Bluestar Adisseo Company

Annual Meeting of Shareholders for FY2015

Meeting Materials

20 May 2016

Bluestar Adisseo Company

Agenda for the Annual Meeting of Shareholders for FY2015

Time of On-site Meeting: 20 May 2016 (Friday) 2:00 p.m.

Venue: meeting room in Bluestar Building, 9 Beituchengxi Road, Chaoyang District, Beijing

Host: Gerard Deman, the Chairman (Tentative)

Attendee:

1. Shareholder holding the Company's shares on the record day
   The record day for the shareholders' meeting is 13 May 2016. Shareholders who are registered in book by China Securities Depository and Clearing Corporation Limited (CSDC) Shanghai Division after the trading market is closed on the record day are entitled to attend the shareholders' meeting. They may also appoint proxies in writing to attend and vote. The proxies can be non-shareholders.
2. Directors, supervisors and senior management
3. Lawyers engaged by the Company

Agenda

I. The host launches the meeting with welcome speech.

II. The Board Secretary delivers the voting rules and highlights.

III. Electing vote counters and scrutineer.

Attendees deliberate and discuss the following proposals:

1. Proposal on 2015 Report of the Board of Directors (see Material 1 for details)
2. Proposal on 2015 Report of the Board of Supervisors (see Material 2 for details)
3. Proposal on 2015 Annual Report and the Summary Version (see Material 3 for details)
4. Proposal on 2015 Final Annual Account (see Material 4 for details)
5. Proposal on 2016 Annual Budget (see Material 5 for details)

6. Proposal on 2015 Annual Plan of Dividend Distribution (see Material 6 for details)
7. Proposal on allocation of cash dividends (see Material 7 for details)
8. Proposal on appointment of KPMG Huazhen LLP as annual auditor for accounting and internal control for FY2016 (see Material 8 for details)
9. Proposal on renewal of D&O insurance policy (see Material 9 for details)
10. Proposal on Independent Directors' Report for FY2015 (see Material 10 for details)

IV. Q&A Session for Shareholders.

V. Shareholders vote.

VI. Votes cast on-site are counted and announced.

VII. Break and combing online and on-site voting results.

VIII. The results of voting are announced.

IX. Lawyers read the legal opinion.

X. Directors, supervisors and the board secretary sign.

XI. The meeting ends.

Bluestar Adisseo Company

Annual Meeting of Shareholders for FY2015

Notes on the Meeting

I. The Office of the Board Secretary is in charge of organization of the meeting and handling relevant matters.

II. The board of directors protects legitimate benefits and rights of shareholders in the principle of ensuring the order and efficiency of the meeting as well as exercising its legal duties and responsibilities.

III. Shareholders attending the meeting have legal rights of speaking, inquiring and voting, etc.

IV. Shareholders shall register with the Office of the Board Secretary before speaking in the shareholders' meeting. The total time of shareholders' speeches shall generally be limited to 30 minutes. In case more than one shareholder asks to speak, the host shall arrange the sequence of speaking in terms of shareholding, where shareholder with most shares speaks first. Shareholder shall report its shareholding before speaking. Generally each shareholder shall not speak for longer than 5 minutes.

V. To enhance the efficiency of the meeting, after the ending of shareholders' speeches related to the proposals, the voting shall begin immediately. The registration of the meeting closes before the voting.

VI. The meeting adopts both on-site voting and online voting.

VII. Shareholders attending the shareholders' general meeting shall exercise their legal obligations seriously. They shall not violate other shareholders' rights and benefits, neither shall they disturb the order of the meeting.

Bluestar Adisseo Company
Office of the Board Secretary

Material 1

Proposal on Annual Report of Board of Directors for FY2015

Dear Shareholders,

During the year of 2015, the Company's board executes the development strategy steadily and takes positive actions to strengthen the management of operation in all aspects. The board completes the major operation tasks of this year soundly. For the Company's development in the year of 2016 and in the future, the board will continue to highlight major direction. For details of summary, development strategy and business plan, see the attached 2015 Report of the Board of Directors.

Please review the above proposal.

Attachment: 2015 Report of the Board of Directors

Bluestar Adisseo Company
Annual Report of Board of Directors for FY2015

I. The Board of Directors' Discussion and Analysis of the Company's Operations during the Reporting Period

2015 has been the year which marked the successful transformation of Bluestar New Chemical Material Company into Bluestar Adisseo Company after the completion of a Major Asset Restructuring.

1. Major Asset Restructuring

During the third quarter of this reporting period, the Company completed a Major Asset Restructuring.

On April 8, 2015, the SASAC approved the Transaction. For more details, refer to the Company's press release "Announcement about the Approval on the Company's Major Assets Restructuring by SASAC" on April 9, 2015. On June 3, 2015, the Ministry of Commerce of the PRC ("MOFCOM") approved the Transaction. On June 25, 2015, the National Development and Reform Commission of PRC ("NDRC") approved the restructuring transaction. For more details, refer to the Company's press release "Announcement about the Approval on the Company's Major Assets Restructuring by NDRC" on June 26, 2015. On July 24, 2015, the CSRC approved the Proposal of Bluestar New Chemical Material Co., Ltd. On the Plan for major asset exchange, cash and share Issuance. For more details, refer to the Company's press releases "Announcement about the Approval on the Company's Major Assets Restructuring by CSRC" on July 25, 2015.

