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CHINA BEST GROUP HOLDING LIMITED

國華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of the shareholders of China Best Group Holding Limited (the “Company”) will be held at 11:00 a.m. on Monday, 22 April 2013 at Room 3405, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (i) the placing letter (the “Placing Letter”) dated 31 January 2013 (as amended and supplemented from time to time) (a copy of which has been produced to the SGM marked “A” and signed by the Chairman of the SGM for the purpose of identification) entered into between Jet-Air (H.K.) Limited, the Company’s wholly owned subsidiary and KCG Securities Asia Limited in relation to the subscription by Jet-Air of the convertible bonds and the promissory notes to be issued by North Asia Resources Holdings Limited each in an aggregate principal amount of US\$7,000,000 and the transactions contemplated thereunder are hereby approved, ratified and confirmed; and

* *For identification purpose only*

- (ii) any one or more of the directors of the Company (the “Director(s)”) be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Placing Letter and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed.”

By Order of the Board
China Best Group Holding Limited
Huang Boqi
Chairman

Hong Kong, 28 March 2013

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business:
Room 3405
Bank of America Tower
12 Harcourt Road
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person at his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM 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 shares shall alone be entitled to vote in respect thereof.

5. A form of proxy for use in connection with the SGM is enclosed and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk) respectively.

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Huang Boqi and Mr. Du Chunyu and three independent non-executive directors, namely Mr. Zhou Mingchi, Ms. Wong Yan Ki, Angel and Mr. Zhang Liang.