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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,  
(3) APPOINTMENT OF A NEW AUDITOR  
AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Besunyen Holdings Company Limited to be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2015 at 10:30 a.m. is set out on pages 13 to 17 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.

8 April 2015

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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 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2015 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
“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”	2 April 2015, 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
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM notice

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## DEFINITIONS

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“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\$0.00000833333 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Share Option Scheme”	the share option scheme adopted by the Company on 8 September 2010
“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. 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

8 April 2015

*To the Shareholders*

Dear Sir or Madam,

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

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## LETTER FROM THE BOARD

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### 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, the re-election of Directors and the appointment of a new auditor and to seek the Shareholders' approval of the resolutions relating to these matters at the AGM.

### 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. 6A up to a maximum of 20% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 6A 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 during 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. 6B up to a maximum of 10% of the issued share capital of the Company as at the date of passing Ordinary Resolution No. 6B 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. 6C 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 the resolutions by an ordinary resolution of the Shareholders in general meeting.

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## LETTER FROM THE BOARD

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### 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 16.18 of the Articles of Association, Mr. Zhuo Fumin and Mr. Huang Jingsheng 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. APPOINTMENT OF A NEW AUDITOR

In order to satisfy the fee structure, taking into account the future expansion of the Group and the future services required by the Group as a whole, the Board is of the view that it is in the best interests of the Company and the Shareholders as a whole to cease to re-appoint Deloitte Touche Tohmatsu (“**Deloitte**”) as the auditor of the Company. Deloitte will retire as the auditor of the Company with effect from the conclusion of the AGM.

On 2 April 2015, the Board resolved to propose the appointment of PricewaterhouseCoopers as the new auditor of the Company to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The Company has received a confirmation letter dated 31 March 2015 from Deloitte confirming that there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board has confirmed that there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders. The Board has also confirmed that there is no disagreement with Deloitte and the Board has no unresolved issue regarding the proposed change of auditor.

Given that the Group’s audited final results and annual report for the year ended 31 December 2014 have been published, and the review of the Group’s interim results for six months ending 30 June 2015 has not started at present, therefore, the Board believes that the proposed change of auditor will not have any significant impact on publication of the Group’s interim results for the six months ending 30 June 2015.

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

Set out on pages 13 to 17 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.

### 7. RECOMMENDATIONS

The Board believes that the grant of the Issue Mandate and the Repurchase Mandate, the re-election of Directors and the appointment of a new auditor 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.

### 8. 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. 6B 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 2014 (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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2014</b>		
April	0.460	0.420
May	0.465	0.390
June	0.465	0.390
July	0.530	0.440
August	0.600	0.490
September	0.700	0.520
October	1.180	0.620
November	1.440	0.820
December	1.190	0.730
<b>2015</b>		
January	0.960	0.800
February	0.910	0.670
March	1.020	0.790
April (up to the Latest Practicable Date)	0.850	0.810

## 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 core 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, 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. 6B 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.

**NON-EXECUTIVE DIRECTOR**

**Mr. ZHUO Fumin**, aged 63, was appointed as a non-executive Director in October 2009. Mr. Zhuo is also a director of various subsidiaries of the Group. Mr. Zhuo has more than 40 years of experience in the field of enterprise management and capital markets. Mr. Zhuo has been serving as a management partner of GGV Capital, a venture capital fund, since 2008. Between 1987 and 1995, Mr. Zhuo served senior positions including an office head and an officer assistant of the Shanghai Economic System Reform Committee. Between 1995 and 2002, Mr. Zhuo held in turn various senior positions at Shanghai Industrial Investment (Holdings) Co., Ltd., including the chief executive officer and the vice chairman of Shanghai Industrial Holdings Limited (a company listed on the Stock Exchange, stock code: 363) and the chairman and an executive director of SIIC Medical Science and Technology (Group) Limited, a medical company. From 2002 to 2005, Mr. Zhuo was the chairman and the chief executive officer of Vertex China Investment Co., Ltd., a wholly owned subsidiary of Vertex Management Group, a global venture capital management company. In 2005, Mr. Zhuo co-founded SIG Capital Limited, an investment fund which focuses primarily on energy conservation, environmental protection and healthcare sectors. Mr. Zhuo has served as a director of Grandhope Biotech Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300238) and an independent director of Focus Media Holding Limited (a company previously listed on NASDAQ, stock code: FMCN). Mr. Zhuo is an independent director of China Enterprise Company Limited (a company listed on the Shanghai Stock Exchange, stock code: 600675) and Daqo New Energy Corp. (a company listed on the New York Stock Exchange, stock code: DQ) and an independent non-executive director of Shenyin Wanguo (H.K.) Limited (a company listed on the Stock Exchange, stock code: 218) and SRE Group Limited (a company listed on the Stock Exchange, stock code: 1207). Mr. Zhuo graduated from Shanghai Jiaotong University of Engineering Science in 1983. He subsequently obtained a master's degree in economics from Fudan University in 1997.

