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If you are in any doubt as to any aspect of this 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 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)

PROPOSALS FOR
(I) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
(II) RE-ELECTION OF RETIRING DIRECTORS
(III) TERMINATION OF THE EXISTING SHARE OPTION SCHEME
(IV) ADOPTION OF THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at Suite 1901-2 & 14, 19/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong on Wednesday, 1 September 2021 at 11:00 a.m. or any adjournment thereof is set out on pages 34 to 37 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 54, 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the Annual General Meeting:

- (1) Compulsory body temperature screening/checks;
- (2) Compulsory wearing of surgical face mask; and
- (3) No provision of food or beverages and no distribution of gifts

For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their rights to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy and to return their forms of proxy by the time specified above, instead of attending the Annual General Meeting in person.

29 July 2021

* For identification purposes only

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In consideration of the control and prevent of spreading of novel coronavirus disease (“COVID-19”) pandemic, the following precautionary measures will be implemented at the Annual General Meeting so as to safeguard the health and safety of the Shareholders who might be attending the Annual General Meeting in person:

Voting by proxy in advance of the Annual General Meeting: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their rights to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy instead of attending the Annual General Meeting in person. Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. **Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.**

Completed forms of proxy must be returned to the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 54, 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 the holding of the Annual General Meeting and any adjourned meeting thereof.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the Annual General Meeting as their proxy.

Taking into account the guidelines mentioned in the “Joint Statement in relation to General Meetings in light of the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation” published by the Securities and Futures Commission and the Stock Exchange on 1 April 2020, the Company will also implement the following additional precautionary measures at the Annual General Meeting to ensure the health and safety of the attendees at the Annual General Meeting:

- (1) Compulsory body temperature screening/checks will be carried out on every attendee before registration at the entrance of Suite 1901-2 & 14, 19/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong. The Company reserves the right to deny entry of any person with a body temperature above the reference range quoted by the Department of Health of Hong Kong from time to time, or is exhibiting flu-like symptoms into the Annual General Meeting venue or require such person to leave the Annual General Meeting venue so as to ensure the health and safety of the attendees at the Annual General Meeting;
- (2) Every attendee will be compulsorily required to wear a surgical face mask throughout the Annual General Meeting and every attendee will be assigned a designated seat at the time of registration to ensure social distancing; and
- (3) No food or beverages will be served and no gifts will be distributed to attendees at the Annual General Meeting.

Attendees are requested to observe and practise good personal hygiene at all times at the Annual General Meeting venue.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements with short notice. Shareholders should check the Company’s website (www.cbgroup.com.hk) for future announcements and updates on the Annual General Meeting arrangements when necessary.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Acceptance Date”	the latest date on which the Options granted must be accepted by relevant Eligible Participants, which must not be later than 21 days after the Grant Date
“Adoption Date”	1 September 2021, being the date of adoption of the Share Option Scheme by the resolution of the Shareholders at the Annual General Meeting
“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at Suite 1901-2 & 14, 19/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong on Wednesday, 1 September 2021 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 34 to 37 of this circular
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of the Directors
“Business Day”	a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“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)
“Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or otherwise modified from time to time
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participants”	has the meaning ascribed to it under paragraph (b) of “APPENDIX III – SUMMARY OF THE PRINCIPAL TERMS OF THE SHARE OPTION SCHEME”

DEFINITIONS

“Employees”	any employee (whether full time or part time) of the Company, any of its subsidiaries or any Invested Entity, including any executive director of the Company, any of such subsidiaries or any Invested Entity
“Exercise Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of the Option pursuant to the terms of the Share Option Scheme
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 22 May 2012
“Grant Date”	in terms of the Options, the date on which the Options are granted to Eligible Participants, which must be a Business Day
“Grantee”	any Eligible Participant who accepts an Offer in accordance with the terms of the Share Option Scheme
“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
“Invested Entity”	any entity in which any member of the Group holds any equity interest
“Issuance Mandate”	as defined in the section headed “REPURCHASE AND ISSUANCE MANDATES” of the letter from the Board in this circular
“Latest Practicable Date”	26 July 2021, 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
“Nomination Committee”	the nomination committee of the Board
“Option(s)”	right(s) granted to the Eligible Participant to subscribe for the Shares pursuant to the terms of the Share Option Scheme

DEFINITIONS

“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share Option Scheme”	the share option scheme proposed to be adopted by the Company at the Annual General Meeting, a summary of the principal terms of which is set out in the Appendix III to this circular
“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)
“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

* *In this circular, the English names of the PRC entities or persons are translation of their Chinese names, and are included herein for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail.*

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:

Ms. Wang Yingqian (*Chairman*)
Mr. Qin Jie (*Chief Executive Officer*)
Mr. Liu Wei
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:*

Suite 1901-2 & 14, 19/F,
Tower 6, The Gateway
Harbour City, Kowloon
Hong Kong

29 July 2021

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR
(I) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES
(II) RE-ELECTION OF RETIRING DIRECTORS
(III) TERMINATION OF THE EXISTING SHARE OPTION SCHEME
(IV) ADOPTION OF THE SHARE OPTION SCHEME
AND
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; (iii) the termination of the Existing Share Option Scheme; and (iv) the proposed adoption of the Share Option Scheme.

