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

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

- (1) GENERAL MANDATES TO ISSUE SHARES;**
 - (2) RE-ELECTION OF RETIRING DIRECTORS;**
 - (3) REFRESHMENT OF THE 10% LIMIT
UNDER THE SHARE OPTION SCHEME;**
 - (4) REFRESHMENT OF THE PLAN LIMIT
UNDER THE SHARE AWARD PLAN**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of **BRANDING CHINA GROUP LIMITED** (the “Company”) to be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 28 June 2019, (Friday) at 10 a.m. is set out on pages 16 to 19 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, at 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.

This circular will remain on the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.brandingchinagroup.com.

29 May 2019

RESPONSIBILITY STATEMENT

RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Group 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 39/F, Lee Garden One, 33 Hysan Avenue, Causeway bay, Hong Kong on 28 June 2019, (Friday) at 10 a.m., the notice of which is set out on pages 16 to 19 of this circular;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 19 of this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“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;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“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;
“Director(s)”	the directors of the Company;
“East Harvest”	East Harvest Global Limited, a company incorporated in the British Virgin Islands with limited liabilities which is owned as to 60.42% by Wise Aloe Limited, 32.87% by Colour Day Limited and 6.71% by Smart Mission Investments Limited, and is the controlling Shareholder (as defined under the Listing Rules) of the Company;
“Existing 10% Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at 10 April 2012, being the date of adoption the Share Option Scheme;
“General 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;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	27 May 2019, 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;
“PRC”	The People’s Republic of China;
“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);
“Share Award Plan”	the share award plan adopted on 21 August 2018 (amended on 7 September 2018 and 26 April 2019 respectively);
“Share Option Scheme”	the share option scheme adopted by the Company by the Shareholders on 10 April 2012;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Trustee”	Acheson Limited, being the trustee appointed by the Company for the administration of the Plan, which will hold the New Shares on trust for the Selected Participants;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong.

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

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 Hyson Avenue,
Causeway Bay,
Hong Kong

29 May 2019

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES;**
 - (2) RE-ELECTION OF RETIRING DIRECTORS;**
 - (3) REFRESHMENT OF THE 10% LIMIT
UNDER THE SHARE OPTION SCHEME;**
 - (4) REFRESHMENT OF THE PLAN LIMIT
UNDER THE SHARE AWARD PLAN**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against these resolutions.

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (a) the grant of the General Mandate; (b) the re-election of the Directors; (c) the refreshment of the 10% limit under the share option scheme; and (d) the refreshment of the plan limit under the share award plan.

GENERAL MANDATES TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 20 June 2018. 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 Director a general mandate to allot, issue and otherwise deal with Shares of up to 20% of the issued share capital of the Company as at the date of the passing of the proposed resolution.

The General 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 261,607,553 Shares. Subject to the passing of the relevant resolution to approve the General 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 52,321,510 new Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of the AGM ("**2019 General Mandate**").

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 108 of the Articles of Association, Mr. Fang Bin and Mr. Lo Ken Bon will retire from office as Director and being eligible, have offered themselves for re-election as Directors at the AGM, whereas pursuant to Article 112 of the Articles of Association, each of Mr. Madden Hugh Douglas, Mr. Chapman David James and Mr. Tai Benedict, 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 I to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

PROPOSED REFRESHMENT OF THE 10% SCHEME LIMIT

The Share Option Scheme was approved and adopted on 10 April 2012. Apart from the Share Option Scheme, as at the Latest Practicable Date, the Company did not have any other share option scheme currently in force.

The Board is authorised, at its absolute discretion and subject to the terms of the Share Option Scheme, to grant options to subscribe the Shares to, inter alia, any employees (full-time or part-time), Directors, consultants, advisors, distributors, contractors, suppliers, agents, clients, business partners or service providers of the Group (“**Eligible Persons**”).

The purpose of the Share Option Scheme is to attract and retain the Eligible Persons, whose contribution are aligned and important to the long-term growth and profitability of the Group to motivate them to optimize their performance and efficiency.

The Company does not currently have plan to grant share options to any Eligible Persons who are not executives or employees of the Group and therefore no performance target has been set. However, if such happens, the management of the Company will consider the actual and potential contribution made by such persons in deciding the eligibility for the Share Options. Detailed performance evaluation and assessment will be performed by the management of the Company and appropriate approval will be obtained by the Remuneration Committee and/or the Board of Directors for the options granted.