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

Mr. Zhuo has entered into an appointment letter with the Company for a term of 3 years since 16 March 2015. 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. Zhuo is entitled to an annual director fee of HK\$240,000. For the year ended 31 December 2014, the total emoluments paid to Mr. Zhuo is approximately RMB213,000 (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. Zhuo beneficially owns 400,000 options granted under the Pre-IPO Share Option Scheme and 600,000 options granted under the Share Option Scheme. Mr. Zhuo is also deemed or taken to be interested in the 136,000 Shares beneficially owned by his wife for the purposes of the SFO.

Mr. Zhuo 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. Zhuo 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.

#### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. HUANG Jingsheng**, aged 57, was appointed as an independent non-executive Director in May 2010. He is the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Company. Since July 2014, Mr. Huang has been serving as a managing executive director of Harvard Center Shanghai Co. Ltd. Mr. Huang co-founded Mtone Wireless Corporation, a mobile phone service provider in China, in 1993 and served as a vice president of marketing. Between 1996 and 1998, Mr. Huang served as a director of Asia Pacific research operations at the Gartner Group, an information and technology research and advisory company. Between 1999 and 2000, he was a senior manager at Intel Capital and was responsible for strategic investment. In 2001, Mr. Huang was a partner at SUNeVision Ventures, an investment company which focuses on the information technology sector. Between 2002 and 2005, Mr. Huang was the managing director of SOFTBANK Asia Infrastructure Fund, a private equity firm. Between 2005 and August 2011, Mr. Huang was a managing director of Bain Capital, a private investment firm. Between September 2011 and June 2014, Mr. Huang was a partner of TPG Capital, a private equity firm. Mr. Huang graduated from the Beijing Foreign Studies University in 1984 with a bachelor's degree in English and obtained a master's degree in sociology in 1988 from Stanford University. Mr. Huang received a master's degree in business administration from Harvard University in 1999.

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

Mr. Huang has entered into an appointment letter with the Company for a term of 3 years since 16 March 2015. 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. Huang is entitled to an annual director fee of HK\$240,000. For the year ended 31 December 2014, the total emoluments paid to Mr. Huang is approximately RMB214,000 (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. Huang beneficially owns 500,000 options granted under the Pre-IPO Share Option Scheme and 600,000 options granted under the Share Option Scheme.

Mr. Huang 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. Huang 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 annual general meeting (the “**Meeting**”) of Besunyen Holdings Company Limited (the “**Company**”) will be held at 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on 8 May 2015 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 2014 together with the directors’ report and the auditor’s report of the Company;
2. To declare a final dividend of HK2 cents per share for the year ended 31 December 2014;
3. (a) To re-elect Mr. Zhuo Fumin as a non-executive Director;  
(b) To re-elect Mr. Huang Jingsheng as an independent non-executive Director;
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration for the year ending 31 December 2015;
5. To appoint PricewaterhouseCoopers as the new auditor of the Company and to authorise the Board to fix their remuneration;
6. 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 and deal with additional shares in the share capital of the Company or

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 record date in proportion to their holdings of shares subject to such exclusion



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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 (“SFC”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, 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. 6A and 6B, 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. 6A 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 or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share

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capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 6B, 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, 8 April 2015

*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. 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 of the Company will be closed from 6 May 2015 to 8 May 2015, 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 Meeting will be on 8 May 2015. In order to be eligible for attending the Meeting, 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 5 May 2015.
- (4) The register of members of the Company will be closed on 15 May 2015. On such day, no transfer of shares of the Company will be registered. The record date for determining the eligibility to receive the final dividend will be on 15 May 2015. In order to be eligible for receiving the final dividend, 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,

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Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 14 May 2015. Conditional upon the passing of the ordinary resolution no. 2 above, the final dividend will be paid on 27 May 2015.

- (5) In relation to the ordinary resolution no. 3 above, Mr. Zhuo Fumin and Mr. Huang Jingsheng will retire by rotation and, being eligible, offer themselves for re-election at the meeting pursuant to article 16.18 of the articles of association of the Company. Details of the retiring Directors are set out in Appendix II to the circular of the Company dated 8 April 2015.