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If you have sold or transferred all your shares in **China Best Group Holding Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other registered dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(I) PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(II) RE-ELECTION OF DIRECTORS,
(III) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME 2012
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2015 at 11:00 a.m. or any adjournment thereof is set out on pages 23 to 27 of this circular.

Whether or not you are able to attend the Annual General Meeting or any adjourned meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as practicable to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk). Completion and the delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“10% General Limit”	the maximum number of Shares in respect of which options may be granted under the Share Option Scheme 2012 must not in aggregate exceed 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme 2012 and thereafter, if refreshed, shall not exceed 10% of the issued share capital of the Company as at the date of approval of the refreshed limit by the Shareholders
“30% Overall Limit”	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 2002, the Share Option Scheme 2012 and any other share option schemes of the Company (if any) which must not in aggregate exceed 30% of the Shares in issue from time to time
“Adjustments”	the adjustments made to the exercise prices of the share options and the number of shares falling to be issued under the outstanding share options granted under the Share Option Scheme 2002 and Share Option Scheme 2012 pursuant to the terms thereof as a result of the increase of the issued share capital of the Company upon the completion of an open offer dated 15 January 2015
“Annual General Meeting”	an annual general meeting of the Company to be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2015 at 11:00 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which are set out on pages 23 to 27 of this circular
“Board”	the board of Directors, including all independent non-executive Directors
“Bye-laws”	the bye-laws of the Company adopted at a special general meeting of the Company held on 5 March 1996 and subsequently amended at the annual general meetings of the Company held on 30 August 2004, 26 May 2006 and 7 June 2010 respectively

DEFINITIONS

“Company”	China Best Group Holding Limited, a company duly incorporated in Bermuda with limited liability, whose shares are listed and traded on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the Letter from the Board
“Latest Practicable Date”	16 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Proposed Refreshment”	the proposed refreshment of the 10% General Limit under the Share Option Scheme 2012 at the Annual General Meeting
“Repurchase Mandate”	as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the Letter from the Board
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company (or such other nominal value as shall result from a subdivision, consolidation, reclassification or restructuring of such shares from time to time)
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme 2002”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution passed by the then Shareholders on 18 March 2002
“Share Option Scheme 2012”	the share option scheme of the Company adopted by the Company pursuant to an ordinary resolution passed by the then Shareholders on 22 May 2012

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



CHINA BEST GROUP HOLDING LIMITED
國華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

Executive Directors:

Mr. Li Yang (*Deputy Chairman*)
Mr. Li Xiaolong (*Chief Executive Officer*)
Mr. Yin Shibo
Mr. Tang Hon Kwo
Mr. Wang Jian

Non-Executive Director:

Mr. Kuk Peter Z (*Chairman*)

Independent Non-Executive Directors:

Mr. Chan Fong Kong Francis
Mr. Chen Zhenguo
Mr. Yuan Guangming

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

21 April 2015

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(II) RE-ELECTION OF DIRECTORS,
(III) PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT
UNDER THE SHARE OPTION SCHEME 2012
AND
(IV) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting for the approval of (i) the granting of the Repurchase Mandate and the Issuance Mandate to the Directors; (ii) the re-election of the retiring Directors and (iii) the Proposed Refreshment.

* *For identification purposes only*

LETTER FROM THE BOARD

2. REPURCHASE AND ISSUANCE MANDATES

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own shares on the Stock Exchange.

At the annual general meeting of the Company held on 30 May 2014, general mandates were given to the Directors to exercise the powers of the Company to undertake repurchases of the Company's fully paid up shares of an aggregate nominal amount of up to a maximum of 243,167,084 Shares, being 10% of the issued share capital of the Company on the date of passing the said ordinary resolution at the annual general meeting and to allot, issue and deal with new shares of an aggregate nominal amount of up to 486,334,169 Shares, being 20% of the issued share capital of the Company on the date of passing the said ordinary resolution at the annual general meeting. Such general mandates will continue in force until the conclusion of the forthcoming Annual General Meeting.