* 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 5 June 2020, 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 508,428,313 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 1,016,856,626 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 1,525,284,939 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 152,528,493 Shares if the Repurchase Mandate is granted at the Annual General Meeting and to allot, issue and deal with up to a total of 305,056,987 Shares if the Issuance Mandate is granted at the Annual General Meeting.

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.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

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

The Company received the annual confirmation of independence provided by each independent non-executive Director and the Nomination Committee has assessed the independence of all independent non-executive Directors and affirmed that they have met the independence criteria set out in Rule 3.13 of the Listing Rules and remain independent.

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, provided that every Director shall retire from office at least once every three years or within such other period as the Listing Rules may from time to time prescribe.

Accordingly, Ms. Wang Yingqian, Mr. Chen Wei, Mr. Fan Jie and Mr. Ru Xiangnan shall retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has considered the background, skills, professional knowledge and experience of Ms. Wang Yingqian, Mr. Chen Wei, Mr. Fan Jie and Mr. Ru Xiangnan having regard to the policy for appointment/re-appointment of Directors of the Company and is of the view that they have extensive experience in different fields and professionals that are relevant to the Company's business. In addition, their respective education, background and experience allow them to provide valuable and relevant insights and contribute to the diversity of the Board.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors, namely, Ms. Wang Yingqian, Mr. Chen Wei, Mr. Fan Jie and Mr. Ru Xiangnan stand for re-election as Directors at the Annual General Meeting. Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. TERMINATION OF THE EXISTING SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed by the Shareholders at an annual general meeting on 22 May 2012, the Company had adopted the Existing Share Option Scheme. Under the Existing Share Option Scheme, the Board may offer options to the Eligible Participants prescribed in the Existing Share Option Scheme in its absolute discretion. As at the Latest Practicable Date, the Company had granted 680,690,150 options under the Existing Share Option Scheme and adjusted to 702,049,850 options following the completion of the open offer of the Company on 15 January 2015 to subscribe for an aggregate of 702,049,850 Shares, of which 12,200,000 options had been exercised and 689,849,850 options had been lapsed and/or forfeited. There were no outstanding options granted but not yet exercised under the Existing Share Option Scheme as at the Latest Practicable Date. The Directors confirm that no further options will be granted under the Existing Share Option Scheme, provided that (i) the Share Option Scheme is adopted by the Shareholders at the Annual General Meeting and (ii) the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the Options granted under the Share Option Scheme.

The Existing Share Option Scheme will expire in May 2022 and for the ease of administration, the Board considers that it is unnecessary to keep two share option schemes that serve similar purposes at the same time. Conditional upon the passing of the resolution by the Shareholders at the AGM, the Existing Share Option Scheme will be terminated and no further options shall be granted pursuant to the Existing Share Option Scheme but the Existing Share Option Scheme shall in all other respects remain in force to the extent necessary to give effect to the exercise of any outstanding options granted prior to its termination (if any). Therefore, at the AGM, ordinary resolutions will be proposed to the Shareholders to terminate the Existing Share Option Scheme and adopt the Share Option Scheme with terms in compliance with the current provisions of Chapter 17 of the Listing Rules.

5. PROPOSED ADOPTION OF SHARE OPTION SCHEME

As at the Latest Practicable Date, there were a total of 1,525,284,939 Shares in issue. The maximum number of Shares which may be issued pursuant to the Share Option Scheme will be 152,528,493 Shares, representing approximately 10% of the total number of Shares in issue as at the Adoption Date (assuming that there was no change in the total number of Shares in issue between the period from the Latest Practicable Date up to the Adoption Date). Upon adoption of the Share Option Scheme or any other new share option scheme by the Company, the maximum number of Shares which may be issued upon options that may be granted under the Share Option Scheme, the new and other existing share option schemes of the Company shall not exceed 10% of the total number of issued Shares. The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time.

LETTER FROM THE BOARD

The Share Option Scheme has no material difference to the Existing Share Option Scheme, and is largely in line with the market form. Subject to the obtaining of Shareholders' approval with respect to the adoption of the Share Option Scheme at the AGM, the aggregate number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes adopted by the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, unless the Company obtains a fresh approval from Shareholders to renew the 10% limit, provided, inter alia, that the maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. As at the Latest Practicable Date, there were 1,525,284,939 Shares in issue. Assuming that (i) there is no change in the total number of Shares in issue from the Latest Practicable Date up to and including the date of the AGM and (ii) the Existing Share Option Scheme will be terminated by resolution at the AGM, the number of Shares issuable pursuant to the Share Option Scheme and any other share option schemes under the scheme limit prescribed in Note 1 of Rule 17.03(3) of the Listing Rules will be 152,528,493 Shares, representing 10% of the issued Shares as of the Adoption Date.