The Company released "Announcement about Major Asset Exchange, Cash, Share Issuance and the Transfer Settlement of the Target Assets in Related Party Transaction" on October 10, 2015. By October 28, 2015, the Company completed the transfer of the Exchanged Assets of the major assets restructuring and the raising of funds and registration of newly issued shares. For more details, refer to the Company's press releases "Announcement about the Approval on the Company's Major Assets Restructuring by CSRC" on July 25, 2015 and "Announcement about Major Asset Exchange, Cash, Share Issuance and the Transfer Settlement of the Target Assets in Related Party Transaction" on October 10, 2015, The Company also released "Announcement about Major Asset Exchange, Cash, Share Issuance, the Result of Share Issuance in Related Party Transaction and the Notice of Change of the Equity" on October. 30, 2015 and "Report about Major Asset Exchange, Cash, Share Issuance and Raise of Matching Funds for Non-public Stock Issuance" on October 31, 2015 on the website of the Shanghai Stock Exchange (www.sse.com.cn).

After the completion of this Major Asset Restructuring, the primary business and the main products of the Company became, respectively, Adisseo's businesses (i.e. research, development, production and sale of feed additives for animal nutrition) and main products (i.e. performance products, specialty products, and other animal feed additives).

The Company's performance, financial position and future are affected by the global macro economy. Although the global economy has demonstrated signs of slow recovery, there exists significant disparity among the recovery process for each economic actor. Debt crisis, trade imbalances, exchange rate fluctuation and other issues also increase the uncertainty of such recovery.

Adisseo faces competition from large and well-known companies with strong financial positions as well as competition from smaller companies in the regional or local markets. Adisseo has taken steps to improve its competitiveness, including tightening cost control, improving production technologies, providing value-added services and increasing its production capacity with the finalization of the building of the Nanjing plant (China) in 2013. In recent years, some competitors have intensified competition for Adisseo with the launch of new capacities.

2. Analysis of results of operations of main businesses in the reporting period

(1) 2015, a successful year

Despite the net loss of around RMB 800 million reported by BNCM businesses for the first 6 months of 2015, Adisseo recorded net profit of RMB 2,003 million due to the net profit of RMB 2,802 million generated by Adisseo businesses.

In 2015, Adisseo attained outstanding results in terms of safety and economic performance:

- Security is a top priority for the group, which has a strict security policy with a zero accident objective. This year, Adisseo achieved a TRIR of 1.8, the best ever reached in the history of the company.
- Adisseo's operating revenue increased by 45% in comparison with last year at constant EUR/CNY rate (i.e. 23% at current EUR/CNY rate), while net profit more than doubled. These outstanding financial results were achieved thanks to:
    - Methionine prices which are subject to fluctuations due to the supply / demand momentum. In 2015, Adisseo benefited from exceptional methionine market prices due to a short market supply and;
    - The positive impact of external factors such as the currency exchange rate and the decrease in the price of Brent oil.

(2) 2016 outlook

- Safety is our first priority. In 2016, the Company will pursue its zero accident objective and further improve its safety performance.
- The methionine supply shortage in 2015 has clearly impacted market prices upwards. The announced new capacities from competitors have finally come on stream after some delays. The supply / demand situation is now more balanced leading to a decrease in market prices as expected. Proactive price management of performance products will be key to achieving the performances Adisseo targets.
- Over the last few years, Adisseo developed new products, such as Selisseo® (a specialty product based on selenium) in 2014 and Advance (a new enzyme product) in 2015. Adisseo will continue to invest in its plants to develop capacities and innovation with an objective to launch one new product on the market every year.

(3) Analysis of main changes in items in profit & loss statement and cash flow statement

Unit: Yuan Currency: RMB

Items	Amount of current period	Amount in the same period of last year (Restated)	Change (%)
Operating revenue	15,173,331,658	19,464,593,278	-22%
Cost of sales	8,906,372,900	15,270,209,251	-42%
Selling and distribution expenses	952,871,565	862,396,224	10%
General and administrative expenses	980,573,478	1,547,732,490	-37%
Financial expenses	502,569,156	482,199,104	4%
Net cash flow from operating activities	3,555,802,311	2,471,293,869	44%
Net cash flow from investing activities	(997,053,575)	(729,853,582)	-37%
Net cash flow from financing activities	798,518,058	(1,402,440,414)	157%

Research and development expenditure	198,558,707	256,649,920	-23%

(4) Income & Cost Analysis

Analysis by industry, by product and by region

Unit: Yuan Currency: RMB

Main operations by industry						
By industry	Operating revenue	Operating cost	Gross profit ratio (%)	Increase/ de-crease in operating revenue on the same period of last year (%)	Increase/de-crease in operating cost on the same period of last year (%)	Increase/decrease in GP ratio on the same period of last year (%)
Health and Nutrition	12,202,572,882	5,941,636,279	51%	23%	-5%	40%
Others (ie BNCM)	2,793,176,283	2,781,219,377	0%	-66%	-65%	-89%

Main operations by product						
By product	Operating revenue	Operating cost	Gross profit ratio (%)	Increase/ decrease in operating revenue on the same period of last year	Increase/decrease in operating cost on the same period of last year (%)	Increase/decrease in GP ratio on the same period of last year (%)

