

**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 WEDNESDAY, 17 FEBRUARY 2016 AT 11 A.M. (THE "MEETING")**

I/We <sup>(note 1)</sup> \_\_\_\_\_ (name of shareholder)  
of \_\_\_\_\_ (address of shareholder)  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.05 each in the share capital of China Best Group Holding Limited (the "Company"), **HEREBY APPOINT** <sup>(Note 3)</sup> **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 Wednesday, 17 February 2016 at 11 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 25 January 2016 convening the Meeting (the "Notice") to vote on my/our behalf in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	<p><b>"THAT:</b></p> <p>(i) the loan agreement dated 2 November 2015 (as supplemented and amended by a supplemental agreement dated 16 December 2015 and from time to time) (copies of which have been produced to the Meeting marked "A" and signed by the Chairman of the Meeting for the purpose of identification) entered into between China Best Finance Limited, a wholly-owned subsidiary of the Company, as lender, Anli Holdings Limited as borrower and Mr. Wong Wai Hong as guarantor (the "Loan Agreement") in relation to the provision of a loan in the principal amount of HK\$40,000,000 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(ii) any one or more of the directors of the Company (the "Directors") be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Loan Agreement and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed."</p>		
2.	<p><b>"THAT</b></p> <p>(i) the finance lease agreement dated 2 November 2015 (as supplemented and amended by a supplemental agreement dated 16 December 2015 and from time to time) (copies of which have been produced to the Meeting marked "B" and signed by the Chairman of the Meeting for the purpose of identification) entered into between 融金達融資租賃有限公司 (Rongjinda Finance Leasing Limited*) as purchaser/lessor and 地上鐵租車(深圳)有限公司 (Dishangtie Zuche (Shenzhen) Company Limited*) ("Dishangtie") as vendor/lessee (the "Finance Lease Agreement") in relation to the sale and purchase of the leased assets set out in the Finance Lease Agreement for a total consideration of RMB115,000,000 (equivalent to approximately HK\$138,000,000) and the lease back of such leased assets to Dishangtie for a term of 36 months and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and</p> <p>(ii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Finance Lease Agreement and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed."</p>		

Dated \_\_\_\_\_

Signature <sup>(Note 5)</sup> \_\_\_\_\_

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 Meeting is preferred, strike out the words "the Chairman of the 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 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 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 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 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 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 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

\* The figures in RMB are converted into HK\$ at the rate of RMB1:HK\$1.20 in this form of proxy for indicative purpose only.