Principal terms of the Share Option Scheme

A summary of the principal terms of the Share Option Scheme is set out in the Appendix III to this circular. The terms of the Share Option Scheme are in compliance with the provisions of Chapter 17 of the Listing Rules, which governs the terms of the share option schemes of listed companies and their subsidiaries.

The purpose of the Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentive or rewards for their contributions to the Group and to provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to (i) motivate the Eligible Participants to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

The terms of the Share Option Scheme provide that in granting Options under the Share Option Scheme, the Board may offer to grant any Options subject to such terms and conditions in relation to the minimum periods of the Options to be held and/or the performance targets to be achieved before such Options can be exercised, and any other terms as the Board may determine in its absolute discretion. The Board will also determine the Exercise Price in respect of any Options subject to the requirements under the rules of the Share Option Scheme. By setting minimum periods of the Options to be held, performance targets and/or an Exercise Price, the Grantees will have to work towards meeting these standards set by the Board for the purpose of contributing to the success of the Group. Such terms and conditions are set with the objective of serving the purpose of the Share Option Scheme.

LETTER FROM THE BOARD

No trustee had been or will be appointed for the administration of the Share Option Scheme.

A copy of the Share Option Scheme will be available for inspection at the Company's principal place of business in Hong Kong at Suite 1901-2 & 14, 19/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong for a period of 14 days before the Annual General Meeting, and at the Annual General Meeting.

Eligible Participants under the Share Option Scheme

The scope of Eligible Participants under the Share Option Scheme is in line with the Eligible Participants of the Existing Share Option Scheme. The basis of eligibility of each class of the Eligible Participants to the grant of any Options shall be determined by the Directors from time to time on the basis of the contribution or future contribution to the Group of each Eligible Participant and the need to retain, motivate or otherwise maintain business relationship with the Eligible Participant. In determining whether a person has contributed or will contribute to the Group, the Group will take into account, among other things, whether contribution has been made to or will be made to the Group in terms of operation, financial performance, prospects, growth, reputation and image of the Group.

The Group's and Invested Entity's operations may from time to time rely on external parties to research on potential business opportunities or enhancing control systems from time to time. In determining the eligibility of Eligible Participants from this class, the Group will take into account the uniqueness of such research, development or technological support and the degree of positive impact to be brought to the Group or any Invested Entity.

The Board considers that the long term growth and development of the Group depend on not only the contributions and commitments of the employees and directors of the Group but also the close and mutually-beneficial relationship with suppliers of goods and services. In determining the eligibility of Eligible Participants from this class, the Board will consider number of factors including but not limited to, the stability and quality of goods and services provided by the suppliers to the Group or any Invested Entity.

The Board considers that it is necessary to ensure the scope of participants under the Share Option Scheme is wide enough to cover those individuals and entities, which are not the directors or employees of the Group but able to contribute to the Group and allow the Company to have flexibility to provide incentive and reward to these parties as the Company considers commercially appropriate and beneficial to the Group. In the event that any shareholder of any members of the Group or any Invested Entity or any holder of securities issued by any member of the Group or any Invested Entity is able to contribute to the Group or any Invested Entity by being a long-term strategic investor or partner of the Group or any Invested Entity or by introducing potential business opportunities to the Group or any Invested Entity, the Share Option Scheme can align the interest of the Group and these external parties and provide incentive and reward for the participation and involvement in promoting the business of the Group or any Invested Entity.

LETTER FROM THE BOARD

There is no minimum threshold on the ownership percentage in order to be qualified as an Invested Entity. The Company considers that an Invested Entity may contribute to the Group by ways such as business cooperation and introduction of customers or suppliers or potential business opportunities to the Group. When considering the grant of Options to an Eligible Participant of an Invested Entity, the Board will consider the contribution or potential contribution of such Eligible Participant of an Invested Entity to the Group and may set vesting period or vesting conditions such as quantifiable key performance indicators to ensure that the grant of Options to an Eligible Participant of an Invested Entity will be beneficial to the Group.

Value of the Options

The Directors consider that it is not appropriate to state the value of all Options that can be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the value the Options have not been determined. Such variables include but are not limited to the Exercise Price, any performance targets set and other relevant variables. The Directors believe that any calculation of the value of the Options as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

Conditions precedent of the Share Option Scheme

The Share Option Scheme shall take effect subject to the following conditions:

- (i) the passing of the necessary resolution(s) by the Shareholders to approve and adopt the Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, any Shares to be issued and allotted pursuant to the exercise of Options granted under the Share Option Scheme.

An application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme.

Once the Share Option Scheme is adopted, any alterations to the terms and conditions thereof, which are of material nature, must be approved by the Shareholders, except where the alterations take effect automatically pursuant to the terms originally provided in the Share Option Scheme.