				(%)		
Performance products	10,310,991,380	4,980,878,515	52%	28%	-4%	46%
Specialty products	1,380,894,340	615,935,606	55%	10%	-8%	19%
Other products	510,687,162	344,822,158	32%	-12%	-13%	3%
BNCM products	2,793,176,283	2,781,219,377	0%	-66%	-65%	-89%

Main operations by region					
By region	Operating revenue	Operating cost	Gross profit ratio (%)	Increase/decrease in operating revenue on the same period of last year (%)	Increase/decrease in operating cost on the same period of last year (%)
Europe / Africa/MO	3,898,268,947			16%	
North & Central America	2,161,590,191			23%	
Asia / Pacific (excluded China)	2,053,860,102			34%	
South America	2,089,681,695			51%	
China	1,680,570,420			2%	
Other	318,601,526			35%	

Subtotal	**12,202,572,882**			**23%**	
BNCM product in Mainland China	2,375,670,695			-68%	
BNCM product in other regions	417,505,588			-52%	
Subtotal	**2,793,176,283**			**-66%**	
Total	**14,995,749,165**			**-18%**	

Performance products are mainly driven by the methionine business. Thanks to a short market supply on Methionine market this year, prices increased and Adisseo developed its sales leading to an increase in operating income of 28%. Thanks to improved cost control measures, as well as positive external factors, operating expense has decreased by 4%. The combination of increase in sales and decrease in costs resulted in a strong increase in gross profit ratio by 46%, up to 52%.

The increase in operating revenue by 10% in specialties product has been achieved thanks to the development made on this segment, such as protective methionine for ruminants, enzymes and organic selenium. As this segment benefits from high margins, this led to an increase of 19% in the GP ratio.

The regions where Adisseo business has developed are mostly Asia Pacific region with an operating revenue increase of 34% and South America region with an operating revenue increase of 51%. In those regions, sales development has been very dynamic. In North and Central America as well as Europe, the increase in operating revenue was lower due to that fact that the price increase was as higher than in the other areas, however the sales volume was lower in 2015. China benefited from exceptional market conditions with a significant price increase in 2014, some months before the other regions; however market conditions were less favorable in 2015.

Analysis of the factors impacting the income from sale of products (in comparison with 2014)

Product Type	**Change in Volume**	**Change in sales price**
Performance products	408,852,352	1,642,517,158
Specialty products	150,370,032	(11,093,832)

Adisseo's operating revenue in 2015 totaled RMB 12,202,572,882 and increased by 45%, at constant EUR/CNY rate (i.e. 23% at current EUR/CNY rate), compared to 2014.

After the restructuring, the Company's income from sale of products are composed of the income from performance products, specialty products and other animal feed additives.

Operating revenue from performance products increased by 28%.

Operating revenue from specialties product operations increased by 10% thanks to the development made on this category of products. The volume increase on this business was 13%.

Significant Change in the Company's profit composition or profit sources

During the reporting period, the main profit sources were transferred from chemical products to feed additives for animal nutrition due to the asset restructuring.

Cost analysis table

Unit: Yuan

By industry							
By industry	Cost composition items	Amount of current period	Proportion to the total cost of current period	Amount of the same period of last year	Proportion to the total cost of the same period of last year (%)	Proportion of change in the amount of current period	Explanation

			(%)			over the same period of last year (%)	
Health and Nutrition		5,941,636,279	67%	6,280,005,680	41%	-5%	Competitiveness on costs reinforced by Adisseo Group anticipating a decrease in selling prices
Others (ie BNCM)		2,781,219,377	31%	7,967,495,140	52%	-65%	Decrease in related to exchange assets-out

By product							
By product	Cost composition items	Amount of current period	Proportion to the total cost of current period (%)	Amount of the same period of last year	Proportion to the total cost of the same period of last year (%)	Proportion of change in the amount of current period over the same period of last year (%)	Explanation

By product							
By product	Cost composition items	Amount of current period	Proportion to the total cost of current period (%)	Amount of the same period of last year	Proportion to the total cost of the same period of last year (%)	Proportion of change in the amount of current period over the same period of last year (%)	Explanation
Performance products	Raw materials, purchased equipment and consumables used (67%), Depreciation and amortization (12%), Other (21%)	4,980,878,515	56%	5,215,491,849	34%	-4%	Competitiveness on costs reinforced by Adisseo Group anticipating a decrease in selling prices

By product							
By product	Cost composition items	Amount of current period	Proportion to the total cost of current period (%)	Amount of the same period of last year	Proportion to the total cost of the same period of last year (%)	Proportion of change in the amount of current period over the same period of last year (%)	Explanation
Specialty products	Raw materials, purchased equipment and consumables used (80%), Depreciation and amortization (4%), Other (16%)	615,935,606	7%	669,196,930	4%	-8%	Competitiveness on costs reinforced by Adisseo Group anticipating a decrease in selling prices

By product							
By product	Cost composition items	Amount of current period	Proportion to the total cost of current period (%)	Amount of the same period of last year	Proportion to the total cost of the same period of last year (%)	Proportion of change in the amount of current period over the same period of last year (%)	Explanation
Other products	Raw materials, purchased equipment and consumables used (52%), Depreciation and amortization (17%), Other (16%)	344,822,158	4%	395,316,901	3%	-13%	Competitiveness on costs reinforced by Adisseo Group anticipating a decrease in selling prices
BNCM products		2,781,219,377	31%	7,967,495,140	52%	-65%	Decrease related to exchange assets-out

(5) Expenses

Items	Amount of current period	Amount in the same period of last year (Restated)	Change (%)
Selling and distribution expenses	952,871,565	862,396,224	10%
General and administrative expenses	980,573,478	1,547,732,491	-37%
Financial expenses	502,569,156	482,199,104	4%

The decrease of general and administrative expense is mainly due to the major asset restructuring (exchange-out).

