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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)

**PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Financial Adviser to the Company

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 9 February 2015 for the transfer of listing of Shares from GEM to the Main Board pursuant to Chapter 9A of the Main Board Listing Rules. The Proposed Transfer will not involve any issue of new Shares by the Company.

Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the granting of relevant approval by the Stock Exchange. There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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The Shares have been listed on the GEM since 27 April 2012. The Group is principally engaged in the provision of one-stop branding services including advertising communications, PR communications and event marketing with a focus on well-known brands in the high value consumer goods sector. The Group places particular emphasis on the expansion of its digital media-based branding business and is receptive to any investment opportunity which could further such growth strategy and long-term development of the Group.

The Board believes that the Proposed Transfer will enhance the profile of the Group and improve the trading liquidity of the Shares. The Board also believes that following the Proposed Transfer, the Company could gain a wider recognition among larger institutional and retail investors. The Board considers that the listing of the Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group.

As at the date of this announcement, the Board had no immediate plans to change the nature of the business of the Group following the Proposed Transfer. The Proposed Transfer will not involve any issue of new Shares by the Company.

The Company has appointed Anglo Chinese Corporate Finance, Limited as the financial adviser to the Company in relation to the Proposed Transfer. Further announcement(s) will be made by the Company in relation to the progress of the Proposed Transfer as and when appropriate.

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DEFINITIONS

“Board”	the board of Directors
“Company”	Branding China Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Transfer”	the proposed transfer of listing of the Shares from GEM to the Main Board
“Share(s)”	ordinary share(s) of HK\$0.01 each of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Shanghai, the PRC, 9 February 2015

As at the date of this announcement, the executive Directors are Mr. Fang Bin, Mr. Song Yijun, Mr. Huang Wei and Mr. Patrick Zheng; 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 GEM 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 GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.brandingchinagroup.com.