Hence, ordinary resolutions will be proposed at the Annual General Meeting:

- (i) to grant a general mandate to the Directors to exercise the powers of the Company to undertake repurchases of the Company's fully paid up Shares up to a maximum of 10% of the issued share capital of the Company on the date of passing the relevant ordinary resolution (the "Repurchase Mandate");
- (ii) to grant a general mandate to the Directors to allot, issue and deal with new Shares up to a maximum of 20% of the issued share capital of the Company on the date of passing the relevant ordinary resolution (the "Issuance Mandate"); and
- (iii) to extend the Issuance Mandate by the number of shares repurchased by the Company under the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company or any earlier date as referred to in resolution nos. 4A and 4B set out in the notice of Annual General Meeting. Based on 4,376,986,267 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be able to allot, issue and deal with for up to a total of 875,397,253 Shares if the Issuance Mandate is granted at the Annual General Meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. An explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of nine Directors, namely, Mr. Li Yang, Mr. Li Xiaolong, Mr. Yin Shibo, Mr. Tang Hon Kwo, and Mr. Wang Jian as executive Directors, Mr. Kuk Peter Z as non-executive Director, and Mr. Chan Fong Kong Francis, Mr. Chen Zhenguo and Mr. Yuan Guangming as independent non-executive Directors.

In accordance with the clause 86(2) of the Company's Bye-laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his/her appointment and shall then eligible for re-election at that meeting.

Accordingly, all Directors of the Company will be subject to the re-election at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

4. PROPOSED REFRESHMENT OF THE 10% GENERAL LIMIT UNDER THE SHARE OPTION SCHEME 2012

The Share Option Scheme 2002 was adopted by the then Shareholders of the Company at general meeting on 18 March 2002. The Share Option Scheme 2002 had a term of ten (10) years and was expired on 17 March 2012. As at the Latest Practicable Date, there are 122,741,315 options outstanding granted under the Share Option Scheme 2002 (after Adjustments).

After the expiration of the Share Option Scheme 2002, the Company adopted the Share Option Scheme 2012 pursuant to an ordinary resolution of the Shareholders of the Company passed on 22 May 2012. The Share Option Scheme 2012 will remain in force for a period of 10 years from the date of adoption. The purpose of the Share Option Scheme 2012 is to provide incentives or rewards to participants thereunder for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

LETTER FROM THE BOARD

Under the terms of the Share Option Scheme 2012:

- (a) the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme 2012 and any other share option schemes of the Company 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 2012 and any other share option schemes of the Company must not in aggregate exceed 30% of the Shares in issue from time to time.

Pursuant to the terms of the Share Option Scheme 2012 and in compliance with Chapter 17 of the Listing Rules, the Company may seek approval from Shareholders in general meeting for refreshing the 10% General 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 2012 and any other share option schemes of the Company 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 2012 and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised) will not be counted for the purpose of calculating the 10% General Limit as refreshed.

The existing 10% General Limit is 243,167,084 Shares, being 10% of the Shares in issue as at the date of adoption of the Share Option Scheme 2012. The 10% General Limit has not been previously refreshed since the adoption of the Share Option Scheme 2012. On 3 November 2014, options carrying the rights to subscribe for a total of 243,000,000 Shares were granted under the Share Option Scheme 2012 and 167,084 options were left un-granted based on the existing 10% General Limit. Due to the increase of the issued share capital of the Company upon the completion of an open offer dated 15 January 2015, Adjustments were made to the exercise prices of the share options and the number of shares falling to be issued under the outstanding share options granted under the Share Option Scheme 2002 and Share Option Scheme 2012. The number of total outstanding options granted under the Share Option Scheme 2012 was adjusted to 264,359,700 Shares. As a result of the Adjustments, the Company had fully utilised the existing 10% General Limit and, as at the Latest Practicable Date, no more share options could be granted under the Share Option Scheme 2012. The Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid options granted.

LETTER FROM THE BOARD

The following table sets forth the details in relation to the Share Option Scheme 2012:

	Date of grant	Exercisable period	Exercise price	Outstanding as at 1.1.2014	Granted during the year	Exercised during the year	Cancelled/ Surrendered/ Lapsed during the year	Outstanding as at 31.12.2014	Adjustments made on 15 January 2015	Outstanding as at Latest Practicable Date
Directors	3.11.2014	3.11.2014 to 2.11.2015	0.30*	-	145,800,000	-	-	145,800,000	12,815,820	158,615,820
Employees	3.11.2014	3.11.2014 to 2.11.2015	0.30*	-	97,200,000	-	-	97,200,000	8,543,880	105,743,880
Total				-	243,000,000*	-	-	243,000,000*	21,359,700	264,359,700

* Before Adjustments

In order to provide the Company with the flexibility in granting share options to eligible persons (including but not limited to employees and Directors) under the Share Option Scheme 2012 as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders at the Annual General Meeting for the refreshment of the 10% General Limit. The Directors consider that the Proposed Refreshment is in the interests of the Company and the Shareholders as a whole.

