
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, professional 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, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**RECOMMENDATION FOR DECLARATION AND PAYMENT OF
A SPECIAL DIVIDEND
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 12 March 2016 at 10:30 a.m. is set out on pages 7 and 8 of this circular.

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at EGM or any adjourned meeting if you so wish.

24 February 2016

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Besunyen Holdings Company Limited (碧生源控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 12 March 2016 at 10:30 a.m. for the purpose of considering the declaration and payment of the Special Dividend out of the Share Premium Account or any adjournment thereof
“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 PRC
“Latest Practicable Date”	20 February 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	the ordinary share(s) of US\$0.00000833333 each in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Premium Account”	the share premium account of the Company
“Special Dividend”	the special dividend of HK5 cents per Share as recommended by the Board
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“US\$”	United States dollars, the lawful currency of United States of America



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Executive Directors:

Mr. ZHAO Yihong (*Chairman and
Chief Executive Officer*)
Ms. GAO Yan (*Vice Chairman*)

Non-executive Director:

Mr. ZHUO Fumin
Ms. ZHANG Guimei

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

24 February 2016

To the Shareholders

Dear Sir or Madam,

**RECOMMENDATION FOR DECLARATION AND PAYMENT OF
A SPECIAL DIVIDEND**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 20 February 2016 in relation to the recommendation for declaration and payment of the Special Dividend out of the Share Premium Account.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with (i) information regarding the recommendation for declaration and payment of the Special Dividend out of the Share Premium Account; and (ii) the notice of EGM, to enable you to make an informed decision on whether to vote for or against the resolution to be proposed at the EGM.

II. DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The Board has recommended the declaration and payment of a special dividend of HK5 cents per Share out of the Share Premium Account.

As at the Latest Practicable Date, the issued share capital of Company comprised 1,563,370,820 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 the EGM, the Special Dividend, if declared and paid, will amount to an aggregate amount of HK\$78,169,000. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Declaration and Payment of the Special Dividend out of the Share Premium Account” below, the Special Dividend will be paid out of the Share Premium Account pursuant to the Articles of Association.

III. CONDITIONS OF THE DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The declaration and payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the payment of the Special Dividend, unable to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

Subject to the fulfilment of the above conditions, the Special Dividend will be paid on or about 31 March 2016 to the Shareholders whose names appear on the register of members of the Company on 18 March 2016.

LETTER FROM THE BOARD

IV. REASONS FOR AND EFFECT OF THE DECLARATION AND PAYMENT OF THE SPECIAL DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The Board considers it appropriate to pay the Special Dividend to reward for the Shareholders' support. The declaration and payment of the Special Dividend does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flow of the Group, the Board considers that the Company has sufficient cash flow to pay the Special Dividend. The declaration and payment of the Special Dividend will not have any material adverse effect on the financial position of the Group.

The Directors consider that the declaration and payment of the Special Dividend is in the interests of the Company and its Shareholders as a whole.

V. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 10 March 2016 to 12 March 2016, both days inclusive. During such period, no transfer of Shares will be registered. The record date for determining the eligibility to attend the EGM will be on 12 March 2016. In order to be eligible for attending the EGM, 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 9 March 2016.

The register of members of the Company will be closed on 18 March 2016. On such day, no transfer of Shares will be registered. The record date for determining the eligibility to receive the Special Dividend will be on 18 March 2016. In order to be eligible for receiving the Special 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, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 17 March 2016.

VI. EGM

Set out on pages 7 and 8 of this circular is the notice convening the EGM at which resolution will be proposed to approve the declaration and payment of the Special Dividend out of the Share Premium Account. No Shareholder is required under the Listing Rules to abstain from voting on the proposed ordinary resolution at the EGM.

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

LETTER FROM THE BOARD

administrative matter to be voted on by a show of hands. Accordingly, the resolution to be considered and, if thought fit, approved at the EGM will be voted by way of poll by the Shareholders.

VII. RECOMMENDATION

The Board considers that the recommendation for declaration and payment of the Special Dividend out of the Share Premium Account is 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 ordinary resolution to be proposed at the EGM.

VIII. 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



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Besunyen Holdings Company Limited (the “**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on 12 March 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the declaration and payment of a special dividend of HK5 cents per ordinary share (the “**Special Dividend**”) out of the share premium account of the Company be and is hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to take such action, do such things and execute such documents and deeds as he/she/they may at his/her/their absolute discretion consider necessary, desirable, appropriate and expedient for the purpose of or in connection with the foregoing.”

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

Hong Kong, 24 February 2016

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

NOTICE OF THE EGM

Notes:

- (1) A member entitled to attend and vote at the Meeting 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, at 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 10 March 2016 to 12 March 2016, 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 12 March 2016. 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 9 March 2016.
- (4) The register of members of the Company will be closed on 18 March 2016. On such day, no transfer of shares of the Company will be registered. The record date for determining the eligibility to receive the Special Dividend will be on 18 March 2016. In order to be eligible for receiving the Special 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, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 17 March 2016.
- (5) A form of proxy for use at the Meeting is enclosed herewith.