



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 926)

**Form of proxy for the extraordinary general meeting to be held on Monday, 15 December 2014
(or any adjournment thereof)**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares (the “Shares”) of
US\$0.00000833333 each in the capital of Besunyen Holdings Company Limited (the “Company”) hereby appoint the Chairman
of the extraordinary general meeting (the “Meeting”)^(Note 3) of the Company or _____
of _____
to act as my/our proxy to attend for me/us and on my/our behalf at the Meeting to be held at 35/F, Central Plaza, 18 Harbour
Road, Wanchai, Hong Kong on Monday, 15 December 2014 at 10:30 a.m. (or any adjournment thereof) for the purpose of
considering and, if thought fit, passing the resolution as set out in the notice (the “Notice”) convening the Meeting and at
the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder
indicated ^(Note 4):

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve the new structure contracts, the new distribution agreement and the new lease agreement as well as the respective proposed annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2017 and all matters ancillary or incidental thereto as set out in the resolution of the Notice		

Date _____

Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the extraordinary general meeting (the “Meeting”) of the Company or” and insert the name and address of the proxy desired in the space provided. Any alternation made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
4. **Important:** If you wish to vote for a resolution, place a tick in the corresponding box under the column marked “FOR”. If you wish to vote against a resolution, place a tick in the corresponding box under the column marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. 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.
7. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, the vote of the more senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered 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.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.