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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a licensed securities dealer, or registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Best Group Holding Limited (the “**Company**”), you should at once hand this Circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, 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 Circular.

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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)**

**(1) PROPOSED SHARE CONSOLIDATION**  
**(2) CHANGE IN BOARD LOT SIZE**  
**AND**  
**(3) NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM to be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Tuesday, 16 October 2018 is set out on pages SGM-1 to SGM-3 of this Circular. A form of proxy for use at the SGM is enclosed with this Circular.

Whether or not you are able to attend the SGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM (i.e. no later than 11:00 a.m. on Sunday, 14 October 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

\* *For identification purposes only*

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## EXPECTED TIMETABLE

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The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is for indicative purpose only and is subject to the Share Consolidation becoming unconditional, and may be extended or varied by the Company. Any change to the expected timetable will be announced in separate announcement(s) by the Company as and when appropriate. All times and dates in this Circular refer to Hong Kong local times and dates.

<b>Event</b>	<b>Date 2018</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM . . . . .	4:30 p.m. on Friday, 12 October
Latest date and time for lodging forms of proxy for the SGM . . . . .	11:00 a.m. on Sunday, 14 October
Closure of register of members for determining the entitlement to attend and vote at the SGM . . . . .	from Monday, 15 October to Tuesday, 16 October (both days inclusive)
Expected date and time of the SGM . . . . .	11:00 a.m. on Tuesday, 16 October
Announcement of poll results of the SGM . . . . .	Tuesday, 16 October
Register of members of the Company re-opens . . . . .	Thursday, 18 October
 <b><i>The following events are conditional upon the fulfilment of the conditions of the Share Consolidation as set out in the section headed “Conditions of the Share Consolidation” in the letter from the Board.</i></b>  	
Effective date of the Share Consolidation. . . . .	Thursday, 18 October
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares . . . . .	Thursday, 18 October

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## EXPECTED TIMETABLE

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Dealing in the Consolidated Shares commences . . . . . 9:00 a.m.  
on Thursday, 18 October

Original counter for trading in the Existing Shares  
in board lots of 20,000 Existing Shares  
(in the form of existing share certificates) temporarily closes . . . . . 9:00 a.m.  
on Thursday, 18 October

Temporary counter for trading in the Consolidated Shares  
in board lots of 10,000 Consolidated Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m.  
on Thursday, 18 October

Original counter for trading in the Consolidated Shares  
in new board lots of 10,000 Consolidated Shares  
(in the form of new share certificates) re-opens . . . . . 9:00 a.m.  
on Thursday, 1 November

Parallel trading in the Consolidated Shares  
(in the form of new share certificates for the Consolidated Shares and  
existing share certificates) commences . . . . . 9:00 a.m.  
on Thursday, 1 November

Designated broker starts to stand in the market  
to provide matching services for odd lots of  
the Consolidated Shares . . . . . 9:00 a.m.  
on Thursday, 1 November

Parallel trading in the Consolidated Shares  
(in the form of new share certificates for  
the Consolidated Shares and existing share certificates) ends . . . . . 4:00 p.m.  
on Wednesday, 21 November

Designated broker ceases to stand in the market  
to provide matching services for odd lots of  
the Consolidated Shares . . . . . 4:00 p.m.  
on Wednesday, 21 November

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## EXPECTED TIMETABLE

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Temporary counter for trading in the Consolidated Shares  
in board lots of 10,000 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m.  
on Wednesday, 21 November

Last day for free exchange of existing share certificates for  
new share certificates for the Consolidated Shares . . . . . 4:30 p.m.  
on Friday, 23 November

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## DEFINITIONS

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*In this Circular, the following terms and expressions have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Business Day(s)”	a day(s) (other than a Saturday, Sunday or a public holiday or a day on with typhoon signal number 8 or above or black rainstorm is hoisted in Hong Kong at 9:00 a.m.) on which banks are generally open for business in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares
“Circular”	this circular despatched to the Shareholders containing, among other things, details of the Share Consolidation and the notice of the SGM
“Company”	China Best Group Holding Limited, a company incorporated in Bermuda with limited liability, and the ordinary shares of which are listed on the Main Board of the Stock Exchange (stock code: 370)
“Consolidated Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Existing Share(s)”	ordinary share(s) of par value HK\$0.05 each in the share capital of the Company prior to the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Monday, 24 September 2018, being the latest practicable date prior to the printing of this Circular for ascertaining certain information for inclusion in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing”	the placing of new shares of up to 1,452,000,000 new Existing Shares under general mandate as announced by the Company on 31 August 2018
“Registrar”	the Hong Kong branch share registrar of the Company, being Tricor Tengis Limited as at the Latest Practicable Date
“SGM”	the special general meeting of the Company to be convened and held on Tuesday, 16 October 2018 to consider and, if thought fit, approve the Share Consolidation
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	the holder(s) of the issued Share(s)