Under the rules of the Share Option Scheme:

- (a) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group is subject to the 10% general limit; and
- (b) the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group must not in aggregate exceed 30% of the Shares in issue from time to time (“**30% Overall Limit**”).

The Company may seek approval from the Shareholders in general meeting for refreshing the 10% limit so that the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Group shall be re-set at 10% of the Shares in issue as at the date of approval of the limit as “refreshed”. In this connection, options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% limit as “refreshed”.

The Existing 10% Scheme Limit has not been refreshed since the adoption of the Share Option Scheme. The Existing 10% Scheme Limit is 20,000,000 Shares, being 10% of the total number of the shares of the Company in issue as at 10 April 2012, being the date of approving and adoption of the Share Option Scheme. Since the period from 10 April 2012 to the Latest Practicable Date, the Company had granted Share Options to subscribe for 20,000,000 Shares,

LETTER FROM THE BOARD

representing 10% of the issued Shares as at 10 April 2012 and approximately 7.65% of the issued capital of the Company as at the date of this circular, among which 833,333 shares have lapsed and none of the Options had been exercised. As disclosed above, the Existing 10% Scheme Limit has been fully utilised. If the Existing 10% Scheme Limit is not refreshed, the Board cannot grant further Options.

As at the Latest Practicable Date, there were 261,607,553 Shares in issue. If the 10% limit is refreshed on the basis of 261,607,553 Shares in issue as at the Latest Practicable Date and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company may grant Share Options entitling holders thereof to subscribe for up to a maximum number of 26,160,755 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM.

Pursuant to the terms of the Share Option Scheme and in accordance with the relevant provisions of Chapter 17 of the Listing Rules, the limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time must not exceed 30% of the Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if it will result in the aforesaid 30% limit being exceeded. As mentioned in the above paragraph, the Share Option Scheme Limit so refreshed is 26,160,755 Shares Options as at the Latest Practicable Date, which, together with the outstanding options with rights to subscribe for 19,166,667 Shares, represent approximately 17.33% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, the number of Shares to be granted does not exceed the 30% limit as at the Latest Practicable Date.

The Company believes that the refreshment of the 10% scheme limit will allow the Company to provide incentives or reward to Eligible Persons for their contribution to, and continuing efforts to promote the interests of, the Company. The Directors consider that the refreshment of the 10% Scheme Limit is in the interests of the Company and the Shareholders as a whole. For these reasons, the Directors will propose the passing of an ordinary resolution at the AGM for “refreshing” the 10% scheme limit.

Pursuant to the note to Rule 17.03(4) of the Listing Rules, unless approved by Shareholders in the manner set out in the note to Rule 17.03(4) of the Listing Rules, the total number of Shares issued and to be issued upon exercise of the Options granted to each Eligible Persons (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of the Shares in issue. Where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Eligible Persons and his close associates (or his associates if the Participant is a connected person) abstaining from voting.

LETTER FROM THE BOARD

The proposed refreshment of the 10% Scheme Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the proposed refreshment of the 10% scheme limit; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, on the Stock Exchange, such number of Shares, representing 10% of the total number of the issued Shares as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of the Options that may be granted under the Share Option Scheme within the 10% scheme limit so refreshed.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, on the Stock Exchange, such number of Shares, representing 10% of the total number of the issued Shares as at the date of the AGM, which may fall to be issued pursuant to the exercise of the Options to be granted under the Share Option Scheme within the 10% scheme limit so refreshed.

REFRESHMENT OF THE PLAN LIMIT UNDER THE SHARE AWARD PLAN

The Share Award Plan is a discretionary scheme of the Company, which does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules.

Subject to any early termination as may be determined by the Board, the Share Award Plan shall be valid and effective for a term of ten (10) years commencing on its adoption date.

The Eligible Participants under the Share Award Plan shall include (a) any employee; (b) any director or officer of any member of the Group; or (c) any consultant or advisor of any member of the Group, who the Board considers, at its sole discretion, to have contributed or will contribute to the Group (“**Eligible Participants**”). The purposes of the Share Award Plan are to recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group, to give incentives to Eligible Participants in order to retain them for the continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

As at the Latest Practicable Date, 9,836,474 shares, representing about 3.76% of the issued share capital of the Company as at the date of this circular, have been granted to 159 Selected Participants for their contribution to the Group, among which 583,500 shares have been lapsed.

