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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: 8219)

POLL RESULTS OF THE 2012 ANNUAL GENERAL MEETING AND RE-ELECTION OF RETIRING DIRECTORS

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 31 May 2013.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 29 April 2013 (the “**AGM Notice**”) of Branding China Group Limited (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 29 April 2013.

POLL RESULTS OF AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, at the AGM held at Tang Room, 2/F, Hotel Equatorial Shanghai, 65 Yanan Road West, Shanghai 200040, PRC on 31 May 2013 at 10:00 a.m., voting by poll was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “ Directors ”) and the auditors of the Company for the year ended 31st December, 2012.	150,000,000 (100%)	0 (0%)	150,000,000
2.	To re-appoint BDO Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration.	150,000,000 (100%)	0 (0%)	150,000,000
3.	(A) (a) To re-elect Mr. Fang Bin as an executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(b) To re-elect Ms. He Weiqi as an executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(c) To re-elect Mr. Song Yijun as an executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(d) To re-elect Mr. Fan Youyuan as a non-executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(e) To re-elect Mr. Zhou Ruijin as an independent non-executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(f) To re-elect Mr. Lin Zhiming as an independent non-executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(g) To re-elect Ms. Hsu Wai Man, Helen as an independent non-executive Director;	150,000,000 (100%)	0 (0%)	150,000,000
	(B) to authorise the board of Directors to fix the Directors’ remuneration;	150,000,000 (100%)	0 (0%)	150,000,000

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	150,000,000 (100%)	0 (0%)	150,000,000
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	150,000,000 (100%)	0 (0%)	150,000,000
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	150,000,000 (100%)	0 (0%)	150,000,000

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of Shares in issue as at the date of the AGM: 200,000,000 Shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM under the GEM Listing Rules.
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 200,000,000 Shares.

RE-ELECTION OF MR. FANG BIN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Fang Bin as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Fang Bin (方彬先生), aged 42, studied Economics and Management (經濟管理專業) at the Nanjing Political College (南京政治學院) in 2006. He is the chairman and general manager of the Company responsible for formulating overall business development strategies and management policies for the Group.

With over 18 years of managerial experience in the media and advertising industry, Mr. Fang has extensive experience in business management and operation of advertising and publishing businesses, in particular, in relation to the development of marketing and communications strategies and integration of media resources.

Before founding the Group, Mr. Fang had been the chief operation officer of the advertising department of Modern Market Economic Weekly (現代市場經濟週刊) between 1993 and 1995, where he was responsible for the development of customer relationship and business operation of the relevant department in relation to various large to medium state-owned enterprises, planning and coordination of the special column in relation to corporate image, and planning and execution of activities regarding selection of annual award winning brands and individuals. From August 1995 to January 1996, he worked as the general manager of Shanghai Shenhai Advertisement Co. Ltd. (上海申海廣告有限公司), where he was responsible for the overall day-to-day operation, including fulfilment of the annual sales target, development and training of the team, enhancement of business operation results on a continuous basis by improving human resources, business operation and business systems. The substantial duties included management of sales, operation, human resources and administration. Between February 1996 and December 1998, he became an officer of the special issue department in relation to the “Journal on famous people along the coast” (沿海經濟名人專刊), a special issue of Market Economic Times (市場經濟時報), where he was responsible for leading the day-to-day operation of the journal, including the selection of articles and review of content (including the final review of important articles), publication, editing, advertising, operation, human resources and determination of the operation strategies of the journal. Between January 1999 and February 2002, Mr. Fang became the chief operating officer of Auto Weekly (汽車週刊) of Jiefang Daily (解放日報), where he was responsible for leading the day-to-day operation of the magazine. He was mainly responsible for operation of advertisements, operation and promotion of events, organisation and planning of special issue. He was also involved in the planning of publication articles and operation strategies, determining the development strategies of the magazine, and the format of the cover page of the magazine, and adjusted publication strategies, content and human resources from time to time in accordance with the changes in the market.

