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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your shares in Branding China Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the 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: 863)

**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 (the “AGM”) of **BRANDING CHINA GROUP LIMITED** (the “Company”) to be held on the 4th Floor, No. 696 Weihai Road, Jing’an District, Shanghai, the People’s Republic of China (the “PRC”) on Thursday, 8 June 2017, at 10:00 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are able to 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, 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 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 for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.brandingchinagroup.com.

28 April 2017

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DEFINITIONS

In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held on the 4th Floor, No. 696 Weihai Road, Jing’an District, Shanghai, the PRC on Thursday, 8 June 2017, at 10 a.m., the notice of which is set out on pages 16 to 20 of this circular;
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 of this circular;
“Articles”	the articles of association of the Company adopted on 10 April 2012 and as amended from time to time;
“Board”	the board of Directors of the Company;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“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 the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers 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;

DEFINITIONS

“Latest Practicable Date”	19 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“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;
“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;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong.

LETTER FROM THE BOARD



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: 863)

Executive Directors:

Mr. Fang Bin (*Chairman*)
Mr. Fan Youyuan (*Chief Executive Officer*)
Mr. Patrick Zheng
Mr. Huang Wei
Mr. Song Yijun

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
Cayman Islands

Independent Non-Executive Directors:

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

Headquarters in the PRC:

4th Floor, No.696 Weihai Road
Jing'an District
Postal Code – 200041
Shanghai, the PRC

*Principal Place of Business
in Hong Kong:*

Room 1603
16th Floor, China Building
29 Queen's Road Central
Central
Hong Kong

28 April 2017

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 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 the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 23 May 2016. 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 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 251,771,079 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 50,354,215 new Shares under the Issue Mandate, representing 20% of the issued 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 its then Shareholders on 23 May 2016. 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 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 251,771,079 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 25,177,107 Shares under the Repurchase Mandate, representing 10% of the issued share capital of the Company as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the 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. Song Yijun, Mr. Patrick Zheng and Mr. Huang Wei 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 Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Thursday, 8 June 2017 at 10:00 a.m. is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

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.

LETTER FROM THE BOARD

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 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.

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

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 251,771,079 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 the AGM, the Company will be allowed to repurchase a maximum of 25,177,107 Shares during the period from the date of passing the resolution granting the Repurchase Mandate until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be convened under the Articles or any applicable laws; or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

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 constitutive documents of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as stipulated 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:

	Share Price (per share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	3.48	2.61
May	3.00	2.70
June	2.69	2.50
July	2.62	2.40
August	2.40	2.32
September	2.90	2.18
October	2.60	2.16
November	2.50	1.93
December	2.20	1.91
2017		
January	2.40	1.89
February	2.22	1.92
March	2.17	1.87
April (until the Latest Practicable Date)	2.04	1.91

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 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 purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is 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 Rule 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 of Shareholder	Capacity/Nature	Number of Shares held/interested	Approximately % of interest	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Lapta International Limited ⁽¹⁾	Beneficial owner	112,500,000	44.68%	49.65%
Mr. Fang Bin ⁽¹⁾	Interest in controlled corporation	112,500,000	44.68%	49.65%
Peace Foundation Limited ⁽²⁾	Beneficial owner	26,000,000	10.33%	11.47%
Mr. Li Xiangchun ⁽²⁾	Interest in controlled corporation	26,000,000	10.33%	11.47%
Always Bright Enterprises Limited ⁽³⁾	Beneficial owner	20,810,194	8.27%	9.18%
Mr. Huang Wei ⁽³⁾	Interest in controlled corporation	20,810,194	8.27%	9.18%
Ms. Yuan Yuan ⁽³⁾	Spouse's interest	20,810,194	8.27%	9.18%
Whales Capital Holdings Limited ⁽⁴⁾	Beneficial owner	14,700,000	5.84%	6.49%
Taocent International Holding Limited ⁽⁴⁾	Interest in controlled corporation	14,700,000	5.84%	6.49%
Mr. Fan Youyuan ⁽⁴⁾	Interest in controlled corporation	14,700,000	5.84%	6.49%
Ms. Yin Rong ⁽⁴⁾	Spouse's interest	14,700,000	5.84%	6.49%
Jolly Win Management Limited ⁽⁵⁾	Beneficial owner	13,500,000	5.36%	5.96%
Mr. Lin Kaiwen ⁽⁵⁾	Interest in controlled corporation	13,500,000	5.36%	5.96%
Ms. Chen Suzhen ⁽⁵⁾	Spouse's interest	13,500,000	5.36%	5.96%

Notes:

- (1) Mr. Fang Bin beneficially owns the entire issued share capital of Lapta International Limited which in turn 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. Li Xiangchun beneficially owns the entire issued share capital of Peace Foundation Limited, which in turn holds 26,000,000 Shares. For the purposes of the SFO, Mr. Li Xiangchun is deemed or taken to be interested in all the Shares in which Peace Foundation Limited is interested.
- (3) Mr. Huang Wei beneficially owns the entire issued share capital of Always Bright Enterprises Limited which in turn holds 20,810,194 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.
- (4) 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.
- (5) Mr. Lin Kaiwen beneficially owns the entire issued share capital of Jolly Win Management Limited which in turn 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 the Stock Exchange 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 CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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 close associates (as defined under the 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.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 December 2016 (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.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during 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. Song Yijun**

Mr. Song Yijun (“**Mr. Song**”), aged 44, is an executive Director and the deputy general manager of the Group.