LETTER FROM THE BOARD

None of these Selected Participants is:

- (i) A core connected person of the Company;
- (ii) Any person whose acquisition of securities has been financed directly or indirectly by a core connected person; or
- (iii) Any person who is accustomed to take instructions from a core connected person in relation to the acquisition, disposal, voting or other disposition of securities of the issuer registered in his name or otherwise held by him.

Hence the awarded shares will be regarded as part of the public float and the Company will continue to meet the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

The Company has no intention to grant award shares to any connected persons of the Company. In the event Awards are granted to any connected person of the Company (i.e. grant of award by issuance of new Shares), the Company will comply with Chapter 14A of the Listing Rules (including independent shareholders' approval requirements).

Moreover, the Company will take appropriate measures to ensure the minimum public float requirement under Rule 8.08 of the Listing Rules will be complied with at all times and when making any grant of awarded Shares. Such measures may include, but not limited to:

- (i) No award will be made if it will result in the aggregate number of the Shares held by public Shareholders falls below the minimum percentage as prescribed under the Listing Rules.

Pursuant to the Share Award Plan, there is no annual plan limit, but the Company may only grant award shares up to 5% of the then issued share capital ("**Existing Plan Limit**"). The Existing Plan Limit shall be valid over the life of the Share Award Plan. Nevertheless, the maximum limit of 5% of the then issued share capital of the Company, can be refreshed from time to time by a resolution of the Board and an ordinary resolution of the Shareholders at a general meeting). As at the date of the approval of the limit as "refreshed", the remaining Existing Plan Limit will be lapsed.

The Directors consider to refresh the 3% Plan Limit of the then issued share capital of the Company ("**Refreshed Scheme Limit**") so that the Company has greater flexibility to provide incentives to, and recognise the contributions of the Eligible Participants under the terms of the Share Award Plan. The Directors consider that the Refreshed Scheme Limit is in line with the purpose of the Share Award Plan and is in the best interests of the Company and the Shareholders as a whole.

Pursuant to the Share Award Plan, the Shares to be awarded may be the Shares purchased by the Trustee through on-market transactions or new Shares allotted to the Trustee by the Company by applying such amount in the share premium account of the Company or utilising such other reserves or funds allocated by the Board out of the Company's resources.

LETTER FROM THE BOARD

The Company is intended to allot or issue the new shares under the 2019 General Mandate, and the 2019 General Mandate shall lapse at the conclusion of the next annual general meeting of the Company.

As at the Latest Practicable Date, there were 261,607,553 Shares in issue. Assuming no further issue prior to the AGM, upon the refreshment of the scheme limit by the shareholders at the AGM, the Company may grant Awarded Shares up to a maximum number of 7,848,226 shares.

Assuming that 7,848,226 Awarded Shares are issued to Eligible Participants in full, (assuming that there is no other change in the issued share capital of the Company), the shareholding interests of existing public shareholders will be slightly diluted from 28.31% to 27.49%. Given that the dilution effect on the shareholdings of the Independent Shareholders is immaterial, we are of the view that the shareholding dilution to the Independent Shareholders is acceptable so far as the Shareholders are concerned.

It is intended that the Shares to be awarded will be through new Shares allotted to the Trustee by the Company under the General Mandate by applying such amount in the share premium account of the Company. Save for the expenses relating to the allotment and issue of the new Shares pursuant to the potential new Shares issued, there will not have any impact on the Group's cash position and net current assets. Under the accounting policies of the Company, the fair value of the Awarded Shares is determined based on the market price of the shares at grant date and will be amortised to the Group's consolidated statement of profit or loss throughout the vesting period. As at the Latest Practicable Date, the Company did not have any plan to grant Award Shares immediately after the approval of the Refreshed Scheme Limit at the AGM.

The purpose of having both Share Option Scheme and Share Award Plan is to enhance the flexibility of the Company in formulating the remuneration plan to the employees depending on various market condition and different levels and needs of employees.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 39/F, Lee Garden One, 33 Hysan Avenue Causeway Bay, Hong Kong on 28 June 2019, (Friday) at 10 a.m. is set out on pages 16 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

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 all the proposed resolutions at the AGM are in the best interests of the Company and the Shareholders as a whole, and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions to be proposed at the AGM and as set out in the AGM Notice.

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

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

Mr. Lo Ken Bon (“**Mr. Lo**”), aged 42, was appointed as an executive director of the Company on 16 April 2018. On 3 May 2018, he has become the Chief Executive Officer of the Company. He is also the chairman of Nomination Committee, Risk Management Committee and a committee member of Remuneration Committee of the Company.

