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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)**

### **INSIDE INFORMATION: POSSIBLE ACQUISITION**

This announcement is made by China Best Group Holding Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

#### **THE POSSIBLE ACQUISITION**

The board of directors of the Company (the “**Board**”) announces that the Company (as purchaser) has entered into a memorandum of understanding on 22 September 2014 (after trading hours) (the “**Memorandum of Understanding**”) with five independent third parties, namely Fortune Greater China Fund II, L.P. incorporated under the laws of the Cayman Islands, Fortune International Partners, Inc. incorporated under the laws of the Cayman Islands, Wise-Win Technology Limited incorporated under the laws of the England, Wah-Shing Investment (H.K) Limited incorporated under the laws of Hong Kong, and Ultirich International Ltd. incorporated under the laws of the British Virgin Islands (collectively the “**Vendors**”), who collectively own a majority of the issued share capital of Bobdog Holding Company, a company incorporated in the Cayman Islands (the “**Target Company**”), pursuant to which the Company intends to acquire the issued share capital of the Target Company owned by the Vendors (the “**Possible Acquisition**”). Through its wholly owned subsidiary, the Target Company carries out cartoon and comics-related businesses, licensing of its comics brand and the sales of children’s clothing and articles in the People’s Republic of China.

\* *For identification purposes only*

The Possible Acquisition is in a preliminary stage. Save for confidentiality term and certain other miscellaneous terms, the Memorandum of Understanding is not legally binding in nature. The Company will carry out due diligence review on the Target Company pursuant to the Memorandum of Understanding.

The Possible Acquisition is subject to further negotiation and results of the due diligence, which may or may not materialize. The Possible Acquisition, if materialize, might constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules.

Unless extended in writing signed by the parties, the Memorandum of Understanding will terminate on the date of execution of formal legal documents for the Possible Acquisition or further agreements which shall replace the Memorandum of Understanding, or after three months of the date of the Memorandum of Understanding, whichever is earlier.

**Shareholders of the Company and potential investors should note that the Possible Acquisition may or may not materialize and are advised to exercise caution when dealing in the securities of the Company.**

The Company will keep its shareholders and potential investors informed of any material development in connection with the Possible Acquisition by way of further announcement(s) as and when appropriate in compliance with the requirements of the Listing Rules.

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

Hong Kong, 22 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.*