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If you have sold or transferred all your shares in **BRANDING CHINA GROUP LIMITED**, you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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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)

**PROPOSALS FOR GRANT OF  
ISSUE MANDATE AND REPURCHASE MANDATE  
RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of **BRANDING CHINA GROUP LIMITED** (the “Company”) to be held at the conference room of the Company at No. 54 Shaoxing Road, Huangpu District, Shanghai, PRC on 6 June 2014, (Friday) at 10:00 a.m. is set out on pages 15 to 19 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

*This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.brandingchinagroup.com](http://www.brandingchinagroup.com).*

27 March 2014

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## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET

### CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at the conference room of the Company at No. 54 Shaoxing Road, Huangpu District, Shanghai, PRC on 6 June 2014, (Friday) at 10:00 a.m., the notice of which is set out on pages 15 to 19 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company adopted on 10 April 2012 and as amended from time to time
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Branding China Group Limited (品牌中國集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company on the date of AGM as set out in resolution number 4 of the AGM Notice
“Latest Practicable Date”	24 March 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution number 5 in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent.



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)**

*Executive Directors:*

Mr. Fang Bin (*Chairman*)  
Ms. He Weiqi  
Mr. Song Yijun

*Non-executive Director*

Mr. Fan Youyuan

*Independent non-executive Directors*

Mr. Zhou Ruijin  
Mr. Lin Zhiming  
Ms. Hsu Wai Man, Helen

*Registered Office:*

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

*Headquarters in the PRC:*

No. 54 Shaoxing Road  
Huangpu District,  
Postal Code- 200020  
Shanghai, PRC

*Principal Place of Business in Hong Kong:*

Suites 2001-2005  
20th Floor, Jardine House  
1 Connaught Place  
Central  
Hong Kong

27 March 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GRANT OF  
ISSUE MANDATE AND REPURCHASE MANDATE  
RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase

## LETTER FROM THE BOARD

Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you notice of the AGM.

### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 31 May 2013. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "Relevant Period").

As at the Latest Practicable Date, the issued share capital of the Company comprised 246,810,194 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 49,362,038 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by it then Shareholders on 31 May 2013. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the proposed resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

## LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 246,810,194 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 24,681,019 Shares under the Repurchase Mandate, representing 10% of the aggregate nominal amount of the share capital of the Company as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, each of Mr. Fang Bin, Ms. He Weiqi and Mr. Song Yijun will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### AGM

A notice convening the AGM to be held at the conference room of the Company at No. 54 Shaoxing Road, Huangpu District, Shanghai, PRC on 6 June 2014, (Friday) at 10:00 a.m. is set out on page 15 to 19 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors



## LETTER FROM THE BOARD

recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

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

This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 13.08 of the GEM Listing Rules.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 246,810,194 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 24,681,019 Shares during the Relevant Period.

### **2. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Memorandum and Articles of Association of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **3. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
March	3.18	2.98
April	3.38	2.90
May	3.50	2.83
June	3.20	2.80
July	3.25	2.95
August	3.78	2.95
September	3.60	3.55
October	3.98	3.24
November	3.48	3.20
December	3.78	3.19
<b>2014</b>		
January	3.78	3.25
February	3.40	3.16
March (up to the Latest Practicable Date)	3.44	3.09

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

#### 6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Lapta International Limited ( <i>Note 1</i> )	112,500,000	Beneficial owner	45.58%	50.65%
Mr. Fang Bin ( <i>Note 1</i> )	112,500,000	Interest in controlled corporation	45.58%	50.65%
Always Bright Enterprises Limited ( <i>Note 2</i> )	46,810,194	Beneficial owner	18.97%	21.07%
Mr. Huang Wei ( <i>Note 2</i> )	46,810,194	Interest in controlled corporation	18.97%	21.07%
Ms. Yuan Yuan ( <i>Note 2</i> )	46,810,194	Spouse's interest	18.97%	21.07%
Whales Capital Holdings Limited ( <i>Note 3</i> )	14,700,000	Beneficial owner	5.96%	6.62%
Taocent International Holding Limited ( <i>Note 3</i> )	14,700,000	Interest in controlled corporation	5.96%	6.62%
Mr. Fan Youyuan ( <i>Note 3</i> )	14,700,000	Interest in controlled corporation	5.96%	6.62%
Ms. Yin Rong ( <i>Note 3</i> )	14,700,000	Interest of spouse	5.96%	6.62%
Jolly Win Management Limited ( <i>Note 4</i> )	13,500,000	Beneficial owner	5.47%	6.08%
Mr. Lin Kaiwen ( <i>Note 4</i> )	13,500,000	Interest of controlled corporation	5.47%	6.08%
Ms. Chen Suzhen ( <i>Note 4</i> )	13,500,000	Interest of spouse	5.47%	6.08%