Mr. Lo graduated from the University of Calgary with a Bachelor degree of Commerce, Management Information Systems. Mr. Lo held senior management positions at various companies, including BT Global Services, Verizon Business, Accenture and ANX International.

Mr. Lo is a frequent speaker at major industry events, including “Hong Kong’s Belt and Road Conference” and “Hong Kong Fintech Week 2018”. He has also been interviewed with top-tier media, including Bloomberg, CNBC and CNN. Mr. Lo is a member of the Hong Kong Securities Institute and also a committee member of the Corporate Membership Outreach Committee and the Corporate Advisory Council. He was presented the Fintech Development Award in the IFTA Fintech Achievement Award 2018.

Mr. Lo has entered into a director’s service contract with the Company and is not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. Mr. Lo’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the remuneration committee of the Company and the Board from time to time. Mr. Lo currently receives an annually emolument of HK\$3,600,000.

As at the Latest Practicable Date, Mr. Lo and his spouse together has 3,111,111 share options within the remaining of Part XV of the SPO.

As at the Latest Practicable Date, East Harvest holds 187,536,194 shares of the Company. Wise Aloe Limited is owned as to 89% by Bell Haven Limited, which is in turn owned as to 30.82% by Mr. Lo.

Save as disclosed above, Mr. Lo does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Lo does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Fang Bin (“**Mr. Fang**”), aged 47, has been as executive director of the Company since 2011. He is also a director of various subsidiaries of the Company.

With over 24 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.

Mr. Fang has not entered into any service contract with the Company and is not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. Mr. Fang’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the remuneration committee of the Company and the Board from time to time. Mr. Fang currently receives an annually emolument of RMB720,000.

As at the Latest Practicable Date, Mr. Fang was not interested in any of the issued share capital of the Company. Save as disclosed herein, Mr. Fang was not interested nor deemed to be interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Fang does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Fang does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Madden Hugh Douglas (“**Mr. Madden**”), aged 41, was appointed as an executive director of the Company on 22 August 2018 and is also the Chief Technology Officer of the Company.

Mr. Madden holds a Bachelor degree in Computer Science from the University of Newcastle in Australia. He is a blockchain, financial markets, and security expert with nearly two decades of experience in developing and managing professional trading operations.

Mr. Madden co-founded ANX International which is a private blockchain solutions provider. He also co-chairs the Blockchain Committee of the Hong Kong Fintech Association. With over 18 years of experience under his belt, Mr. Madden has been internationally recognised as a blockchain thought leader with speaking engagements and media appearances globally.

Mr. Madden has entered into a director’s service contract with the Company and is not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. Mr. Madden’s remuneration is determined by reference to his duties and responsibilities with the

Company and the prevailing market condition and is subject to review by the remuneration committee of the Company and the Board from time to time. Mr. Madden currently receives an annually emolument of HK\$3,600,000

As as the Latest Practicable Date, Mr. Madden has 2,000,000 share options within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, East Harvest holds 187,536,194 shares of the Company. Wise Aloe Limited is owned as to 89% by Bell Haven Limited, which is in turn owned as to 22.09% by Mr. Madden.

Save as disclosed above, Mr. Madden does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Madden does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Chapman David James (“**Mr. Chapman**”), aged 38, was appointed as an executive director of the Company on 22 August 2018. He is also the Chief Executive Officer of one of our subsidiaries, BC MarketPlace (HK) Limited.

Mr. Chapman holds a Bachelor degree in Business Information Systems from Australian Catholic University in Australia. He is an Australian serial entrepreneur with over a decade of experience in banking and financial technology, specializing in the analysis of low-latency pre-trade risk and order management systems.

Throughout his investment banking career, Mr. Chapman was responsible for the design and implementation of a wide-ranging suite of trading platforms. Mr. Chapman served in HSBC, Credit Suisse, Barclays Capital, ABN AMRO and Bear Stearns, among other financial firms. In June 2013, he co-founded ANX International, a private blockchain solutions provider.

Mr. Chapman has frequently been invited to address the industry ecosystem on global media including Bloomberg TV and radio, CNBC, CNN, CoinTelegraph, Citywire Asia, Bulletin, and Hong Kong Economic Journal. He is also a frequent speaker at industry conferences and roundtables, participating in events organized by JP Morgan, HSBC, Morgan Stanley, Allianz, Nomura, the Hong Kong Institute of Bankers and others.