(6) Research and development expenditures

Research and development expenditures

Unit: Yuan

Research and development expenditure recorded in expenses of current period	165,471,057
Research and development expenditure capitalized of current period	33,087,650
Total research and development expenditure	198,558,707
Proportion of total research and development expenditure to operating revenue (%)	1.31%
R&D headcount as of December 31 2015	126
% of R&D headcount over total headcount	7%
% of capitalized R&D expenditure over total amount	16.66%

Adisseo continues to make significant efforts to reinforce its R&D programs.

Explanation

Adisseo promotes a policy of reinforced and continuous research and innovation for its products, production processes as well as its businesses, work and organization methods. There are six research and development centers focused on several different areas such as analysis, nutrition, formulation, biotechnology, chemical processes, chemistry, formulation and processes. In 2015, the Company's total research and development expenditures totaled RMB 198,558,707, and its proportion to net assets and operating revenue was 1.41% and 1.31%, respectively.

(7) Cash flow

At Group level, the increase of net cash flow from operating activities compared to the same period of last year comprises:

- RMB 2,150 million (+93%) due to the increase in Adisseo's sales;
- RMB -389 million (-234%) due to the exchange-out of BNCM in the Restructuring, i.e., the difference of BNCM between 1/1/2015 – 06/30//2015 and 1/1/2014 – 12/31/2014;
- RMB -676 million (-29%) due to changes in the EUR/CNY currency exchange rate.

The economic performance of Adisseo mainly explains the historical level of cash generated. The operating cash flow generated by Adisseo for RMB 3,779,933,760 enabled the Group to invest RMB 821,881,409 and reimburse its debt for an amount of RMB 411,256,225 (including partial early repayment).

(8) Analysis of assets and liabilities

Assets and Liabilities

Unit: Yuan

Items	As at December 31 ,2015	As at December 31,2014 (restated)	% change	Explanation

	Amount	Percentage to total assets (%)	Amount	Percentage to total assets (%)		
Cash at bank and on hand	4,941,121,304	28%	2,597,407,115	8%	90%	Increase related to Adisseo's sales increase
Derivative financial assets	9,479,187	0%	15,187,057	0%	-38%	Evolution of hedging linked to EUR/USD
Notes receivable	0	0%	468,615,898	1%	-100%	Impact of Major Asset Restructuring
Advances to suppliers	42,894,418	0%	665,876,291	2%	-94%	Impact of Major Asset Restructuring
Other receivables	20,606,793	0%	202,906,670	1%	-90%	Impact of Major Asset Restructuring
Inventories	1,234,840,168	7%	2,573,329,002	8%	-52%	Impact of Major Asset Restructuring
Other current assets	295,953,999	2%	785,373,170	2%	-62%	Impact of Major Asset Restructuring
Available-for-sale financial assets	3,275,648	0%	89,453,126	0%	-96%	Impact of Major Asset Restructuring
Long-term receivables	24,751,553	0%	55,715,026	0%	-56%	Write-down of a LT receivable
Fixed assets	6,176,349,721	34%	12,393,691,062	38%	-50%	Impact of Major Asset Restructuring
Construction in progress	394,385,639	2%	6,604,697,558	20%	-94%	Impact of Major Asset

Items	As at December 31 ,2015		As at December 31,2014 (restated)		% change	Explanation
	Amount	Percentage to total assets (%)	Amount	Percentage to total assets (%)		
						Restructuring
Construction materials	-	0%	34,827,335	0%	-100%	Impact of Major Asset Restructuring
Intangible assets	2,006,549,556	11%	2,905,893,648	9%	-31%	Impact of Major Asset Restructuring
Development costs	84,560,594	0%	57,042,796	0%	48%	New projects of which Alterion
Long-term prepaid expenses	7,804,167	0%	21,789,908	0%	-64%	Impact of Major Asset Restructuring ; amortization of prepaid expenses
Deferred tax assets	92,237,712	1%	364,259,772	1%	-75%	Impact of Major Asset Restructuring ; netting effect
Other non-current assets	11,171,808	0%	84,592,334	0%	-87%	Decrease in assets; suppliers' advances
Short-term borrowings	90,694	0%	6,633,423,035	20%	-100%	Impact of Major Asset Restructuring
Derivative financial liabilities	19,717,561	0%	108,173,300	0%	-82%	Change in hedging linked to EUR/USD
Notes payable	-	0%	619,248,956	2%	-100%	Impact of Major Asset

