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**IMPORTANT**  
**重要提示**

Reference is made to the prospectus issued by Besunyen Holdings Company Limited (the “Company”) dated 26 September 2022 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述碧生源控股有限公司（「本公司」）所刊發日期為二零二二年九月二十六日有關供股的供股章程（「供股章程」）。除文義另有所指外，本通知書所用詞彙與供股章程所界定者具有相同涵義。

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON TUESDAY, 11 OCTOBER 2022 (OR, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES” BELOW).**

本暫定配額通知書（「暫定配額通知書」）具有價值但不可轉讓，並應即時處理。本暫定配額通知書及隨附的額外申請表格（「額外申請表格」）所載要約將於二零二二年十月十一日（星期二）下午四時正（或下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」一段所述的較後日期及／或時間）屆滿。

**IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR OTHER REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITORS, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).**

閣下如對本暫定配額通知書任何方面或應採取的行動有任何疑问，或閣下如已出售或轉讓名下全部或部分本公司股份，應諮詢閣下的持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of each of the other Prospectus Documents, together with the documents specified in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus, have been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility for the contents of any of these documents.

各份其他供股章程文件連同供股章程附錄三「送呈香港公司註冊處處長文件」一段所指定文件的文本，均已根據香港法例第32章公司（清盤及雜項條文）條例第342C條向香港公司註冊處處長登記。香港公司註冊處處長、聯交所以及香港證券及期貨事務監察委員會對上述任何該等文件的內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

**The Underwriting Agreement contains provisions entitling the Underwriter to terminate the Underwriting Agreement on or prior to the Latest Time for Termination in accordance with the terms thereof on the occurrence of certain events as set out under the section headed “Termination of the Underwriting Agreement” in the Prospectus. If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated by the Underwriter, the Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter or the Company.**

包銷協議載有條文，賦予包銷商權利可於發生供股章程內「終止包銷協議」一節所載若干事件時根據包銷協議的條款於最後終止時限或之前終止包銷協議。倘供股的條件未獲達成或包銷商終止包銷協議，則供股將不會進行。倘包銷商或本公司終止包銷協議，本公司將另行刊發公告。

Dealings in the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC. You should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

買賣未繳股款及繳足股款供股股份可透過香港結算設立及運作的中央結算系統交收。閣下應諮詢本身的持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問，以了解該等交收安排的詳情及該等安排可能如何影響閣下的權利及權益。

The Rights Issue is subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board — Rights Issue — Conditions of the Rights Issue and the Underwriting Agreement” in the Prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:30 p.m. on Wednesday, 12 October 2022). None of the conditions of the Rights Issue can be waived. If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Under such circumstances, the monies received in respect of application for Rights Shares will be returned to you or, in the case of joint applicants, to the first-named person without interest, by means of cheques despatched by ordinary post at your own risk to your registered address on or before Monday, 24 October 2022.

供股須待供股章程內「董事會函件 — 供股 — 供股及包銷協議的條件」一節所載供股的條件於供股成為無條件的最後時限（目前預期為二零二二年十月十二日（星期三）下午四時三十分）或之前達成後，方可作實。供股的條件均不得獲豁免。倘供股的條件未能於供股成為無條件的最後時限或之前達成，則供股將不會進行。在此情況下，就申請供股股份所收取的股款將於二零二二年十月二十四日（星期一）或之前不計利息以支票退還予閣下（如屬聯名申請人，則退還予排名首位的人士），並以平郵投遞方式寄往閣下的登記地址，郵誤風險概由閣下自行承擔。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算的股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣的日期或香港結算釐定的其他日期起，在中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日在中央結算系統內交收。所有中央結算系統的活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。



Form A  
表格甲  
Branch share registrar and  
transfer office in  
Hong Kong:  
Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716, 17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處：  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓1712-1716號舖



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

(Incorporated in the Cayman Islands with limited liability)  
(於開曼群島註冊成立的有限公司)  
(Stock Code: 926)  
(股份代號：926)

RIGHTS ISSUE ON THE BASIS OF TWO (2)  
RIGHTS SHARES FOR EVERY ONE (1) SHARE  
HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE  
OF HK\$1.75 PER RIGHTS SHARE

按於記錄日期  
每持有一(1)股股份獲發兩(2)股供股股份之基準  
以認購價每股供股股份1.75港元  
進行供股

PAYABLE IN FULL ON ACCEPTANCE BY  
NOT LATER THAN 4:00 P.M. ON TUESDAY, 11 OCTOBER 2022  
股款須不遲於二零二二年十月十一日(星期二)  
下午四時正接納時悉數繳足

PROVISIONAL ALLOTMENT LETTER  
暫定配額通知書

Registered office:  
註冊辦事處：  
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 the PRC:  
No. 1 Qiushi Industrial Park  
Doudian Town  
Fangshan District  
Beijing  
102433  
PRC  
中國主要營業地點：  
中國  
北京市  
房山區  
竇店鎮  
秋實工業園1號  
(郵編：102433)

