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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)**

## **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 Tuesday, 13 September 2022 at 10:30 a.m. for considering and if thought fit, to approve the following resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 23 August 2022 (the “**Circular**”):

### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the satisfaction of all conditions as set out in the letter from the board under the heading “Conditions of the Rights Issue and the Underwriting Agreement” in the Circular:

- (a) the allotment and issue by way of rights issue (the “**Rights Issue**”) of (i) up to 81,510,390 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date); or (ii) up to 82,276,390 Rights Shares (assuming no change in the number of Shares in issue other than the full exercise of the outstanding Share Options on or before the Record Date) at a subscription price of HK\$1.75 per Rights Share to the Qualifying Shareholders on Friday, 23 September 2022, being the Record Date (excluding the Non-Qualifying Shareholders), in the proportion of two (2) Rights Shares for every (1) existing Share held on the Record Date and is hereby approved;

- (b) the underwriting agreement (the “**Underwriting Agreement**”) dated 12 July 2022 and entered into among the Company and Lego Securities Limited (a copy of the Underwriting Agreement has been produced to the meeting marked “A” and signed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the Directors be and are hereby authorised to allot and issue the Rights Shares (in both nil-paid form and fully-paid form) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company; and
- (d) any Director be and is hereby authorised to sign and execute such documents or deeds and do all such acts and things or as his consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the issue and allotment of Rights Shares and to agree with such variation, amendment or waiver as, in his opinion, appropriate and in the interests of the Company and its shareholders as a whole.”

By Order of the Board  
**Besunyen Holdings Company Limited**  
**Zhao Yihong**  
*Chairman and Chief Executive Officer*

Hong Kong, 23 August 2022

*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. Ren Guangming, Mr. He Yuanping and Mr. Fu Shula.*

*Notes:*

- (1) All resolutions at the meeting will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

- (2) 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\\_EGM202209](http://meetings.computershare.com/Besunyen_EGM202209) (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.

- (3) 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 23 August 2022 for more information.
- (4) 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.
- (5) 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.
- (6) The register of members of the Company will be closed from Wednesday, 7 September 2022 to Tuesday, 13 September 2022, 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 Tuesday, 13 September 2022. In order to be eligible for attending the EGM, 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, 6 September 2022.
- (7) 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 Tuesday, 13 September 2022, 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.