As at the Latest Practicable Date, the Board has no current intention to grant any Options immediately after the adoption of the Share Option Scheme.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING

The notice of Annual General Meeting is set out on pages 34 to 37 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, the termination of the Existing Share Option Scheme and the adoption of Share Option Scheme.

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 54, 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.

7. RECOMMENDATIONS

The Directors consider that the proposed granting of the Repurchase Mandate and the Issuance Mandate, the re-election of the retiring Directors, the termination of the Existing Share Option Scheme and the adoption of Share Option Scheme 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

8. GENERAL INFORMATION

Your attention is also drawn to the additional information set out in the Appendix I (Explanatory Statement–Repurchase Mandate), Appendix II (Details of Retiring Directors proposed to be re-elected at the Annual General Meeting) and Appendix III (Summary of the principal terms of the Share Option Scheme) to this circular.

9. 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 1,525,284,939 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 152,528,493 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 15 months ended 31 March 2021, 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 15 months preceding the Latest Practicable Date (after taking into consideration of the effect of (i) the share consolidation which became effective on 2 September 2020; and (ii) the allotment and issuance of rights shares on 14 July 2021 pursuant to the right issue, details of which are set out in the prospectus and announcement of the Company dated 17 June 2021 and 13 July 2021 respectively) were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2020		
April	0.741	0.654
May	0.741	0.545
June	0.584	0.471
July	0.501	0.401
August	0.510	0.501
September	0.514	0.388
October	0.423	0.357
November	0.414	0.353
December	0.418	0.344
2021		
January	0.414	0.314
February	0.344	0.318
March	0.331	0.305
April	0.323	0.301
May	0.344	0.262
June	0.375	0.224
July (up to the Latest Practicable Date)	0.360	0.235

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)
Wang Baoning <i>(Note 1)</i>	Interest in a controlled corporation	244,296,000	16.02%	17.80%
Sunbow Int'l Enterprise Limited ("Sunbow") <i>(Note 1)</i>	Beneficial owner	244,296,000	16.02%	17.80%
Yeung Yat Ping <i>(Note 2)</i>	Interest in a controlled corporation	115,935,000	7.60%	8.45%
Ping Pacific Limited <i>(Note 2)</i>	Beneficial owner	115,935,000	7.60%	8.45%

Notes:

1. 244,296,000 Shares are held by Sunbow. As Mr. Wang Baoning has the 100% shareholding in Sunbow, by virtue of the SFO, he is deemed to be interested in all the shares beneficially held by Sunbow.
2. 115,935,000 Shares are held by Ping Pacific Limited. As Mr. Yeung Yat Ping has the 100% shareholding in Ping Pacific Limited, by virtue of the SFO, he is deemed to be interested in all the shares beneficially held by Ping Pacific Limited.

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 1.78%. 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 1.78% 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.

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) Ms. Wang Yingqian, Aged 57, Executive Director

Ms. Wang has been appointed as non-executive director of the Company since June 2018 and redesignated as executive director since October 2019. She holds a bachelor degree of Economics from Renmin University of China (中國人民大學) and a qualification of intermediate economist issued by Ministry of Personnel of the People's Republic of China (中華人民共和國人事部). Ms. Wang worked in Industrial and Commercial Bank of China Beijing Municipal Branch (中國工商銀行北京市分行) from 1985 to 2006 and was the deputy general manager of its corporate banking department from 2005 to 2006. She worked in Bank of Communications Beijing Municipal Branch (交通銀行北京市分行) from 2006 to 2016 and served as its vice president from 2010 to 2013 and was a director of Bank of Communications Financial Leasing Co., Ltd. (交銀金融租賃有限責任公司) from 2010 to 2012. For the period from April 2017 to March 2019, Ms. Wang was an executive director of Noble Century Investment Holdings Limited (currently known as Hong Kong Chaoshang Group Limited), a company listed on the main board of The Stock Exchange of Hong Kong Limited (Stock Code: 2322). For the period from March 2016 to January 2020, she was the supervisor of Fortunes United International Leasing Co., Ltd. (萬瑞聯合國際融資租賃有限公司), a company established in the People's Republic of China. She has also been appointed as (i) an independent director of ABC Life Insurance Co., Ltd, a subsidiary of Agricultural Bank of China Limited (Stock Code: 1288) since March 2018, and (ii) an independent director of Bloomage Biotechnology Corporation Limited since March 2019, the shares of which has been listed on the Science and Technology Innovation Board of the Shanghai Stock Exchange (Stock Code: 688363) since November 2019. Ms. Wang has over 30 years of experience in the commercial banking industry and has extensive experience in project management and financing.

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

The Company entered into a letter of appointment with Ms. Wang for an initial term of three years commencing on 19 June 2018 and further entered into a service agreement with her upon her redesignation from a non-executive director to an executive director on 2 October 2019 but her initial term remained unchanged. After the expiration of Ms. Wang's initial term of office, the appointment was renewed for a period of three years commencing from 19 June 2021, 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. Ms. Wang is entitled to a monthly director's remuneration of HK\$100,000, which was determined with reference to the prevailing market conditions and her experiences and responsibilities in the Group. Ms. Wang 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 her 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 Ms. Wang's re-election.

