
THE SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Best Group Holding Limited**, you should at once hand this supplemental circular and the accompanying second 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)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 22 APRIL 2016
RELATING TO THE RE-ELECTION OF THE RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 22 April 2016 (the "Circular") in relation to, among other things, the general mandates to repurchase shares and issue shares and the proposed re-election of retiring directors.

A supplemental notice convening the annual general meeting to be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 24 May 2016 at 11:00 a.m. (the "Annual General Meeting") is set out in this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed second form of proxy (the "Second Proxy Form") in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the meeting (or any adjourned meeting thereof). The Second Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk). Completion and return of the Second Proxy Form will revoke and supersede the First Proxy Form (as defined herein), but will not preclude you from attending and voting at the meeting should you so wish and in such event, the proxy shall be deemed to be revoked.

9 May 2016

* For identification purposes only

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LETTER FROM THE BOARD



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. Tan Xiangdong (*Chairman*)
Mr. Li Yang (*Deputy Chairman*)
Mr. Wang Jian
Mr. Liu Wei
Mr. Chen Wei

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Independent Non-executive Directors:

Mr. Chan Fong Kong Francis
Mr. Liu Haiping
Mr. Liu Tonghui

*Head office and principal place of
business in Hong Kong:*

26/F, World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

9 May 2016

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR DATED 22 APRIL 2016
RELATING TO THE RE-ELECTION OF THE RETIRING DIRECTORS
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the Circular in relation to, among other matters, information relating to the re-election of the retiring Directors at the Annual General Meeting. Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

* *For identification purposes only*

LETTER FROM THE BOARD

Subsequent to the despatch of the Circular, the Company issued an announcement on 29 April 2016 relating to:

- (i) the appointments of Mr. Liu Haiping and Mr. Liu Tonghui as independent non-executive Directors with effect from 29 April 2016; and
- (ii) the resignations of Mr. Chen Zhenguo and Mr. Li Yu as independent non-executive Directors with effect from 29 April 2016.

Due to the above changes of directors with effect from 29 April 2016,

- (i) each of Mr. Liu Haiping and Mr. Liu Tonghui, being newly appointed independent non-executive Directors, shall retire at the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting; and
- (ii) Mr. Chen Zhenguo will not offer himself for re-election at the Annual General Meeting.

In view of the above, the resolution no. 2A.(d) relating to the re-election of Mr. Chen Zhenguo as set out in the proxy form which was sent together with the Circular (the “First Proxy Form”) will be revised to the re-election of Mr. Liu Haiping and an addition resolution no. 2A.(e) relating to the re-election of Mr. Liu Tonghui will be proposed at the Annual General Meeting as set out in the Second Proxy Form.

The purpose of this supplemental circular is to provide you with further information in relation to the re-elections of Mr. Liu Haiping and Mr. Liu Tonghui, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Bye-laws 86(2), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company and shall then be subject to re-election at such meeting. Accordingly, Mr. Liu Haiping and Mr. Liu Tonghui shall hold their offices as Directors until the Annual General Meeting and they shall be subject to re-election at the Annual General Meeting. Mr. Liu Haiping and Mr. Liu Tonghui, both being eligible, offer themselves for re-elections at the Annual General Meeting.

LETTER FROM THE BOARD

The biographical details of Mr. Liu Haiping and Mr. Liu Tonghui are as follow:

Mr. Liu Haiping (劉海屏)

Mr. Liu Haiping (劉海屏), aged 41, graduated from Fudan University with a bachelor's degree in international economics law in 1997 and obtained a master degree in international trade law from Bond University, Australia in 2005. Mr. Liu has approximately 19 years of experience in the legal sector. During the period from July 1997 to March 2009, he had served as an associate and later a partner in Beijing Jiancheng Law Firm (北京市建誠律師事務所). Mr. Liu joined Beijing Dacheng Law Offices (北京大成律師事務所) in April 2009 and is currently a senior partner of the firm. Mr. Liu is also the deputy executive of the Banking Law Professional Committee (銀行法律專業委員會) under the Beijing Lawyers Association (北京市律師協會).

As at the date of this supplemental circular, Mr. Liu Haiping has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Liu Haiping is entitled to a director's fee of HK\$10,000 per month, which is determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market condition and is subject to annual review.

