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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 RETIRING 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 Monday, 3 June 2019 at 11:00 a.m. or any adjournment thereof is set out on pages 19 to 23 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.

29 April 2019

* For identification purposes only

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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 |
| “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 Monday, 3 June 2019 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 19 to 23 of this circular |
| “Board” | the board of the Directors |
| “Bye-laws” | the bye-laws of the Company, as amended from time to time |
| “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 (Stock Code: 370) |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

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| “Issuance Mandate” | as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the letter from the Board in this circular |
| “Latest Practicable Date” | 24 April 2019, 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 |
| “PRC” | the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “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 in this circular |
| “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\$0.10 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 Consolidation” | the consolidation of every two issued and unissued shares of HK\$0.05 each into one share of HK\$0.10 each |

DEFINITIONS

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|----------------------------|---|
| “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 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time |
| “%” | per cent |

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)

Non-Executive Director:

Ms. Wang Yingqian (*Chairman*)

Executive Directors:

Mr. Liu Wei (*Chief Executive Officer*)

Mr. Chen Wei

Mr. Fan Jie

Independent Non-Executive Directors:

Mr. Ru Xiangan

Mr. Liu Haiping

Mr. Liu Tonghui

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

29 April 2019

To the Shareholders,

Dear Sir or Madam,

**(I) PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
(II) RE-ELECTION OF RETIRING 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 1 June 2018, 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 up to a maximum of 726,456,626 shares, being 10% of the issued share capital of the Company on the date of passing the relevant ordinary resolution at the annual general meeting and to allot, issue and deal with new shares of up to 1,452,913,253 shares, being 20% of the issued share capital of the Company on the date of passing the relevant 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:

- (a) 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**");
- (b) 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
- (c) 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 5,084,283,133 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 repurchase up to a total of 508,428,313 Shares if the Repurchase Mandate is granted at the Annual General Meeting and to allot, issue and deal with up to a total of 1,016,856,626 Shares if the Issuance Mandate is granted at the Annual General Meeting.

LETTER FROM THE BOARD

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.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of seven Directors, namely, Mr. Liu Wei, Mr. Chen Wei and Mr. Fan Jie as executive Directors, Ms. Wang Yingqian as non-executive Director and Mr. Liu Haiping, Mr. Liu Tonghui and Mr. Ru Xiangnan as independent non-executive Directors.

In accordance with the Bye-law 87(1) of the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation.

Accordingly, Mr. Chen Wei, Mr. Fan Jie and Mr. Ru Xiangnan shall retire at the Annual General Meeting and, being eligible, will offer themselves for 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 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

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.

Under the terms of the Share Option Scheme 2012 and in compliance with Chapter 17 of the Listing Rules:

- (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.

The existing 10% General Limit is 363,228,313 Shares (or 726,456,626 shares of HK\$0.05 each before the Share Consolidation which became effective on 18 October 2018, being 10% of the shares in issue as at 24 May 2016, the date on which the Shareholders passed the relevant ordinary resolution to refresh the 10% General Limit).

Since the date of passing of the last refreshment of 10% General Limit on 24 May 2016 and up to the Latest Practicable Date, no options had been granted under the Share Option Scheme 2012. As at the Latest Practicable Date, all the options granted under the Share Option Scheme 2012 have been lapsed and there are no outstanding options granted under the Share Option Scheme 2012. Apart from the Share Option Scheme 2012, the Company has no other share option scheme currently in force as at the Latest Practicable Date.

The number of Shares in respect of which share options may be granted under the Share Option Scheme 2012 was 363,228,313 as at the Latest Practicable Date. As the number of Shares in issue has increased since the date of the passing of the last refreshment of 10% General Limit on 24 May 2016, the aforesaid number of Shares represents approximately 7.14% of the Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

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, it is proposed that, subject to the approval of the Shareholders at the Annual General Meeting and such other requirements prescribed by the Listing Rules, the 10% General Limit be refreshed to 10% of the number of Shares in issue as at the date of approval. The proposed resolution is set out as ordinary resolution no. 5 in the notice of the Annual General Meeting.