Place of business  
in Hong Kong:  
Units 2005C-2006A, 20/F  
Exchange Tower  
No. 33 Wang Chiu Road  
Kowloon Bay, Kowloon  
Hong Kong  
香港營業地點：  
香港  
九龍九龍灣  
宏照道33號  
國際交易中心  
20樓2005C-2006A室

26 September 2022  
二零二二年九月二十六日

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東的姓名/名稱及地址

Provisional Allotment Letter No.  
暫定配額通知書編號

[ ]

Number of Shares registered in your name(s) on Friday, 23 September 2022  
於二零二二年九月二十三日(星期五)登記於閣下名下的股份數目

BOX A  
甲欄

[ ]

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 11 October 2022  
暫定配發予閣下的供股股份數目，股款須不遲於二零二二年十月十一日(星期二)下午四時正接納時悉數繳足

BOX B  
乙欄

[ ]

Total subscription monies payable in full upon acceptance  
須於接納時悉數繳足的認購股款總額

BOX C  
丙欄

HK\$  
港元  
[ ]

Name of bank on which cheque/cashier's order is drawn:  
支票/銀行本票的付款銀行名稱：\_\_\_\_\_

Cheque/cashier's order number:  
支票/銀行本票號碼：\_\_\_\_\_

Contact Telephone No.:  
聯絡電話號碼：\_\_\_\_\_





IN THE EVENT OF A TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

於轉讓供股股份認購權時，每項買賣均須繳付香港從價印花稅。實益權益的饋贈或轉讓（而非出售）亦須繳付香港從價印花稅。在登記任何轉讓本文件所代表的供股股份認購權前，須出示已繳付香港從價印花稅的憑證。

**Form B**  
表格乙

**FORM OF TRANSFER AND NOMINATION**  
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) comprised herein)  
(僅供擬悉數轉讓其/彼等於本暫定配額通知書所列的供股股份認購權的合資格股東填寫及簽署)

To: The Directors  
**Besunyen Holdings Company Limited**  
致：碧生源控股有限公司  
列位董事

Dear Sir/Madam,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等謹將本人/吾等於本暫定配額通知書所列的供股股份認購權悉數轉讓予接納此權利並簽署下列登記申請表格（表格丙）的人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Shareholder(s)(all joint Shareholders must sign)  
股東簽署（所有聯名股東均須簽署）

Date: \_\_\_\_\_ 2022

日期：二零二二年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong Ad Valorem Stamp Duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
此表格一經填妥，轉讓人及承讓人須就轉讓供股股份認購權繳付香港從價印花稅。

**Form C**  
表格丙

**REGISTRATION APPLICATION FORM**  
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(僅供已獲轉讓供股股份認購權的人士填寫及簽署)

To: The Directors  
**Besunyen Holdings Company Limited**  
致：碧生源控股有限公司  
列位董事

Dear Sir/Madam,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

敬啟者：  
本人/吾等謹請閣下將表格甲內乙欄所列的供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司組織章程大綱及細則的規限下，接納此等供股股份。

Existing Shareholder(s)  
Please mark "X" in this box  
現有股東請在本欄內填上「X」號

To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.  
請用英文正楷填寫。聯名申請人僅須填上排名首位的申請人地址。  
For Chinese applicant(s), please provide your name(s) in both English and Chinese.  
中國籍申請人請同時填寫中英文姓名。

Name in English 英文姓名/名稱	Family name or Company name 姓氏或公司名稱	Other names 名字	Name in Chinese 中文姓名
Name(s) of joint applicant(s) (if any) 聯名申請人姓名（如有）			
Address in English (joint applicants should give the address of first-named applicant only) 英文地址（聯名申請人僅須填上排名首位申請人的地址）			
Occupation 職業			Telephone No. 電話號碼
Dividend Instructions 股息指示			
Name and address of bank 銀行名稱及地址			Bank account number 銀行賬戶號碼

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicant(s) (all joint applicant(s) must sign)  
申請人簽署（所有聯名申請人均須簽署）

Date: \_\_\_\_\_ 2022

日期：二零二二年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong ad valorem stamp duty is payable in connection with the acceptance of your rights to subscribe for the Rights Shares.  
接納供股股份認購權須繳付香港從價印花稅。



TO ACCEPT THIS PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT IN ACCORDANCE WITH THE INSTRUCTIONS PRINTED HEREIN 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 TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR NOT LATER THAN 4:00 P.M. ON TUESDAY, 11 OCTOBER 2022 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES" BELOW). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER'S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "BESUNYEN HOLDINGS COMPANY LIMITED - PAL - RIGHTS ISSUE ACCOUNT" AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如悉數接納本暫定配額通知書所列明的供股股份暫定配額，必須將本暫定配額通知書連同繳付表格甲內丙欄所示全部金額的港元支票或銀行本票按照其上印備的指示於二零二二年十月十一日(星期二)下午四時正(或在惡劣天氣及/或極端情況下，於下文「惡劣天氣及/或極端情況對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」一段所述的較後日期及/或時間)前送達過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「BESUNYEN HOLDINGS COMPANY LIMITED - PAL - RIGHTS ISSUE ACCOUNT」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆供股股份配額的指示亦載於隨附表格內。所有繳款均不獲發收據。

The Rights Issue is conditional upon the fulfilment of the conditions set out under the paragraphs headed "Conditions of the Rights Issue and the Underwriting Agreement" in the "Letter from the Board" in the Prospectus.

