傳媒有限公司 (Shanghai East Shanghai SumZone Media Company Limited), a domestic enterprise established in the PRC with limited liability on 27th March, 2006 and 49% of its equity interest is held by our Group and 51% by East Shanghai Media Group
“EUR”	Euro currency, the lawful currency amongst participating European Union countries
“GBP”	pound sterling, the lawful currency of the United Kingdom
“GDP”	gross domestic product, the total market value of all the goods and services produced within the borders of a nation during a specified period of time
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (as amended from time to time)
“Group”	our Company and our subsidiaries (which include SMU) at the relevant time, or, where the context refers to any time prior to our Company becoming the holding company of SMU, the businesses carried out by SMU
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“ <i>I home</i> ”	第一家居 (<i>I home</i>), one of the SMU Publications

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“Independent Third Party(ies)”	party(ies) which is, are independent of and not connected (within the meaning of the GEM Listing Rules) with any of our Directors, the Chief Executive and Substantial Shareholders of our Company or any of our subsidiaries or any of their respective Associates
“IPTV”	Internet protocol television, digital television delivered through high speed
“Jingyi”	上海競藝文化傳播有限公司 (Shanghai Jingyi Cultural Media Company Limited), a domestic enterprise established in the PRC with limited liability on 16th October, 2008. It is owned by Mr. Fang as to 30% and Red Star Macalline Investment as to 70%, 上海競藝文化傳播有限公司 is a connected person of our Company within the meaning of the GEM Listing Rules
“Jolly Win”	Jolly Win Management Limited (愉凱管理有限公司), a company incorporated in the BVI with limited liability on 6th June, 2007 principally engaged in the business of investment holding and is directly wholly owned by Mr. Lin
“Jolly Win Agreement”	the subscription agreement dated 20th April, 2011 and supplemented by two supplemental deeds respectively dated 23rd May, 2011 and 10th April, 2012 entered into by our Company, Jolly Win and Mr. Fang in relation to the subscription of 120 Shares by Jolly Win
“Lapta International”	Lapta International Limited (立達國際有限公司), a company incorporated in the BVI with limited liability on 12th January, 2011 and principally engaged in the business of investment holding and is directly wholly owned by Mr. Fang and is one of the Controlling Shareholders
“Latest Practicable Date”	11th April, 2012, being the latest practicable date prior to printing of this prospectus for ascertaining certain information in this prospectus prior to its printing
“Listing”	the listing on the Shares of our Company on GEM
“Listing Date”	the date on which dealing of our Shares on GEM commences, which is currently expected to be on 27th April, 2012
“Memorandum”	the memorandum of association of our Company as amended from time to time

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“Mr. Fan”	Mr. Fan Youyuan (范幼元), a non-executive Director
“Mr. Fang”	Mr. Fang Bin (方彬), an executive Director, the chairman of our Company and one of the Controlling Shareholders
“Mr. Lin”	Mr. Lin Kaiwen (林凱文), a non-executive Director
“NBSC”	National Bureau of Statistics of China
“Placing”	the conditional placing of the Placing Shares by the Underwriters at the Placing Price set forth in the section “Structure of the Placing” in this prospectus
“Placing Price”	the final placing price for each Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) of not more than HK\$2.14 per Placing Share but expected to be not less than HK\$1.46 per Placing Share, which is expected to be determined as set forth in the section “Structure of the Placing — Placing Price” in this prospectus
“Placing Shares”	50,000,000 new Shares being offered by our Company for subscription under the Placing
“PR and Event Cooperation Agreement”	the legally-binding PR and event marketing cooperation framework agreement entered into between SMU and Jingyi on 1st September, 2011, as supplemented by the supplemental agreements dated 21st November, 2011 and 26th March, 2012 entered into between, SMU, Jingyi and SumZone Marketing
“PR and Event Income Caps”	the maximum PR and event marketing income SMU and SumZone Marketing, respectively, will receive from Jingyi for each of the three financial years ending 31st December, 2012, 2013 and 2014 contemplated under the PR and Event Cooperation Agreement
“PRC”	the People’s Republic of China
“Pre-IPO Investors”	Jolly Win and Whales Capital
“Pyramid Media”	上海金字塔傳媒有限公司 (Shanghai Pyramid Media Company Limited), a domestic enterprise established in the PRC with limited liability on 3rd June, 2004
“Quick Motion”	Quick Motion International Limited (捷通國際有限公司), a company incorporated in the BVI with limited liability on 6th January, 2011 and a direct wholly owned subsidiary of our Company

