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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in Besunyen Holdings Company 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 agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**碧生源控股有限公司**  
**BESUNYEN HOLDINGS COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 926)**

**(1) GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Besunyen Holdings Company Limited (the "Company") to be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 28 May 2014 at 10:30 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you so wish.

25 April 2014

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 28 May 2014 at 10:30 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the meaning as defined under the Listing Rules
“Better Day”	Better Day Holdings Limited, a company incorporated in the British Virgin Islands with limited liability
“Board”	the board of Directors of the Company
“Company”	Besunyen Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Foreshore”	Foreshore Holding Group Limited, a company incorporated in the British Virgin Islands with limited liability
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with additional Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	22 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM notice
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company pursuant to a resolution passed by the Shareholders on 30 April 2010
“Repurchase Mandate”	the general unconditional mandate proposed to be granted to the Directors at the AGM to permit the repurchase of Shares up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the share(s) of US\$0.000008333333 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.



碧生源控股有限公司  
**BESUNYEN HOLDINGS COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 926)**

*Executive Directors:*

Mr. ZHAO Yihong (*Chairman and  
Chief Executive Officer*)

Ms. GAO Yan (*Vice Chairman*)

*Non-executive Director:*

Mr. ZHUO Fumin

*Independent non-executive Directors:*

Mr. HUANG Jingsheng

Mr. ZHANG Fenglou

Mr. WANG Jing

Mr. REN Guangming

*Registered Office:*

Portcullis TrustNet (Cayman) Ltd.  
The Grand Pavilion Commercial Centre  
Oleander Way, 802 West Bay Road  
P.O. Box 32052

Grand Cayman KY1-1208  
Cayman Islands

*Principal Place of Business in PRC:*

10/F., Besunyen Building, Linglong Tiandi  
No. 160 West 4th Ring Road North  
Haidian District, Beijing 100036  
PRC

*Place of Business in Hong Kong:*

Room 1303, 13/F., China Resources Building  
26 Harbour Road, Wanchai  
Hong Kong

25 April 2014

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
(2) RE-ELECTION OF DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in relation to the resolutions to be proposed at the AGM in respect of the Issue Mandate and the Repurchase Mandate and the re-election of Directors and to seek the Shareholders' approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed for the Shareholders to grant a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares during the period as set out in Ordinary Resolution No. 5A up to a maximum of 20% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 5A at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,569,421,820 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Issue Mandate at the AGM, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate on the date of passing the resolution approving the Issue Mandate will be 313,884,364 Shares.

At the AGM, an ordinary resolution will also be proposed for the Shareholders to grant a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 5B up to a maximum of 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 5B at the AGM.

In addition, if the Issue Mandate and the Repurchase Mandate are granted, a separate ordinary resolution will be proposed at the AGM for the Shareholders to approve to increase the number of Shares which may be allotted and issued under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate, up to a maximum of 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 5C at the AGM.

The Issue Mandate and the Repurchase Mandate will, if granted, remain effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

### 3. EXPLANATORY STATEMENT

An explanatory statement as required under Rule 10.06 of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate, is set out in Appendix I to this circular.

### 4. RE-ELECTION OF DIRECTORS

In accordance with article 16.2 of the Articles of Association, Mr. Wang Jing and Mr. Ren Guangming, who were appointed as independent non-executive Directors by the Board with effect from 23 April 2014, will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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In accordance with article 16.18 of the Articles of Association, Mr. Zhao Yihong and Ms. Gao Yan will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Information on the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### 5. ANNUAL GENERAL MEETING

Set out on pages 13 to 16 of this circular is the AGM notice convening the AGM at which, among other things, resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate.

Pursuant to the existing Articles of Association, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll except that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of poll by the Shareholders.

### 6. RECOMMENDATIONS

The Board believes that the grant of the Issue Mandate and the Repurchase Mandate and the re-election of Directors are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**ZHAO Yihong**  
*Chairman*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information in relation to the Repurchase Mandate for your consideration.*

## **1. THE REPURCHASE**

The resolution set out as Ordinary Resolution No. 5B relates to the granting of a general and unconditional mandate to the Directors to repurchase, on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the relevant resolution.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 1,569,421,820 Shares in issue and they were all fully paid up. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or cancelled on repurchases after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 156,942,182 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **3. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

The Company shall not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.



