

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)

**DISCLOSEABLE TRANSACTION
SUBSCRIPTION OF SHARES OF CHINA NEW ENERGY LIMITED**

Reference is made to the announcement of the Company dated 17 September 2014 in relation to the Subscription.

The Board hereby announces that as one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Subscription exceed 5% but none of them exceeds 25%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements.

Reference is made to the announcement of the Company dated 17 September 2014 (“**Announcement**”) in relation to the Subscription. Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

Principal terms of the Subscription Letter are set out below.

* *For identification purposes only*

SUBSCRIPTION LETTER

Date

17 September 2014

Parties

(1) Issuer

China New Energy Limited (a company listed on AIM)

(2) Subscriber

Jet-Air (H.K.) Limited (a wholly-owned subsidiary of the Company)

To the best of the Company's directors' knowledge, information and belief, and having made all reasonable enquiries, the Issuer and its ultimate beneficial owners are third parties independent of the Company and its connected persons as defined under the Listing Rules.

Subscription

The Issuer will issue and allot the Subscription Shares of 44,652,107 shares of the Issuer to the Subscriber, representing approximately 12.80% of the existing issued share capital of the Issuer as at the date of the Subscription Letter, or approximately 11.34% of the issued share capital of the Issuer as enlarged by the issue of the Subscription Shares.

The Issuer shall apply for admission of the Subscription Shares to be traded on the AIM.

Upon completion of the Subscription, the Subscription will become an investment of the Company, and the financials of the Issuer will not be consolidated into the accounts of the Subscriber.

Consideration and payment

The consideration for the Subscription has been arrived at after arm's length negotiation between the parties with reference to the current market condition. The subscription price for each Subscription Share is GBP0.01332 (equivalent to approximately HK\$0.17) which represents a discount of approximately 10% to the closing trade price of the Issuer as quoted on the AIM on 15 September 2014 (being GBP0.0148 (equivalent to approximately HK\$0.19)). The total consideration for the Subscription Shares shall be approximately GBP595,000 (equivalent to approximately HK\$7,500,000) and shall be settled prior to the issuance of Subscription Shares. The Board considers that the consideration for the Subscription is fair and reasonable. The total consideration of the Subscription is paid in cash and funded by the Group's internal resources.

ISSUANCE OF SUBSCRIPTION SHARES

The Subscription Shares are expected to be issued to the Subscriber on or around 26 September 2014.

INFORMATION ON THE PARTIES

The Group is principally engaged in manufacture and sales of coal, international air and sea freight forwarding and the provision of logistics services as well as trading of securities and fuel oil, iron ore, and other commodities.

Through its wholly owned subsidiary, the Issuer provides process technology, engineering designs, plant manufacturing and operational services in connection with the production of, inter alia, fuel ethanol, edible ethanol, biobutanol, bioacetic acid and other chemicals from agricultural plant materials and waste in the People's Republic of China (the "PRC"). The Issuer was incorporated under the laws of Jersey with limited liability and the shares of which are listed on the AIM.

According to the audited accounts of the Issuer (together with its subsidiaries, the "Issuer Group") which has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, the total net assets of the Issuer Group as at 31 December 2013 is approximately RMB24,175,000 (equivalent to approximately HK\$30,461,000). Further financial information of the Issuer Group is set out as below:

	For the year ended	
	31 December	
	2013	2012
Profit (Loss) before taxation	RMB(59,200,000), equivalent to approximately HK\$(74,592,000)	RMB26,247,000, equivalent to approximately HK\$33,071,000
Profit (Loss) after taxation	RMB(59,193,000), equivalent to approximately HK\$(74,583,000)	RMB21,752,000, equivalent to approximately HK\$27,408,000

REASONS AND BENEFITS OF THE SUBSCRIPTION

The Group has been identifying and exploring suitable projects and/or investments with good profit potential and sustaining development for acquisition so as to maximize return to the Company and its shareholders. The Board considers that the Subscription is a good investment for the Group and will create long term value for the shareholders of the Company, mainly on the grounds that the principal business of the Issuer Group includes provision of process technology, engineering designs, plant manufacturing and operational services in connection with the production of, inter alia, fuel ethanol and other chemicals from agricultural plant materials and waste, and these bio-engineering techniques and related renewable resources technology are supported by the related environmental protection and new energy policies of the PRC government.

The Board considers that the terms of the Subscription are on normal commercial terms and are fair and reasonable based on the current market conditions and are in the interests of the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Subscription exceed 5% but none of them exceeds 25%, the Subscription constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements.

For the purpose of illustration only and unless otherwise specified in this announcement, amounts denominated in GBP have been translated into HK\$ at the rate of GBP1.00 = HK\$12.64 and amounts denominated in RMB have been translated into HK\$ at the rate of RMB1.00 = HK\$1.26. No representation is made that the GBP and RMB amounts could have been, or could be, converted into HK\$ at such rates or at any other rate on such date or on any other date.

By Order of the Board
China Best Group Holding Limited
Mr. Li Yang
Deputy Chairman

Hong Kong, 19 September 2014

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Li Yang and Mr. Yin Shibo, two non-executive directors, namely Mr. Kuk Peter Z and Mr. Huang Boqi, and three independent non-executive directors, namely Mr. Chan Fong Kong Francis, Mr. Zhou Mingchi and Mr. Zhang Liang.