If the refreshment of the 10% General Limit under the Share Option Scheme 2012 is approved by the Shareholders at the Annual General Meeting, based on 4,376,986,267 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued by the Company from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed to grant further options under the Share Option Scheme 2012 of up to a total of 437,698,626 options, representing 10% of the Shares in issue as at the date of passing the resolution, i.e., the date of the Annual General Meeting. Together with options with the rights to subscribe for 122,741,315 and 264,359,700 Shares (both after Adjustments) outstanding respectively granted under the Share Option Scheme 2002 and the Share Option Scheme 2012 as at the Latest Practicable Date and assuming that the refreshed 10% General Limit is fully granted, the total number of outstanding options will be 824,799,641 which represents approximately 18.84% of the issued share capital of the Company as at the Latest Practicable Date, and accordingly, does not exceed the 30% Overall Limit as at the Latest Practicable Date.

The Proposed Refreshment is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting to approve the Proposed Refreshment; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the Share Option Scheme 2012 within the 10% General Limit so refreshed.

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for the listing of, and permission to deal in, such number of Shares, representing 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be issued pursuant to the exercise of the options to be granted under the Share Option Scheme 2012 within the 10% General Limit so refreshed.

5. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 23 to 27 of this circular. At the Annual General Meeting, resolutions will be proposed to approve the granting of the Repurchase Mandate and the Issuance Mandate, the re-election of retiring Directors and the Proposed Refreshment.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the Annual General Meeting.

A form of proxy for use at the Annual General Meeting is enclosed with this circular 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). If you intend to appoint a proxy to attend the Annual General Meeting, you are requested to complete and sign the proxy form and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis 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 Annual General Meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting if you so wish.

6. RECOMMENDATIONS

The Directors consider that the proposed granting of the Repurchase Mandate and the Issuance Mandate, the re-election of the retiring Directors and the Proposed Refreshment are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

7. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Retiring Directors proposed to be re-elected at the Annual General Meeting) to this circular.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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 Company. 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.

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

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the granting of the Repurchase Mandate to be proposed at the Annual General Meeting.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully-paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

1. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made if the Directors believe such repurchases will benefit the Company and the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 4,376,986,267 Shares of HK\$0.05 each.

Subject to the passing of the ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 437,698,626 Shares, representing not more than 10% of the issued share capital of the Company.

3. FUNDING OF REPURCHASES

In repurchasing Shares under the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the applicable laws of Bermuda. Under applicable law, share repurchases may only be made out of the capital paid up on the relevant Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purposes of the repurchase; and any premium, if any, payable may only be provided for out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

There might be material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Price per Share[#]	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	0.105	0.093
May	0.098	0.091
June	0.177	0.093
July	0.270	0.161
August	0.200	0.155
September	0.215	0.165
October	0.263	0.184
November	0.230	0.173
December	0.190	0.149
2015		
January	0.175	0.145
February	0.246	0.153
March	0.255	0.203
April (up to the Latest Practicable Date)	0.320	0.215

[#] Quoted by the Stock Exchange at its website

5. DISCLOSURE OF INTEREST OF DIRECTORS AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate, in the event the Repurchase Mandate is approved by Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under section 336 of the SFO, were as follows:

Name of Shareholders	Capacity	Number of shares beneficially held	Percentage interest in the issued share capital of the Company as at the Latest Practicable Date	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full
KUAN Hsin Huei (<i>Note 1</i>)	Beneficial owner and deemed interest	543,400,000	12.41%	13.79%
LI Dongming (<i>Note 2</i>)	Beneficial owner and deemed interest	543,400,000	12.41%	13.79%
孫輝 (<i>Note 3</i>)	Beneficial owner and deemed interest	543,400,000	12.41%	13.79%
China Bosum Asset Management Limited ("China Bosum")	Beneficial owner	500,000,000	11.42%	12.69%
LAI Aizhong (<i>Note 4</i>)	Interest in a controlled corporation	500,000,000	11.42%	12.69%