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## DEFINITIONS

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“Share Consolidation”	the proposed consolidation of every two (2) issued and unissued Existing Shares into one (1) Consolidated Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Liu Wei  
Mr. Chen Wei  
Mr. Fan Jie

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Ms. Wang Yingqian

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

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

*Independent non-executive Directors:*

Mr. Ru Xiangan  
Mr. Liu Haiping  
Mr. Liu Tonghui

28 September 2018

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION  
(2) CHANGE IN BOARD LOT SIZE  
AND  
(3) NOTICE OF SPECIAL GENERAL MEETING**

#### INTRODUCTION

On 7 September 2018, the Company announced that the Board proposed to put forward a proposal to the Shareholders to effect the Share Consolidation on the basis that every two (2) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share. Conditional upon the Share Consolidation becoming effective, the Board also proposed to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares with effect from 9:00 a.m. on Thursday, 18 October 2018.

\* *For identification purposes only*

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## LETTER FROM THE BOARD

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The purpose of this Circular is to provide you with further information on the Share Consolidation and the Change in Board Lot Size and to give you the notice of SGM at which a resolution will be proposed to consider and, if thought fit, approve the Share Consolidation.

### **PROPOSED SHARE CONSOLIDATION**

The Board proposed to put forward a proposal to the Shareholders to effect the Share Consolidation on the basis that every two (2) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share.

### **Conditions of the Share Consolidation**

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares.

Subject to the above conditions being fulfilled, the Share Consolidation is currently expected to be effective on Thursday, 18 October 2018, being the business day immediately after the date of the SGM.

The Share Consolidation and the Placing are not inter-conditional.

### **Effects of the proposed Share Consolidation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,500,000,000 divided into 50,000,000,000 Existing Shares with par value of HK\$0.05 each, of which 8,716,566,267 Existing Shares have been issued and are fully paid or credited as fully paid. Assuming no further Existing Shares will be issued or repurchased from the date hereof until the date of the SGM, immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$2,500,000,000 divided into 25,000,000,000 Consolidated Shares with par value of HK\$0.10 each, of which 4,358,283,133 Consolidated Shares will be in issue.

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## LETTER FROM THE BOARD

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As set out in the announcement of the Company dated 31 August 2018, the Company entered into a placing agreement pursuant to which the Company conditionally agreed to place, through the placing agent on a best efforts basis, up to 1,452,000,000 Existing Shares. Assuming such placing proceeds to completion and the maximum number of 1,452,000,000 Existing Shares are allotted and issued to the placeses under the placing, the Company will have 10,168,566,267 Existing Shares in issue immediately upon completion of the placing. Assuming there is no change in the issued share capital of the Company from the date hereof until the date of the SGM other than the allotment and issue of the aforementioned placing shares, immediately upon the Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$2,500,000,000 divided into 25,000,000,000 Consolidated Shares with par value of HK\$0.10 each, of which 5,084,283,133 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

### **Application for the listing of the Consolidated Shares**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

No part of the equity or debt securities of the Company are listed or dealt in on any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

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## LETTER FROM THE BOARD

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### Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Thursday, 18 October 2018, being the business day immediately after the date of the SGM, Shareholders may between 9:00 a.m. and 4:30 p.m. on any business day during the period from Thursday, 18 October 2018 to Friday, 23 November 2018 (both days inclusive), submit share certificates for the Existing Shares (in pink colour) to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for new share certificates for the Consolidated Shares (in green colour) at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 each (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates involved is higher.

After 4:00 p.m. on Wednesday, 21 November 2018, trading will only be in Consolidated Shares which share certificates will be issued in green colour. Existing share certificates in pink colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

### CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Shares are traded in board lots of 20,000 Existing Shares. Conditional upon the Share Consolidation becoming effective, the Board also proposed to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares with effect from 9:00 a.m. on Thursday, 18 October 2018.