(2) **Mr. Chen Wei, aged 40, 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 were mainly involved in corporate legal affairs and litigation matters. Since 2012, Mr. Chen have been with Zhongrong International Trust Company Limited* (中融國際信託有限公司) as the vice general manager and then promoted as the general manager of the trust investment department and is mainly responsible for project investment and management. Since May 2021, Mr. Chen has been appointed as the chairman, legal representative, director of Hubei Wuchangyu Co., Ltd.* (湖北武昌魚股份有限公司) which is listed on the Shanghai Stock Exchange (Stock Code: 600275). Mr. Chen is the sole director of Sungi Global Investment Co., Ltd, which holds 20,000,000 shares of the Company, representing approximately 1.31% of the total issued share capital of the Company as at the date of this circular. 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 supplemental agreements dated 5 January 2018, 18 June 2020 and 28 April 2021 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. Pursuant to the supplemental agreement dated 28 April 2021, Mr. Chen has agreed not to receive any monthly payment as his remuneration since May 2021. Mr. Chen will, at the discretion of the Board, be entitled to an annual bonus and/or share options of such amount 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.

(3) Mr. Fan Jie, aged 47, Executive Director

Mr. Fan has been appointed as executive director of the Company since January 2017. He hold 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 have over 20 years of experience in strategic marketing and project management. He has been with Zhongrong International Trust Co., Ltd* (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, Mr. Fan was appointed as the sales and distribution officer of the Department of Medical System of an international conglomerate. Prior to 2000, Mr. Fan 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 and 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 (as supplemented by supplemental agreements dated 5 January 2018 and 18 June 2020) with Mr. Fan in relation to his appointment as an executive Director for an initial term of three years commencing on 24 January 2017. After the expiration of Mr. Fan's initial term of office, the appointment was renewed for a period of three years commencing from 24 January 2020, 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\$80,000, 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 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.

(4) Mr. Ru Xiangnan, aged 52, 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. Mr. Ru has been appointed as the vice president and person incharge of finance of Guangdong TusCity Development Investment Group Limited* (廣東啟迪科技發展投資集團有限公司) and as the independent director of Hubei Wuchangyu Co., Ltd.* (湖北武昌魚股份有限公司) which is listed on the Shanghai Stock Exchange (Stock Code: 600275). From 2016 to 2020, he was the chairman and general manager of Chang An Insurance Brokerage Limited* (長安保險銷售有限公司). He was 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") from 2014 to 2017, prior to which he were 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, Mr. Ru 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.

The Company entered into a letter of appointment (as supplemented by a supplemental letter) with Mr. Ru for an initial term of three years commencing on 11 October 2016. After the expiration of Mr. Ru's initial term of office, the appointment was renewed for a period of three years commencing from 11 October 2019, 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. Mr. Ru is entitled to an annual director's fee of HK\$120,000 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 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.

The following is a summary of the principal terms of the Share Option Scheme to be approved at the Annual General Meeting. It does not form part of, nor is it intended to be part of the rules of the Share Option Scheme and it should not be taken as affecting the interpretation of the rules of the Share Option Scheme. The Directors reserve the right at any time prior to the Annual General Meeting to make such amendments to the Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary of this Appendix.

1. PRINCIPAL TERMS OF THE SHARE OPTION SCHEME

This appendix summarizes the principal terms of the Share Option Scheme.

(a) Purpose

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 17 of the Listing Rules and is established to enable the Company to grant Options to Eligible Participants as incentive or rewards for their contributions to the Group and to provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to (i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

(b) Who may join and basis of determining the eligibility

The Board may, at its discretion, offer to grant an option to the Eligible Participants to subscribe for such number of new Shares as the Board may determine at an Exercise Price determined in accordance with paragraph (f) below. An “**Eligible Participant**” means any Employee, proposed Employee, any director, non-executive director (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity, any supplier of goods or services to any member of the Group or any Invested Entity, any person or entity that provides research, development or other technological support to the Group or any Invested Entity, any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; and any joint venture partners or business alliances who provide business arrangements that may contribute to the development and growth of the Group as determined by the Board.

(c) Acceptance of an offer of Options

An option shall be deemed to have been granted and accepted by the Grantee and to have taken effect when the duplicate offer document constituting acceptances of the Options duly signed by the Grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant Acceptance Date. Such remittance shall in no circumstances be refundable. Any offer to grant an option to subscribe for Shares may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the duplicate offer document constituting acceptance of the option. To the extent that the offer to grant an option is not accepted by any prescribed Acceptance Date, it shall be deemed to have been irrevocably declined.