APPENDIX I EXPLANATORY STATEMENT – REPURCHASE MANDATE
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Name of Shareholders	Capacity	Number of shares beneficially held	Percentage interest in the issued share capital of the Company as at the Latest Practicable Date	Percentage interest in the issued share capital of the Company in the event the Repurchase Mandate is exercised in full
WEN Ting (<i>Note 4</i>)	Interest in a controlled corporation	500,000,000	11.42%	12.69%
Honghu Capital Co. Ltd ("Honghu Capital")	Beneficial owner	400,000,000	9.14%	10.16%
DENG Jun Jie (<i>Note 5</i>)	Interest in a controlled corporation	400,000,000	9.14%	10.16%

Notes:

1. According to the Disclosure of Interest Notice filed by KUAN Hsin Huei on 10 April 2015, KUAN Hsin Huei is deemed to be interested in Shares held by Li Dongming and Laidun Skywit Holdings Limited being parties to agreements with KUAN Hsin Huei to acquire interests in the Company under s. 317 of the SFO.
2. LI Dongming is the spouse of 孫輝, who therefore is deemed to be interested in all the Shares (i.e. 1,000,000 Shares) held by 孫輝 under the SFO and according to the Disclosure of Interests Notice filed by LI Dongming on 10 April 2015, he is also deemed to be interested in Shares held by Laidun Skywit Holding Limited and KUAN Hsin Huei being parties to agreements with LI Dongming to acquire interests in the Company under s. 317 of the SFO.
3. 孫輝 is the spouse of LI Dongming, who therefore is deemed to be interested in all the Shares (i.e. 543,400,000 Shares) held by LI Dongming under the SFO.
4. As LAI Aizhong and WEN Ting are the respectively shareholder of 51% and 49% of the issued share capital of China Bosum, LAI Aizhong and WEN Ting are deemed to be interested in all the shares held by China Bosum under the SFO.
5. Honghu Capital is wholly owned by DENG Jun Jie, who therefore is deemed to be interested in all the shares held by Honghu Capital under the SFO.

Based on such interests and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the interests of the Shareholders in the Company would be at most increased by about 1.38%. Nevertheless, such increase would not give rise to any obligation on the part of any Shareholder of the Company to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

The Directors will not make any repurchase of Shares on the Stock Exchange if the repurchase would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company nor any of its subsidiaries (whether on the Stock Exchange or otherwise) during the last six months immediately preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Stated below are the details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting in accordance with the Bye-laws:

(1) Mr. Li Yang (Deputy Chairman), aged 43, Executive Director

Mr. Li Yang obtained a junior college degree of Electronic Engineering from Shenzhen University. He completed an EMBA programme and obtained his EMBA from Shenzhen College of Economics and Management (深圳經濟管理學院). Mr. Li also completed a master degree programme of the Graduate School of Chinese Academy of Social Sciences (中國社會科學院研究生院), majoring in World Economics. Mr. Li has approximately 20 years of experience in investment activities and business management. Mr. Li has been a director of Brand Marvel Worldwide Consumer Products Corporation (TSXV symbol: BMW), a Canadian publicly traded company on the TSX Venture Exchange since December 2010. He is currently also assuming senior executive positions in several capital investment or management companies.

Saved as disclosed above, Mr. Li does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Li has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Li is entitled to monthly director's remuneration of HK\$80,000. The director's remuneration of Mr. Li is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Li will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Li's re-election.

(2) Mr. Li Xiaolong (Chief Executive Officer), aged 49, Executive Director

Mr. Li Xiaolong obtained his bachelor degree in finance from Zhongnan University of Economics (中南財經大學) in July 1990. In July 2001, he obtained his master degree in accounting from the Central University of Finance and Economics (中央財經大學). Mr. Li also completed his doctorate degree in economics from the Southwestern University of Finance and Economics (西南財經大學) in 2013. Mr. Li has over 20 years of experience in accounting, finance, business management and investment activities. Between June 2008 and April 2010 Mr. Li acted as the deputy general manager, chief financial officer and

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

company secretary of Aerospace Environmental Engineering Co., Ltd. (航天環境工程有限公司). Prior to joining the Company, Mr. Li was the general manager of the investment department and the executive assistant to the president of China Aerospace Investment Holdings Ltd. (航天投資控股有限公司) and served as supervisor of Aerospace Science & Technology Finance Co., Ltd. (航天科技財務有限責任公司).