Mr. Chapman has not entered into any service contract with the Company and is not appointed for a specific term, but is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. Mr. Chapman’s remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition and is subject to review by the remuneration committee of the Company and the Board from time to time. Mr. Chapman currently receives an annually emolument of HK\$3,600,000.

As at the Latest Practicable Date, Mr. Chapman has 2,000,000 Share options within the meaning of Part XV of SFO.

As at the Latest Practicable Date, East Harvest holds 187,536,194 shares of the Company. Wise Aloe Limited is owned as to 89% by Bell Haven Limited, which is in turn owned as to 22.09% by Mr. Chapman.

Save as disclosed above, Mr. Chapman does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Chapman does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Tai Benedict (“**Mr. Tai**”), aged 64, was appointed as an independent non-executive director of the Company on 29 June 2018. He is also a committee member of Audit and Risk Management Committee of the Company.

Mr. Tai graduated from Columbia University School of Law with a J.D. degree and is currently a retired partner of Jones Day, one of the largest law firms in the US. Mr. Tai has many years of experience working in corporate, banking, and cross border mergers and acquisitions. In recent years, his practice has focused on representing numerous Chinese IT, technology, communications, media, and Internet companies seeking to raise funds in the public and private markets as well as multinational clients seeking platform acquisitions in China. Mr. Tai had previously worked in Lehman Brothers as an investment banker in the Technology, Media and Telecom group and had helped found Latitude Capital Group, a boutique merchant bank with offices in Hong Kong, Beijing and Shanghai. Mr. Tai is admitted to the New York Bar.

In accordance with the service contract entered into between the Group and Mr. Tai for a term of 3 years and will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the laws of the Cayman Islands. He is entitled to a director’s remuneration of HK\$480,000 per annum, which is determined with reference to his responsibilities, experience and market benchmarks.

As at the Latest Practicable Date, Mr. Tai has 200,000 share options within the meaning of Part XV of SFO.

As at the Latest Practicable Date, Mr. Tai was not interested in any of the issued share capital of the Company. Save as disclosed herein, Mr. Tai was not interested nor deemed to be interested in any Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tai does not hold, and has not held any other position in the Group nor any directorship in other listed public companies in the last three years. In addition, Mr. Tai does not have any relationship with any Directors, senior management, substantial

Shareholders or controlling Shareholders of the Company. He has confirmed that he is not aware of any matters that need to be brought to the attention of the Shareholders or any information that is required to be disclosed herein pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on 28 June 2019, (Friday) at 10 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 2018;
2. To re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorise the board of Directors to fix their remuneration;
3.
 - (a) To re-elect Mr. Lo Ken Bon as an executive Director;
 - (b) To re-elect Mr. Fang Bin as an executive Director;
 - (c) To re-elect Mr. Madden Hugh Douglas as an executive Director;
 - (d) To re-elect Mr. Chapman David James as an executive Director;
 - (e) To re-elect Mr. Tai Benedict as an independent non-executive Director; and
 - (f) To authorise the board of Directors to fix the Directors’ 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 grant offers, agreements and options

NOTICE OF AGM

(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 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 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

NOTICE OF AGM

necessary or expedient in relation to fractional 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** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 12 April 2012 (“**Share Option Scheme**”):
 - (a) approval be and is hereby granted for refreshing the 10% scheme limit under the Share Option Scheme (“**Refreshed Scheme Mandate Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries (“**Group**”) under the limit as refreshed hereby shall not exceed 10% of the total number of shares of the Company in issue as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit); and
 - (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.”
6. “**THAT** (i) subject to the terms and conditions of the share award plan of the Company adopted by the Company (the “**Share Award Plan**”),
 - (a) Approval be and is hereby granted for refreshing the 3% plan limit under the Share Award Plan (“**Refreshed Scheme Limit**”) provided that the total number of shares of the Company which may be allotted and issued upon the share award scheme under the limit as refreshed hereby shall not exceed 3% of the total number of the shares of the Company in issue as at the date on which this resolution is passed;

NOTICE OF AGM

- (b) subject to the Refreshed Scheme Limit, is hereby granted to the Directors to exercise all the powers of the Company to allot and issue shares of the Company underlying any awards grant under the Share Award Plan.”

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

Hong Kong, 29 May 2019

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 by 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. 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.