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“Red Star Macalline Investment”	上海紅星美凱龍投資有限公司 (Shanghai Red Star Macalline Investment Company Limited), a domestic enterprise established in the PRC with limited liability and an Independent Third Party which is principally engaged in the business of industrial investment, investment management and investment consulting services
“Red Star Macalline Advertising”	上海紅星美凱龍廣告有限公司 (Shanghai Red Star Macalline Advertising Company Limited), a domestic enterprise established in the PRC with limited liability and an Independent Third Party which is principally engaged in the business of design, production, agency and publishing services of various types of domestic advertisements, advertisement information consulting (excluding brokerage services) as well as conference services
“Red Star Macalline Home Fashion”	上海紅星美凱龍全球家居有限公司 (Shanghai Red Star Macalline Global Home Fashion Company Limited), a domestic enterprise established in the PRC with limited liability, of which certain interest is indirectly held by Red Star Macalline Investment and is an Independent Third Party. It is principally engaged in the sale of home furniture, building materials, chemical raw materials and products (excluding dangerous goods), decorative materials, metal materials, hardware, general merchandise goods, knitting and woven products, as well as provision of property management services
“Reorganisation”	the intra-group reorganisation of our group into our company, the details of which are set out in the paragraph “Reorganisation of our Group” under the section “History, Reorganisation and Corporate Structure” in this prospectus
“Restricted Business(es)”	the business activities of our Group which are subject to prohibition or restriction on foreign investment under the PRC laws, details of which are set out in the sections “History, Reorganisation and Corporate Structure — Structured Contracts” and “Business — Transfer of businesses” in this prospectus
“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong

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“SFO”	the Securities and Futures Ordinance (chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“ <i>Shanghai Today</i> ”	今日上海 (<i>Shanghai Today</i>), one of the SMU Publications
“ <i>Shanghai Scene</i> ”	上海灘 (<i>Shanghai Scene</i>), one of the SMU Publications
“Shanghai SumZone Enterprise”	上海三眾企業管理諮詢有限公司 (Shanghai SumZone Enterprise Management Consultancy Company Limited), a wholly foreign-owned enterprise established in the PRC with limited liability on 1st June, 2011 and a direct wholly owned subsidiary of Century Linker and one of our subsidiaries in the PRC
“Shanghai Xunqi”	上海訊奇無線傳媒有限公司 (Shanghai Xunqi Wireless Media Company Limited), a domestic enterprise established in the PRC and an Independent Third Party which is principally engaged in the business of design, production, releasing and agency services of various types of advertisements, business consulting, corporate management consulting, investment consulting (excluding brokerage services), exhibition services (excluding exhibition with sales), corporate image planning, marketing planning, and technology development, technology consulting, technology services, and technology transfer in the field of communication engineering
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme conditionally adopted by our Company pursuant to a resolution passed by our Shareholders on 10th April, 2012, a summary of the principal terms of which is set out in the section “Statutory and General Information — F. Share Option Scheme” in Appendix V to this prospectus
“SMU”	上海三眾華納傳媒投資管理有限公司 (Shanghai SumZone Media Investment Management Company Limited), a domestic enterprise established in the PRC with limited liability on 16th July, 2003 and directly wholly owned by Mr. Fang and effectively controlled by and consolidated under our Group by the entering into the Structured Contracts

