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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**)

### **ANNOUNCEMENT**

## **JINGYI CEASED TO BE A CONNECTED PERSON OF THE COMPANY**

The Board announced that Shanghai Jingyi Cultural Media Company Limited has ceased to be an associate of Mr. Fang Bin and a connected person of the Company.

Reference is made to the prospectus of the Company dated 27th April, 2012 (the "Prospectus"). Unless otherwise defined, capitalized terms used herein have the same meanings as those adopted in the Prospectus.

As disclosed in the Prospectus, as at the Latest Practicable Date, Shanghai Jingyi Cultural Media Company Limited ("Jingyi") was owned as to 30% by Mr. Fang Bin ("Mr. Fang"), an executive Director and one of the Controlling Shareholders, and as to 70% by Shanghai Red Star Macalline Investment Company Limited. Therefore, Jingyi was regarded as an associate (within the meaning of the GEM Listing Rules) of Mr. Fang and a connected person (within the meaning of the GEM Listing Rules) of the Company under the GEM Listing Rules.

The board of directors of the Company (the "Board") announced that Mr. Fang has transferred all his 30% equity interest in Jingyi to Ms. Luo Zhong (the "Jingyi Equity Transfer"), an independent third party, with a view to diverting more energy to the development of the Company's business and reducing the compliance costs of the Company. The Board was informed by Jingyi on 5 January 2013 that the Jingyi Equity Transfer took effect from 28th December, 2012, being the date of the new business licence of Jingyi issued by Shanghai Municipal Industry & Commerce Administration Qingpu Branch to Jingyi. Accordingly, Jingyi has ceased to be an associate of Mr. Fang and hence a connected person of the

Company under the GEM Listing Rules. On 1st September, 2011, SMU and Jingyi entered into the Advertising Agency Agreement and the PR and Event Cooperation Agreement to cooperate with Jingyi to develop the Group's advertising agency, PR and event marketing businesses through Jingyi in the home fashion industry. Both the Advertising Agency Agreement and the PR and Event Cooperation Agreement will remain effective after the Jingyi Equity Transfer. As such, the transactions under the Advertising Agency Agreement and the PR and Event Cooperation Agreement are still subject to, amongst other things, the relevant Advertising Agency Income Caps and PR and Event Agency Income Caps for the years ended 31st December, 2012, 2013 and 2014. The other transactions to be carried out between the Company and Jingyi going forward will however not be subject to the reporting, annual review, announcement and independent Shareholders' approval requirements pursuant to Chapter 20 of the GEM Listing Rules. Since the Advertising Agency Agreement and the PR and Event Cooperation Agreement will remain effective after the Jingyi Equity Transfer, the Board believes that the Jingyi Equity Transfer will have no material adverse impact on the business operations and financial condition of the Company.

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

PRC, 6th January 2013

*As at the date of this announcement, the executive Directors are Mr. Fang Bin, Ms. He Weiqi and Mr. Song Yijun; the non-executive Directors are Mr. Lin Kaiwen and 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 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.*

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