
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 licensed securities dealer or other registered institution in securities, a 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, the licensed securities dealer 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)

**RECOMMENDATION FOR DECLARATION AND
PAYMENT OF THE INTERIM DIVIDEND
AND
NOTICE OF EGM**

A notice convening the extraordinary general meeting of Besunyen Holdings Company Limited to be held by way of electronic means on Monday, 2 September 2024 at 10:30 a.m. is set out on pages 7 to 9 of this circular.

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

13 August 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Besunyen Holdings Company Limited, 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 to be held by way of electronic means on Monday, 2 September 2024 at 10:30 a.m. for the Shareholders to consider and approve the declaration and payment of the Interim Dividend 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 People’s Republic of China
“Interim Dividend”	the interim dividend of HK\$0.9 per Share as recommended by the Board
“Latest Practicable Date”	9 August 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	ordinary share(s) of US\$0.0003333332 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Premium Account”	the share premium account of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“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

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Executive Directors:

Mr. Zhao Yihong (*Chairman
and Chief Executive Officer*)
Ms. Gao Yan (*Vice Chairman*)
Mr. Yu Hongjiang
(*Executive Vice President,
Chief Operating Officer
and Chief Financial Officer*)

Independent Non-executive Directors:

Mr. He Yuanping
Mr. Shi Xiangxin
Mr. Feng Bing

Registered office:

Portcullis (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:

No. 1 Qiushi Industrial Park, Doudian Town
Fangshan District, Beijing 102433
PRC

Place of business in Hong Kong:

5/F., Lee Roy Commercial Building,
57-59 Hollywood Road,
Central, Hong Kong

13 August 2024

To the Shareholders

Dear Sir or Madam,

**RECOMMENDATION FOR DECLARATION AND
PAYMENT OF THE INTERIM DIVIDEND
AND
NOTICE OF EGM**

LETTER FROM THE BOARD

I. INTRODUCTION

Reference is made to the interim results announcement dated 9 August 2024 containing, among others, the recommendation for declaration and payment of the Interim Dividend out of the Share Premium Account. The purpose of this circular is to provide you with (i) further information on the recommendation for declaration and payment of the Interim Dividend out of the Share Premium Account; and (ii) notice of the EGM to enable you to make an informed decision as to vote for or against the resolution to be proposed at the EGM.

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

The Board has recommended the declaration and payment of an interim dividend of HK\$0.9 per Share out of the Share Premium Account.

As at the Latest Practicable Date, the issued share capital of Company comprised 122,265,585 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 Interim Dividend, if declared and paid, will amount to an aggregate of HK\$110,039,026.5. Subject to the fulfilment of the conditions set out in the section headed “Conditions of the Declaration and Payment of the Interim Dividend out of the Share Premium Account” below, the Interim 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 INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The declaration and payment of the Interim 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 Interim 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 Interim 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 Interim Dividend will not be paid.

Subject to the fulfilment of the above conditions, the Interim Dividend will be paid on or about 23 September 2024 to the Shareholders whose names appear on the register of members of the Company on 9 September 2024. The register of members of the Company will be closed on 9 September 2024. On such day, no transfer of Shares will be registered. The record date for determining the eligibility to receive the Interim Dividend will be on 9 September 2024. In order to be eligible for receiving the Interim Dividend, all completed

LETTER FROM THE BOARD

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 6 September 2024.

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

The Board considers it appropriate to pay the Interim Dividend to reward for the Shareholders' support. The declaration and payment of the Interim 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 Interim Dividend. The declaration and payment of the Interim 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 Interim Dividend is in the interests of the Company and its Shareholders as a whole.

V. EGM

A notice convening the EGM is set out in pages 7 to 9 in this circular, at which an ordinary resolution will be proposed to seek for the approval of the recommendation for declaration and payment of the Interim Dividend out of the Share Premium Account by Shareholders. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting in the EGM.

Pursuant to the 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 resolution to be considered and, if thought fit, approved at the EGM will be voted by way of poll by the Shareholders.

The register of members of the Company will be closed from Wednesday, 28 August 2024 to Monday, 2 September 2024, both days inclusive. During such period, no transfer of Shares will be registered. The record date for determining the eligibility to attend the meeting will be on Monday, 2 September 2024. In order to be eligible for attending the meeting, all completed transfer forms accomplished by the relevant share certificates must be lodged with the Registrar, 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 Tuesday, 27 August 2024.

LETTER FROM THE BOARD

VI. RECOMMENDATION

The Board believes that the recommendation for declaration and payment of the Interim 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 relevant resolution to be proposed at the EGM.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make this circular or any statement herein misleading.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of Besunyen Holdings Company Limited (the “**Company**”) will be held by way of electronic means on Monday, 2 September 2024 at 10:30 a.m. for the following matters:

ORDINARY RESOLUTION

“**THAT** the declaration and payment of an interim dividend of HK\$0.9 per ordinary share (the “**Interim 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
Yu Hongjiang
Company Secretary

Hong Kong, 13 August 2024

As at the date of this notice, the executive directors of the Company are Mr. Zhao Yihong (Chairman and Chief Executive Officer), Ms. Gao Yan (Vice Chairman) and Mr. Yu Hongjiang (Executive Vice President, Chief Operating Officer and Chief Financial Officer); and the independent non-executive directors of the Company are Mr. He Yuanping, Mr. Shi Xiangxin and Mr. Feng Bing.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The EGM will be held by way of electronic means. Registered Shareholders will be able to attend, participate and vote at the EGM through online access by visiting the website — http://meetings.computershare.com/Besunyen_EGM202409 (the “**Online Platform**”). Details regarding the EGM arrangements including login details to access the Online Platform are included in the Company’s notification letter to registered Shareholders sent together with the Circular.

Non-registered Shareholders who wish to attend, participate and vote at the EGM using the Online Platform should: (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited through which their Shares are held (together, the “**Intermediary**”) to appoint themselves as proxy or corporate representative to attend the EGM; and (2) provide their email address to their Intermediary before the time limit required by the relevant Intermediary. Details regarding the EGM arrangements including login details to access the Online Platform will be sent by the Registrar, Computershare Hong Kong Investor Services Limited, to the email address of the non-registered Shareholders provided by the Intermediary.

2. The Online Platform will be open for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the EGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer. Shareholders should allow ample time to check into the Online Platform to complete the related procedures. Please refer to the Online User Guide for the EGM dated 13 August 2024 for more information.
3. A member entitled to attend and vote at the EGM 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. Registered Shareholders are requested to provide a valid email address of his/her/its proxy (except for the appointment of the chairman of the EGM) for the proxy to receive the login details to access the Online Platform.
4. 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 Registrar, 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 EGM or any adjournment thereof. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting at the EGM or any adjournment thereof via electronic means and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

5. The register of members of the Company will be closed from Wednesday, 28 August 2024 to Monday, 2 September 2024, both days inclusive. During such period, no transfer of Shares will be registered. The record date for determining the eligibility to attend the meeting will be on Monday, 2 September 2024. In order to be eligible for attending the meeting, all completed transfer forms accomplished by the relevant share certificates must be lodged with the Registrar, 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 Tuesday, 27 August 2024.
6. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on Monday, 2 September 2024, the EGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The EGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the EGM under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.