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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 2014 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 12 June 2015.

Reference is made to the notice of annual general meeting (the “AGM”) dated 31 March 2015 (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 31 March 2015.

POLL RESULTS OF AGM

The board (the “Board”) of directors (the “Directors”) of the Company announces that, at the AGM held at No. 188–15, South Longshui Road, Xuhui District, Shanghai, PRC on 12 June 2015 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 2014.	127,200,000 (100%)	0 (0%)	127,200,000
2. To re-appoint BDO Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.	127,200,000 (100%)	0 (0%)	127,200,000
3. (a) To re-elect Mr. Patrick Zheng as an executive Director and the board of Directors be authorised to fix his Director’s remuneration.	127,200,000 (100%)	0 (0%)	127,200,000
(b) To re-elect Mr. Huang Wei as an executive Director and the board of Directors be authorised to fix his Director’s remuneration.	127,200,000 (100%)	0 (0%)	127,200,000
(c) To re-elect Mr. Zhou Ruijin as an independent non-executive Director and the board of Directors be authorised to fix his Director’s remuneration.	127,200,000 (100%)	0 (0%)	127,200,000
(d) To re-elect Mr. Lin Zhiming as an independent non-executive Director and the board of Directors be authorised to fix his Director’s remuneration.	127,200,000 (100%)	0 (0%)	127,200,000
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.	127,200,000 (100%)	0 (0%)	127,200,000
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.	127,200,000 (100%)	0 (0%)	127,200,000

Ordinary Resolutions	Number of Votes (%)		Total Votes
	For	Against	
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.	127,200,000 (100%)	0 (0%)	127,200,000

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. PATRICK ZHENG AS AN EXECUTIVE DIRECTOR

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

Mr. Patrick Zheng (“**Mr. Zheng**”), aged 44, joined the Company and was appointed as an executive Director in January 2015 for a term of three years commencing from 20 January 2015.

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 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.

Mr. Zheng has entered 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. The director's fee of Mr. Zheng is RMB420,000 per annum 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.

Mr. Zheng 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. Zheng 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. Zheng does not have other major appointments and professional qualifications.

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 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. HUANG WEI AS AN EXECUTIVE DIRECTOR

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

Mr. Huang Wei ("**Mr. Huang**"), aged 39, joined the Group and was appointed as an executive Director in January 2015 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. 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 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 Ju Liu Information 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 SFO, Mr. Huang is deemed to be interested in all the shares of the Company held by Always Bright Enterprises Limited.

Mr. Huang has entered 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. The director's fee of Mr. Huang is RMB420,000 per annum 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, Mr. Huang 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. Huang 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. Huang does not have other major appointments and professional qualifications.

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 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. ZHOU RUIJIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

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

Mr. Zhou Ruijin (“**Mr. Zhou**”), aged 75, was appointed as an independent non-executive Director and a member of the audit committee in 2012 for a term of three years commencing from 27 April 2012. Mr. Zhou serves as the chairman of the remuneration committee and the nomination committee and a member of the audit committee of the Company.

Mr. Zhou graduated from Fudan University in Journalism in 1962. Upon graduation, he served as the deputy officer, officer, member of the edit committee, assistant to editor-in-chief and deputy editor-in-chief of the commentary department of Jiefang Daily (解放日報); and the deputy editor-in-chief of People's Daily (人民日報).

Mr. Zhou possessed 40 years of experience in media industry in the PRC and was a member of the standing committee of the Shanghai Journalism Association (上海市新聞學會) as well as the part-time professor of the Department of Journalism of Fudan University, the Department of Journalism and Human Sciences of Shanghai University of Technology and the Beijing Broadcasting Institute. In 1987, Mr. Zhou was selected as the senior editor by the National Journalism Senior Professional Duties Qualification Selection Committee (全國新聞高級專業職務資格評審委員會). In 1992, Mr. Zhou was selected by the State Council as an expert scholar with outstanding contribution being entitled to special subsidy from the government. In January 2001, Mr. Zhou was elected as the president of Shanghai Association of Productivity Science (上海生產力學會) and deputy president of the 13th Chinese Association of Productivity Science (全國生產力學會).

Between June 2000 and December 2009, Mr. Zhou was an independent director of China Eastern Airlines Corporation Limited (中國東方航空股份有限公司) (600115.SH). In 2013, Mr. Zhou has been served as independent director of China Galaxy Securities Co., Ltd. (中國銀河證券股份有限公司) (06881.HK) In 2014, Mr. Zhou has been served as independent director of Shanghai CIMIC Holdings Co., Ltd. (上海斯米克控股股份有限公司) (002162.SZ) (he has resigned from the position of independent director of the company).

Mr. Zhou has entered into a service contract with the Company as an independent non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in his service contract. Pursuant to the Articles of Association, Mr. Zhou is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Zhou is entitled to an annual remuneration of HK\$150,000 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 2014, Mr. Zhou had received a salary equivalent to approximately RMB118,133.

Mr. Zhou 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. Zhou 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. Zhou does not have other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Zhou as a Director, there is no information 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. LIN ZHIMING AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

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

Mr. Lin Zhiming (“**Mr. Lin**”), aged 56, was appointed as an independent non-executive Director in 2012 for a term of three years commencing from 27 April 2012.

Mr. Lin completed the study of Library Science at College of Liberal Arts Shanghai University (上海大學文學院) (formerly known as the branch school of Fudan University (復旦大學分校)) in 1983. He is currently the deputy director of Sunage Sports Communications Research Institute, Shanghai University (上海大學三傑體育傳播研究所). He is also a specially engaged professor of School of Film and Television Arts and Technology, Shanghai University (上海大學影視藝術技術學院) and a tutor in Journalism and Communication for master’s degree students at the graduate school of the university.

Mr. Lin has more than 22 years of experience in marketing and corporate image building and communications. Since 2005, Mr. Lin has been the chief executive officer of Shanghai Sunage Advertising Company Limited (上海三傑廣告有限公司) where he is primarily in charge of strategic planning, organisation and execution of sports events and related projects. Between 1992 and 2004, Mr. Lin was the general manager of Shanghai Idea CIS Design and Consulting Company (上海艾迪企業形象設計顧問公司) where he was responsible for assisting clients in corporate image design and planning, providing them with research and advisory services in, amongst other things, PR communications strategies as well as the daily operations and administration of the company.

Mr. Lin has entered into a service contract with the Company as an independent non-executive Director for an initial term of three years commencing from 27 April 2012 subject to termination in certain circumstances as stipulated in his service contract. Pursuant to the Articles of Association, Mr. Lin is subject to retirement and re-election at the AGM. Under the said service contract, Mr. Lin is entitled to an annual remuneration of HK\$150,000 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 2014, Mr. Lin had received a salary equivalent to approximately RMB118,133.

Mr. Lin 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. Lin 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. Lin does not have other major appointments and professional qualifications.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lin as a Director, there is no information 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 People's Republic of China, 12 June 2015

As at the date of this announcement, the executive Directors are Mr. Fang Bin, Mr. Patrick Zheng, Mr. Huang Wei and Mr. Song Yijun; 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.