Items	As at December 31 ,2015		As at December 31,2014 (restated)		% change	Explanation
	Amount	Percentage to total assets (%)	Amount	Percentage to total assets (%)		
						Restructuring
Accounts payable	945,896,366	5%	1,935,259,465	6%	-51%	Impact of Major Asset Restructuring
Advances from customers	11,402,470	0%	422,321,748	1%	-97%	Impact of Major Asset Restructuring
Interest payable	3,132,185	0%	21,821,400	0%	-86%	Impact of Major Asset Restructuring
Other payables	272,268,004	2%	5,159,214,686	16%	-95%	Impact of Major Asset Restructuring
Current portion of non-current liabilities	84,893,599	0%	692,444,271	2%	-88%	Impact of Major Asset Restructuring
Long-term borrowings	15,535,140	0%	3,125,944,770	10%	-100%	Impact of Major Asset Restructuring
Long-term payables	12,173,890	0%	18,522,894	0%	-34%	Amortization of financial lease
Provisions	158,006,336	1%	63,233,657	0%	150%	Increase in provision for liabilities
Deferred income	192,414,174	1%	445,221,250	1%	-57%	Impact of Major Asset Restructuring
Paid-in	2,681,901,	15%	522,707,	2%	413%	Impact of Major

Items	As at December 31 ,2015		As at December 31,2014 (restated)		% change	Explanation
	Amount	Percentage to total assets (%)	Amount	Percentage to total assets (%)		
capital	273		560			Asset Restructuring
Special reserve	0	0%	18,409,432	0%	-100%	Impact of Major Asset Restructuring

II. Overview of 2015 board meeting and shareholders' board meeting

1. Fulfilment of duties by Directors

(1) Attendance of directors at board meetings and general shareholders' meetings

Name of directors	Independent directors	Attendance at Board meetings						Attendance at general shareholders' meetings
		Required attendance	Attendance in Person	Participation by other communications	Attendance by proxy	Absence	Consecutively Absent From two meetings	Attendance frequency at the general meeting of shareholders

		at Board meetings in the term of office this year						
Lu Xiaobao	N	7	7	4	0	0	N	2
Li Shourong	N	7	7	4	0	0	N	3
Jiangjun Wang	N	7	7	4	0	0	N	2
Zhao Yuelong	N	7	7	4	0	0	N	3
Liu Tao	N	7	7	4	0	0	N	2
Huang Ji	N	7	7	4	0	0	N	1
Guan Weili	Y	7	7	4	0	0	N	1
Sun Yanhong	Y	7	7	4	0	0	N	1
Meng Quanshen g	Y	7	7	4	0	0	N	1
Gérard Deman	N	3	3	1	0	0	N	0

Wang Dazhuang	N	3	3	1	0	0	N	1
Jean-Marc Dublanc	N	3	3	1	0	0	N	1
Fang Yang	N	3	3	1	0	0	N	1
Jean Falgoux	Y	3	3	1	0	0	N	0
Lixin Song	Y	3	3	1	0	0	N	1
ZHOU Guomin Zhou	Y	3	3	1	0	0	N	1

Statement about being consecutively absent from two meetings

Not applicable

Number of Board meetings held this year	10
Including: Number of meetings held on-site	5
Number of meetings held by other communications	5
Number of meetings held on-site combined with other communications	0

III. Board of Directors' Discussion and Analysis of the Company's Future Development

1. Industrial competition landscape and development trends in the industry

(1) Industry trend

The animal feed additives industry is exposed to favorable global "megatrends" and is expected to grow significantly over the coming years. This growth is expected to be driven primarily by the industrialization of meat production, global population growth and wealth creation. This should be the case in emerging markets, where consumers' dietary preferences are expected to shift towards protein-rich diets.

We believe that our multi-product portfolio enhances our position with customers and differentiates our product offering from that of our competitors. Since we supply a range of nutritional feed additives, we can provide value-added formulation advice to our customers and advise them with respect to their feed additive inclusion rate decisions.

This industry is further characterized by high barriers to entry, such as high technological know-how, regulatory permits and authorizations, compliance with national and regional environmental and health and safety regulations, the ability to source key intermediates and the large capital investments required for developing new methionine and vitamin production capacities.