供股須待供股章程內「董事會函件」下「供股及包銷協議的條件」各段所載條件達成後，方可作實。

**The Rights Issue is conditional upon, among others, the Underwriting Agreement having becoming unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed "Termination of the Underwriting Agreement" in the Prospectus). Accordingly, the Rights Issue may or may not proceed.**

供股須待(其中包括)包銷協議成為無條件及在包銷商並無根據包銷協議的條款(其概要載於供股章程內「終止包銷協議」一節)終止包銷協議的情況下，方可作實，因此，供股可能會或可能不會進行。

The Rights Issue is only underwritten on a best effort basis. In the event the Rights Issue is undersubscribed, any Rights Shares not subscribed by the Qualifying Shareholders or transferees of nil-paid Rights Shares and not subscribed by other subscribers procured by the Underwriter pursuant to the Underwriting Agreement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.

供股僅按盡力基準包銷。倘供股認購不足，本公司將不會發行任何未獲合資格股東或未繳股款供股股份的承讓人認購及未獲包銷商根據包銷協議促使的其他認購人認購的供股股份，而供股規模將相應縮減。投資者於買賣股份時務請審慎行事。

The Shares have been dealt with on an ex-rights basis from Thursday, 15 September 2022. Dealings in the Rights Shares in their nil-paid form will take place from Wednesday, 28 September 2022 to Thursday, 6 October 2022 (both days inclusive).

股份已自二零二二年九月十五日(星期四)起按除權基準買賣。未繳股款供股股份將於二零二二年九月二十八日(星期三)至二零二二年十月六日(星期四)(包括首尾兩日)買賣。

Accordingly, any persons contemplating dealings in the Shares up to the date when the conditions of the Rights Issue are fulfilled and any dealings in the nil-paid Rights Shares from Wednesday, 28 September 2022 to Thursday, 6 October 2022 (both days inclusive) shall bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares and/or nil-paid Rights Shares are recommended to consult their own professional advisers and exercise caution.

因此，任何擬於供股的條件達成當日前買賣股份的人士，以及任何於二零二二年九月二十八日(星期三)至二零二二年十月六日(星期四)(包括首尾兩日)期間買賣未繳股款供股股份的人士，將承擔供股可能不會成為無條件或可能不會進行的風險。任何擬買賣股份及/或未繳股款供股股份的股東或其他人士務請諮詢彼等本身的專業顧問並審慎行事。

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

接納本暫定配額通知書所列明暫定配額的人士各自確認，彼已閱讀隨附表格及供股章程所載的條款及條件以及接納程序，並同意受其約束。

**A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請均須隨附獨立開出的支票或銀行本票  
所有繳款均不獲發收據



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 926)

Dear Qualifying Shareholder(s),

26 September 2022

**INTRODUCTION**

Reference is made to the prospectus of Besunyen Holdings Company Limited (the “**Company**”) dated 26 September 2022 in relation to the Rights Issue (the “**Prospectus**”). Capitalised terms used herein shall have the same meanings as those defined in the Prospectus unless the context otherwise requires. In accordance with and subject to the terms and conditions as set out in the Prospectus, the Directors have provisionally allotted to you a number of Rights Shares on the basis of two (2) Rights Shares for every one (1) Share in issue and registered in your name(s) in the register of members of the Company on Friday, 23 September 2022. Your holding of the Shares on the Record Date is set out in Box A in Form A and the number of Rights Shares provisionally allotted to you is set out in Box B in Form A of this PAL.

You have the right to acquire the Rights Shares provisionally allotted to you at a subscription price of HK\$1.75 per Rights Share payable in full on acceptance, in the manner set out below, by not later than 4:00 p.m. on Tuesday, 11 October 2022.

The Rights Issue is only underwritten on a best effort basis. Pursuant to the Company’s constitutional documents and the Companies Act, there are no requirements for minimum levels of subscription in respect of the Rights Issue. Subject to fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event the Rights Issue is undersubscribed, any Rights Shares not subscribed by the Qualifying Shareholders or transferees of nil-paid Rights Shares and not subscribed by other subscribers procured by the Underwriter pursuant to the Underwriting Agreement will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.

The Rights Issue is conditional upon, among others, the Underwriting Agreement having becoming unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus). Accordingly, the Rights Issue may or may not proceed.

**RIGHTS SHARES**

The Rights Shares (when allotted, fully paid or credited as fully paid and issued) will rank *pari passu* in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the fully paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully paid Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.