*Notes:*

1. Mr. Fang Bin beneficially owns the entire issued share capital of Lapta International Limited which holds 112,500,000 Shares. For the purposes of the SFO, Mr. Fang Bin is deemed or taken to be interested in all the Shares held by Lapta International Limited.
2. Mr. Huang Wei beneficially owns the entire issued share capital of Always Bright Enterprises Limited which holds 46,810,194 shares. For the purposes of the SFO, Mr. Huang Wei is deemed or taken to be interested in all the Shares held by Always Bright Enterprises Limited. Ms. Yuan Yuan is the spouse of Mr. Huang Wei. For the purposes of the SFO, Ms. Yuan Yuan is deemed or taken to be interested in all the Shares in which Mr. Huang Wei is interested.
3. Mr. Fan Youyuan beneficially owns the entire issued share capital of Taocent International Holding Limited which wholly owns Whales Capital Holdings Limited which in turn holds 14,700,000 Shares. For the purposes of the SFO, Mr. Fan Youyuan is deemed or taken to be interested in all the Shares held by Whales Capital Holdings Limited. Ms. Yin Rong is the spouse of Mr. Fan Youyuan. For the purposes of the SFO, Ms. Yin Rong is deemed or taken to be interested in all the Shares in which Mr. Fan Youyuan is interested.

4. Mr. Lin Kaiwen beneficially owns the entire issued share capital of Jolly Win Management Limited which holds 13,500,000 shares. For the purposes of the SFO, Mr. Lin Kaiwen is deemed or taken to be interested in all the Shares held by Jolly Win Management Limited. Ms. Chen Suzhen is the spouse of Mr. Lin Kaiwen. For the purposes of the SFO, Ms. Chen Suzhen is deemed or taken to be interested in all the Shares in which Mr. Lin Kaiwen is interested.

On the basis of the aforesaid increase of shareholding, Lapta International Limited and Mr. Fang Bin will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

#### **7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.
- (ii) As at the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

#### **8. MATERIAL ADVERSE IMPACT**

As compared with the financial position of the Company as at 31 December 2013 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

## RE-ELECTION OF DIRECTORS

### Mr. Fang Bin

Mr. Fang Bin, aged 43, is the chairman and general manager of the Company responsible for formulating overall business development strategies and management policies for the Group.

With over 20 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 was 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 with various large to medium state-owned enterprises clients of relevant departments of the magazine and in charge of the special column in relation to corporate image. From August 1995 to January 1996, he worked as the general manager of Shanghai Shenhai Advertisement Co. Ltd. and was responsible for the overall daily operation of the company. 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", a special issue of Market Economic Times, where he was responsible for leading the day-to-day operation of the journal. From January 1999 to February 2002, Mr. Fang became the chief operating officer of Auto Weekly of Jiefang Daily, where he was responsible for leading the day-to-day operation of the magazine. He was mainly responsible for operation of advertising business and event marketing activities, organisation and planning of special issues. He was also involved in the planning of publication and operation strategies.

Mr. Fang founded Shanghai SumZone Media Investment Management Company Limited 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. Since 2004, Mr. Fang has led our operation of automobile media, 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 under Mr. Fang's leadership.

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. In September 2006, Mr. Fang was appointed as a secretary general by the AJAS of the Shanghai Journalist Association.

