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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)

PROPOSED CHANGE OF COMPANY NAME

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

GENERAL

A special resolution to approve the Change of Company Name by the Shareholders will be proposed at the EGM. A circular containing, among other things, further details of the Change of Company Name, together with the notice convening the EGM, will be despatched to the Shareholders on 23 April 2019.

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Conditions of the Change of Company Name

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

- (i) the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving 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 on which the certificate of incorporation on change of name is issued 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 Proposed 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 then in issue bearing the old names of the Company for new share certificates bearing the new names of the Company. Any issue of new share certificates will be under the new English and dual foreign name in Chinese of the Company.

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.

GENERAL

A special resolution to approve the Change of Company Name will be proposed at the EGM. In compliance with Listing Rules, the relevant resolution will be voted by way of poll at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM. A circular containing, among other things, further details of the Change of Company Name, together with the notice convening the EGM will be despatched to the Shareholders on 23 April 2019.

DEFINITIONS

In this announcement, 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 |
| “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 |
| “Change of Company Name” | the proposed change of English name of the Company from “Branding China Group Limited” to “BC Technology Group Limited” and the Chinese name of the Company from “品牌中國集團有限公司” to “BC科技集團有限公司” |
| “Director(s)” | director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened and held for approving the Change of Company Name |
| “Group” | the Company and its subsidiaries |
| “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 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |

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

Hong Kong, 16 April 2019

As at the date of this announcement, 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.