# 碧生源控股有限公司

## BESUNYEN HOLDINGS COMPANY LIMITED

(於開曼群島註冊成立的有限公司)

(股份代號：926)

敬啟者：

### 緒言

茲提述碧生源控股有限公司(「本公司」)所刊發日期為二零二二年九月二十六日有關供股的供股章程(「供股章程」)。除文義另有所指外，本通知書所用詞彙與供股章程所界定者具有相同涵義。根據供股章程所載條款及條件並在其規限下，董事已暫定向閣下配發若干數目的供股股份，基準為於二零二二年九月二十三日(星期五)每持有一(1)股以閣下名義登記於本公司股東名冊的已發行股份獲發兩(2)股供股股份。閣下於記錄日期持有的股份載於表格甲內甲欄，而暫定配發予閣下的供股股份數目載於本暫定配額通知書表格甲內乙欄。

閣下有權於二零二二年十月十一日(星期二)下午四時正前根據下文所載方式以認購價每股供股股份1.75港元(須於接納時悉數繳足)收購暫定獲配發的供股股份。

供股僅按盡力基準包銷。根據本公司的章程文件及公司法，並無有關供股的最低認購水平規定。待供股的條件達成後，不論暫定配發供股股份獲接納的水平如何，供股將會進行。倘供股認購不足，本公司將不會發行任何未獲合資格股東或未繳股款供股股份的承讓人認購及未獲包銷商根據包銷協議促使的其他認購人認購的供股股份，而供股規模將相應縮減。投資者於買賣股份時務請審慎行事。

供股須待(其中包括)包銷協議成為無條件及在包銷商並無根據包銷協議的條款(其概要載於供股章程內「終止包銷協議」一節)終止包銷協議的情況下，方可作實，因此，供股可能會或可能不會進行。

### 供股股份

供股股份於配發、繳足股款或入賬列為繳足股款及發行後，彼此之間及與供股股份獲配發及發行當日已發行的股份將於各方面享有同地位。繳足股款供股股份的持有人將有權收取繳足股款供股股份獲配發及發行當日或之後可能宣派、作出或派付的所有未來股息及分派。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣並符合香港結算的股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自於聯交所開始買賣的日期或香港結算釐定的其他日期起，在中央結算系統內寄存、結算及交收。

聯交所參與者之間於任何交易日進行的交易須於其後第二個交易日在中央結算系統內交收。所有中央結算系統的活動均須依據不時生效的中央結算系統一般規則及中央結算系統運作程序規則進行。

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus or any of the related application forms in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares or excess Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person who wishes to take part in the Rights Issue to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consents which may be required or the compliance with other necessary formalities or legal requirements, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Acceptances of or applications for the Rights Issue by any person will constitute a representation and warranty from such person to the Company that the local laws and requirements have been complied with. Shareholders should consult their professional advisers if in doubt. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to the representations and warranties provisions above.

## **PROCEDURES FOR ACCEPTANCE AND PAYMENT**

To take up your provisional allotment and entitlements in full, you must lodge the whole of this PAL in accordance with the instructions printed herein intact 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 by not later than 4:00 p.m. on Tuesday, 11 October 2022. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**Besunyen Holdings Company Limited - PAL - Rights Issue Account**” and crossed “**Account Payee Only**”.

It should be noted that unless this duly completed PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Tuesday, 11 October 2022, whether by the original allottee or any person in whose favour the provisional allotment have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled, and the related Rights Shares will be available for excess application by other Qualifying Shareholders under the EAF. The Company may, at its sole discretion, treat this PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if it is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

**Completion and lodgment of this PAL will constitute a warranty and representation by you to the Company that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with the PAL and any acceptance of provisionally allotted Rights Shares, have been, or will be, duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your stockbroker or registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

## **TRANSFER**

If you wish to transfer all of your provisional allotment under this PAL to another person or persons as joint holders, you should complete and sign the “Form of Transfer and Nomination” (Form B) in this PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee must then complete and sign the “Registration Application Form” (Form C) in this PAL and lodge this PAL intact, together with a remittance for the full amount in Hong Kong dollars payable on acceptance with the Registrar, at the above address, by not later than 4:00 p.m. on Tuesday, 11 October 2022 (or, under bad weather conditions, such later date and/or time as mentioned in the paragraph headed “**EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES**” below). All remittances must be in Hong Kong dollars by cheques which must be drawn on an account with, or banker’s cashier orders which must be issued by, a licensed bank in Hong Kong and made payable to “**Besunyen Holdings Company Limited - PAL - Rights Issue Account**” and crossed “**Account Payee Only**”

It should be noted that Hong Kong ad valorem stamp duty are payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

If you are an Overseas Shareholder, please refer to the section headed “Rights of Overseas Shareholders” in the “Letter from the Board” of the Prospectus for details of the restrictions which may be applicable to you.



