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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
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of **BRANDING CHINA GROUP LIMITED** (the “**Company**”) to be held at No. 66 Yuanmingyuan Shaoxing Road, Huangpu District, Shanghai, the People’s Republic of China on 23 May 2016, Monday at 10:00 a.m. is set out on pages 15 to 18 of this circular.

A form of proxy is enclosed with this circular. Whether or not you 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, 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.

21 April 2016

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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 convened and held at No. 66 Yuanmingyuan Road, Huangpu District, Shanghai, PRC on 23 May 2016, Monday at 10:00 a.m., the notice of which is set out on pages 15 to 18 of this circular;
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular;
“Articles”	the articles of association of the Company adopted on 10 April 2012 and as amended from time to time;
“associate(s)”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“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;
“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;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“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;
“Latest Practicable Date”	15 April 2016, 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;

DEFINITIONS

“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; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs.

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 KY1-1108
Cayman Islands

Independent Non-Executive Directors:

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

Headquarters in the PRC:

No. 54 Shaoxing Road
Huangpu District
Postal Code - 200020
Shanghai, the PRC

Principal Place of Business in Hong Kong:

Suites 2001-2006
20th Floor, Jardine House
1 Connaught Place
Central
Hong Kong

15 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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 notice of the AGM.

GENERAL MANDATES TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 12 June 2015. 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 aggregate nominal amount 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 246,810,194 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 49,362,038 new Shares under the Issue Mandate, representing 20% of the aggregate nominal amount of the 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 12 June 2015. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

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 aggregate nominal amount 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 246,810,194 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 24,681,019 Shares under the Repurchase Mandate, representing 10% of the aggregate nominal amount of the 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. Fang Bin, Mr. Fan Youyuan and Ms. Hsu Wai Man, Helen 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 23 May 2016, Monday at 10:00 a.m. is set out on pages 15 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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

21 April 2016

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 246,810,194 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 AGM, the Company will be allowed to repurchase a maximum of 24,681,019 Shares during the Relevant Period.

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 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:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	3.85	3.00
May	4.46	3.68
June	5.80	3.97
July	3.61	1.88
August	3.82	2.90
September	4.20	2.90
October	3.79	2.46
November	3.65	2.96
December	4.18	3.30
2016		
January	3.40	2.96
February	3.50	3.10
March	3.15	2.88
April (until the Latest Practicable Date)	3.39	2.61

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.

APPENDIX I**EXPLANATORY STATEMENT**

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 As at the Latest Practicable Date	% of interest If Repurchase Mandate is exercised in full
Lapta International Limited	Beneficial owner	112,500,000	45.58%	50.65%
Mr. Fang Bin (<i>Note 1</i>)	Interest of a controlled corporation	112,500,000	45.58%	50.65%
Always Bright Enterprises Limited (<i>Note 2</i>)	Beneficial owner	46,810,194	18.97%	21.07%
Mr. Huang Wei (<i>Note 2</i>)	Interest of a controlled corporation	46,810,194	18.97%	21.07%
Ms. Yuan Yuan (<i>Note 2</i>)	Spouse's interest	46,810,194	18.97%	21.07%
Whales Capital Holdings Limited (<i>Note 3</i>)	Beneficial owner	14,700,000	5.96%	6.62%
Taocent International Holding Limited (<i>Note 3</i>)	Interest of a controlled corporation	14,700,000	5.96%	6.62%
Mr. Fan Youyuan (<i>Note 3</i>)	Interest of a controlled corporation	14,700,000	5.96%	6.62%
Ms. Yin Rong (<i>Note 3</i>)	Spouse's interest	14,700,000	5.96%	6.62%
Jolly Win Management Limited (<i>Note 4</i>)	Beneficial owner	13,500,000	5.47%	6.08%
Mr. Lin Kaiwen (<i>Note 4</i>)	Interest of controlled corporation	13,500,000	5.47%	6.08%
Ms. Chen Suzhen (<i>Note 4</i>)	Spouse's interest	13,500,000	5.47%	6.08%

Notes:

- (1) Mr. Fang Bin beneficially owns the entire issued share capital of Lapta International Limited which 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. Huang Wei beneficially owns the entire issued share capital of Always Bright Enterprises Limited which holds 46,810,194 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.
- (3) 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.
- (4) Mr. Lin Kaiwen beneficially owns the entire issued share capital of Jolly Win Management Limited which 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 2015 (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.

The Directors do not propose to exercise the repurchase mandate to such extent that would have a material adverse impact on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

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 ended on the Latest Practicable Date.

The following are particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF DIRECTORS**Mr. Fang Bin**

Mr. Fang Bin (“**Mr. Fang**”), aged 45, was appointed as an executive Director in 2011. He is currently the chairman of the Board. He entered into a director’s service contract with the Company for a term of three years commencing from 27 April 2015.

Before founding the Group, Mr. Fang was the general manager of Shanghai Shenhai Advertisement Co. Ltd. (上海申海廣告有限公司) and the chief operating officer of Auto Weekly (汽車週刊) of Jiefang Daily (解放日報). With over 22 years of managerial experience in the media and advertising industries, Mr. Fang has extensive experience in business management and operation, in particular, in relation to the development of marketing and communications strategies and integration of media resources.

In September 2015, Mr. Fang was appointed as a vice-chairman by the Listed Companies Council, Hong Kong Chinese Enterprises Association.