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“SMU Publications”	the four magazines, <i>Auto Report</i> (車時代報道), <i>I home</i> (第一家居), <i>Shanghai Today</i> (今日上海), <i>Shanghai Scene</i> (上海灘), and the newspaper, <i>Auto 007</i> (汽車007周報), operated by SMU
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Structured Contracts”	a series of structured contracts that were designed to provide Shanghai SumZone Enterprise with effective control over the financial and operational policies of SMU and (to the extent permitted by PRC laws and regulations) the right to acquire the equity interests in SMU by Century Linker, and were entered into on 1st June, 2011, details of which are set out in the paragraph “Structured Contracts” in the section “History, Reorganisation and Corporate Structure” in this prospectus
“subsidiary(ies)”	has the meaning ascribed thereto in section 2 of the Hong Kong Companies Ordinance
“Substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“SumZone Advertising”	上海三眾廣告有限公司 (Shanghai SumZone Advertising Company Limited), a domestic enterprise established in the PRC with limited liability on 26th August, 2011 and a direct wholly owned subsidiary of Shanghai SumZone Enterprise and one of our subsidiaries in the PRC
“SumZone Advertising Agreement”	the advertising agency agreement entered into between SumZone Advertising and SMU dated 1st September, 2011 as supplemented by the supplemental agreements dated 21st November, 2011 and 26th March, 2012 in relation to, amongst other things, the transfer of advertising agency business derived from traditional media from SMU to SumZone Advertising and, or any other PRC subsidiaries of Shanghai SumZone Enterprise
“SumZone Auto”	上海三眾華納汽車在綫傳播有限公司 (Shanghai SumZone Auto On-line Media Company Limited), a domestic enterprise established in the PRC, and was dissolved on 29th July, 2011
“SumZone Marketing”	上海三眾營銷策劃有限公司 (Shanghai SumZone Marketing Company Limited), a domestic enterprise established in the PRC with limited liability on 26th August, 2011 and a direct wholly owned subsidiary of Shanghai SumZone Enterprise and one of our subsidiaries in the PRC

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“SumZone Marketing Agreement”	the advertising agency agreement entered into between SumZone Marketing and SMU dated 1st September, 2011 as supplemented by the supplemental agreements dated 21st November, 2011 and 26th March, 2012 in relation to, amongst other things, the transfer of advertising agency business derived from digital media from SMU to SumZone Marketing and, or any other PRC subsidiaries of Shanghai SumZone Enterprise
“Taocent International”	Taocent International Holding Limited (大正國際控股有限公司), a company incorporated under the laws of Hong Kong on 21st July, 2009, principally engaged in the business of investment holding and is wholly owned by Mr. Fan
“Track Record Period”	the two years ended 31st December, 2010 and 2011
“Underwriters”	the underwriters of the Placing whose name is set forth in the section “Underwriting — Underwriters” in this prospectus
“Underwriting Agreement”	the conditional underwriting agreement entered into on 16th April, 2012 between, among others, our Company, our Controlling Shareholders, our executive Directors, the Sponsor, the Sole Bookrunner and Joint Lead Managers relating to the Placing, further information on which is set forth in the section “Underwriting” in this prospectus
“Unrestricted Business(es)”	the business activities of our Group which are not subject to prohibition or restriction on foreign investment under the PRC laws, details of which are set out in the sections “History, Reorganisation and Corporate Structure — Structured Contracts” and “Business — Transfer of businesses” in this prospectus
“US”	the United States of America
“Whales Capital”	Whales Capital Holdings Limited (合鯨資本控股有限公司), a company incorporated in the BVI with limited liability on 28th March, 2011 and principally engaged in the business of investment holding and is indirectly wholly owned by Mr. Fan

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“Whales Capital Agreement”	the share sale and purchase agreement dated 20th April, 2011 and supplemented by two supplemental deeds respectively dated 23rd May, 2011 and 10th April, 2012 entered into amongst our Company, Whales Capital, Lapta International and Mr. Fang in relation to the sale of 130 Shares to Whales Capital by Lapta International
“ <i>www.cnnauto.com</i> ”	CN 汽車網 (<i>www.cnnauto.com</i>), the self-operated website of our Group
“Yen”	Japanese Yen, the lawful currency of Japan
“%”	per cent

Unless specified otherwise, figures denominated in RMB have been translated for the purpose of illustration only to HK\$ in this prospectus at the following rates:

HK\$1 : RMB 0.8127

HK\$7.8 : US\$1

No representation is made that any amounts in RMB or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates at all.

Certain amounts set out in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as total of certain amounts may not be arithmetic sum of such amounts.