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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Branding China Group Limited.*

**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  
DESPATCH OF COMPOSITE DOCUMENT RELATING TO  
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)**

**Financial adviser to the Offeror**

**Financial adviser to the Company**

 **KINGSTON CORPORATE FINANCE**

 **第一上海**  
FIRST SHANGHAI GROUP  
FIRST SHANGHAI CAPITAL LIMITED  
第一上海資本有限公司

**Independent Financial Adviser to the Independent Board Committee**

 **SOMERLEY CAPITAL LIMITED**

Reference is made to the composite offer and response document dated 12 April 2018 (the “**Composite Document**”) jointly issued by East Harvest Global Limited (the “**Offeror**”) and Branding China Group Limited (the “**Company**”) in relation to the mandatory unconditional cash offer being made 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 by or to be acquired by the Offeror and parties acting in concert with it)(“**the Offer**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, accompanied by the Form of Acceptance, which contains, among other things, (i) the expected timetable in respect of the Offer; (ii) the letter from Kingston Securities; (iii) the letter from the Board; (iv) the letter from the Independent Board Committee; and (v) the letter from the Independent Financial Adviser, have been despatched to the Independent Shareholders on 12 April 2018 pursuant to the Takeovers Code.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and may be subject to change. All time and date references contained in this Composite Document refer to Hong Kong time and dates.

<b>Event</b>	<b>Time and Date 2018</b>
Despatch date of the Composite Document and the Form of Acceptance ( <i>Note 1</i> ).....	Thursday, 12 April
Offer opens for acceptance ( <i>Note 1</i> ).....	Thursday, 12 April
Latest time and date for acceptance of the Offer and the Closing Date ( <i>Note 2</i> ).....	4:00 p.m. on Thursday, 3 May
Announcement of the results of the Offer (or its extension or revision, if any) on the website of the Stock Exchange ( <i>Note 2</i> ) .....	no later than 7:00 p.m. on Thursday, 3 May
Latest date for posting of remittances in respect of valid acceptances received under the Offer ( <i>Note 3</i> ) .....	Monday, 14 May

### *Notes:*

1. The Offer, which is unconditional in all respects, is made on the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises the Offer in accordance with the Takeovers Code. Acceptances of the Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “6. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Offer is 4:00 p.m. on Thursday, 3 May 2018 unless the Offeror revises the Offer in accordance with the Takeovers Code. An announcement in respect of the result of the Offer will be issued on the website of the Stock Exchange by 7:00 p.m. on the Closing Date. In the event that the Offeror decides to revise the Offer, all Independent Shareholders, whether or not they have already accepted the Offer, will be entitled to accept the revised Offer under the revised terms. The revised Offer must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offer will remain on the same day, i.e. 4:00 p.m. on the Closing Date.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be 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 of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offer and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders any change to the expected timetable as soon as practicable by way of announcement(s).

## **WARNING**

**The Offer is unconditional in all respects. The Independent Shareholders are strongly advised to read the Composite Document and the Form of Acceptance carefully, in particular, the letter from the Independent Board Committee, which sets out its recommendations to the Independent Shareholders in relation to the Offer and the letter from the Independent Financial Adviser which sets out its advice to the Independent Board Committee in relation to the Offer before deciding whether to accept or reject the Offer.**

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their professional advisers. The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code to disclose their permitted dealings, if any, in any Shares.**

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, 12 April 2018

*As at the date of this joint announcement, the executive Directors are Mr. Fang Bin, Mr. Fan Youyuan, Mr. Patrick Zheng, Mr. Huang Wei and Mr. Song Yijun and the independent non-executive Directors are 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 joint announcement (other than those relating to the Offeror and parties acting in concert with it), 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 of the Offeror) 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 statements in this joint 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.*