Mr. Fang wholly owns Lapta International Limited and is its sole director. Lapta International Limited is incorporated in the British Virgin Islands and holds approximately 45.58% of the issued shares of the Company.

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 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 2013, Mr. Fang was entitled to a director's emolument of RMB234,410 which comprised a salary of RMB180,000 and pension scheme contributions of RMB54,410.

As at the Latest Practicable Date, Mr. Fang owned the entire issued share capital of Lapta International Limited, which in turn, owned 112,500,000 Shares, being approximately 45.58% 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.

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, 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, the Company considers that in relation to the re-election of Mr. Fang as an executive 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.

#### **Ms. He Weiqi**

Ms. He Weiqi, aged 43, graduated from Wuhan University of Technology in business administration. She has been the deputy general manager since she joined the Company in April 2007. Ms. He has 21 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 Company, Ms. He worked in Shanghai Shenyan Advertising Co. Ltd, a wholly-owned subsidiary of Shanghai Machine Tool Works Trading Co. Ltd 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, where she focused on day-to-day management and business operation.

Ms. He 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, 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 2013, Ms. He was entitled to a director's emolument of RMB240,340 which comprised a salary of RMB180,000 and pension scheme contributions of RMB60,340.

Ms. He does not have any relationship with other 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, 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, the Company considers that in relation to the re-election of Ms. He as an executive 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.

### **Mr. Song Yijun**

Mr. Song Yijun, aged 41, graduated from Shanghai Jiao Tong University with a bachelor degree in biological and medical engineering and equipment. He further obtained a master degree in business administration from Fudan University in 2008.

Mr. Song has over 18 years of experience in strategic operation and marketing management. He joined us in March 2011 and is currently our deputy general manager. He is in charge of business operation and planning, and the development and furtherance of business strategies.

Before joining the Company, Mr. Song was 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 the operation management regarding the subsidiaries of the Haier group and local market operation. Mr. Song was the general manager of various companies from 2001 to 2005, including Qingdao Yishang Trading Company Limited, Foshan Haishenglong Electrical Company Limited, and Oulida Electrical Company Limited, where he was responsible for operation management and business expansion.

Mr. Song subsequently worked in Shanghai Xinhua Media Co. Ltd. for almost 6 years between June 2005 to February 2011, during which he was 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; 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 and brand operation. He was also the 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.

Mr. Song 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. 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 2013, Mr. Song was entitled to a director's emolument of RMB240,340 which comprised a salary of RMB180,000 and pension scheme contributions of RMB60,340.

Mr. Song 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, 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, the Company considers that in relation to the re-election of Mr. Song as an executive 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.



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 IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders 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 6 June 2014, (Friday) at 10:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

**ORDINARY RESOLUTIONS**

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 31 December 2013.
2. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
  - (a) To re-elect Mr. Fang Bin as an executive Director and to authorise the board of Directors to fix his Director’s remuneration.
  - (b) To re-elect Ms. He Weiqi as an executive Director and to authorise the board of Directors to fix her Director’s remuneration.
  - (c) To re-elect Mr. Song Yijun as an executive Director and to authorise the board of Directors to fix his Director’s remuneration.
4. “**THAT:**
  - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 (the “**Share**”) each in the share capital of the Company or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds,

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warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the "**Articles of Association**") from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**
- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on the Growth Enterprise Market of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
  - (c) the aggregate nominal amount of the share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company; or
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or

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- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

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

Shanghai, The People’s Republic of China, 27 March 2014

*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. 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 authorized 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 be 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 deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 3, Mr. Fang Bin, Ms. He Weiqi and Mr. Song Yijun will retire from office at the Meeting in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to this circular.
7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.

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8. The transfer books and Register of Members of the Company will be closed from 4 June 2014 to 6 June 2014, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 3 June 2014.
9. As at the date of this notice, the Board of the Company comprises three executive Directors, namely, Mr. Fang Bin, Ms. He Weiqi, and Mr. Song Yijun; one non-executive Director, namely, Mr. Fan Youyuan; and three independent non-executive Directors, namely, Mr. Zhou Ruijin, Mr. Lin Zhiming and Ms. Hsu Wai Man, Helen.