Subject to paragraphs (l), (m), (n), (o) and (p), an Option shall be exercised in whole or in part and, other than where it is exercised to the full extent outstanding, shall be exercised in integral multiples of such number of Shares as shall represent one board lot for dealing in Shares on the Stock Exchange for the time being, by the Grantee by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the Exercise Price for the Shares in respect of which the notice is given. Within three (3) Business Days after receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditor to the Company or the approved independent financial adviser as the case may be pursuant to paragraph (r), the Company shall allot and issue the relevant number of Shares to the Grantee credited as fully paid and issue to the Grantee certificates in respect of the Shares so allotted.

The exercise of any Option shall be subject to the Shareholders in general meeting approving any necessary increase in the authorised share capital of the Company.

(d) Maximum number of Shares

The maximum number of Shares in respect of which Options may be granted under the Share Option Scheme and under any other schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date (i.e. 152,528,493 Shares, assuming no further issue or repurchase of Shares from the Latest Practicable Date (or such number of Shares as shall result from a sub-division or a consolidation of such 152,528,493 Shares from time to time so that the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option scheme of the Company as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or sub-division shall be the same)). Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time, the Board may:

- (a) renew this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting; and/or
- (b) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board. The circular issued by the Company to the Shareholders shall contain a generic description of the specified Eligible Participants who may be granted such options, the number and terms of the options to be granted, the purpose of granting options to the specified Eligible Participants with an explanation as to how the options serve such purpose, the information required under Rule 17.02(2)(d) and the disclaimer required under Rule 17.02(4) of the Listing Rules.

Notwithstanding the foregoing and subject to paragraph (r) below, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any schemes of the Company (including the Share Option Scheme) if this will result in the 30% limit being exceeded. The maximum number of Shares in respect of which options may be granted shall be adjusted, in such manner as the auditor of the Company or an approved independent financial adviser shall certify to be appropriate, fair and reasonable in the event of any alteration in the capital structure of the Company in accordance with paragraph (r) below whether by way of consolidation, capitalisation issue, rights issue, sub-division or reduction of the share capital of the Company but in no event shall exceed the limit prescribed in this paragraph.

(e) Maximum number of options to any one individual

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to and including the date of grant shall not exceed 1% of the Shares in issue as at the date of grant. The Board shall forward to an Eligible Participant an offer document in such form as the Board may from time to time determine (or, alternatively, documents accompanying the offer document which state), among others:

- (i) the Eligible Participant's name, address and occupation;
- (ii) the Grant Date, the date on which an Option is offered to an Eligible Participant which must be a date on which the Stock Exchange is open for the business of dealing in securities;
- (iii) the Acceptance Date, the date upon which an offer for an Option must be accepted;
- (iv) the date upon which an Option is deemed to be granted and accepted in accordance with paragraph (c);

- (v) the number of Shares in respect of which the Option is offered;
- (vi) the Exercise Price and the manner of payment of such price for the Shares on and in consequence of the exercise of the Option;
- (vii) the date of expiry of the Option as may be determined by the Board;
- (viii) the method of acceptance of the Option which shall, unless the Board otherwise determines, be as set out in paragraph (c); and
- (ix) such other terms and conditions (including, without limitation, any minimum period for which the Option must be held before it can be exercised and/or any performance targets which must be achieved before the Option can be exercised) relating to the offer of the Option which in the opinion of the Board are fair and reasonable but not being inconsistent with the Share Option Scheme and the Listing Rules.

Any further grant of options in excess of the 1% limit shall be subject to:

- (a) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (b) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a connected person) abstaining from voting. The numbers and terms (including the Exercise Price) of options to be granted to such participant must be fixed before the Shareholders' approval and the date of the Board meeting at which the Board proposes to grant the options to such Eligible Participant shall be taken as the date of grant for the purpose of calculating the Exercise Price of the Shares.

(f) Price of Shares

Subject to any adjustments made as described in paragraph (r) below, the Exercise Price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of:

- (a) the official closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities;
- (b) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five (5) Business Days immediately preceding the date of grant; and
- (c) the nominal value of a Share.

(g) Granting options to connected persons

Any grant of options to a director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company or any of their respective associates (as defined in the Listing Rules) is required to be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the Options). If the Board proposes to grant options to a substantial shareholder or any independent non-executive Director or their respective associates (as defined in the Listing Rules) which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% or such other percentage as may be from time to time provided under the Listing Rules of the Shares in issue; and
- (b) having an aggregate value in excess of HK\$5 million or such other sum as may be from time to time provided under the Listing Rules, based on the official closing price of the Shares at the date of each grant, such further grant of options will be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting on a poll at which the Grantee, his/her associates and all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour, and/or such other requirements prescribed under the Listing Rules from time to time.

