

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 8219)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “Meeting”) of Branding China Group Limited (the “Company”) will be held at the conference room of the Company at No. 54 Shaoxing Road, Huangpu District, Shanghai, PRC on Wednesday, 5 June 2013, at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (i) the entering into of the conditional share sale and purchase agreement dated 19 April 2013 (the “Agreement”) (a copy of which, initialled by the Chairman of the Meeting for the purpose of identification, has been produced to the Meeting marked “A”) among the Company (as purchaser), Always Bright Enterprises Limited (the “Vendor”) and Huang Wei (as guarantor) in relation to an acquisition by the Company of 1 share in the share capital of Grand Rapids Mobile International Holdings Ltd., representing its entire issued share capital from the Vendor, and in relation to the acquisition of the entire equity interests of 上海巨流信息科技有限公司 (Shanghai Ju Liu Information Technology Company Limited*), by 上海有熊企業管理諮詢有限公司 (Shanghai You Xiong Enterprises Management Consultancy Company Limited*) from 上海大頭信

息科技有限公司 (Shanghai Da Tou Information Technology Company Limited*) and Huang Wei, for a consideration of HK\$200,045,371, subject to adjustment (the “Consideration”), comprising cash consideration of HK\$55,682,732 and issue and allotment of 46,810,194 new shares of HK\$0.01 each in the share capital of the Company (the “Consideration Shares”) at the issue price of HK\$3.084 each to the Vendor, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (ii) subject to the fulfillment of the conditions precedent to the payment of the Consideration as set out in the Agreement and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the Directors be and are hereby specifically authorised to allot and issue the Consideration Shares, credited as fully paid, to the Vendor in accordance with the terms and conditions of the Agreement;
- (iii) any one of the Directors be and is hereby authorised to do all such acts and things and execute all such documents or instrument under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Agreement and to implement the transactions contemplated thereunder and to agree to such variations, amendments or waivers of matters relating thereto as are, in the opinion of such Director, in the interest of the Company.”

By Order of the Board of
Branding China Group Limited
Fang Bin
Chairman

PRC, 20 May 2013

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A proxy form of the meeting is enclosed with the circular of the Company dated 20 May 2013. If the appointer is a corporation, the proxy form must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders by present at the above Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be delivered to the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of the proxy form shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the proxy form shall be deemed to be revoked.

As at the date of this announcement, the executive directors of the Company are Mr. Fang Bin, Ms. He Weiqi and Mr. Song Yijun; the non-executive director of the Company is Mr. Fan Youyuan; and the independent non-executive directors of the Company are Mr. Zhou Ruijin, Mr. Lin Zhiming and Ms. Hsu Wai Man, Helen.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company's website at www.brandingchinagroup.com.