

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



品牌中国
BRANDING CHINA

BRANDING CHINA GROUP LIMITED

品牌中國集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8219)

VOLUNTARY ANNOUNCEMENT EXCLUSIVE MANAGEMENT AGREEMENT

This announcement is made by Branding China Group Limited (the “**Company**”) on a voluntary basis and reference is made to the announcement of the Company dated 18 August 2014.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 31 December 2014, Shanghai SumZone Media Investment Management Company Limited* (上海三眾華納傳媒投資管理有限公司) (“**SMU**”) entered into an exclusive management agreement with Shanghai Far Eastern Economic Pictorial (上海《遠東經濟畫報》雜誌社) (the “**Publisher**”), pursuant to which the Publisher agrees to grant to SMU the exclusive editing right and management right to operate the business of one of its publication, namely “Far Eastern Economic Pictorial – Auto Report”* (《遠東經濟畫報》 – 車時代報道期刊) (“**Auto Report**”) in the People’s Republic of China (the “**PRC**”) for a term of 10 years commencing from 1 January 2015 and ending on 31 December 2024 (the “**Exclusive Management Agreement**”). The scope of management includes printing business, publishing and advertising business, re-financing business, brand promoting and maintenance business, launching of related products of the periodicals and related matters. SMU is entitled to all the revenue and shall bear all the expenses arising from the management of Auto Report. SMU has the pre-emptive right to renew such management right before the expiry of the Exclusive Management Agreement.

The exclusive management fee under the Exclusive Management Agreement shall be RMB18,000 per month and shall be payable by SMU to the Publisher on a quarterly basis. Save for the above exclusive management fee, SMU is not required to pay any other fees for the exclusive editing and management rights of Auto Report under the Exclusive Management Agreement.

* For identification purposes only

On the other hand, the Company would cease to manage and operate “I home” magazine (《第一家居》雜誌) after 31 December 2014 in order to cope with the market change and reduce the business risks involved. The Directors confirm that such arrangement will not have material impact on the business and financial aspects of the Company and its subsidiaries.

SMU is a subsidiary of the Company and is principally engaged in publishing and media businesses in the PRC. The Publisher is a company permitted under the relevant laws and regulation in the PRC to engage in publishing business in the PRC and the Publisher and its ultimate beneficial owner are third parties independent of and not connected with the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited).

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

Shanghai, the PRC, 31 December 2014

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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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’s 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.