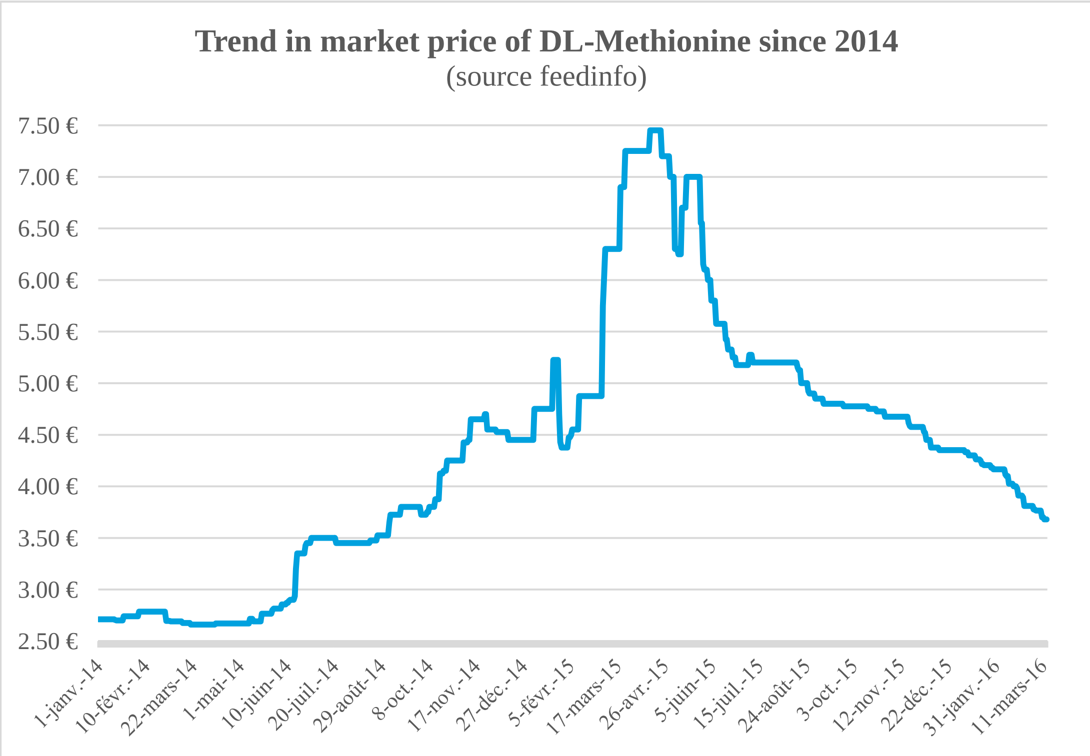
The chemical process to manufacture methionine requires significant manufacturing expertise and process technology relative to the other amino acids such as lysine, threonine, and tryptophan, which are all manufactured using simple carbohydrate fermentation processes. Access to, or development of, such expertise and technology constitutes a significant barrier to entry to new market. Furthermore, we believe that technical and commercial expertise and on-going investment in product and process innovation are critical factors to remain competitive.

Due to among other things, based on industry practice, the initial capital expenditures to build a world-scale, greenfield chemical methionine production facility would require a large amount of capital investment excluding sales and marketing infrastructure and overheads, and process know-how and licenses, and could require at least four years to permit, plan and construct. Finally, access to key intermediates and raw materials used for manufacturing methionine, such as MMP for which there is only a limited number of merchant suppliers, is critical to the establishment of new production facilities.

For 2016, we expect the demand from customers in the poultry sector remains strong.

Methionine supply shortage in 2015 has impacted market prices up. The announced new capacities from competitors have finally come on stream after some delays. The supply / demand situation is now more balanced leading to a decrease in market prices as expected.

Feedinfo in Europe has reported decrease in prices since mid-2015 that will significantly impact our 2016 financials. We expect this impact to be partly compensated by our development and by favorable raw material prices based on low Brent level.



(2) Adisseo's Competitive landscape in each Business

Production capacity in the global methionine market is concentrated, dominated by large companies such as Evonik, Adisseo, Novus and Sumitomo. Due to population growth, economic development of emerging economies, and the modernization of the animal husbandry sector, the demand for methionine in the Asia-Pacific area, including China, continues to increase rapidly. China has one of the world's highest production volumes for pork, poultry and livestock. Its animal husbandry sector continues to grow rapidly, which leads to rapid growth in demand for methionine. Currently, the majority of China's methionine consumption is imported,. As the aforementioned key methionine players continue to strengthen their global position, they have increased investments in Asia, while domestic companies represented by Chongqing Ziguang Chemicals, Sichuan Hebang, and Zhejiang Xinhecheng have begun to enter the methionine market.

Vitamins are another important performance product for Adisseo. Vitamins are widely used in medicine, food additives and animal feed additives. In recent years, as China's vitamin sector continues to grow, China has become a major producer and exporter of vitamins, and the production technology and market shares for vitamin C, vitamin E, vitamin B2 and vitamin D3 are top-ranked globally. Adisseo's major competitors in the vitamins market mainly include BASF S.E., DSM N.V., Zhejiang Xinhecheng and Zhejiang Medicine. The domestic vitamin A & E production in China is dominated by Zhejiang Xinhecheng and Zhejiang Medicine.

Due to the needs for patented technology and extensive capital expenditure for the production of enzymes, the enzymes market is an integrated market. DuPont, Associated British Foods, BASF S.E. and Adisseo have approximately 90% of the global production capacity. As Chinese manufactures enter the market, the price for enzyme will be notably affected and impact the businesses of the international players.
The rumen-protected methionine market is still in its early development stage. As the demand for rumen-protected methionine is high, market participants are limited. The main competitor of Adisseo is Evonik.