Mr. Fang founded Shanghai SumZone Media Investment Management Company Limited (上海三眾華納傳媒投資管理有限公司) in 2003 and became the chairman and general manager. Since then, he has been leading the Group to develop integrated marketing communications services on automobile brands, including the establishment and acquisition of new media platforms, which formed an important part of the Group’s integrated marketing communications services for brand owners. Under Mr. Fang’s leadership, in August 2004, the Group took over the operation of Auto Report which was founded in August 2002. In 2004, Mr. Fang headed the Group to operate automobile magazine, including Auto 007, an automobile newspaper. As the Group extended its integrated marketing communications services to home fashion brands, the Group founded another magazine, I home, in 2009.

Mr. Fang is a prominent person in the media and advertising industry in Shanghai. In June 2005, Mr. Fang was appointed as a deputy secretary general by the Shanghai Consumer Rights Protection Committee (上海市消費者權益保護委員會). In September 2006, Mr. Fang was appointed as a secretary general by the AJAS of the Shanghai Journalist Association (上海市新聞工作者協會).

He was mainly responsible for operation of advertisements, operation and promotion of events, organisation and planning of special issue.

As at the date of this announcement, Mr. Fang owned the entire issued share capital of Lapta International Limited, which in turn, owned 112,500,000 Shares, being 56.25% of the issued share capital of the Company. For the purpose of the SFO, Mr. Fang is deemed, or taken to be, interested in the 112,500,000 Shares held by Lapta International Limited under the SFO and their interests duplicate with each other.

Mr. Fang has entered into a service contract with the Company as the executive Director for an initial term of three years commencing from 27 April 2012 until terminated by not less than six months' written notice served by either party on the other and in certain circumstances, terms and conditions as stipulated in the relevant service contracts. Pursuant to the Articles of Association, Mr. Fang is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Fang is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) of RMB240,000 per year which was determined by the Board taking into account his experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Mr. Fang was entitled to a director's emolument of RMB178,800 which comprised a salary of RMB126,000 and pension scheme contributions of RMB52,800.

Save as disclosed above, Mr. Fang did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Fang does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Fang does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Fang as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MS. HE WEIQI AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. He Weiqi as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. He Weiqi (賀維琪小姐), aged 42, attended Wuhan University of Technology in business administration via online and long distance learning courses and graduated in 2008. She has been the deputy general manager since she joined the Group in April 2007. Ms. He has 19 years of experience in finance and is now responsible for formulating financial and taxation policies, accounting and operation procedures, cost control policies, and administration and human resources matters of the Group.

Before joining the Group, Ms. He worked in Shanghai Shenyang Advertising Co. Ltd (上海申燕廣告有限公司), the wholly-owned subsidiary of Shanghai Machine Tool Works Trading Co. Ltd (上海機床工具貿易集團有限公司) as the finance officer between November 1992 to July 2001, monitoring day-to-day financial matters and was responsible for cost control and financial matters. Between July 2001 and April 2007, Ms. He became the general manager of Shanghai Aojing Printing Company Limited (上海奧敬印務有限公司), where she focused on day-to-day management and business operation.

Ms. He has entered into a service contract with the Company as an executive Director for an initial term of three years commencing from 27 April 2012 until terminated by not less than six months' written notice served by either party on the other and in certain circumstances, terms and conditions as stipulated in the relevant service contracts. Pursuant to the Articles of Association, Ms. He is subject to retirement and re-election at the AGM. Under the said service contract, Ms. He is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) of RMB180,000 per year which was determined by the Board taking into account her experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Ms. He was entitled to a director's emolument of RMB203,960 which comprised a salary of RMB167,000 and pension scheme contributions of RMB36,960.

Save as disclosed above, Ms. He did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Ms. He does not have other major appointments and professional qualifications.