Mr. Fang wholly owns Lapta International Limited and is its sole director. Lapta International Limited was incorporated in the British Virgin Islands and held 45.58% of the issued shares of the Company as at the Latest Practicable Date.

Mr. Fang has not held any position in other listed companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Fang 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. Fan Youyuan

Mr. Fan Youyuan (“**Mr. Fan**”), aged 55, held the position of non-executive Director of the Company from April 2012 to November 2015, when he was re-designated as an executive Director and appointed as the chief executive officer of the Company. He entered into a director’s service contract with the Company for a term of three years commencing from 16 November 2015.

Mr. Fan has over 29 years of experience in media and advertising industries in the PRC. Prior to joining the Group, Mr. Fan held various positions in Jiefang Press Group* (解放日報報業集團) from May 1996 to December 2007, including general manager of Shanghai Jiefang Advertising Limited* (上海解放廣告有限公司); supervisor of the advertising department of the Jiefang Daily* (解放日報); officer of the advertising department, research department and business development department of Jiefang Press Group* (解放日報報業集團); and deputy general manager of Shanghai Jiefang Media Investment Company Limited* (上海解放傳媒投資有限公司). From January 2007 to May 2011, Mr. Fan was a director and the chief executive of Shanghai Xinhua Media Co. Ltd., the shares of which are listed on the Shanghai Stock Exchange (Stock Code: 600825). From 2002 to 2003, Mr. Fan was accredited as an Outstanding Operational

Manager of the National Newspaper Industry of the Year* (年度全國報業先進經營管理工作) by the General Administration of Press and Publication of the PRC* (中華人民共和國新聞出版總署) and the Newspaper Association of the PRC* (中國報業協會) and an Outstanding Operational Manager of the Shanghai Newspaper Industry of the Year* (年度上海市報業先進經營管理工作) by Shanghai Press & Publication* (上海市新聞出版局) and Shanghai Municipal Newspaper Association* (上海市報紙行業協會). Mr. Fan graduated from Fudan University with a bachelor's degree in Philosophy in 1983. He further obtained a master's degree in Business Administration (International Programme) from the University of Hong Kong in 2004.

Mr. Fan has entered into a service agreement with the Company for a term of 3 years commencing on 16 November 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. Fan is RMB0.7 million per annum, which is determined by the Board with reference to his responsibilities, experience and the market benchmarks.

Mr. Fan wholly-owns Whales Capital Holdings Limited through his wholly-owned company, Taocent International Holding Limited, and Whales Capital Holdings Limited holds 5.96% of the issued Shares as at the Latest Practicable Date. Mr. Fan is a director of each of Taocent International Holding Limited and Whales Capital Holdings Limited.

Save as disclosed above, Mr. Fan did not hold any other directorships in public companies listed in Hong Kong or any other major exchanges in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Fan 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.

Ms. Hsu Wai Man, Helen

Ms. Hsu Wai Man, Helen ("**Ms. Hsu**"), aged 46, was appointed as an independent non-executive Director in 2012. She entered into a director's service contract with the Company for a term of three years commencing from 27 April 2015. Ms. Hsu serves as the chairlady of the Audit Committee under the Board.

Ms. Hsu graduated from The Chinese University of Hong Kong with a bachelor's degree in Business Administration in 1992. Before joining the Group, Ms. Hsu was a partner of Ernst & Young.

With over 21 years of experience in accounting, Ms. Hsu is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants.

Save for the aforesaid serving conditions in the Company, the positions held currently by Ms. Hsu are listed below: an independent non-executive Director of Perfect Shape (PRC) Holdings Limited (1830.HK) since December 2011; an independent non-executive Director of Richly Field China Development Limited

(313.HK) since November 2013 since November 2013; an independent non-executive Director of TCL Display Technology Holdings Limited (334.HK) since June 2015; and an independent non-executive Director of Titan Petrochemicals Group Limited (1192.HK) since December 2015.

The positions held by Ms. Hsu in the past are listed below: an independent non-executive Director of China Forestry Holdings Co., Ltd. (930.HK) from June 2011 to June 2015, an independent non-executive Director of Fujian Nuoqi Co., Ltd. (1353.HK) from June 2013 to September 2015, an independent Director of SGOCO Group Ltd (a company listed on the Nasdaq stock market, stock code: SGOC) from April 2013 to December 2015 and an independent non-executive Director of China Kingstone Mining Holdings Limited (1380.HK) from July 2015 to December 2015.

Save as disclosed above, Ms. Hsu has not held any directorship in other listed public companies in the last three years.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Hsu 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 at No. 66 Yuanmingyuan Road, Huangpu District, Shanghai, the People’s Republic of China on 23 May 2016, Monday 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 2015;
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. Fang Bin as an executive Director and the board of Directors be authorised to fix his Director’s remuneration;
 - (b) To re-elect Mr. Fan Youyuan as an executive Director and the board of Directors be authorised to fix his Director’s remuneration;
 - (c) To re-elect Ms. Hsu Wai Man, Helen as an independent non-executive Director and the board of Directors be authorised to fix her Director’s remuneration;
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

NOTICE OF AGM

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 aggregate nominal amount of 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 aggregate nominal amount 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
- (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

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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;
 - (c) the aggregate nominal amount of 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 aggregate nominal amount 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

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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 aggregate nominal amount 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, 21 April 2016

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. Fang Bin, Mr. Fan Youyuan and Ms. Hsu Wai Man, Helen 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 18 May 2016 to 23 May 2016, 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 17 May 2016.
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.