The circular to be issued by the Company to the Shareholders pursuant to the above paragraph shall contain the following information:

- (a) the details of the number and terms (including the Exercise Price) of the options to be granted to each selected Eligible Participant which must be fixed before the Shareholders' meeting and the date of Board meeting for proposing such further grant shall be taken as the date of grant for the purpose of calculating the Exercise Price of such options;
- (b) a recommendation from the independent non-executive Directors (excluding any independent non-executive Director who is the Grantee of the options) to the independent Shareholders as to voting;
- (c) the information required under Rule 17.02(2)(c) and (d) and the disclaimer required under Rule 17.02(4) of the Listing Rules; and
- (d) the information required under Rule 2.17 of the Listing Rules.

(h) Restrictions on the times of grant of Options

A grant of options may not be made after an inside information event has come to the knowledge of the Company until it has been published pursuant to the requirements of the Listing Rules and the Inside Information Provisions of Part XIVA of the SFO. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date to first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's annual results or half-year, quarterly or other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for the Company to publish an announcement of its annual results or half-year, or quarterly or other interim period (whether or not required under the Listing Rules), and ending on the date of actual publication of the results announcement.

Where an option is granted to a Director: (i) no options shall be granted during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and (ii) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

(i) Rights are personal to Grantee

An option is personal to the Grantee and may be exercised or treated as exercised, as the case may be, in whole or in part. No Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do (save that the Grantee may nominate a nominee in whose name the Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding options or any part thereof granted to such Grantee.

(j) Time of exercise of Options and duration of the Share Option Scheme

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date. There is no general requirement on the minimum period for which an Option must be held or the performance targets which must be achieved before an Option can be exercised under the terms of the Share Option Scheme. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. No option may be granted more than 10 years after the date of approval of the Share Option Scheme. Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years from the date of its adoption.

(k) Performance target

A Grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

(l) Rights on ceasing employment or death

If the Grantee of an option ceases to be an employee of the Company or any of its subsidiaries or any Invested Entity:

- (a) by any reason other than death or termination of his employment on the grounds specified in paragraph (m) below, the Grantee may exercise the option up to the entitlement of the Grantee as at the date of cessation (to the extent not already exercised) within a period of three month from such cessation, which date shall be the last actual working day with the Company or the relevant subsidiary or Invested Entity whether salary is paid in lieu of notice or not, failing which it will lapse; or
- (b) by reason of death, his personal representative(s) may exercise the option within a period of 12 months from such cessation.

(m) Rights on dismissal

If the Grantee of an option ceases to be an employee of the Company or any of its subsidiaries or any Invested Entity on the grounds that he has been guilty of serious misconduct, or in relation to an employee of the Group or any Invested Entity (if so determined by the board of directors of the Company or the relevant subsidiary or any Invested Entity) on any other ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group or any Invested Entity, or has been convicted of any criminal offense involving his integrity or honesty, his option will lapse and not be exercisable after the date of termination of his employment.

(n) Rights on takeover

If a general offer (whether by way of takeover offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in concert with the offeror (as defined in the Takeovers Codes)) and such offer becomes or is declared unconditional during the option period of the relevant option, the Grantee of an option shall be entitled to exercise the option in full (to the extent not already exercised) at any time within 14 days after the date on which the general offer becomes or is declared unconditional.

(o) Rights on winding-up

In the event a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to all Grantees and thereupon, each Grantee (or his legal personal representative(s)) shall be entitled to exercise all or any of his options (to the extent not already exercised) at any time not later than two Business Days prior to the proposed general meeting of the Company referred to above by giving notice in writing to the Company, accompanied by a remittance for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the Grantee credited as fully paid and register the Grantee as holder thereof.

(p) Rights on compromise or arrangement between the Company and its members or creditors

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of the Company or its amalgamation with any other companies pursuant to the Companies Act, the Company shall give notice to all the Grantees of the options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a compromise or arrangement and any Grantee may by notice in writing to the Company accompanied by a remittance for the full amount of the aggregate Exercise Price for the Shares in respect of which the notice is given (such notice to be received by the Company at any time prior to 12 noon (Hong Kong time) on the Business Day prior to the proposed meeting), exercise the option to its full extent or in part. The Board shall endeavour to procure that the Shares issued as a result of the exercise of Options in such circumstances shall for the purposes of such compromise or arrangement form part of the issued share capital of the Company on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement.

With effect from the date of such meeting, the rights of all Grantees to exercise their respective options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement does not become effective and is terminated or lapses, the rights of Grantees to exercise their respective options shall with effect from such termination be restored in full but only upon the extent not already exercised and shall become exercisable.

(q) Ranking of Shares

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the Grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* in all respects and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of exercise.