供股章程文件無意根據香港以外任何司法權區的適用證券法例登記或存檔。

本公司並無採取任何行動，以尋求獲准於香港境外任何地區或司法權區提呈發售供股股份或派發供股章程或任何有關申請表格。因此，於香港境外任何地區或司法權區接獲供股章程或任何有關申請表格的人士，概不應視之為申請認購供股股份或額外供股股份的要約或邀請，除非有關要約或邀請可於相關司法權區毋須進行任何登記或遵守其他法例或監管規定的情況下合法進行。

任何人士如欲參與供股，則有責任自行確保就此全面遵守相關司法權區的法律，包括取得任何可能需要的政府或其他同意，或遵守其他必要手續或法律規定，以及繳付該地區或司法權區規定須就此支付的任何稅項、徵稅及其他款項。任何人士接納或申請供股，將構成該人士向本公司聲明及保證已遵守當地法律及規定。股東如有疑問，應諮詢彼等的專業顧問。為免存疑，香港結算或香港中央結算(代理人)有限公司均不受上述聲明及保證條文所規限。

#### 接納及繳付股款的程序

閣下如悉數接納暫定配發及配額，必須將本暫定配額通知書按照其上印備的指示於二零二二年十月十一日(星期二)下午四時正前送達過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「**Besunyen Holdings Company Limited - PAL - Rights Issue Account**」及以「**只准入抬頭人賬戶**」方式劃線開出。

務請注意，除非經填妥的本暫定配額通知書連同適當股款於二零二二年十月十一日(星期二)下午四時正前由原獲配發人士或任何獲有效轉讓暫定配額的受益人遞交過戶登記處，否則暫定配額及其項下所有權利將被視為已遭拒絕並將被註銷，而相關供股股份將可供其他合資格股東根據額外申請表格額外作出申請。本公司可全權酌情將本暫定配額通知書視為有效，並對遞交本暫定配額通知書的人士或其代表具有約束力，即使本暫定配額通知書並無根據相關指示填妥。本公司可要求相關申請人於稍後填妥有關尚未填妥的暫定配額通知書。

填妥及交回本暫定配額通知書將表示 閣下向本公司保證及聲明已經或將會妥為遵守香港以外所有相關司法權區內有關暫定配額通知書及任何接納暫定配發供股股份的所有登記、法律及監管規定。為免存疑，香港結算或香港中央結算(代理人)有限公司均不受任何聲明及保證所規限。閣下如對本身的狀況有任何疑問，應諮詢 閣下的股票經紀或註冊證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

#### 轉讓

閣下如欲根據本暫定配額通知書將 閣下全部暫定配額轉讓予其他一名人士或多名人士(作為聯名持有人)，應填妥及簽署本暫定配額通知書內「轉讓及提名表格」(表格乙)，並將經填妥及簽署的暫定配額通知書轉交獲 閣下轉讓暫定配額的人士或轉讓經手人。其後，承讓人必須填妥及簽署本暫定配額通知書內「登記申請表格」(表格丙)，並於二零二二年十月十一日(星期二)下午四時正(或在惡劣天氣情況下，於下文「**惡劣天氣及／或極端情況對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響**」一段所述的較後日期及／或時間)前將本暫定配額通知書連同須於接納時以港元悉數支付的繳款送達過戶登記處的上述地址。所有股款必須以港元繳付，並須以香港持牌銀行戶口開出的支票或香港持牌銀行發出的銀行本票支付，註明抬頭人為「**Besunyen Holdings Company Limited - PAL - Rights Issue Account**」及以「**只准入抬頭人賬戶**」方式劃線開出。

謹請注意，閣下向承讓人轉讓相關供股股份認購權時須繳付香港從價印花稅，而承讓人於接納有關權利時亦須繳付香港從價印花稅。本公司保留權利拒絕登記本公司認為可能違反適用法律或監管規定的以任何人士為受益人作出的轉讓。

倘 閣下為海外股東，請參閱供股章程「董事會函件」內「海外股東的權利」一節，以了解可能適用於 閣下的限制的詳情。



## SPLITTING

If you wish to accept only part of your provisional allotment or transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or to transfer part or all of your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Friday, 30 September 2022 to the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection at the Registrar’s address set out above after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

## EXCESS RIGHTS SHARES

Qualifying Shareholders shall be entitled to, by way of excess application, apply for excess Rights Shares, which comprise (i) any unsold Rights Shares which would have been provisionally allotted to the Non-Qualifying Shareholders (if any); (ii) any Rights Shares provisionally allotted to but not validly accepted by the Qualifying Shareholders or otherwise not subscribed for by renounees or transferees of Rights Shares in nil-paid form; and (iii) any unsold Rights Shares created by aggregating fractions of Rights Shares in nil-paid form.

The Directors will allocate the excess Rights Shares (if any) at their discretion on a fair and equitable basis to the extent that the Public Float Requirement will be complied with upon completion of the Rights Issue, according to the principle that any excess Rights Shares will be allocated to the Qualifying Shareholders who apply for them on a pro rata basis by reference to the number of excess Rights Shares applied for but no reference will be made to Rights Shares comprised in applications by PAL or the existing number of Shares held by the Qualifying Shareholders. If the aggregate number of Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares applied for through EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. No preference will be given to topping up odd lots to whole board lots.

