



CHINA BEST GROUP HOLDING LIMITED

國華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

SECOND FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 24 MAY 2016 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____ (name of shareholder)
of _____ (address of shareholder)
being the registered holder(s) of ^(Note 2) _____ shares
of HK\$0.05 each in the capital of China Best Group Holding Limited (the "Company") hereby appoint ^(Note 3) the Chairman of the Annual General Meeting
or _____ (name)
of _____ (address)
as my/our proxy to attend and act on my/our behalf at 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 Tuesday, 24 May 2016 at 11:00 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of the
Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2015.		
2A.	a. To re-elect Mr. Liu Wei as an executive director of the Company (the "Director");		
	b. To re-elect Mr. Chen Wei as an executive Director;		
	c. To re-elect Mr. Chan Fong Kong Francis as an independent non-executive Director;		
	d. To re-elect Mr. Liu Haiping as an independent non-executive Director; and		
	e. To re-elect Mr. Liu Tonghui as an independent non-executive Director.		
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.		
3.	To re-appoint SHINEWING (HK) CPA Limited as auditors of the Company and to authorize the Board to fix their remuneration.		
4A.	To grant a general mandate to the Directors to issue and allot shares.		
4B.	To grant a general mandate to the Directors to repurchase the Company's shares.		
4C.	To extend the mandate granted under resolution 4A by including nominal amount of the shares repurchased by the Company pursuant to resolution 4B.		
5.	To refresh the 10% mandate ("Refreshed Scheme Mandate") under the Share Option Scheme (as defined in the Circular) and to authorise the Directors or a duly authorised committee thereof to grant share options within the Refreshed Scheme Mandate pursuant to the Share Option Scheme and to allot, issue and deal with the shares of the Company pursuant to the exercise of such share options granted under the Share Option Scheme.		

Dated this _____ day of _____, 2016

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 Annual General Meeting is preferred, strike out the words "the Chairman of the Annual 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 Annual 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 Annual 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 Annual 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 (the "Share Registrar") 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 Annual General Meeting or any adjourned meeting (as the case may be) (the "Closing Time").
- If you have not yet lodged the form of proxy accompanying the circular (the "Circular") of the Company dated 22 April 2016 (the "First Proxy Form") with the Share Registrar, you are requested to lodge this proxy form if you wish to appoint proxies to attend the Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
- If you have already lodged the First Proxy Form with the Company, please note that:
 - if this proxy form is not lodged with the Share Registrar prior to the Closing Time, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolution for the proposed re-elections of Mr. Liu Haiping and Mr. Liu Tonghui as set out in the supplemental notice of Meeting, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions.
 - if this proxy form is lodged with the Share Registrar before the Closing Time, this proxy form will revoke and supersede the First Proxy Form previously lodged by you. This proxy form will be treated as a valid form of proxy lodged by you if correctly completed.
- The proxy need not also be a member of the Company but must attend the Annual 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 Annual 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 purposes only