Mr. Song graduated from Shanghai Jiao Tong University with a bachelor’s 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 21 years of experience in strategic operation and marketing management. Before joining the Group, Mr. Song was the general manager and deputy general manager of various companies of Haier Electrical Appliances Co., Ltd., the general manager of various companies, 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. He also worked for Shanghai Xinhua Media Co. Ltd (上海新華傳媒股份有限公司), during which he served as the general manager of the sales department, the general manager of the bulk trade department, the deputy chief officer of the strategic and development department, and the deputy chief officer of the strategic management department.

Mr. Song has entered into a service agreement with the Company for a term of 3 years commencing from 27 April 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the Articles. The proposed director’s remuneration of Mr. Song is RMB420,000 per annum, which is determined by the Board with reference to his responsibilities, experience and the market benchmarks.

Save as disclosed above, Mr. Song did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Song does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company 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 Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Patrick Zheng

Mr. Patrick Zheng (“**Mr. Zheng**”), aged 46, is currently served as the chief strategic officer and the alternate chief financial officer of the Company.

Mr. Zheng obtained a bachelor’s degree in International Trade from Shenzhen University in 1991, and obtained a master degree in Business Administration (MBA) from The Bernard M. Baruch College of The City University of New York (CUNY) in 1994.

Mr. Zheng has accumulated over 22 years of experience in the financial and investment sectors. Since 1994, he has entered Chase Manhattan Bank New York, the United States of America (the “**US**”) and engaged in banking and financial positions. Thereafter, Mr. Zheng served at several positions, including the deputy president for the leveraged finance division of the headquarter in New York of Chase Manhattan Bank New York, the US; the managing director of Ortus Capital Management Ltd.; and chief advisor for a number of fund management companies in the PRC. He possesses extensive market experience in mergers and acquisitions, syndicated facility, issuance of high yield bonds and PE investment and management.

Mr. Zheng has entered into a service agreement with the Company for a term of 3 years commencing from 20 January 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the Articles. The proposed director’s remuneration of Mr. Zheng is RMB420,000 per annum, which is determined by the Board with reference to his responsibilities, experience and the market benchmarks.

Save as disclosed above, Mr. Zheng did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Zheng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company 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. Zheng as a Director, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Huang Wei

Mr. Huang Wei (“**Mr. Huang**”), aged 41, was appointed as an executive Director for a term of three years commencing from 20 January 2015.

Mr. Huang obtained a bachelor’s degree in Journalism from Fudan University in July 1998 and served at several positions, including the deputy general manager of Shanghai Jiefang Media Investment Company Limited (上海解放傳媒投資有限公司); director and deputy general manager of Shanghai Jiefang Huayun Cultural Communication Company Limited (上海解放華運文化傳播有限公司); and director of Shanghai Jiefang-FocusMedia Advertising Communication Company Limited (上海解放分眾廣告傳播有限公司). During that period, Mr. Huang was also the director and general manager of Shanghai National Business Daily Media Company Limited (上海每日經濟傳媒有限公司) and the chief editor of China Mobile 12580 Live Broadcast Magazine (中國移動12580生活播報). He has been the director and general manager of Ju Liu Information Technology Company Limited (上海巨流信息科技有限公司) (“**Ju Liu Information**”), a wholly-owned subsidiary of the Group, since 2011.

Mr. Huang beneficially owns the entire issued share capital of Always Bright Enterprises Limited (永光企業有限公司) (“**Always Bright**”), which in turn held 20,810,194 shares of the Company as at 31 December 2016. For the purposes of the SFO, Mr. Huang is deemed to be interested in all the shares of the Company held by Always Bright.

Mr. Huang has entered into a service agreement with the Company for a term of 3 years commencing from 20 January 2015. He is subject to rotation and re-election at annual general meetings of the Company in accordance with the relevant provisions of the Articles. The proposed director’s remuneration of Mr. Huang is RMB420,000 per annum, which is determined by the Board with reference to his responsibilities, experience and the market benchmarks.

Save as disclosed above, Mr. Huang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Huang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company 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. Huang as a Director, there is no information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



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: 863)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of Branding China Group Limited (the “**Company**”) will be held on the 4th Floor, No. 696 Weihai Road, Jing’an District, Shanghai, the People’s Republic of China on Thursday, 8 June 2017, 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 2016;
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. Song Yijun as an executive Director;
 - (b) To re-elect Mr. Patrick Zheng as an executive Director;
 - (c) To re-elect Mr. Huang Wei as an executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.

NOTICE OF AGM

4. **“THAT:**
- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the **“Listing Rules”**) on 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, 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 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; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% 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

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- (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.

“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 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 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;

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- (c) 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 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
 - (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 of the Company 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 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, 28 April 2017

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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. Song Yijun, Mr. Patrick Zheng and Mr. Huang Wei 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 Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The transfer books and Register of Members of the Company will be closed from 5 June 2017 to 8 June 2017, 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 6 June 2017.
9. As at the date of this notice, the Board of the Company comprises five executive Directors, namely, Mr. Fang Bin, Mr. Fan Youyuan, Mr. Patrick Zheng, Mr. Huang Wei and Mr. Song Yijun; and three independent non-executive Directors, namely, Mr. Zhou Ruijin, Mr. Lin Zhiming and Ms. Hsu Wai Man, Helen.