Any Qualifying Shareholder wishing to apply for any Rights Shares in addition to his/her/its provisional allotment must complete and sign the enclosed EAF in accordance with the instructions printed thereon and lodge the same, together with a separate remittance by cheque or banker’s cashier order for the amount payable on application in respect of the excess Rights Shares applied for, 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 by not later than 4:00 p.m. on Tuesday, 11 October 2022. All remittances must be made by cheque or cashier’s order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**Besunyen Holdings Company Limited - EAF - Rights Issue Account**” and crossed “**Account Payee Only**”.

## CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is conditional upon the Underwriting Agreement having become unconditional and not being terminated in accordance with the terms thereof. Please refer to the paragraph headed “**Conditions of the Rights Issue and the Underwriting Agreement**” under the section headed “**RIGHTS ISSUE**” in the “**LETTER FROM THE BOARD**” in the Prospectus for details of the conditions precedent of the Underwriting Agreement. In the event that the conditions of the Rights Issue are not satisfied in whole (or waived (as applicable)) at or before 4:30 p.m. on Wednesday, 12 October 2022, or such later date(s) as may be agreed between the Company and the Underwriter in writing, then the Rights Issue will not proceed.

## WARNING OF THE RISKS OF DEALING IN SHARES AND NIL-PAID RIGHTS SHARES

**It should be noted that the Shares have been dealt in on an ex-rights basis since Thursday, 15 September 2022. Dealings in the Rights Shares in the nil-paid form will take place from Wednesday, 28 September 2022 to Thursday, 6 October 2022 (both days inclusive). If any of the conditions precedent of the Rights Issue is not fulfilled or if the Underwriter terminates the Underwriting Agreement on or before 4:30 p.m. on Wednesday, 12 October 2022 (or such later time or date as may be agreed between the Company and the Underwriter in writing), the Rights Issue will not proceed.**

**Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all the conditions precedent to which the Rights Issue are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

## 分拆

倘閣下僅有意接納閣下於本暫定配額通知書項下的部分暫定配額或轉讓閣下部分獲暫定配發的供股股份認購權，或將閣下部分或全部權利轉讓予超過一名人士，則原暫定配額通知書須於二零二二年九月三十日(星期五)下午四時三十分前呈送及交回過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)以供註銷，而過戶登記處將註銷原暫定配額通知書，並於閣下呈送原暫定配額通知書後第二個營業日上午九時正後按上文所載過戶登記處地址發出所需面額的新暫定配額通知書，以供領取。

## 額外供股股份

合資格股東有權以額外申請方式申請額外供股股份，包括(i)原應暫定配發予不合資格股東(如有)的任何未出售供股股份；(ii)暫定配發予合資格股東但未獲其有效接納或未獲未繳股款供股股份受棄讓人或承讓人認購的任何供股股份；及(iii)透過彙集零碎未繳股款供股股份創建的任何未出售供股股份。

董事將按公平公正基準酌情分配額外供股股份(如有)，惟須於供股完成時符合公眾持股量規定，而分配原則為任何額外供股股份將參考所申請的額外供股股份數目按比例分配予申請額外供股股份的合資格股東，惟不會參考以暫定配額通知書申請的供股股份或合資格股東持有的現有股份數目。倘可供額外申請的供股股份總數超過透過額外申請表格申請的額外供股股份總數，董事將向各合資格股東悉數分配根據額外申請表格申請的額外供股股份數目。概不會優先處理將碎股補足為完整買賣單位的情況。

任何合資格股東如欲申請其暫定配額以外的任何供股股份，必須將隨附的額外申請表格按其上印備的指示填妥及簽署，並連同就所申請額外供股股份須於申請時繳付的款項獨立開出的支票或銀行本票，於二零二二年十月十一日(星期二)下午四時正前送達過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元支票或銀行本票繳付。支票必須由香港持牌銀行賬戶開出，及銀行本票必須由香港持牌銀行發出，並註明抬頭人為「Besunyen Holdings Company Limited - EAF - Rights Issue Account」及以「只准入抬頭人賬戶」方式劃線開出。

## 供股的條件

供股須待包銷協議成為無條件後及在包銷協議並無根據其條款被終止的情況下，方可作實。有關包銷協議的先決條件的詳情，請參閱供股章程內「董事會函件」所載「供股」一節項下「供股及包銷協議的條件」一段。倘供股的條件未能於二零二二年十月十二日(星期三)下午四時三十分或之前或本公司與包銷商可能書面協定的較後日期全面達成(或獲豁免(如適用))，則供股將不會進行。

## 買賣股份及未繳股款供股股份的風險警告

務請注意，股份已自二零二二年九月十五日(星期四)起按除權基準買賣。未繳股款供股股份將於二零二二年九月二十八日(星期三)至二零二二年十月六日(星期四)(包括首尾兩日)買賣。於二零二二年十月十二日(星期三)下午四時三十分或之前(或本公司與包銷商可能書面協定的較後日期或時間)，倘供股的任何先決條件未能達成或包銷商終止包銷協議，則供股將不會進行。