Save as disclosed above, Ms. He does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. He as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. SONG YIJUN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Song Yijun as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Song Yijun (宋義俊先生), aged 40, was graduated from Shanghai Jiao Tong University with a bachelor degree in biological and medical engineering and equipment in 1995. He further obtained a master degree in business administration from Fudan University in 2008.

Mr. Song has over 16 years of experience in strategic operation and marketing management. He joined the Group in March 2011 and is currently the deputy general manager. He is in charge of business operation and planning, and the development and furtherance of business strategies.

Before joining the Group, Mr. Song had been the general manager and deputy general manager of various companies of Haier Electrical Appliances Co., Ltd. between 1995 and 2000, where he was responsible for various matters regarding the subsidiaries of the Haier group, including operation management, management of local marketing operation, and development of the sales and management team. Mr. Song was involved in the promotion, sales planning, sales promotion, marketing development, channels development, network enhancement and management of customer relationships. Mr. Song had been the general manager of various companies between 2001 to 2005, including Qingdao Yishang Trading Company Limited (青島億商貿易有限公司), Foshan Haishenglong Electrical Company Limited (佛山市海盛隆電器有限公司), and Oulida Electrical Company Limited (佛山市歐利達電器有限公司), where he was responsible for operation management and business development, including planning of strategies, marketing development and maintenance of customer relationships.

Mr. Song subsequently worked in Shanghai Xinhua Media Co. Ltd. (上海新華傳媒股份有限公司) for almost 6 years between June 2005 to February 2011, during which, he had been the general manager of the sales department from June 2005 to June 2006, responsible for development of sales system and operation, planning and management of sales activities of the chain stores, and promotion and media marketing of brands; general manager of the wholesale department from July 2006 to March 2009, responsible for the day-to-day operation of the wholesale department, including the development of the nationwide wholesale business of books, development of individual markets, training and development of sales and management teams; deputy chief officer and chief operation officer of the strategic and development department from April 2009 to March 2010, responsible for preparing market analysis, analysis on target control and operation, integration of resources, sales management, brand operation. He was also involved in assisting the chief executive officer to develop business strategies and risk management system, and had also been involved in assisting the chief manager of the strategy development department in relation to investment and merger and acquisition matters; and deputy chief officer of the strategic management department from April 2010 to February 2011, where he assisted the board of directors and the team of the chief executive officer to formulate overall strategic plans. He was also responsible for managing the operation strategies of the group, including its subsidiaries. He was involved in preparing analysis and following up on day-to-day operation, monitoring and control of specific projects of the subsidiaries and provide resources support in relation thereto, and providing general support and assistance to the management of the parent company.

Mr. Song has entered into a service contract with the Company as an executive Director for an initial term of three years commencing from 27 April 2012 until terminated by not less than six months' written notice served by either party on the other and in certain circumstances, terms and conditions as stipulated in the relevant service contracts. Pursuant to the Articles of Association, Mr. Song is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Song is entitled to a basic annual remuneration (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits) of RMB180,000 per year which was determined by the Board taking into account his experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Mr. Song was entitled to a director's emolument of RMB203,960 which comprised a salary of RMB167,000 and pension scheme contributions of RMB36,960.

Save as disclosed above, Mr. Song did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Song does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Song does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Song as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. FAN YOUYUAN AS A NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Fan Youyuan as a non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Fan Youyuan (范幼元先生), aged 52, was appointed as a Director on 25 May 2011 and redesignated as a non-executive Director on 10 April 2012. Mr. Fan graduated from Fudan University with a bachelor's degree in Philosophy in 1983. He further obtained a master in business administration (international programme) from the University of Hong Kong in 2004.