(3) Major Competitors of Adisseo

Based on public information, the main competitors of Adisseo are indicated below:

- Evonik, previously Degussa, was established in 1873, focused on specialty chemicals. Its methionine products are mainly powder methionine. Based on Evonik's 2015 annual report, its 2015 sales totaled EUR 13,507 million, net profit reached EUR 991 million, of which sales from the nutritional health sector of EUR 4,924 million.
- Novus is an American animal additives company, providing feed solutions for poultry, pork, rumen-protected, and aquaculture. Its products include methionine, chelated trace elements, feed enzymes, and mainly produces liquid methionine.
- Sumitomo Chemical is a major company within the Sumitomo Group. Its business sectors include basic chemicals, petrochemical and plastics chemicals, IT-related chemicals, health & crop science and pharmaceuticals. Methionine is a primary business in the health & crop sciences sector. As one of the major methionine producers globally, Sumitomo is the only company other than Adisseo that can produce both powder and liquid methionine. Also, Sumitomo has formed Dalian Zhuhua Jin'gang Chemicals Company, a joint venture with Dalian Jin'gang Group in October 2009, whose primary business is the production and sale of methionine, with an annual production of 20,000 tons.
- Sichuan Hebang's primary business includes manufacture and sale of pesticides and pesticide intermediaries, pharmaceutical intermediaries, soda

products, smart glass, salt, phosphate, new materials, and production and sales of environmental protection products. On August 13, 2014, Sichuan Hebang announced a preliminary plan of a private placement to raise no more than RMB 1,395.70 million, RMB 1,295.70 million of which will be used for a 50,000 ton methionine project. As of February 13, 2015, the CSRC had approved the private placement.

- The product development strategy of Zhejiang Xinhecheng is product derivation, which covers the beginning step of basic chemical materials such as acetone and ethane, and after chain reaction, respectively derives vitamin E, vitamin acetic ester, isotretinoin, b-carotene, among other serial products. In May 2013, Zhejiang Xinhecheng established a wholly-owned subsidiary Shandong Xinhecheng Methionine, with projected capacity of 100,000 tons annually. The project is currently under construction.
- DuPont was established in 1802, its business spans over 90 countries and regions globally. Its main products and services include agriculture and foods, buildings and construction, telecommunications and transport, and energy and biotechnology sectors. In May 2011, DuPont purchased Danisco, a global leader in bio enzyme production to fill DuPont's gap in the biotechnology sector.
- DSM N.V. is an international nutritional supplements, chemicals materials and pharmaceutical group. The company was established in 1902, headquartered in the Netherlands, with over 200 institutions in Europe, Asia, and South Americas and 22,000 employees in total globally. Animal nutrition and health is a key business group under DSM. DSM provides high quality raw materials and animal feed additives for poultry, aquaculture, swine, rumen-protected animals and pets which are used to produce higher quality and better quality meat, eggs and milk. DSM's main products include amino acids, enzyme, vitamin, beta-carotene and pre-mix feeds, etc.
- Established in 1935, Associated British Foods is an international food manufacturing and retailing company headquartered in London, and is one of the major food manufacturers in the world. Based on Associated British Foods' 2015 financial statements, its sales reached GBP 1,280 million and its net profit was GBP 524 million.
- BASF S.E. is a globally leading chemicals company, providing products and services in chemical products, plastics, agricultural product, refined chemicals, petroleum and natural gas. Based on the 2015 Annual Report published by BASF, its sales amounted to EUR 70.4 billion, with a net profit of EUR 4.0

billion.

(4) Global Economic

Since the global financial crisis, the main global economies have implemented positive economic policies to stimulate economic growth. Currently, the global economic structure has changed. Employment rate and pricing are maintained within a reasonable range. The European and U.S. economies have slowly recovered. Emerging markets, including China, India, are expected to remain stable.

(5) Emerging Economies Present Growth Opportunities in Protein Demand

The continuous growth in the world, particularly that of the emerging economies such as China and India, has driven urbanization and continuous improvement of people's living standards and has promoted per person consumption of high protein foods (poultry, beef, pork, fish etc.). According to the data from the United Nations' Food And Agriculture Organization and The World Bank, China's daily animal protein supply per person for 2011 was 37 Grams, respectively while the US daily animal protein supply per person for the same period was 71 grams, respectively.

2. Development strategy of the Company

After the Transaction's completion, the Company's primary business has been changed to the research, development, production and sale of feed additives for animal nutrition. The Company will diversify its capital transactions by leveraging the A-share capital platform to enhance its capital strength to tap into the fast-growing markets of Asia-Pacific region, strengthen the Company's position in the worldwide methionine market and develop specialties businesses. The Company will actively respond to the challenges from competitors by continuing to increase its investment in capital assets and to develop its technical strength to accelerate its business development and thereby maximize shareholder returns.

3. Business plan

Adisseo aims to pursue delivering significant growth with sustainable margins. The figures disclosed below are consolidated figures of BANG and its subsidiaries.

Based on the Profit Forecasting Compensation Agreement signed for the major asset restructuring, Adisseo disclosed a "committed net profit with deduction of non-recurring gains and losses" of EUR 154,402,340 in 2015, EUR 106,978,590 in 2016, and EUR 106,506,110 in 2017 (i.e. around RMB 1,095,515,500, RMB 759,034,500 and RMB 755,682,200 respectively using the EUR/CNY exchange rate of 7.0952 on December 31, 2015).

The net profit with deduction of non-recurring gains and losses amounts to RMB 2,941.69 million which increased by RMB 1,846.17 million in comparison with the committed profit forecast amount for 2015, i.e. RMB 1,095.52 million as set forth in the Profit Forecasting Compensation Agreement.

Total sales volume is expected to increase across almost all product lines driven by the expected growth in global demand and additional capacities linked to the debottlenecking of existing production plants.