任何於供股的所有先決條件達成當日(及包銷商終止包銷協議的權利終止當日)前買賣股份及/或未繳股款供股股份的股東或其他人士，將相應承擔供股可能不會成為無條件或可能不會進行的風險。

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any party (including the Shareholders and potential investors of the Company) who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).**

## **CHEQUES AND CASHIER'S ORDER**

All cheques or cashier's orders accompanying completed PALs will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of this PAL with a cheque or a cashier's order in the payment of the Rights Shares, whether by the Qualifying Shareholder or such other person(s) to whom the rights to subscribe for the Rights Shares have been validly transferred, will constitute a warranty by such person that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

## **SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE**

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Monday, 24 October 2022. If the Rights Issue does not proceed, refund cheques will be posted on or before Monday, 24 October 2022 by ordinary post to the respective Shareholders, at their own risk, to their registered addresses.

## **TERMINATION OF THE UNDERWRITING AGREEMENT**

If at any time at or prior to the Latest Time for Termination:

- (a) there occurs any new regulation or any change in the existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (b) there occurs any local, national or international event or change, whether or not forming part of a series of events or changes occurring or continuing before, or after the date of the Underwriting Agreement, of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or
- (c) any material adverse change in the business or in the financial or trading position of the Group as a whole which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Rights Issue; or
- (d) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities) which, in the reasonable opinion of the Underwriter, makes it inexpedient or inadvisable to proceed with the Rights Issue;

then in any such case the Underwriter may, after consultation with the Company or its advisers as the circumstances shall admit, by notice in writing to the Company on its own behalf (which may be given at any time up to the Latest Time for Termination) rescind the Underwriting Agreement.

If the Underwriter gives a notice of termination to the Company in accordance with the terms of the Underwriting Agreement, all obligations of the Underwriter under the Underwriting Agreement shall cease and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement, save in respect of any antecedent breach of any obligations under the Underwriting Agreement. If the Underwriter exercises its rights to terminate the Underwriting Agreement, the Rights Issue will not proceed. A further announcement would be made by the Company if the Underwriting Agreement is terminated by the Underwriter.

## **FRACTIONAL ENTITLEMENTS TO THE RIGHTS SHARES**

On the basis of the entitlement to subscribe two (2) Rights Shares for every one (1) Share held by the Qualifying Shareholders on the Record Date, no fractional entitlements of the Shares to the Rights Shares will arise from the Rights Issue.

本公司股東及潛在投資者於買賣股份及／或未繳股款供股股份時務請審慎行事。任何人士(包括本公司股東及潛在投資者)如對本身的狀況或應採取的任何行動有任何疑問，建議諮詢本身的專業顧問。

### 支票及銀行本票

經填妥暫定配額通知書隨附的所有支票或銀行本票將於收訖後立即過戶，而有關股款所賺取的所有利息將撥歸本公司所有。填妥及交回本暫定配額通知書連同支付供股股份的支票或銀行本票(不論由合資格股東或任何獲有效轉讓供股股份認購權的其他人士)，將表示該人士保證該支票或銀行本票將於首次過戶時兌現。在不損害本公司有關暫定配額通知書的其他權利的情況下，本公司保留權利拒絕受理任何隨附支票或銀行本票於首次過戶時未能兌現的暫定配額通知書，在此情況下，供股股份的相關暫定配額及其項下的所有權利及配額將被視為已遭拒絕並將被註銷。

### 供股的股票及退款支票

待供股的條件達成後，所有繳足股款供股股份的股票預期將於二零二二年十月二十四日(星期一)或之前以平郵投遞方式寄發至有權收取人士的登記地址，郵誤風險概由彼等自行承擔。倘供股不進行，退款支票將於二零二二年十月二十四日(星期一)或之前以平郵投遞方式寄發至相關股東的登記地址，郵誤風險概由彼等自行承擔。

### 終止包銷協議

倘於最後終止時限或之前任何時間：

- (a) 出現任何新規例或現行法例或規例(或其司法詮釋)出現任何變動或發生任何性質的其他事件，而包銷商合理認為可能對本集團整體業務或財務或經營狀況或前景構成重大不利影響；或
- (b) 發生任何本地、國家或國際間的政治、軍事、金融、經濟或其他性質(不論是否與前述任何一項同類)事件或變動(不論是否構成於包銷協議日期之前或之後發生或持續發生的一連串事件或變動的一部分)，或任何本地、國家或國際間爆發敵對行為或武裝衝突或敵對行為或武裝衝突升級，或發生可影響本地證券市場的事件，而包銷商合理認為可能對本集團整體業務或財務或經營狀況或前景構成重大不利影響；或
- (c) 本集團整體業務或財務或經營狀況出現任何重大不利變動，而包銷商合理認為會導致進行供股屬不適宜或不可取；或
- (d) 市場狀況出現任何重大不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場的變動、暫停或限制證券買賣)，而包銷商合理認為會導致進行供股屬不適宜或不可取；