Mr. Fan has over 25 years of experience in media and advertising industries in the PRC. He joined Jiefang Daily (解放日報) as an editor in January 1985. Between May 1996 to 2007, Mr. Fan held various positions in Jiefang Press Group, including general manager of Shanghai Jiefang Advertising Limited (上海解放廣告有限公司), and supervisor of the advertising department. He had also been the officer of the advertising department, research department and business development department of Jiefang Press Group (解放日報報業集團), and the deputy general manager of Shanghai Jiefang Media Investment Company Limited (上海解放傳媒投資有限公司). During this period, Mr. Fan was responsible for overall operation and management of advertisements of Jiefang Press Group (解放日報報業集團). Between May 2005 to August 2007, Mr. Fan managed the day-to-day business operation of the Jiefang Press Group (解放日報報業集團) and had been the director and held senior positions in various entities of the group. In 2007, Mr. Fan became a director and the chief executive of Shanghai Xinhua Media Co. Ltd. (上海新華傳媒股份有限公司) (600825.SH) until May 2011.

Between 2002 and 2003, Mr. Fan was selected as an Outstanding Operator and Manager of the National Newspaper Industry of the Year (年度全國報業先進經營管理工作者) by the General Administration of Press and Publication of the PRC (中華人民共和國新聞出版總署) and the Newspaper Association of the PRC (中國報業協會) and an Outstanding Operator and Manager of the Shanghai Newspaper Industry of the Year (年度上海市報業先進經營管理工作者) by Shanghai Press & Publication (上海市新聞出版局) and Shanghai Municipal Newspaper Association (上海市報紙行業協會).

As at the date of this announcement, Mr. Fan owned the entire issued share capital of Taocent International Holdings Limited, which in turn owned the entire issued share capital of Whales Capital Holdings Limited, which in turn owned 19,500,000 Shares, being 9.75% of the issued share capital of the Company. For the purpose of the SFO, Mr. Fan is deemed, or taken to be, interested in the 19,500,000 Shares held by Whales Capital Holdings Limited under the SFO and their interests duplicate with each other.

Mr. Fan has entered into a service contract with the Company as a non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in his service contract. Pursuant to the Articles of Association, Mr. Fan is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Fan is entitled to an annual remuneration of HK\$150,000 per year which was determined by the Board taking into account his experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Mr. Fan was entitled to a salary of RMB121,485.

Save as disclosed above, Mr. Fan did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Fan does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Fan does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Fan as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. ZHOU RUIJIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Zhou Ruijin as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Zhou Ruijin (周瑞金先生), aged 73, was appointed as independent non-executive Director on 10 April 2012. Mr. Zhou has nearly 40 years' of experience in the media industry in the PRC. Mr. Zhou graduated from Fudan University in journalism in 1962. Upon graduation, he served as a journalist, editor and commentator of Jiefang Daily (解放日報). From 1979, he had been the deputy officer, officer, member of the edit committee, assistant to editor-in-chief and deputy editor-in-chief of the commentary department of Jiefang Daily (解放日報). Mr. Zhou became the deputy editor-in-chief of People's Daily (人民日報) in 1993.

Mr. Zhou was a member of the standing committee of the Shanghai Journalism Association (上海市新聞學會) and the part-time professor of the Department of Journalism of Fudan University, the Department of Journalism and Human Sciences of Shanghai University of Technology and the Central Broadcasting Bureau. In 1991, Mr. Zhou was in charge to write around four commentary articles titled "Reform and Liberalization Need New Thinkings" (《改革開放要有新思路》), in the name of "Huang Fuping", which brought positive effects to the society.

In 1987, Mr. Zhou was selected as the senior editor by the National Journalism Senior Professional Duties Qualification Selection Committee (全國新聞高級專業職務資格評審委員會). In 1992, Mr. Zhou was selected by the State Council as an expert scholar with outstanding contribution being entitled to special subsidy from the government.

In January 2001, Mr. Zhou was elected as the president of Shanghai Association of Productivity Science (上海生產力學會) and deputy president of the 13th Chinese Association of Productivity Science (全國生產力學會). Between June 2000 and December 2009, Mr. Zhou was an independent director of China Eastern Airlines Corporation Limited (中國東方航空股份有限公司) (600115.SH).