Subject to the above, any repurchase of the Shares by the Company may be made out of profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or subject to Cayman Islands Companies Law, out of capital provided that on the day immediately following the date of repurchase of the Shares, the Company is able to pay its debts as they fall due in the ordinary course of business.

In the event that repurchases were to be carried out in full at any time during the repurchase period, there may be a material adverse impact on the working capital or gearing position of the Company as compared with the financial position of the Company as at 31 December 2013 (being the date of its latest audited accounts). However, the Directors will not exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months prior to the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
<b>2013</b>		
April	0.415	0.300
May	0.370	0.330
June	0.355	0.290
July	0.320	0.290
August	0.385	0.305
September	0.570	0.350
October	0.570	0.500
November	0.550	0.450
December	0.530	0.455
<b>2014</b>		
January	0.480	0.380
February	0.460	0.370
March	0.490	0.420
April (up to the Latest Practicable Date)	0.460	0.420

## 6. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association.

## **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Foreshore, being the single largest shareholder of the Company, together with its associates, was beneficially interested in 949,880,600 Shares representing approximately 60.52% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full in accordance with the terms of Ordinary Resolution No. 5B to be proposed at the AGM, the interests of Foreshore, together with its associates, in the Company would be increased to approximately 67.25% of the issued share capital of the Company assuming that the 949,880,600 Shares held as mentioned above remains unchanged and there is no other change to the issued share capital of the Company. The Directors believe that such an increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors do not intend to exercise the Repurchase Mandate to an extent as would result in the amount of Shares held by the public reducing to below 25% of the total issued share capital of the Company nor to the extent as would result in an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as the above, based on information known to date, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

## **8. SHARES PURCHASED BY THE COMPANY**

In the six months prior to and up to the Latest Practicable Date, no repurchases of Shares have been made by the Company whether on the Stock Exchange or otherwise.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. WANG Jing**, aged 41, was appointed as an independent non-executive Director of the Company in April 2014. He is the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. Mr. Wang has over 18 years of experience in auditing. Since 2013, Mr. Wang has been serving as a senior partner of Reanda Certified Public Accountants LLP. From 1996 to 2012, Mr. Wang worked for various accounting firms, including Zhonghe Zhengxin Certified Public Accountants Limited (中和正信會計師事務所有限公司) and Ascenda Certified Public Accountants Limited (天健正信會計師事務所有限公司). During which, he was in charge of the audit works of various PRC-listed companies and sizeable State-owned enterprises. Mr. Wang is also a committee member of Members' Rights Protection Commission and IPO Specialist Auditors Commission of Beijing Institute of Certified Public Accountants (北京註冊會計師協會維權委員會及IPO審計專家委員會). Mr. Wang graduated from Capital University of Economics and Business with a bachelor's degree in economics in 1996. He is a member of The Chinese Institute of Certified Public Accountants.

Save as disclosed above, Mr. Wang did not hold any directorship in other publicly listed companies in the last three years.

Mr. Wang has entered into an appointment letter with the Company for a term of 3 years since 23 April 2014. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Wang is entitled to an annual director fee of HK\$240,000. This is determined with reference to his qualifications, duties and responsibilities with the Group and prevailing market conditions.

Mr. Wang does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Wang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Wang that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. REN Guangming**, aged 49, was appointed as an independent non-executive Director of the Company in April 2014. He is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Ren has over 26 years of experience in regulatory authorities and enterprise management. Since May 2012, Mr. Ren is the chairman of 北京星軌科技有限公司 (Beijing Xinggui Technology Co. Ltd.\*). From August 2001 to April 2012, Mr. Ren worked for Hong Kong Exchanges and Clearing Limited Beijing Representative Office and served as the chief representative for a long time. From February 2000 to July 2001, he served as a manager of PCCW Beijing. From 1987 to January 2000, Mr. Ren served in Hong Kong and Macao Affairs Office of the State Council of the PRC, including working in the research institute, the economy

\* *for identification purpose only*

department and Sino-British Joint Liaison Group Chinese Representative Office. Currently, he is an independent director of United Electronics Co., Ltd. (北京榮之聯科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002642) and NavInfo Co., Ltd. (北京四維圖新科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 002405). Mr. Ren graduated from Nankai University with a bachelor's double-degree in world history and economics in 1987. He obtained a master's degree in business administration from China Center for Economic Research of the Peking University in 2001.

