



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____ of _____

being the registered holder(s) of ^(note 2) _____ shares (the “Shares”) of HK\$0.01 each in the share capital of Branding China Group Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (THE “MEETING”) OF THE COMPANY ^(note 3) or _____ of _____

as my/our proxy to attend on my/our behalf at the Meeting to 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. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the “Notice”) convening the Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and on my/our behalf in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>“THAT:</p> <p>(i) the entering into of the conditional share sale and purchase agreement dated 19 April 2013 (the “Agreement”) 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;</p> <p>(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;</p> <p>(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.”</p>		

Dated this _____ day of _____ 2013

Signature(s) ^(note 5) _____

* For identification purpose only

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING (THE “MEETING”) OF THE COMPANY” and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. **PLEASE INDICATE WITH** a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised. The signature must match the records maintained by the Company’s branch share registrar and transfer office in Hong Kong.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. To be valid, this proxy form, together with any 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 share 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 and any adjournment (as the case may be) thereof.
8. Completion and delivery of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, but the authority of your proxy will be invalidated forthwith.