Mr. Zhou has entered into a service contract with the Company as an independent non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in his service contract. Pursuant to the Articles of Association, Mr. Zhou is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Zhou is entitled to an annual remuneration of HK\$150,000 per year which was determined by the Board taking into account his experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Mr. Zhou was entitled to a salary of RMB121,485.

Save as disclosed above, Mr. Zhou did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Zhou does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Zhou does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Zhou as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MR. LIN ZHIMING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Lin Zhiming as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Lin Zhiming (林志明先生), aged 53, was appointed as an independent non-executive Director on 10 April 2012.

Mr. Lin has more than 19 years of experience in marketing and corporate image building and communications. Mr. Lin completed the study of Library Science at College of Liberal Arts Shanghai University (上海大學文學院) (formerly known as the branch school of Fudan University (復旦大學分校)) in 1983. He is currently the deputy director of Sunage Sports Communications Research Institute, Shanghai University (上海大學三傑體育傳播研究所) responsible for spearheading research and development programmes in the operational model of sports club (體育俱樂部) and comparative analyses in the metropolitan mass sports development (城市大眾體育發展). He is also a visiting professor of School of Film and Television Arts and Technology, Shanghai University (上海大學影視藝術技術學院) and a tutor in sports communications for masters degree students at the graduate school of the university.

Since 2005, Mr. Lin has been the chief executive officer of Shanghai Sunage Advertising Company Limited (上海三傑廣告有限公司) where he is primarily in charge of strategic planning and execution of sports events and related projects.

Between 1992 and 2004, Mr. Lin was the general manager of Shanghai Idea CIS Design and Consulting Company (上海艾迪企業形象設計顧問公司) where he was responsible for assisting clients in corporate image design and planning, providing them with research and advisory services in, amongst other things, PR communications strategies as well as the daily operations and administration of the company.

Mr. Lin has entered into a service contract with the Company as an independent non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in his service contract. Pursuant to the Articles of Association, Mr. Lin is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Lin is entitled to an annual remuneration of HK\$150,000 per year which was determined by the Board taking into account his experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Mr. Lin was entitled to a salary of RMB91,114.

Save as disclosed above, Mr. Lin did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Lin does not have other major appointments and professional qualifications.

Save as disclosed above, Mr. Lin does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lin as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

RE-ELECTION OF MS. HSU WAI MAN, HELEN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. Hsu Wai Man, Helen as an independent non-executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. Hsu Wai Man (徐慧敏小姐), Helen, aged 42, was appointed as an independent non-executive Director on 10 April 2012. Ms. Hsu graduated from The Chinese University of Hong Kong with a bachelor's degree in business administration in 1992.

As a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants, Ms. Hsu has over 18 years' of experience in accounting. She joined Ernst & Young in July 1992 and became a partner of Ernst & Young in 2005 until she left in February 2011. Ms. Hsu is also a member of the advisory board of the School of Accountancy of The Chinese University of Hong Kong.

Ms. Hsu was appointed as an independent non-executive director of China Forestry Holdings Co. Ltd. (stock code: 00930), a company listed on the Stock Exchange on 5 July 2011. Ms. Hsu was further appointed as an independent non-executive director of Perfect Shape (PRC) Holdings Limited (stock code: 01830), a company listed on the Stock Exchange, on 5 December 2011.

Ms. Hsu has entered into a service contract with the Company as an independent non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in her service contract. Pursuant to the Articles of Association, Ms. Hsu is subject to retirement and re-election at the AGM. Under the said service contract, Ms. Hsu is entitled to an annual remuneration of HK\$150,000 per year which was determined by the Board taking into account her experience, workload and the time devoted to the Group. For the year ended 31 December 2012, Ms. Hsu was entitled to a salary of RMB121,485.

Save as disclosed above, Ms. Hsu did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Ms. Hsu does not have other major appointments and professional qualifications.

Save as disclosed above, Ms. Hsu does not have any relationship with any Directors and senior management of the Company, substantial or controlling Shareholders and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Hsu as a Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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

Hong Kong, 31 May 2013

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.