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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)

POLL RESULTS OF THE 2013 ANNUAL GENERAL MEETING AND RE-ELECTION OF RETIRING DIRECTORS

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed at the AGM held on 6 June 2014.

Reference is made to the notice of annual general meeting (the “**AGM**”) dated 27 March 2014 (the “**AGM Notice**”) of Branding China Group Limited (the “**Company**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 27 March 2014.

POLL RESULTS OF AGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that, at the AGM held at the conference room of the Company at No. 54 Shaoxing Road, Huangpu District, Shanghai, PRC on 6 June 2014 at 10:00 a.m., voting by poll was adopted for all of the resolutions as set out in the AGM Notice (the “**Resolutions**”).

The Board is pleased to announce that the Resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM. The poll results for the Resolutions are as follows:

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
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.	140,700,000 (100%)	NIL (0%)	140,700,000
2. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	140,700,000 (100%)	NIL (0%)	140,700,000
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.	140,700,000 (100%)	NIL (0%)	140,700,000
(b) To re-elect Ms. He Weiqi as an executive Director and to authorise the board of Directors to fix her Director’s remuneration.	140,700,000 (100%)	NIL (0%)	140,700,000
(c) To re-elect Mr. Song Yijun as an executive Director and to authorise the board of Directors to fix his Director’s remuneration.	140,700,000 (100%)	NIL (0%)	140,700,000
4. To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	140,700,000 (100%)	NIL (0%)	140,700,000
5. To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	140,700,000 (100%)	NIL (0%)	140,700,000
6. To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	140,700,000 (100%)	NIL (0%)	140,700,000

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the poll voting at the AGM.

Notes:

- (a) The total number of shares of the Company (the “**Shares**”) in issue as at the date of the AGM: 246,810,194 Shares of HK\$0.01 each. No Shareholder was required to abstain from voting on the Resolutions at the AGM under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).
- (b) The total number of Shares entitling the holders to attend and vote only against the Resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules: Nil.
- (c) The total number of Shares entitling the holders to attend and to vote for or against the Resolutions at the AGM: 246,810,194 Shares.

RE-ELECTION OF MR. FANG BIN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Fang Bin as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Fang Bin (方彬), aged 43, graduated from Nanjing Institute of Politics (南京政治學院) with a major in economics and management and 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 AutoWeekly 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 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 date of this announcement, 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. Mr. Fang is the sole director of Lapta International Limited.

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, there are no matters in relation to the re-election that need 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.

RE-ELECTION OF MS. HE WEIQI AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Ms. He Weiqi as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Ms. He Weiqi (賀維琪), 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 Shenyang 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, there are no matters in relation to the re-election that need 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.

RE-ELECTION OF MR. SONG YIJUN AS AN EXECUTIVE DIRECTOR

At the AGM, the re-election of Mr. Song Yijun as an executive Director was duly approved by the Shareholders and such appointment took effect immediately thereafter.

Mr. Song Yijun (宋義俊), 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, there are no matters in relation to the re-election that need 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.

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

Shanghai, the PRC, 6 June 2014

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Fang Bin (Chairman), 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.

This announcement, 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 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 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.