On the basis of 5,084,283,133 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased by the Company on or before the date of the Annual General Meeting, the maximum number of Shares which may fall to be issued upon exercise of all options that may be granted by the Company under the Share Option Scheme 2012 would be 508,428,313.

Assuming that the refreshed 10% General Limit is fully granted, the total number of outstanding options will be 508,428,313 which represents 10% of the issued share capital of the Company as at the Latest Practicable Date. Accordingly, the 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 does not exceed the 30% overall limit as prescribed under the Listing Rules.

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.

Application will be made to the Stock Exchange for granting approval for the listing of, and permission to deal in, such number of Shares, representing a maximum of 10% of the issued Shares of the Company 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.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 19 to 23 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, among others, 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 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-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
Ms. Wang Yingqian
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.

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 5,084,283,133 Shares of HK\$0.10 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 508,428,313 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 as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2018, being the date of the most recent published audited accounts 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 (after taking into consideration of the effect of the Share Consolidation which became effective on 18 October 2018) were as follows:

| Month | Price per Share | |
|---|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2018 | | |
| April | 0.176 | 0.156 |
| May | 0.188 | 0.152 |
| June | 0.190 | 0.152 |
| July | 0.176 | 0.134 |
| August | 0.252 | 0.134 |
| September | 0.246 | 0.200 |
| October | 0.206 | 0.150 |
| November | 0.197 | 0.150 |
| December | 0.198 | 0.156 |
| 2019 | | |
| January | 0.202 | 0.185 |
| February | 0.205 | 0.189 |
| March | 0.199 | 0.190 |
| April (up to the Latest Practicable Date) | 0.194 | 0.180 |

5. DISCLOSURE OF INTEREST OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE 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) of the Company 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 AND MINIMUM PUBLIC HOLDING

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 (assuming there is no other change in the issued share capital of the Company) |
|---|--------------------------------------|------------------------------------|--|--|
| Xie Zhikun (<i>Note</i>) | Interest in a controlled corporation | 800,000,000 | 15.73% | 17.48% |
| 中海晟豐(北京)資本管理有限公司 (Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd.*) (<i>Note</i>) | Interest in a controlled corporation | 800,000,000 | 15.73% | 17.48% |
| 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*) (<i>Note</i>) | Interest in a controlled corporation | 800,000,000 | 15.73% | 17.48% |
| 上海熾信投資有限公司 (Shanghai Chixin Investment Co., Ltd*) (<i>Note</i>) | Interest in a controlled corporation | 800,000,000 | 15.73% | 17.48% |
| Silver Venus Investments Ltd. (“Silver Venus”) (<i>Note</i>) | Beneficial Owner | 800,000,000 | 15.73% | 17.48% |

Note: 800,000,000 Shares are held by Silver Venus. Silver Venus is wholly owned by 上海熾信投資有限公司 (Shanghai Chixin Investment Co., Ltd*), which is in turn wholly owned by 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*). 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*) is owned as to 76% by 中海晟豐(北京)資本管理有限公司 (Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd*), which is in turn wholly owned by Mr. Xie Zhikun (解直錕先生). By virtue of the SFO, each of 上海熾信投資有限公司 (Shanghai Chixin Investment Co., Ltd*), 中植企業集團有限公司 (Zhongzhi Enterprise Group Co., Ltd*), 中海晟豐(北京)資本管理有限公司 (Zhonghai Shengfeng (Beijing) Capital Management Co., Ltd*) and Mr. Xie Zhikun (解直錕先生) is deemed to be interested in all the Shares beneficially held by Silver Venus.

