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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all of your shares in Branding China Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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: 0863)**

**(1) PROPOSED CHANGE OF COMPANY NAME**  
**AND**  
**(2) NOTICE OF EGM**

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Capitalised terms used in this cover page shall have the same meaning as those defined in this circular. A notice convening the EGM (as defined herein) of the Company to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, at 10 a.m. on Thursday, 16 May 2019 is set out on pages 6 to 7 of this circular of the Company. A form of proxy for the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy 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 and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy will be deemed to be revoked.

23 April 2019

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Change of Company Name”	the proposed change of name of the Company from “Branding China Group Limited” to “BC Technology Group Limited” and the dual foreign name in Chinese of the Company from “品牌中國集團有限公司” to “BC科技集團有限公司”
“Company”	Branding China Group Limited, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on Thursday, 16 May 2019 at 10 a.m. at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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**BRANDING CHINA GROUP LIMITED**

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*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 0863)**

*Executive Directors:*

Mr. Lo Ken Bon (*Chief Executive Officer*)  
Mr. Ko Chun Shun, Johnson  
Mr. Fang Bin  
Mr. Madden Hugh Douglas  
Mr. Chapman David James

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. Chau Shing Yim David  
Mr. Chia Kee Loong Lawrence  
Mr. Tai Benedict

*Principal Place of Business in the PRC:*

7th Floor, No. 755, 757 Weihai Road  
Jing'an District  
Postal Code — 200041  
Shanghai, the PRC

*Principal Place of Business in Hong Kong:*

32/F,  
Lee Garden One,  
33 Hysan Avenue,  
Causeway Bay,  
Hong Kong

23 April 2019

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 16 April 2019 in relation to, among other things, the Change of Company Name.

The purpose of this circular is to provide you with, among other things, (i) details of the Change of Company Name; and (ii) a notice convening the EGM.

## **LETTER FROM THE BOARD**

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the name of the Company from “Branding China Group Limited” to “BC Technology Group Limited” and the dual foreign name in Chinese of the Company from “品牌中國集團有限公司” to “BC 科技集團有限公司”.

### **Conditions of the Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reason for the Change of Company Name**

The Board evaluates from time to time the business strategies of the Group. It is not only dedicated to developing the Group’s existing core businesses but is also dynamic in value creation through diversification and expansion into new business areas which can enhance shareholder value.

While the Group continues to develop the relatively stable advertising and business park management service businesses, the Group is looking into further expansion to the fast growing digital asset and blockchain technology related businesses. The Change of Company Name will better reflect the Group’s future strategic direction and development plan.

### **Effect of the Change of Company Name**

The Change of Company Name, upon becoming effective, will not in any way affect any of the rights of the Shareholders. All the existing share certificates of the Company then in issue including the existing share certificates bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be effective as evidence of title to the Shares. There will not be any arrangement for free exchange of the share certificates of the Company then in issue bearing the old name of the Company for new share certificates bearing the new name of the Company. Any issue of new share certificates will be under the new name and the dual foreign name in Chinese of the Company.

## LETTER FROM THE BOARD

Thereafter, existing share certificates for the existing Shares and in the existing name of the Company will continue to be good evidence of legal title, and may be exchanged for new share certificates issued in the new name of the Company at any time at the expense of the Shareholders. Each share certificate for exchange will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate or each share certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. It is expected that the new share certificates printed in the Company's new name will be available for collection within 10 Business Days from the date of submission of the existing share certificates to the share registrar for exchange.

The Company will make further announcement(s) on the Change of Company Name upon the proposed Change of Company Name become effective.

### **EGM**

A special resolution to approve the Change of Company Name will be proposed at the EGM.

The EGM will be held at 10 a.m. on Thursday, 16 May 2019 at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, approving the Change of Company Name. The notice convening the EGM is set out on pages 6 to 7 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as no Shareholders have a material interest in the Change of Company Name, which is different from that of the other Shareholders, no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.com.hk](http://www.hkexnews.com.hk)) and the Company ([bc.group](http://bc.group)). Whether or not you intend to attend and vote at the EGM in person, you are requested to complete and return the form of proxy 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the meeting or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you wish and, in such event, the form of proxy shall be deemed to be revoked.

## LETTER FROM THE BOARD

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for registration of transfer of shares from Thursday, 9 May 2019 to Thursday, 16 May 2019, both days inclusive, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 8 May 2019.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed Change of Company Name are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the resolutions as set out in the notice of EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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: (i) the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein misleading.

By order of the Board  
**Branding China Group Limited**  
**Lo Ken Bon**  
*Executive Director*

## NOTICE OF EGM



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: 0863)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Branding China Group Limited (the “**Company**”) will be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Thursday, 16 May 2019 at 10 a.m. for the purposes of considering and, if thought fit, passing and approving the following resolutions:

#### SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the name of the Company be and is hereby changed from “Branding China Group Limited” to “BC Technology Group Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “品牌中國集團有限公司” to “BC科技集團有限公司” (the “**Change of Company Name**”) and any one director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as he or she may in his or her absolute discretion consider necessary or desirable or expedient for the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**Branding China Group Limited**  
**Lo Ken Bon**  
*Executive Director*

Hong Kong, 23 April 2019

1. The register of members of the Company will be closed for registration of transfer of shares from Thursday, 9 May 2019 to Thursday, 16 May 2019, both days inclusive, during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 8 May 2019.



## NOTICE OF EGM

2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. In case of joint holders of any share, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. The resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
7. As at the date of this notice, the executive Directors are Mr. Lo Ken Bon, Mr. Ko Chun Shun, Johnson, Mr. Fang Bin, Mr. Madden Hugh Douglas and Mr. Chapman David James, and the independent non-executive Directors are Mr. Chau Shing Yim David, Mr. Chia Kee Loong Lawrence and Mr. Tai Benedict.