Save as disclosed above, Mr. Ren did not hold any directorship in other publicly listed companies in the last three years.

Mr. Ren has entered into an appointment letter with the Company for a term of 3 years since 23 April 2014. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Ren is entitled to an annual director fee of HK\$240,000. This is determined with reference to his qualifications, duties and responsibilities with the Group and prevailing market conditions.

Mr. Ren does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Ren does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Ren that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

## **EXECUTIVE DIRECTORS**

**Mr. ZHAO Yihong**, aged 47, is our co-founder, Chairman and Chief Executive Officer and was appointed as an executive Director of the Company in August 2009. Mr. Zhao is also a member of the remuneration committee and the nomination committee of the Company and a director and the legal representative of various subsidiaries of the Group. Mr. Zhao is primarily responsible for our Group's overall strategic planning and the management of our Group's business. Mr. Zhao established Beijing Outsell Health Product Development Co., Ltd. to pioneer the Group's therapeutic tea products production and distribution in the PRC, and has played a vital role in the development of our Group since its commencement in 2000. Mr. Zhao has 24 years of experience in China's food and beverage industry. Between 1988 and 1991, Mr. Zhao has served as an officer at the Jinan Municipal Bureau of Grain of the Shandong Province. Between 1991 and 2000, Mr. Zhao served in various positions, including a sales and a vice manager, responsible for the beverage business in the Northern China region, at Ting Hsin International Group, a food conglomerate in the PRC. Mr. Zhao graduated from China Coal Economic College, now known as Shandong Institute of Business and Technology, in 1988 with a bachelor's degree in economics. He also completed the China New Entrepreneur Development Program in 2006, a joint program sponsored by the Enterprise Research Institution, DRC-ERI and the

Stanford Center for Professional Development. Mr. Zhao is currently a council member and an adjunct professor of Shandong University of Science and Technology. Mr. Zhao is the spouse of Ms. Gao Yan, our Vice Chairman and executive Director.

Save as disclosed above, Mr. Zhao did not hold any directorship in other publicly listed companies in the last three years.

Mr. Zhao has entered into an appointment letter with the Company for a term of 3 years since March 2012. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Mr. Zhao is entitled to an annual director fee of HK\$240,000. For the year ended 31 December 2013, the total emoluments paid to Mr. Zhao is approximately RMB3,301,000 (including director fee and share-based compensation), which is determined with reference to his qualifications, duties and responsibilities with the Group and prevailing market conditions.

As at the Latest Practicable Date, Mr. Zhao beneficially owns 24,000,000 options granted under the Pre-IPO Share Option Scheme and 1,726,000 Shares directly. Mr. Zhao is also deemed or taken to be interested in the following Shares/options for the purposes of the SFO: (i) 949,880,600 Shares which are beneficially owned by Foreshore, a company which is controlled by Mr. Zhao; (ii) 12,755,040 Shares which are beneficially owned by Better Day, a company which is controlled by Mr. Zhao; and (iii) 12,000,000 options granted under the Pre-IPO Share Option Scheme, which are beneficially owned by Ms. Gao Yan, Mr. Zhao's spouse.

Save as disclosed above, Mr. Zhao does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Ms. GAO Yan**, aged 45, is our co-founder and Vice Chairman and was appointed as an executive Director of the Company in October 2009. Ms. Gao is also a director of various subsidiaries of the Group. Ms. Gao has served as the vice chairman of Beijing Outsell Health Product Development Co., Ltd. since 2000. Between 1997 and 2000, Ms. Gao worked as a director at Beijing Ruipule Commerce and Trade Co., Ltd., a private trading company. Ms. Gao is the spouse of Mr. Zhao Yihong, our Chairman, Chief Executive Officer and executive Director.

