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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)

RESIGNATION OF EXECUTIVE DIRECTOR AND APPOINTMENT OF EXECUTIVE DIRECTOR

INTERNAL ADJUSTMENT ON EXECUTIVE DIRECTORS OF THE COMPANY

According to the Company's strategic development plan, Ms. He Weiqi has resigned as an executive Director and the chief financial officer of the Company as she will be appointed by the Company to handle other important tasks. Mr. Huang Wei has been appointed as an executive Director with effect from 20 January 2015. The Company has been identifying the suitable candidate for the position of chief financial officer and further announcement(s) will be made once the position of chief financial officer is confirmed.

APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Patrick Zheng has been appointed as an executive Director and the chief strategic officer of the Company with effect from 20 January 2015.

INTERNAL ADJUSTMENT ON EXECUTIVE DIRECTORS OF THE COMPANY

Ms. He Weiqi

The board (the "**Board**") of directors (the "**Directors**") of Branding China Group Limited (the "**Company**" together with its subsidiaries, the "**Group**") announces that according to the Company's strategic development plan, Ms. He Weiqi has resigned as an executive Director and the chief financial officer of the Company as she will be appointed by the Company to handle other important tasks. Her resignation has been effective from 20 January 2015.

* *For identification purposes only*

Ms. He has confirmed that she has no disagreement with the Board, and there are no matters relating to her resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited and the shareholders of the Company.

Mr. Huang Wei

The Board is pleased to announce that Mr. Huang Wei, the general manager of Shanghai Ju Liu Information Technology Company Limited (hereinafter as “**Shanghai Ju Liu**”), a subsidiary of the Company, has been appointed as an executive Director. He will be responsible for expanding the segment of digital marketing business of the Group and integration of the business system development of Shanghai Ju Liu. The appointment has been effective from 20 January 2015.

Mr. Huang Wei (黃維), aged 39, obtained a bachelor’s degree in journalism from Fudan University in July 1998. He was 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) from January 2006 to 2009. During that period, Mr. Huang Wei 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). Mr. Huang was the chief editor of China Mobile 12580 Live Broadcast Magazine (中國移動12580生活播報) from March 2010 to February 2011. He has been the director of Shanghai Ju Liu since 2011.

Mr. Huang beneficially owns the entire issued share capital of Always Bright Enterprises Limited (永光企業有限公司), which in turn holds 46,810,194 shares of the Company. For the purposes of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “SFO”), Mr. Huang is deemed to be interested in all the shares of the Company held by Always Bright Enterprises Limited.

Save as disclosed above, Mr. Huang does 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 of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Huang will enter into a director’s service agreement with the Company for a term of three years commencing on 20 January 2015 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director’s fee of Mr. Huang is RMB420,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties, responsibilities within the Company and the prevailing market conditions. Mr. Huang will be entitled to discretionary bonus determined by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company pursuant to Rule 17.50(2) (w) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

APPOINTMENT OF EXECUTIVE DIRECTOR

Mr. Patrick Zheng

The Board is also pleased to announce that Mr. Patrick Zheng (“**Mr. Zheng**”) has been appointed as an executive Director and the chief strategic officer of the Company and is mainly responsible for expanding the merger and acquisition business and matters related to capital market operation. His appointment has been effective since 20 January 2015.

Mr. Zheng, aged 44, obtained a bachelor’s degree in International Trade from Shenzhen University in 1991. In 1994, Mr. Zheng obtained a master degree in Business Administration (MBA) from The Bernard M. Baruch College of The City University of New York (CUNY).

Mr. Zheng has accumulated over 20 years of experience in the financial and investment sectors. Since 1994, he has entered into Chase Manhattan Bank New York, the US and engaged in banking and financial positions. During 1994 to 2001, Mr. Zheng worked at the investment banking division of Chase Manhattan Bank New York, the US and served at several positions, including as the deputy president for the leveraged finance division of the headquarter in New York. He possesses extensive market experience in acquisition and merger, syndicated facility, issuance of high yield bonds and PE investment and management.

In 2002, Mr. Zheng established a hedge fund in New York with a partner and he migrated to Hong Kong afterwards. Mr. Zheng had worked as the managing director of Ortus Capital Management Ltd. Focusing on foreign exchange and macro strategies, Ortus Capital Management Ltd. is the world’s leading macro strategic foreign exchange hedge fund in terms of the scale and results.

Since 2010, Mr. Zheng has also served as the Chief Advisor in investment and merger and acquisition for a number of fund management companies in China and involved in raising sizable funds and the market-oriented operation of projects. He has accumulated extensive experience especially in the field of the capital merger and acquisition operation of the mainland media.

Save as disclosed above, Mr. Zheng does 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 of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Zheng will enter into a director's service agreement with the Company for a term of three years commencing on 20 January 2015 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The proposed director's fee of Mr. Zheng is RMB420,000 per annum (subject to final confirmation upon execution of the relevant service agreement) which is determined with reference to his experience, duties, responsibilities within the Company and the prevailing market conditions. Mr. Zheng will be entitled to discretionary bonus determined by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company pursuant to Rule 17.50(2)(w) of the GEM Listing Rules and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

The Board would like to take this opportunity to express its warmest welcome to Mr. Huang and Mr. Zheng, and its sincere gratitude to Ms. He Weiqi for her valuable contribution to the Board during her tenure. Meanwhile, the Board sincerely hopes that Ms. He Weiqi will continue to contribute to the Group's business development.

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

Shanghai, the PRC, 20 January 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 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'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.