Saved as disclosed above, Mr. Li does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Li does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Li does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Li has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Li is entitled to monthly director's remuneration of HK\$150,000. The director's remuneration of Mr. Li is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Li will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Li's re-election.

(3) Mr. Yin Shibo, aged 40, Executive Director

Mr. Yin Shibo obtained a Bachelor degree in Economics from Guizhou University of Finance and Economics (formerly known as Guizhou College of Finance and Economics) and a Master degree in Business and Administration from Wuhan University. Mr. Yin has approximate 18 years extensive experience in finance industry, particularly in banking finance, project investment analysis and corporate finance management. He served at various positions in Agricultural Bank of China during 1997 to 2008 and was a branch manager before his leaving. Since 2008, he has devoted himself to the private equity industry and assumed senior management roles in several investment companies. Mr. Yin currently is a general manager of a trading company in the PRC. He has also obtained professional qualifications in the accountancy and finance in the PRC.

Saved as disclosed above, Mr. Yin does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Yin does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Yin does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Mr. Yin has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Yin is entitled to monthly director's remuneration of HK\$86,300. The director's remuneration of Mr. Yin is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Yin will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Yin's re-election.

(4) Mr. Tang Hon Kwo, aged 45, Executive Director

Mr. Tang Hon Kwo has approximately 20 years of experience in investment activities and business management. Mr. Tang has also served since 1998 as director and deputy general manager of a Hong Kong private company and oversees the operational management and project investment activities.

Saved as disclosed above, Mr. Tang does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Tang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Tang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Tang has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Tang is entitled to monthly director's remuneration of HK\$80,000. The director's remuneration of Mr. Tang is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Tang will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Tang's re-election.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

(5) Mr. Wang Jian, aged 40, Executive Director

Mr. Wang Jian graduated from the department of fine art of Beijing Normal University. Mr. Wang worked at a renowned automobile company in the PRC from 1994 to 1997. From 2009 to 2012, Mr. Wang co-found an iron and steel product company in Shenzhen and served as its legal representative. Since 2012, he has assumed management positions at several natural resources related companies. He has a number of years of experience in investment activities and business management.

Saved as disclosed above, Mr. Wang does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Wang does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Wang has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Wang is entitled to monthly director's remuneration of HK\$41,500. The director's remuneration of Mr. Wang is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Wang will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Wang's re-election.

(6) Mr. Kuk Peter Z (Chairman), aged 60, Non-Executive Director

Mr. Kuk Peter Z graduated from the Dongbei University of Finance and Economics (formerly known as Liaoning Institute of Finance and Economics). Mr. Kuk served as the Managing Director of Investment Banking Division and the Vice Chairman of China Business of Merrill Lynch (Asia Pacific) Limited and the Managing Director of Global Banking and Markets (GBM) and the Vice Chairman of China Region of the Hongkong and Shanghai Banking Corporation. Mr. Kuk was the Chief Strategy Adviser for markets and customers of Deloitte Touche Tohmatsu and also served as a special assistant to the Chief Executive of Greater China. He was a managing partner of Ernst & Young, responsible for government and public affairs. He has been appointed as an independent non-executive director of Credit China Holdings Limited, a company listed on the Growth Enterprise Market Board of the Stock Exchange (Stock Code: 8207) since 7 July 2014. He was also qualified as a certified public accountant in the PRC.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Saved as disclosed above, Mr. Kuk does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Kuk does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Kuk does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Kuk has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Kuk is entitled to monthly director's fee of HK\$180,000. The director's fee of Mr. Kuk is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Kuk will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Kuk's re-election.

(7) Mr. Chan Fong Kong Francis, aged 39, *Independent Non-Executive Director*

Mr. Chan Fong Kong Francis obtained a Bachelor degree of Commerce, majoring in Accounting and, Finance, from Deakin University. Mr. Chan has more than 10 years of experience in capital, investment, assurance and consultancy services industry. He served as a senior in assurance and advisory service team in a renowned international accounting firm from 2001 to 2005. Since 2005, Mr. Chan has been a senior consultant at a local consultancy firm in which apart from business consultancy services, he also involved in corporate restructuring and fund raising activities in Hong Kong and the PRC. Mr. Chan attained the Certified Practising Accountant status with CPA Australia and is currently a director of New Territories General Chamber of Commerce. He has appointed as independent non-executive director of Leyou Technologies Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1089) since 1 January 2015.