Based on the closing price of HK\$0.105 per Existing Share (equivalent to the theoretical closing price of HK\$0.210 per Consolidated Share) as quoted on the Stock Exchange at the Latest Practicable Date, the value of each existing board lot of 20,000 Existing Shares is HK\$2,100 and the theoretical value for each new board lot of 10,000 Consolidated Shares, assuming the Share Consolidation has become effective, would be HK\$2,100.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

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## LETTER FROM THE BOARD

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### **Fractional entitlement to Consolidated Shares following the Share Consolidation**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be allocated to the Shareholders, but will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Arrangement on odd lots trading**

In order to alleviate the difficulties arising from the existence of odd lots of the Consolidated Shares arising from the Share Consolidation (if any), the Company has appointed Kingston Securities Limited as agent to provide matching service, on a best efforts basis, to those Shareholders who wish to top up or sell their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Mr. James Lee of Kingston Securities Limited at Suite 2801, 28th Floor, One IFC, 1 Harbour View Street, Central, Hong Kong or at telephone number (852) 2298 6228 from 9:00 a.m. on Thursday, 1 November 2018 to 4:00 p.m. on Wednesday, 21 November 2018.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed.

### **REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. In this regard, the Share Consolidation would enable the Company to comply with the trading requirements of the Listing Rules.

In view that the Share had been traded at around or below HK\$0.10 at certain time in the past 12 months (based on the closing price per Share as quoted on the Stock Exchange) and at the request of the Stock Exchange, the Board proposed to implement the Share Consolidation.

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

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## **LETTER FROM THE BOARD**

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Subject to the Share Consolidation becoming effective, the Board also proposed to change the board lot size for trading from 20,000 Existing Shares to 10,000 Consolidated Shares.

The Board considers that the Change in Board Lot Size would allow the trading value for each board lot to remain at the level before the Share Consolidation becoming effective and thus could improve the liquidity of the Shares.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size which are expected to be insignificant in the context of the net asset value of the Company, the implementation of the Share Consolidation and the Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Directors believe that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

### **ADJUSTMENTS IN RELATION TO THE OTHER SECURITIES OF THE COMPANY**

As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

### **SGM AND PROXY ARRANGEMENT**

A notice convening the SGM is set out on pages SGM-1 to SGM-3 of this Circular. At the SGM, a resolution will be proposed to approve the Share Consolidation. The SGM will be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Tuesday, 16 October 2018.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the SGM. An announcement on the poll results will be made by the Company after the SGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

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## **LETTER FROM THE BOARD**

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A form of proxy for use at the SGM is enclosed with this Circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cbgroup.com.hk](http://www.cbgroup.com.hk)). Whether or not you are able to attend the SGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM (i.e. no later than 11:00 a.m. on Sunday, 14 October 2018) or any adjournment thereof at which the person named in the form of proxy proposes to vote and in default the form of proxy will not be treated as valid. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM and in such event, the form of proxy shall be deemed to be revoked.

### **CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 15 October 2018 to Tuesday, 16 October 2018, both dates inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 October 2018.

### **RECOMMENDATION**

The Directors consider that the Share Consolidation is in the interest of the Company and the Shareholders as a whole and so recommend all Shareholders to vote in favour of the resolution approving the Share Consolidation at the SGM.

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## LETTER FROM THE BOARD

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### 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**

**Mr. Liu Wei**

*Executive Director and Chief Executive Officer*



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## NOTICE OF SGM

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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)

### NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “SGM”) of China Best Group Holding Limited (the “Company”) will be held at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong at 11:00 a.m. on Tuesday, 16 October 2018 for the purpose of considering, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“THAT subject to and conditional upon, among others, the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective:

- (a) with effect from the first business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on The Stock Exchange of Hong Kong Limited, every two (2) existing issued and unissued ordinary shares of a par value of HK\$0.05 each (the “Existing Share(s)”) in the share capital of the Company be consolidated into one (1) consolidated share of a par value of HK\$0.10 (each a “Consolidated Share”) (the “Share Consolidation”), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum of association and bye-laws of the Company;
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will not be given to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the directors of the Company (each a “Director”) may think fit; and

\* For identification purposes only

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## NOTICE OF SGM

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- (c) any Director be and is hereby authorized to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

By Order of the Board  
**China Best Group Holding Limited**  
**Mr. Liu Wei**

*Executive Director and Chief Executive Officer*

Hong Kong, 28 September 2018

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 15 October 2018 to Tuesday, 16 October 2018, both dates inclusive, during which period no transfer of Existing Shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of Existing Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 12 October 2018.
4. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hands of any officer or attorney duly authorised.

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## NOTICE OF SGM

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6. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM (i.e. no later than at 11:00 a.m. Sunday, 14 October 2018) or any adjournment thereof (as the case may be).
7. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof (as the case may be) and, in such event, the proxy form appointing a proxy shall be deemed to be revoked.

*As at the date of this notice, the board of Directors comprises three executive Directors, namely, Mr. Liu Wei, Mr. Chen Wei and Mr. Fan Jie, one non-executive Director, namely, Ms. Wang Yingqian, and three independent non-executive Directors, namely, Mr. Liu Haiping, Mr. Liu Tonghui and Mr. Ru Xiangan.*