Save as disclosed above, as at the date of this supplemental circular, Mr. Liu Haiping does not:

- (1) have any relationship with any other director, senior management or substantial or controlling shareholder of the Company;
- (2) have any interest or is not deemed to have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong; and
- (3) hold any other position with the Company or any of its subsidiaries and did not hold any directorship in the last three years in any other public company, the securities of which are listed on any securities market in Hong Kong or overseas.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Liu Haiping has confirmed that there is no information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election, and further confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Liu Tonghui (劉彤輝)

Mr. Liu Tonghui (劉彤輝), aged 53, obtained a bachelor's degree in international politics and a master degree in international relations from Tokyo International University in 1995 and 1997 respectively. Mr. Liu has approximately 19 years of extensive experience in investment activities and business management. During the period between 1997 to 1998, he served as the representative of Nippon Howaito Cooperation* (日本朝日白衣株式會社) in China. Mr. Liu had been working as the deputy general manager in each of Shouchuang Longji Company Limited* (首創龍基股份有限公司) from 1998 to 2004 and Huajian Dongfang Software Company Limited* (華建東方軟件有限責任公司) from 2005 to 2008, respectively. Mr. Liu has been the general manager of Tangshan Haigang Xingerui Company Limited* (唐山海港新格瑞有限責任公司) since 2009 and the assistant president of Unisplendour Corporation Limited* (紫光股份有限公司) since 2012, which is listed on the Shenzhen Stock Exchange (Stock Code: 000938).

As at the date of this supplemental circular, Mr. Liu Tonghui has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws. Mr. Liu Tonghui is entitled to a director's fee of HK\$10,000 per month, which is determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market condition and is subject to annual review.

Save as disclosed above, as at the date of this supplemental circular, Mr. Liu Tonghui does not:

- (1) have any relationship with any other director, senior management or substantial or controlling shareholder of the Company;
- (2) have any interest or is not deemed to have any interest or short position in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong; and

LETTER FROM THE BOARD

- (3) hold any other position with the Company or any of its subsidiaries and did not hold any directorship in the last three years in any other public company, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, Mr. Liu Tonghui has confirmed that there is no information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election, and further confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

3. SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

As set out in the Circular, the Annual General Meeting will be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 24 May 2016 at 11:00 a.m. Given the notice of Annual General Meeting and the First Proxy Form do not contain the proposed resolutions in relation to the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui, (i) a supplemental notice of the Annual General Meeting (the “Supplemental AGM Notice”) is set out on pages 7 to 9 of this supplemental circular; and (ii) the Second Proxy Form has been prepared and is enclosed with this supplemental circular. Both the Supplemental AGM Notice and the Second Proxy Form are published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk) and contain the proposed resolutions for the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui.

4. SECOND PROXY FORM

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited (the “Share Registrar”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof (the “Closing Time”). Completion and return of the Second Proxy Form will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish. A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar. A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that: (i) if no Second Proxy Form is lodged with the Share Registrar prior to the Closing Time, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the

LETTER FROM THE BOARD

Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolutions for the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui as set out in the Supplemental AGM Notice and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution; and (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.

5. RECOMMENDATIONS

The Directors consider that the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui as independent non-executive Directors are all in the 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.

6. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

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

SUPPLEMENTAL NOTICE OF THE 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)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of China Best Group Holding Limited (the “Company”) dated 22 April 2016 (the “Initial Notice”), by which the Company convenes an annual general meeting to be held on Tuesday, 24 May 2016 at 11:00 a.m. (the “Annual General Meeting”) and this supplemental notice shall be read together with the Initial Notice.

Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the circular of the Company dated 22 April 2016. Apart from the amendments stated below, all the information contained in the Initial Notice remains valid and effective. Due to the matters as set out in the supplemental circular of the Company dated 9 May 2016, the resolution numbered 2 stated in the Initial Notice should be deleted in its entirety and replaced by the following:

- 2A. (a) To re-elect Mr. Liu Wei as an executive director (the “Director”) of the Company;
- 2A. (b) To re-elect Mr. Chen Wei as an executive Director;
- 2A. (c) To re-elect Mr. Chan Fong Kong Francis as an independent non-executive Director;
- 2A. (d) To re-elect Mr. Liu Haiping as an independent non-executive Director; and
- 2A. (e) To re-elect Mr. Liu Tonghui as an independent non-executive Director.

* For identification purposes only

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

2B. To authorize the board (the “Board”) of Directors to appoint additional directors not exceeding the maximum number.

2C. To authorize the Board to fix the Directors’ remuneration.

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

Hong Kong, 9 May 2016

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 Monday, 23 May 2016 to Tuesday, 24 May 2016, 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. Friday, 20 May 2016.
- (2) In accordance with the relevant requirements under 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 (the “Share Registrar”) 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 (the “Closing Time”).
- (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.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

- (6) Since the proxy form (the “First Proxy Form”) sent together with the Initial Notice does not contain the proposed resolutions for the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui set out in this supplemental notice, a second proxy form (the “Second Proxy Form”) has been prepared and is enclosed with the Company’s supplemental circular of which this supplemental notice of the Annual General Meeting forms part.
- (7) A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
- (8) A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that: (i) if no Second Proxy Form is lodged with the Share Registrar prior to the Closing Time, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolutions for the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui as set out in this supplemental notice of the Annual General Meeting, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions; and (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.