則在任何有關情況下，包銷商可於情況許可下諮詢本公司或其顧問後，代表其本身向本公司發出書面通知(可於最後終止時限前任何時間發出)撤銷包銷協議。

倘包銷商根據包銷協議的條款向本公司發出終止通知，則包銷商於包銷協議項下的所有義務將告終止，且訂約方概不得就包銷協議所產生或與此有關的任何事宜或事情向任何其他訂約方提出任何申索，惟任何先前違反包銷協議項下任何義務除外。倘包銷商行使其權利終止包銷協議，則供股將不會進行。倘包銷商終止包銷協議，本公司將另行刊發公告。

### 供股股份的零碎配額

按於記錄日期合資格股東每持有一(1)股股份有權認購兩(2)股供股股份的基準，股份將不會因供股而產生供股股份的零碎配額。



## **EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND APPLICATION FOR AND PAYMENT FOR EXCESS RIGHTS SHARES**

The latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, a “black” rainstorm warning signal and/or extreme conditions is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Acceptance Date. Instead the latest time for acceptance of and payment for the Rights Shares and for application will be rescheduled to 4:00 p.m. on the following Business Day which does not have any of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares does not take place on or before 4:00 p.m. on Tuesday, 11 October 2022, the dates mentioned in this section may be affected. An announcement will be made as soon as practicable by the Company in such event.

### **GENERAL**

Lodgment of this PAL with, where relevant, the “Form of Transfer and Nomination” (Form B) purporting to have been signed by the person(s) in whose favour this PAL has been issued shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split letters of allotment and/or share certificates for the Rights Shares.

Further copies of the Prospectus giving details of the Rights Issue are available from the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

The terms and conditions relating to application for the Rights Shares as set out in the Prospectus shall apply. This PAL and any acceptance of the offer contained in it shall be governed by, and construed in accordance with, the laws of Hong Kong.

### **PERSONAL DATA COLLECTION — PAL**

By completing, signing and submitting this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar holds their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Units 2005C-2006A, 20/F., Exchange Tower, No. 33 Wang Chiu Road, Kowloon Bay, Kowloon Hong Kong or as notified from time to time in accordance with the applicable law, for the attention of the company secretary of the Company, or (as the case may be) to 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 the attention of Personal Data Privacy Officer.

Yours faithfully,  
By order of the Board of  
**Besunyen Holdings Company Limited**  
**Zhao Yihong**  
*Chairman and Chief Executive Officer*

## 惡劣天氣及／或極端情況對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響

倘於下列時間懸掛八號或以上熱帶氣旋警告信號、「黑色」暴雨警告信號及／或出現極端情況，則接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限將不會落實：

- (i) 於最後接納日期中午十二時正前任何本地時間在香港生效，並於中午十二時正後不再生效。在此情況下，接納供股股份並繳付股款的最後時限將順延至同一個營業日下午五時正；或
- (ii) 於最後接納日期中午十二時正至下午四時正期間任何本地時間在香港生效。在此情況下，接納供股股份及繳付股款以及申請供股股份的最後時限將重訂為下一個於上午九時正至下午四時正期間任何時間並無任何該等警告在香港生效的營業日下午四時正。

倘接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限並無於二零二二年十月十一日(星期二)下午四時正或之前落實，則本節所述日期可能會受到影響。在此情況下，本公司將於切實可行情況下盡快刊發公告。

### 一般事項

遞交本暫定配額通知書連同(如相關)聲稱已由獲發本暫定配額通知書的受益人簽署的「轉讓及提名表格」(表格乙)後，即為遞交本暫定配額通知書之一方或多方處理有關事項及收取供股股份的分拆配發函及／或股票的所有權的最終憑證。

載有供股詳情的供股章程的其他文本可於過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)查閱。

供股章程所載有關申請供股股份的條款及條件將適用。本暫定配額通知書及其所載任何要約的接納均受香港法例規管，並按其詮釋。

### 收集個人資料 — 暫定配額通知書

本暫定配額通知書一經填妥、簽署及遞交，即表示閣下同意向本公司、過戶登記處及／或彼等各自的顧問及代理披露彼等所要求有關閣下或閣下為其利益接納供股股份暫定配額的人士的個人資料及任何資料。香港法例第486章《個人資料(私隱)條例》賦予證券持有人權利查證本公司或過戶登記處是否持有其個人資料，並有權索取該資料的副本及更正任何不正確的資料。根據《個人資料(私隱)條例》，本公司及過戶登記處有權就處理任何查閱資料的要求收取合理費用。所有關於查閱資料或更正資料或關於政策及慣例的資料以及所持資料類別的要求，均應寄往本公司的香港主要營業地點(地址為香港九龍九龍灣宏照道33號國際交易中心20樓2005C-2006A室)，或遵照適用法例不時知會的地點並以本公司的公司秘書為收件人，或(視情況而定)過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)並以個人資料私隱主任為收件人。

此 致

列位合資格股東 台照

承董事會命  
碧生源控股有限公司  
董事長兼首席執行官  
趙一弘  
謹啟

二零二二年九月二十六日