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 1.75%. Based on the table shown above and assuming that the Repurchase Mandate is exercised in full and the interests of the Shareholders would be increased by 1.75% at most, the effect solely brought about by such increase would not give rise to any obligation on the part of any Shareholder 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. Chen Wei, aged 38, Executive Director

Mr. Chen has been appointed as executive director of the Company since February 2016. He graduated from Yunnan University (雲南大學) with a degree in law in 2002 and further obtained a master degree in law from Peking University (北京大學) in 2012. Mr. Chen obtained his PRC law qualification in 2001 and further obtained his PRC Certified Public Accountants qualification in 2012. From 2002 to 2004, Mr. Chen worked as a legal counsel at a state-owned enterprise located in Hangzhou. From 2004 to 2012, Mr. Chen worked as a lawyer at a law firm located in Beijing and was mainly involved in corporate legal affairs and litigation matters. Since 2012, Mr. Chen has been with Zhongrong Trust as the vice general manager of the trust investment department and is mainly responsible for project investment and management. Mr. Chen is the sole director of Sungi Global Investment Co., Ltd, which holds 100,000,000 Shares, representing approximately 1.97% of the total issued share capital of the Company. Mr. Chen is also the director of several subsidiaries of the Company and is designated to oversee the Company's risk control and compliance matters.

As at the Latest Practicable Date, saved as disclosed above, (i) Mr. Chen did not have other major appointments or professional qualifications or other directorship held in other listed public companies in the past three years; (ii) Mr. Chen did not have, and was 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; (iii) Mr. Chen did not hold any other position with the Company or other members of the Company; and (iv) Mr. Chen did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

The Company entered into a service agreement with Mr. Chen in relation to his appointment as an executive Director for a term of 3 years commencing on 3 February 2016 (as supplemented by a supplemental agreement dated 5 January 2018 and extended for further 3 years under a renewal letter dated 25 January 2019), which is determinable by either party serving on the other not less than 3 months' written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Chen is entitled to a monthly director's remuneration of HK\$100,000, which was determined with reference to the prevailing market conditions and his experiences and responsibilities in the Group. Mr. Chen will, at the discretion of the Board, be entitled to an annual bonus and/or share options of such amount and/or other fringe benefits 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

(2) **Mr. Fan Jie, aged 44, Executive Director**

Mr. Fan has been appointed as executive director of the Company since January 2017. He holds a Master's Degree in Business Administration in Tsinghua University School of Economics and Management and a Bachelor's Degree in International Economic in Renmin University of China. Mr. Fan has over 20 years of experience in strategic marketing and project management. He has been with Zhongrong International Trust Company Limited* (中融國際信託有限公司) as the Managing Director of the Trust and Investment Department since 2014. Mr. Fan was a corporate partner and the vice president of the Strategic Marketing Division of Adfaith Management Consulting Inc* (北京正略鈞策企業管理諮詢有限公司) from 2009 to 2014 and an assistant to the general manager for medical business in an enterprise located in Jiangxi Province, the PRC, from 2003 to 2005. In 2000 to 2002, he was appointed as the sales and distribution officer of the Department of Medical System of an international conglomerate. Prior to 2000, he worked as a marketing leader in the Nanchang Office of a renowned food and beverage company for about three years. Currently, Mr. Fan is the Managing Director of the Strategic Development Department of the Group. He is also the director of several subsidiaries of the Company.

As at the Latest Practicable Date, saved as disclosed above, (i) Mr. Fan did not have other major appointments or professional qualifications or other directorship held in other listed public companies in the past three years; (ii) Mr. Fan did not have, and was 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; (iii) Mr. Fan did not hold any other position with the Company or other members of the Company; and (iv) Mr. Fan did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

The Company entered into a service agreement with Mr. Fan in relation to his appointment as an executive Director for a term of 3 years commencing on 24 January 2017 (as supplemented by a supplemental agreement dated 5 January 2018), which is determinable by either party serving on the other not less than 3 months' written notice, subject to retirement by rotation and re-election in accordance with the Bye-laws and the Listing Rules. Mr. Fan is entitled to a monthly director's remuneration of HK\$100,000, which was determined with reference to the prevailing market conditions and his experiences and responsibilities in the Group. Mr. Fan will, at the discretion of the Board, be entitled to an annual bonus and/or share options of such amount and/or other fringe benefits 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. Fan's re-election.

