

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**CHINA BEST GROUP HOLDING LIMITED**

**國華集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 370)**

## **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO GRANT OF SHARE OPTIONS**

Reference is made to the announcement of China Best Group Holding Limited (the “**Company**”) dated 28 April 2022 in relation to the grant of Share Options by the Company (the “**Announcement**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board would like to provide further information in relation to the grant of the Share Options as follows.

Consultant A is Anli Financial Communications Limited (安里財經傳訊有限公司) (“**Anli Financial Communications**”). It is ultimately owned as to approximately 56% by Wong Wai Hong (黃偉康), as to approximately 30% by Wu Jian (吳建), approximately 7% by Lu Zhonglou (呂中樓) and as to approximately 7% by Sun Ruimin (孫瑞敏). Anli Financial Communications has been assisting the Company in communicating and negotiating with a number of potential institutional investors, and introducing the Group’s businesses to them.

Consultant B is Ms. Lv Zhuo (呂卓) (“**Ms. Lv**”). Ms. Lv assisted in introducing lending institutions for the Group’s debt financing of a total amount of RMB87 million, and provided the Group with advice in the process of preparing financing proposals and negotiating the agreement terms. Ms. Lv has also introduced a number of potential partners to the Group for current active expansion and development of its entire industry chain metaverse related business.

\* For identification purpose only

Consultant C is Mr. Chen Jiang (陳江) (“**Mr. Chen**”). Mr. Chen assisted in introducing lending institution for the Group’s debt financing of a total amount of RMB200 million by leveraging his business network and connections, and provided the Group with advice in the process of responding the due diligence enquiries of such lending institution and negotiating the agreement terms. His valuable experience and extensive customer network and resources in the financial services field are considered beneficial to the Group’s financial services business segment in terms of expanding the quality customer resources, enhancing the Company’s brand reputation, strengthening its management and expanding the related business revenue.

Consultant D is Mr. Wang Chunyang (王春楊) (“**Mr. Wang**”). Mr. Wang currently provides strategic planning advice for the direction of the Group’s virtual human project under its metaverse-related ecosystem business, and co-ordinates with a number of medical institutions in order to promote potential collaboration between the Group and medical institutions.

Consultant E is Mr. Liu Xiaobin (劉曉彬) (“**Mr. Liu**”). By leveraging his extensive professional experience, business networks and connections, Mr. Liu has recommended high-quality urban renewal projects, operational resources for offline entertainment scene in the metaverse, and IP resources to the Group, and has assisted in formulating and negotiating project cooperation proposals. In regard to the Group’s active expansion of business in offline entertainment scene in the metaverse, Mr. Liu has also introduced a number of domestic and overseas investment opportunities to the Group, and has been assisting in negotiation for the Group.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, as at the Date of Grant, each of the Consultants (including the ultimate beneficial owners of Anli Financial Communications) is a third party independent of the Company and its connected persons (as defined in the Listing Rules). Save for the business relationship disclosed herein and in the Announcement, there is no other relationship between each of the Consultants and the Company.

The term of the consultancy service agreement between each of the Consultants and the Company is six years from the effective date of the respective agreements.

As disclosed in the Announcement, the Share Option Scheme was established to enable the Group to grant the Share 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 and to optimize their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

The grant of the Share Options to the Grantees (including the Consultants) has been reviewed and recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) for the Board’s approval. To ensure that the Share Options are granted to the Consultants in accordance with the purpose of the Share Option Scheme, the Remuneration Committee has considered the following factors:

- (i) the independence, and industrial or professional background of the Consultants;
- (ii) the capabilities of the Consultants as demonstrated by their previous services provided to the Group detailed above;
- (iii) the Company’s expectation to receive long-standing and continuous services from the Consultants during the term of the respective consultancy service agreements, and the services being beneficial to the Group’s business performance, corporate development and the interests of the shareholders of the Company as a whole;
- (iv) the settlement of the service fees to the Consultants by way of granting the Share Options in lieu of cash which, on one hand, could reduce the Group’s related cash flow needs, and on the other hand, could align the interests of the Consultants with those of the Company and its shareholders as a whole, so as to induce or motivate them to better contribute to the long-term growth of the Group; and
- (v) the reasonable arrangement implemented for vesting the Share Options on the Consultants where, instead of fully vested upon the Consultants’ acceptance of the offer of the Share Options, taking into account the need for the Consultants to provide long-standing and continuous services for the growth of the Group, the Share Options are to be vested on an annual basis during the term of the consultancy service agreements. If the consultancy services are terminated before the expiry of the term, the relevant remaining portion of the Share Options will not be vested upon the Consultants and hence cannot be exercised by the Consultants.

With consideration of reasons and factors mentioned above, the Remuneration Committee is of the view that granting the Share Options to the Consultants can serve the purposes of retaining and motivating the Consultants, and hence the purpose of the Share Option Scheme.

Save as disclosed above, all other information set forth in the Announcement remains unchanged. This announcement is supplemental to and should be read in conjunction with the Announcement.

By Order of the Board  
**China Best Group Holding Limited**  
**Mr. Qin Jie**  
*Executive Director and Chief Executive Officer*

Hong Kong, 13 May 2022

*As at the date of this announcement, the Board comprises five executive Directors, namely, Ms. Wang Yingqian (Chairman), Mr. Qin Jie (Chief Executive Officer), Mr. Fan Jie, Mr. Li Haitao and Ms. Tao Lei, and three independent non-executive Directors, namely, Mr. Ru Xiangnan, Mr. Liu Tonghui and Ms. Yin Meiqun.*