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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 (the “SGM”) of the shareholders of China Best Group Holding Limited (the “Company”) will be held at 11:00 a.m. on Monday, 18 January 2016 at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the Share Subscription Agreement (as defined in the circular of the Company dated 31 December 2015 (the “Circular”)) dated 15 September 2015, as amended and supplemented by the First Share Subscription Supplemental Agreement (as defined in the Circular) dated 26 October 2015 and the Second Share Subscription Supplemental Agreement (as defined in the Circular) dated 7 December 2015, respectively entered into between the Share Subscribers (as defined in the Circular), the Warrantors (as defined in the Circular) and the Company, pursuant to which the Share Subscribers have conditionally agreed to subscribe for and the Company has conditionally agreed to allot and issue, on the Completion Date (as defined in the Circular), 2,000,000,000 new Shares (the “Subscription Shares”) for a total consideration of HK\$360,000,000 at HK\$0.18 per share of the Company under the Specific Mandate (as defined in the Circular), copies of which are tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, be hereby confirmed, approved and/or ratified;

* *For identification purpose only*

- (b) the directors of the Company be and are hereby specifically authorised to allot and issue the Subscription Shares in accordance with the terms of the Share Subscription Agreement; and
- (c) any one director be and is hereby authorised to sign, execute, perfect and deliver all such other documents, deeds and instruments and do all such acts or things, as may be in his discretion consider necessary, desirable or expedient to give effect to the Share Subscription Agreement and the transactions contemplated in this resolution and to agree to such variation, amendment or waiver as are, in the opinion of such director of the Company, in the interest of the Company.”
2. “**THAT** the re-election of Mr. Tan Xiangdong as executive director of the Company be hereby approved.”
3. “**THAT** the re-election of Mr. Li Yu as independent non-executive director of the Company be hereby approved.”

By Order of the Board
China Best Group Holding Limited
Mr. Li Yang
Deputy Chairman

Hong Kong, 31 December 2015

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. Tan Xiangdong, Mr. Li Yang and Mr. Wang Jian, and three independent non-executive Directors, namely, Mr. Chan Fong Kong Francis, Mr. Chen Zhenguo and Mr. Li Yu.

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

26/F, World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

Notes:

1. In accordance with the relevant requirements under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and for good corporate governance practice, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the SGM be voted on by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk) respectively.
2. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as 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.
3. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. 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.