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

(3) **Mr. Ru Xiangan, aged 50, Independent Non-Executive Director**

Mr. Ru has been appointed as independent non-executive director of the Company since October 2016. He holds an Executive Master's degree of Business Administration in Tsinghua University and a Bachelor's Degree in Accounting in North China University of Technology. He is a certified public accountant in the PRC and have over 20 years of experience in accounting and finance and over 10 years of experience in insurance. He has been serving as the head of the audit department in Chang An Property and Liability Insurance Limited* (長安責任保險有限公司) ("Chang An") since 2014, prior to which he was appointed as the general manager of the Zhejiang branch from 2013 to 2014 and the general manager of the accounting department and the financial chief from 2007 to 2013. Before joining Chang An, he served as the general manager assistant in Beijing Zhongjing Surety Company* (北京中京保證擔保公司), the chief financial officer in Heng Tong Group* (恆通集團), the deputy chief financial officer in Beijing Beichen Innovation and Technology City Limited* (北京北辰創新高科技城公司), the financial manager in San Jiu Auto Group* (三九汽車實業有限公司), and the deputy financial chief in Beijing Building Materials Factory* (北京市建材製品總廠).

As at the Latest Practicable Date, saved as disclosed above, (i) Mr. Ru did not have other major appointments or professional qualifications or other directorship held in other listed public companies in the past three years; (ii) Mr. Ru did not have, and was 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; (iii) Mr. Ru did not hold any other position with the Company or other members of the Company; and (iv) Mr. Ru did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Pursuant to an appointment letter entered into between Mr. Ru and the Company dated 11 October 2016 (as supplemented by a supplemental letter dated 5 January 2018), Mr. Ru's appointment with the Company is for a term of three years commencing on 11 October 2016, which may be terminated by not less than one month of written notice served by either party. The appointment of Mr. Ru is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws and the Listing Rules. Mr. Ru is entitled to an annual director's fee of HK\$240,000 which was determined with reference to the prevailing market conditions and his experience and responsibility in the Group. Mr. Ru will, at the discretion of the Board, be entitled to an annual bonus and/or share options of such amount and/or other fringe benefits 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. Ru'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 Monday, 3 June 2019 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 2018;
2. To re-elect the retiring directors and to authorize the board of directors of the Company to appoint additional directors not exceeding the maximum number determined from time to time by the shareholders of the Company in general meeting 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 number 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 number of shares 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

“Rights 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 number of shares which may be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of shares 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 above being approved, the aggregate number of shares 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 number of shares 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 above.”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the approval for 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 2012”), 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 2012 (terms as defined in the circular to the Shareholders dated 29 April 2019 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 2012 (“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 2012 and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10% 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 2012 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 2012 or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the Directors be and are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for Shares within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme 2012, and (ii) to allot, issue and deal with Shares pursuant to the exercise of options granted under the Share Option Scheme 2012 within the Refreshed Scheme Mandate.”

By Order of the Board
China Best Group Holding Limited
Ms. Wang Yingqian
Chairman

Hong Kong, 29 April 2019

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises three executive directors, namely Mr. Liu Wei, Mr. Chen Wei, and Mr. Fan Jie, one non-executive director, namely Ms. Wang Yingqian and three independent non-executive directors, namely Mr. Liu Haiping, Mr. Liu Tonghui and Mr. Ru Xiang.

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, 27 May 2019 to Monday, 3 June 2019, 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 at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by 4:30 p.m. on Friday, 24 May 2019.
- (2) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on the Stock Exchange and for good corporate governance practice, the Chairman of the Board has indicated that she 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.