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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 China Best Group Holding Limited (the “Company”) will be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 17 April 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the share transfer agreement dated 18 December 2019 (the “**Agreement**”) and the supplemental agreement dated 2 March 2020 (the “**Supplemental Agreement**”) entered into by and among Esteem Sun Limited, a wholly-owned subsidiary of the Company as purchaser, Smart Role Holdings Limited as vendor (the “**Vendor**”) and Ms. Yang Xue and Mr. Zhao Guolin as guarantors in relation to the transfer of the entire issued share capital of Total Fame Holdings Limited, a wholly-owned subsidiary of the Vendor (the “**Transaction**”) (copy of the Agreement and the Supplemental Agreement marked “A” signed by the chairman of the meeting for identification purpose, has been produced at the meeting), be and are hereby approved, confirmed and ratified; and

\* For identification purpose only

- (b) any one director of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he or she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Agreement, the Supplemental Agreement and the Transaction and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Agreement, the Supplemental Agreement and the Transaction or incidental to the Agreement, the Supplemental Agreement and the Transaction.”
2. “**THAT** the re-election of Mr. Qin Jie as an executive Director be and is hereby approved and the Board be authorised to fix his remuneration.”

By order of the Board  
**China Best Group Holding Limited**  
**Mr. Qin Jie**  
*Executive Director and Chief Executive Officer*

Hong Kong, 31 March 2020

*Notes:*

- (i) A member of the Company entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or if he/she is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. 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.
- (ii) Where there are joint holders of any share of the Company, any one of such joint holders may vote, either 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 be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (iii) A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.

- (iv) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof, should he/she so wish.
- (v) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of poll.

*As at the date of this notice, the board of Directors comprises five executive Directors, namely, Ms. Wang Yingqian (Chairman), Mr. Qin Jie (Chief Executive Officer), Mr. Liu Wei, Mr. Chen Wei and Mr. Fan Jie, and three independent non-executive Directors, namely, Mr. Ru Xiangnan, Mr. Liu Haiping and Mr. Liu Tonghui.*