



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

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING
 AT 26/F, WORLD-WIDE HOUSE, 19 DES VOEUX ROAD CENTRAL, CENTRAL, HONG KONG
 ON MONDAY, 18 JANUARY 2016 AT 11:00 A.M. (“MEETING”)**

I/We ^(note 1) _____ (name of shareholder)
 of _____ (address of shareholder)
 being the registered holder(s) of ^(note 2) _____ ordinary shares of
 HK\$0.05 each in the share capital of China Best Group Holding Limited (the “Company”), **HEREBY APPOINT**^(Note 3) **THE CHAIRMAN OF THE MEETING** or
 _____ (name of _____ (address)
 as my/our proxy to vote and act for me/us at the Meeting to be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Monday,
 18 January 2016 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated
 31 December 2015 convening the Meeting (“Notice”) to vote on my/our behalf in respect of the resolution as indicated below, or if no such indication is given, as
 my/our proxy thinks fit.

| AS ORDINARY RESOLUTIONS | | For ^(Note 4) | Against ^(Note 4) |
|-------------------------|--|-------------------------|-----------------------------|
| 1. | <p>“THAT:</p> <p>(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;</p> <p>(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</p> <p>(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.”</p> | | |
| 2. | <p>“THAT the re-election of Mr. Tan Xiangdong as executive director of the Company be hereby approved.”</p> | | |
| 3. | <p>“THAT the re-election of Mr. Li Yu as independent non-executive director of the Company be hereby approved.”</p> | | |

Dated _____

Signature ^(Note 5) _____

Notes:–

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the Special General Meeting is preferred, strike out the words “the Chairman of the Special General Meeting or”, and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the Notice of the Special General Meeting which has been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorised officer.
- In the case of joint registered holders of any share, any one of such persons may vote at the Special General Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the Special General Meeting personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the office of the Company’s branch Share Registrar, 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 the holding of the Special General Meeting or any adjourned meeting (as the case may be).
- The proxy need not also be a member of the Company but must attend the Special General Meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Special General Meeting if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**

* For identification purpose only