(r) Effect of alterations to capital

In the event of any alteration in the capital structure of the Company whilst any option may become or remains exercisable, whether by way of capitalisation issue, rights issue, open offer (if there is a price dilutive element), consolidation, sub-division or reduction of share capital of the Company in accordance with the legal requirements and requirements of the Stock Exchange, other than any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, such corresponding alterations (if any) shall be made to (a) the number of Shares subject to any options so far as unexercised; and (b) the Exercise Price per Share of each outstanding option provided that:

- (a) any such alterations will be made on the basis that a Grantee shall have the same proportion of the issued share capital of the Company for which any Grantee of an Option is entitled to subscribe pursuant to the Options held by him before such alteration;
- (b) the aggregate Exercise Price payable on full exercise of any option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event;
- (c) no such alteration will be made if the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations;
- (d) the auditor of the Company or the approved independent financial adviser shall certify in writing to the Board to be that such adjustments made by the Company satisfy the requirements above and in their/his opinion fair and reasonable and in compliance with Rule 17.03(13) of the Listing Rules and the note thereto, FAQ 072-2020 and the supplementary guidance issued by the Stock Exchange on 6 November 2020 and any future guidance and interpretation of the Listing Rules issued by the Stock Exchange from time to time and the note thereto. The capacity of the auditor of the Company or the approved independent financial adviser, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in absence of manifest error, be final and conclusive and binding on the Company and the Grantees; and
- (e) any such alterations as a result of an issue of securities with a price-dilutive element, such as rights issue, open offer or capitalization issue, should be based on a scrip factor similar to the one used in accounting standards in adjusting the earnings per share figures and the acceptable adjustments set out in the supplementary guidance issued by the Stock Exchange on 5 September 2005 and any future guidance or interpretation of the Listing Rules issued by the Stock Exchange from time to time.

(s) Expiry of Options

An option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the date of expiry of the option as may be determined by the Board;
- (b) the expiry of any of the periods referred to in paragraphs (l), (m), (n), (o) or (p);
- (c) the date on which the scheme of arrangement of the Company referred to in paragraph (p) becomes effective;
- (d) subject to paragraph (o), the date of commencement of the winding-up of the Company;
- (e) the date on which the Grantee ceases to be an Eligible Participant by reason of such Grantee's resignation from the employment of the Company or any of its subsidiaries or any Invested Entity or the termination of his or her employment or contract on any one or more of the grounds that he or she has been guilty of serious misconduct, or has been convicted of any criminal offense involving his or her integrity or honesty, or in relation to an employee of the Group or any Invested Entity (if so determined by the board of directors of the Company or the relevant subsidiary or any Invested Entity), or has been insolvent, bankrupt or has made compositions with his/her creditors generally or any other ground on which an employee would be entitled to terminate his employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Group or any Invested Entity. A resolution of the board of directors of the Company or the relevant subsidiary or any Invested Entity to the effect that the employment of a Grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (f) the date on which the Board shall exercise the Company's right to cancel the option at any time after the Grantee commits a breach of paragraph (i) above or the options are cancelled in accordance with paragraph (u) below.

(t) Alteration of the Share Option Scheme

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the Grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 17.03 of the Listing Rules; and

- (b) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted, shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall adversely affect any option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the Grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 17 of the Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

(u) Cancellation of Options

Any cancellation of options granted but not exercised must be approved by the Grantees of the relevant options in writing. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to paragraph (i).

(v) Termination of the Share Option Scheme

The Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(w) Administration of the Board

The Share Option Scheme shall be subject to the administration of the Board whose decision as to all matters arising in relation to the Share Option Scheme or its interpretation or effect (save as otherwise provided herein) shall be final and binding on all parties.

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 IS HEREBY GIVEN that an annual general meeting (the “Annual General Meeting”) of China Best Group Holding Limited (the “Company”) will be held at Suite 1901-2 & 14, 19/F, Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong on Wednesday, 1 September 2021 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 15 months ended 31 March 2021;
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).”

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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

- 5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the Shares in the capital of the Company to be issued and allotted pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the “Share Option Scheme”), the rules of which are contained in the document marked “A” produced to the Annual General Meeting and signed by the chairman of the Annual General Meeting for the purpose of identification,
 - (a) upon the Share Option Scheme becoming unconditional, the existing share option scheme of the Company adopted on 22 May 2012 be and is hereby terminated; and
 - (b) the Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to do all such acts and to enter into all such arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including without limitation:
 - (i) administering the Share Option Scheme and granting options under the Share Option Scheme;
 - (ii) modifying and/or amending the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment and the requirements of the Listing Rules;

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- (iii) issuing and allotting from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the Share Option Scheme, subject to a maximum amount of 10% of the total number of issued Shares as at the date of approval of the Share Option Scheme; and
- (iv) making application at the appropriate time or times to the Listing Committee for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the Share Option Scheme.”

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

Hong Kong, 29 July 2021

As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Ms. Wang Yingqian (Chairman), Mr. Qin Jie (Chief Executive Officer), Mr. Liu Wei, Mr. Chen Wei, and Mr. Fan Jie, and three independent non-executive directors, namely Mr. Liu Haiping, Mr. Liu Tonghui and Mr. Ru Xiangan.

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 Thursday, 26 August 2021 to Wednesday, 1 September 2021, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, by 4:30 p.m. on Wednesday, 25 August 2021.
- (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 54, 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.