Saved as disclosed above, Mr. Chan does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Chan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING

Mr. Chan has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Chan is entitled to monthly director's fee of HK\$10,000. The director's fee of Mr. Chan is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Chan will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Chan's re-election.

(8) Mr. Chen Zhenguo, aged 44, Independent Non-Executive Director

Mr. Chen Zhenguo obtained his bachelor degree in finance and insurance from China Institute of Finance and Banking (中國金融學院) in July 1993. He has approximately 17 years of experience in investment activities and business management. Mr. Chen was the project manager (investment banking) of United Securities Co., Ltd. (聯合證券有限公司) between April 1997 and February 2006. He joined Cybernaut Investment Limited (賽伯樂投資有限公司) between March 2006 and July 2008 as its vice president (investment). Since August 2008, Mr. Chen has been the executive director (investment) of Shanghai Fosun Venture Capital Investment Management Co., Ltd. (上海復星創業投資管理有限公司), its parent company Fosun International Limited was listed on the Main Board of the Stock Exchange (stock code: 0656).

Saved as disclosed above, Mr. Chen does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Chen does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chen has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Chen is entitled to monthly director's fee of HK\$10,000. The director's fee of Mr. Chen is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Chen will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Chen's re-election.

APPENDIX II	DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT ANNUAL GENERAL MEETING
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(9) **Mr. Yuan Guangming, aged 54, *Independent Non-Executive Director***

Mr. Yuan Guangming, aged 54, obtained a Bachelor degree from the department of Chinese studies of Wuhan University. Mr. Yuan has experience in business investment and management as well as in the media industry. From 1984 to 2003, he worked for several renowned television stations and media companies in the PRC. Since 2011, Mr. Yuan has been assuming senior executive positions in several capital investment or management companies.

Saved as disclosed above, Mr. Yuan does not have other directorship held or major appointments held in other listed public companies in the past three years. As at the Latest Practicable Date, Mr. Yuan does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. Mr. Yuan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Mr. Yuan has not entered into any service contracts with the Company and is subject to retirement by rotation and eligible for re-election at the Annual General Meeting in accordance with the Bye-laws. Mr. Yuan is entitled to monthly director's fee of HK\$10,000. The director's fee of Mr. Yuan is determined by the Board subject to the market condition and there is no proposed length of service. Mr. Yuan will, at the discretion of the Board, be entitled to an annual bonus and/or stock options of such amount as determined by the Board from time to time with reference to his scope of duties and performance.

Save as disclosed herein, there are no matters that are required to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Yuan's re-election.

NOTICE OF ANNUAL GENERAL MEETING



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 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2015 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 2014;
2. To re-elect directors and to authorize the board of directors of the Company 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 of the Company to fix their remuneration;

To consider as special business and, if thought fit, pass the following resolutions as ordinary resolutions:-

ORDINARY RESOLUTIONS

4A. "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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (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 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).”

NOTICE OF ANNUAL GENERAL MEETING

4B. **“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 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.”

4C. **“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 share 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.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under share option scheme adopted on 22 May 2012 (the “Share Option Scheme”), representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to the rules of the Share Option Scheme (terms as defined in the circular to the Shareholders dated 21 April 2015 having the same meanings when used in this resolution):
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“Refreshed Scheme Mandate”) provided that the total number of Shares 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 under the limit as refreshed hereby shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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 Company (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 Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
 - (b) any one Director of the Company or a duly authorised committee thereof be and is/are hereby authorised: (i) at his/its absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

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

Hong Kong, 21 April 2015

As at the date of this notice, the Board comprises five executive directors, namely Mr. Li Yang, Mr. Li Xiaolong, Mr. Yin Shibo, Mr. Tang Hon Kwo, and Mr. Wang Jian, one non-executive director, namely Mr. Kuk Peter Z, and three independent non-executive directors, namely Mr. Chan Fong Kong Francis, Mr. Chen Zhenguo and Mr. Yuan Guangming.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) For the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Wednesday, 20 May 2015 to Friday, 22 May 2015, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:30 p.m. Tuesday, 19 May 2015.
- (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 he would direct that each of the resolutions set out in the notice of the Annual General Meeting 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.
- (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 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 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) respectively.