Save as disclosed above, Ms. Gao did not hold any directorship in other publicly listed companies in the last three years.

Ms. Gao has entered into an appointment letter with the Company for a term of 3 years since March 2012. Her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. Ms. Gao is entitled to an annual director fee of HK\$240,000. For the year

ended 31 December 2013, the total emoluments paid to Ms. Gao is approximately RMB2,354,000 (including director fee and share-based compensation), which is determined with reference to her qualifications, duties and responsibilities with the Group and prevailing market conditions.

As at the Latest Practicable Date, Ms. Gao beneficially owns 12,000,000 options granted under the Pre-IPO Share Option Scheme. Ms. Gao is also deemed or taken to be interested in the following Shares/options for the purposes of the SFO: (i) 1,726,000 Shares which are beneficially owned by Mr. Zhao Yihong, Ms. Gao's spouse; (ii) 949,880,600 Shares which are deemed to be beneficially owned by Mr. Zhao as controlling shareholder of Foreshore; (iii) 12,755,040 Shares which are deemed to be beneficially owned by Mr. Zhao as controlling shareholder of Better Day; and (iv) 24,000,000 options granted under the Pre-IPO Share Option Scheme, which are beneficially owned by Mr. Zhao.

Save as disclosed above, Ms. Gao does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Ms. Gao that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.





碧生源控股有限公司  
**BESUNYEN HOLDINGS COMPANY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 926)**

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 annual general meeting of Besunyen Holdings Company Limited (the “Company”) will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 28 May 2014 at 10:30 a.m. for the following purposes:

As ordinary business,

1. To consider and adopt the audited financial statements for the year ended 31 December 2013 together with the directors’ report and the auditor’s report of the Company;
2.
  - (a) To re-elect Mr. Wang Jing as an independent non-executive Director;
  - (b) To re-elect Mr. Ren Guangming as an independent non-executive Director;
  - (c) To re-elect Mr. Zhao Yihong as an executive Director;
  - (d) To re-elect Ms. Gao Yan as an executive Director;
3. To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 December 2014;
4. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions:

A. “**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue

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## NOTICE OF THE ANNUAL GENERAL MEETING

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and deal with additional shares in the share capital of the Company or securities convertible into shares of the Company, or options, warrants or similar rights to subscribe for any shares of the Company, and to make or grant offers, agreements and options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any option under the share option scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.

“Rights Issues” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company whose names appear on the register of members of the Company on a fixed



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record date in proportion to their holdings of shares subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company.”

**B. “THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company authorized to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”

- C. “THAT** conditional upon the passing of Ordinary Resolution Nos. 5A and 5B, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with shares of the Company pursuant to Ordinary Resolution No. 5A be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally

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or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 5B, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

By Order of the Board  
**Besunyen Holdings Company Limited**  
**Au Lap Ming**  
*Company Secretary*

Hong Kong, 25 April 2014

*As at the date of this notice, the executive Directors are Mr. Zhao Yihong (Chairman and Chief Executive Officer) and Ms. Gao Yan (Vice Chairman); the non-executive Director is Mr. Zhuo Fumin; and the independent non-executive Directors are Mr. Huang Jingsheng, Mr. Zhang Fenglou, Mr. Wang Jing and Mr. Ren Guangming.*

**Notes:**

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- (3) The register of members will be closed by the Company from 26 May 2014 to 28 May 2014, both days inclusive. During such period, no transfer of shares of the Company will be registered. The record date for determining the eligibility to attend the forthcoming annual general meeting of the Company (the “AGM”) will be on 28 May 2014. In order to be eligible for attending the AGM, all completed transfer forms accomplished by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 23 May 2014.
- (4) In relation to item no. 2 above, Mr. Wang Jing and Mr. Ren Guangming will retire and Mr. Zhao Yihong and Ms. Gao Yan will retire by rotation and, being eligible, offer themselves for re-election at the meeting pursuant to articles 16.2 and 16.18 of the articles of association of the Company respectively. Details of the retiring Directors are set out in Appendix II to the circular of the Company dated 25 April 2014.