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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of China Best Group Holding Limited (the “Company”) will be held at Room 3405, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Friday, 7 May 2010 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December 2009;
2. To elect Directors, to fix the maximum number of Directors, and to authorize the board of Directors to appoint additional directors not exceeding the maximum number determined and to fix directors’ remuneration;
3. To re-appoint auditors and to authorize the board of Directors to fix their remuneration;

* *For identification purpose only*

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “THAT

- (a) subject to paragraph (b) below, the directors of the Company be hereby generally and unconditionally authorized to exercise during the Relevant Period (as defined below) all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers agreements and options which would or might require the exercise of any of such powers during or after the end of the Relevant Period;
- (b) the aggregate nominal amount of the shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, other than pursuant to (i) a Rights Issue (as defined below); or (ii) an issue of shares of the Company by way of scrip dividend pursuant to the bye-laws of the Company from time to time; or (iii) the exercise of any option granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire, shares of the Company, shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (c) 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;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; and

“**Right Issue**” means an offer of shares for subscription open for a fixed period by the Company to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside Hong Kong)”

B. “THAT

- (a) the directors of the Company be generally and unconditionally authorized to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws;
- (b) the total nominal amount of shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (c) 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;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.”

C. **“THAT** conditional upon the ordinary resolutions no. 4A and no. 4B contained in the notice of the Annual General Meeting of which this resolution forms part being approved, the aggregate nominal amount of the shares in the capital of the Company which are repurchased by the Company pursuant to and in accordance with ordinary resolution no. 4B shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with ordinary resolution no. 4A”.

5. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT the Bye-laws of the Company be and are hereby amended in the following manner:

(a) by adding the following definition in Bye-law 1 immediately after the definition of “Company”:

“Company’s website” shall mean the website of the Company, the address or domain name of which has been notified to Members;”

(b) by deleting the existing Bye-law 44 in its entirety and substituting therefor the following:

44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon on every business day by Members without charge or by any other person, upon a maximum payment of five Bermuda dollars, at the Office or such other place in Bermuda at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of ten dollars at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or in such other manner as may be prescribed or permitted by the requirements of any Designated Stock Exchange and all applicable laws and regulations be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

- (c) by deleting the existing Bye-law 51 in its entirety and substituting therefor the following:

51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper or in such other manner as may be prescribed or permitted by the requirements of any Designated Stock Exchange and all applicable laws and regulations be suspended at such times and for such periods (not exceeding thirty (30) days in any year) as the Board may determine.

- (d) by deleting the existing Bye-law 146(1)(a)(ii) in its entirety and substituting therefor the following:

146.(1)(a)(ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' notice in writing or in such other manner as may be prescribed or permitted by the requirements of any Designated Stock Exchange and all applicable laws and regulations to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

- (e) by deleting the existing Bye-law 146(1)(b)(ii) in its entirety and substituting therefor the following:

146.(1)(b)(ii) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' notice in writing or in such other manner as may be prescribed or permitted by the requirements of any Designated Stock Exchange and all applicable laws and regulations to the holders of the relevant shares of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

- (f) by deleting the existing Bye-law 153 in its entirety and substituting therefor the following:

153. Subject to Section 88 of the Act, a copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent (whether in printed form or in such other manner as may be prescribed or permitted by the requirements of the Designated Stock Exchange and all applicable laws and regulations) to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

- (g) by deleting the existing Bye-law 160 in its entirety and substituting therefor the following:

160. Subject to the requirements of the Designated Stock Exchange and all applicable laws and regulations, any notice or document (including any "corporate communication" as defined in the requirements of the Designated Stock Exchange) may be served by the Company on any Member either:

- (a) by serving it personally on the Member;
- (b) by sending it through the post in a prepaid envelope or wrapper addressed to such Member at his registered address as appears in the Register;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by sending or transmitting it to such electronic address provided by such Member to the Company or through other electronic means;

- (e) by publishing it on the Company's website provided that a notification of publication of the notice or document is sent to the relevant Member in the manner as prescribed by the requirements of the Designated Stock Exchange and all applicable laws and regulations;
- (f) by placing an advertisement in English in at least one English language newspaper or publication and in Chinese in at least one Chinese language newspaper or publication in accordance with these Bye-laws and the applicable laws, rules and regulations; or
- (g) by sending or otherwise making it available to such Member through such other means to the extent permitted by and in accordance with the requirements of the Designated Stock Exchange and all applicable laws and regulations.

In the case of joint holders of a share all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.

- (h) by deleting the existing Bye-law 161 in its entirety and substituting therefor the following:

161. Subject to the requirements in the Designated Stock Exchange and all applicable laws and regulations, any notice or document (including any "corporate communication" as defined in the requirements of the Designated Stock Exchange) given or issued by or on behalf of the Company shall be deemed to have been served in the following manner:

- (a) if served or delivered in person, shall be deemed to have been served or delivered at the time of personal service or delivery and in proving such service or delivery, a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the notice, document or publication was so served or delivered shall be conclusive evidence of the service or delivery;

- (b) if sent by post, shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same is put into the post office situated within Hong Kong and in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed, prepaid and put into the post office and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed, prepaid and put into the post office shall be conclusive evidence thereof;
- (c) if sent or transmitted by electronic transmission, shall be deemed to have been served on the day on which the notice or document is sent or transmitted;
- (d) if published on the Company's website, shall be deemed to have been served on the day on which the notice of publication referred to in By-law 160(e) is sent; or if later, the date on which the notice or document first appears on the Company's website after the notice of publication is sent; or
- (e) if published as an advertisement in a newspaper or other publication, shall be deemed to have been served on the day on which the advertisement first so appears."

By Order of the Board
China Best Group Holding Limited
Ma Jun Li
Chairman

Hong Kong, 31 March 2010

As at the date of this notice, the Board comprises five executive directors namely Ms. Ma Jun Li, Mr. Ng Tang, Mr. Zhang Da Qing, Mr. Ren Zheng and Ms. Cheung Hoi Ping; one non-executive director namely Ms. Yao Haixing; and three independent non-executive directors namely Ms. Chung Kwo Ling, Mr. Chan Ngai Sang, Kenny and Ms. Xing Hua.

Notes:

- (1) For the purpose of determining the Shareholders who are entitled to attend and vote at the 2010 Annual General Meeting, the Register of Members of the Company will be closed from Wednesday, 5 May 2010 to Friday, 7 May 2010, both days inclusive. In order to qualify for attending and voting at the 2010 Annual General Meeting, all transfer documents should be lodged for registration with Tricor Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, by 4:30 p.m. Tuesday, 4 May 2010.
- (2) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and for good corporate governance practice, the Chairman of the Board has indicated that she would direct that each of the resolutions set out in the notice of the Annual General Meeting be voted on by poll.
- (3) A member of the Company entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting. A proxy need not be a member of the Company.
- (4) In order to be valid, the form of proxy must be deposited at the Company's branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 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 Annual General Meeting or any adjournment thereof.
- (5) A form of proxy for use in connection with the Annual General Meeting 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).