

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET****Case Number:** 20130422-F08219-0001

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

**Company name:** Branding China Group Limited**Stock code (ordinary shares):** 8219

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 17 June 2013.

**A. General****Place of incorporation:** Cayman Islands**Date of initial listing on GEM:** 27 April 2012**Name of Sponsor(s):** Anglo Chinese Corporate Finance, Limited**Names of directors:**  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)  
**Executive directors:**  
Fang Bin (方彬)  
He Weiqi (賀維琪)  
Song Yijun (宋義俊)**Non- executive director:**  
Fan Youyuan (范幼元)**Independent non-executive directors:**  
Zhou Ruijin (周瑞金)  
Lin Zhiming (林志明)  
Hsu Wai Man, Helen (徐慧敏)

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

| Name(s) of substantial shareholder(s):<br>(as such term is defined in rule 1.01 of the<br>GEM Listing Rules) and their respective<br>interests in the ordinary shares and other<br>securities of the Company | <b>Name</b>                             | <b>Number of shares<br/>of HK\$0.01 each<br/>in the share<br/>capital of the<br/>Company (the<br/>“Shares”)</b> | <b>Approximate<br/>percentage<br/>of<br/>issued Shares</b> |
|--|---|---|--|
|  | Lapta International<br>Limited          | 112,500,000   | 45.58%   |
|  | Fang Bin                                | 112,500,000<br><i>(Note 1)</i>  | 45.58%   |
|  | Always Bright<br>Enterprises<br>Limited | 46,810,194  | 18.97%   |
|  | Huang Wei                               | 46,810,194<br><i>(Note 2)</i>   | 18.97%   |
|  | Yuan Yuan                               | 46,810,194<br><i>(Note 3)</i>   | 18.97%   |

*Notes:*

1. *These 112,500,000 Shares are held by Lapta International Limited, a company incorporated in the British Virgin Islands and is wholly and beneficially owned by Fang Bin. Therefore, Fang Bin is deemed, or taken to be, interested in the 112,500,000 Shares held by Lapta International Limited for the purpose of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “SFO”).*
2. *These 46,810,194 Shares are held by Always Bright Enterprises Limited, a company incorporated in the British Virgin Islands and is wholly and beneficially owned by Huang Wei. Therefore, Huang Wei is deemed, or taken to be, interested in the 46,810,194 Shares held by Always Bright Enterprises Limited for the purpose of the SFO.*
3. *Yuan Yuan is the spouse of Huang Wei. Under the SFO, Yuan Yuan is deemed, or taken to be, interest in all the Shares in which Huang Wei is interested.*

Name(s) of company(ies) listed on GEM or  
the Main Board of the Stock Exchange  
within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Clifton House  
75 Fort Street, P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

Head office and principal place of business: No. 54 Shaoxing Road  
Huangpu District  
Postal Code- 200020  
Shanghai, PRC

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

|                                   |   |
|-----------------------------------|---|
| Web-site address (if applicable): | <u>www.brandingchinagroup.com</u>   |
| Share registrar:                  | <p>Principle share registrar and transfer office:<br/> Appleby Trust (Cayman) Ltd.<br/> Clifton House, 75 Fort Street<br/> PO Box 1350, Grand Cayman<br/> KY1-1108<br/> Cayman Islands</p> <p>Hong Kong branch share registrar and transfer office:<br/> Tricor Investor Services Limited<br/> 26th Floor, Tesbury Centre<br/> 28 Queen's Road East<br/> Wanchai<br/> Hong Kong</p> |
| Auditors:                         | <p>BDO Limited<br/> 25th Floor<br/> Wing On Centre<br/> 111 Connaught Road Central<br/> Hong Kong</p>   |

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

Our Group is principally engaged in the provision of advertising services, public relation services and event marketing services.

**C. Ordinary shares**

|   |                    |
|---|--------------------|
| Number of ordinary shares in issue:                                       | <u>246,810,194</u> |
| Par value of ordinary shares in issue:                                    | <u>HK\$0.01</u>    |
| Board lot size (in number of shares):                                     | <u>2,000</u>       |
| Name of other stock exchange(s) on which ordinary shares are also listed: | <u>N/A</u>         |

**D. Warrants**

|  |            |
|--|------------|
| Stock code:  | <u>N/A</u> |
| Board lot size:  | <u>N/A</u> |
| Expiry date:   | <u>N/A</u> |
| Exercise price:  | <u>N/A</u> |
| Conversion ratio:<br><i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i> | <u>N/A</u> |
| No. of warrants outstanding:   | <u>N/A</u> |

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

---

**E. Other securities**

Details of any other securities in issue.  
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

---

**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Fang Bin (方彬)

\_\_\_\_\_  
He Weiqi (賀維琪)

\_\_\_\_\_  
Song Yijun (宋義俊)

\_\_\_\_\_  
Fan Youyuan (范幼元)

\_\_\_\_\_  
Zhou Ruijin (周瑞金)

\_\_\_\_\_  
Lin Zhiming (林志明)

\_\_\_\_\_  
Hsu Wai Man, Helen (徐慧敏)

**NOTES**

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
*(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)*

- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
  
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*