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East Harvest Global Limited
*(incorporated in the British Virgin Islands with
limited liability)*


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)

JOINT ANNOUNCEMENT
(I) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY

 **KINGSTON SECURITIES**

**FOR AND ON BEHALF OF
EAST HARVEST GLOBAL LIMITED
TO ACQUIRE ALL THE ISSUED SHARES IN
BRANDING CHINA GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED
OR TO BE ACQUIRED BY
EAST HARVEST GLOBAL LIMITED
AND PARTIES ACTING IN CONCERT WITH IT);
(II) RESULTS OF THE OFFER; AND
(III) PUBLIC FLOAT**

Financial adviser to the Offeror

 **KINGSTON CORPORATE FINANCE**

Financial adviser to the Company

 **第一上海**
FIRST SHANGHAI GROUP
FIRST SHANGHAI CAPITAL LIMITED
第一上海融資有限公司

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 3 May 2018, and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 3 May 2018, being the latest time and date for acceptance of the Offer, the Offeror has received valid acceptances in respect of a total of 26,000 Offer Shares, representing approximately 0.01% of the entire issued share capital of the Company as at the date of this joint announcement.

PUBLIC FLOAT

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Offer, 64,234,885 Shares, representing approximately 25.51% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

Reference is made to the composite offer and response document jointly issued by East Harvest Global Limited (the “**Offeror**”) and Branding China Group Limited (the “**Company**”) dated 12 April 2018 relating to the mandatory unconditional cash offer by Kingston Securities Limited for and on behalf of the Offeror to acquire all the issued shares in the Company (other than those already owned or to be acquired by the Offeror and parties acting in concert with it) (the “**Composite Document**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Thursday, 3 May 2018, and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 3 May 2018, being the latest time and date for acceptance of the Offer, the Offeror has received valid acceptances in respect of a total of 26,000 Offer Shares, representing approximately 0.01% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the valid acceptance in respect of 26,000 Offer Shares, the total consideration of the Offer is HK\$82,680.

Remittances in respect of the cash consideration (after deducting the seller’s Hong Kong ad valorem stamp duty) payable for the Offer Shares tendered under the Offer have been or will be (as the case maybe) despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7)

Business Days following the date of receipt by the Registrar of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately upon Completion and before the commencement of the Offer Period on 30 January 2018, the Offeror and parties acting in concert with it were interested in 187,510,194 Shares (being the Sale Shares acquired by the Offeror pursuant to the Sale and Purchase Agreement). Taking into account the valid acceptances in respect of 26,000 Offer Shares (subject to the completion of the transfer to the Offeror of such Offer Shares acquired by it under the Offer), immediately upon the close of the Offer, the Offeror and parties acting in concert with it were interested in a total of 187,536,194 Shares, representing approximately 74.49% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as disclosed above, none of the Offeror or parties acting in concert with it (i) held, controlled or directed any Shares and rights over Shares immediately before the commencement of the Offer Period; nor (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period. Further, neither the Offeror nor any parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately upon Completion and before the commencement of the Offer Period; and (ii) immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this joint announcement:

SHAREHOLDING STRUCTURE

	Immediately upon Completion and before the commencement of the Offer Period		Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror under the Offer has been completed) and as at the date of this announcement	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Shareholders				
The Offeror and parties acting in concert with it	187,510,194	74.48	187,536,194	74.49
Public Shareholders	<u>64,260,885</u>	<u>25.52</u>	<u>64,234,885</u>	<u>25.51</u>
Total	<u>251,771,079</u>	<u>100.00</u>	<u>251,771,079</u>	<u>100.00</u>

PUBLIC FLOAT

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the completion of the transfer to the Offeror of those Offer Shares acquired by it under the Offer, 64,234,885 Shares, representing approximately 25.51% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, the Company satisfies the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules.

By order of the board of directors
East Harvest Global Limited
Ko Chun Shun Johnson
Director

By order of the Board
Branding China Group Limited
Fang Bin
Executive Director

Hong Kong, 3 May 2018

As at the date of this announcement, the executive Directors are Mr. Ko, Chun Shun Johnson, Mr. Lo, Ken Bon, Mr. Fang Bin, Mr. Fan Youyuan, Mr. Patrick Zheng, Mr. Huang Wei and Mr. Song Yijun and the independent non-executive Directors are Mr. Chau, Shing Yim David, Mr. Chia, Kee Loong Lawrence, Mr. Zhou Ruijin, Mr. Lin Zhiming and Ms. Hsu Wai Man, Helen.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Ko, Chun Shun Johnson and Mr. Lo, Ken Bon.

The directors of Offeror jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.