In terms of revenue, volume growth should be balanced in a context of tougher competition by downward pressure on prices for some of our products.

Production cost should benefit from current decrease in raw materials purchasing prices and costs control improvement action plans.

Developments in Research & Development and Capital expenditures should lead the Company to develop its specialty products and to launch new products.

The Company's plans for capital expenditure in the upcoming two years mainly consist of: additional enhancement of the Health, Safety and Environment policies, maintenance investments for European operations and upgrading the facilities in the Adisseo Nanjing and European plants.

The business plan may not be considered as a guarantee of profitability as committed to the investors.

4. C-Sox implementation

According to related regulation 财办会(2012) No. 30, jointly published by CSRC and MoF on August 2012, BAC falls in the scope of “special implementation cases”, i.e. for the listed company just completed the major asset restructuring and could not establish the comprehensive C-sox system within current reporting period, it is allowed for them to disclose the annual self-assessment report in the next fiscal year.

In 2016, the Company will actively organize the implementation of C-Sox in the whole group. With the supervision from the Audit Committee, BAC will issue an Assessment Report on Internal Control prepared by the board of Directors of the Company in order to assess if the Company has maintained effective internal control over its financial reporting in all material aspects in 2016 in accordance with the requirements of the Basic Standard for Enterprise Internal Control and its supplementary guidelines.

The Company will also engage KPMG Huazhen LLP to issue an Audit Report on Internal Control to give its opinion if the Company has maintained effective internal control over its financial reporting in all material aspects in accordance with the requirements of the Basic Standard for Enterprise Internal Control and the relevant requirements.

Bluestar Adisseo Company
Board of Directors

Material 2

Proposal on Report of Board of Supervisors for FY2015

Dear Shareholders,

During the year of 2015, according to *the Company Law of the People's Republic of China* ("the Company Law"), laws, rules, regulatory documents, and *the Articles of Association of Bluestar Adisseo Company* ("AOA"), the Company's board of supervisors supervises the Company's operation and management's performance of duties, supervises the Company's financial matters and issues opinions on distribution of dividends and other matters. See the attached 2015 Report of the Board of Supervisors for details.

Please review the above proposal.

Attachment: 2015 Report of the Board of Supervisors

Bluestar Adisseo Company

Report of the Board of Supervisors for FY2015

I. Meeting of the Board of Supervisors

Times of meetings held：7

Meetings of the Board of Supervisors	Proposals at the meeting of the Board of Supervisors
The 17th Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of compliance of the company's related-party transaction in the nature of exchange of major assets, issuance of new shares, payment in cash to purchase supporting assets and raising supporting funds; the

	proposal in respect of exchange of major assets, issuance of new shares and payment in cash to purchase supporting assets
The 18th Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of filling with State-owned Assets Supervision and Administration Commission of the State Council the Appraisal Report results of the assets involved in exchange of major assets, issuance of new shares, payment in cash to purchase supporting assets and raising supporting funds; the proposal in respect of modification of exchanged-in assets and supporting raised funds not being major modification of reorganization plan; the proposal in respect of the report on Bluestar Chemical New Material Co.,Ltd's major assets exchange, issuance of new shares, payment in cash for purchase of assets and raising supporting funds and the summary version; the proposal in respect of auditing, appraisal and profit forecast report related to the company's reorganization of major assets; the proposal in respect of the independence of assessment agency, reasonability of evaluation presumptions, relevance of evaluation method and goal, and fairness of evaluation pricing; the proposal in respect of amendment agreement to framework major assets organization agreement; the proposal in respect of execution of agreements related to this reorganization of major assets
The 19th Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of 2014 annual report of the board of supervisors; the proposal in respect of 2014 annual report and the summary version; the proposal in respect of 2014 final annual account; the proposal in respect of dividends distribution and capital reserve converted into

	share capital; the proposal in respect of renew of financial service agreement among the company and ChemChina Finance Corporation; the proposal in respect of changing of accounting policy; the proposal in respect of the company's internal control self-appraisal report
The 20th Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of Q1 report of 2015
The 21st Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of modification of related-party transaction plan which is reorganization of major assets, issuance of shares, payment in case for purchase of assets and raising supporting funds; the proposal in respect of execution of supplemental agreement to relevant agreements related to this reorganization of major assets
The 22nd Meeting of the 5th Session of the Board of Supervisors	Deliberated the proposal in respect of 2015 semi-annual report and the summary version; the proposal in respect of candidates for the 6th term board of supervisors
The 1st Meeting of the 6th Session of the Board of Supervisors	Deliberated the proposal to elect chairman of the 6th term of board of supervisors; the proposal to amend the Articles of Association; the proposal to change the company name and business scope; the proposal to amend the rules of procedure of the shareholders meeting; the proposal to amend the rules of procedure of the meeting of the board of supervisors; the proposal in respect of the allowance for independent directors; the proposal in respect of D&O insurance; the proposal in respect of reports of the 3rd quarter in 2015; the proposal to change the accounting firm; the proposal to amend the implementing rules of professional committees of directorate;

	the proposal to change

II. Board of Supervisors' opinion on internal control report

The Company initiated reconstruction of major assets in September 29, 2014. During the year of 2015, the Company put all efforts into the major asset reconstruction and was unable to build a complete internal control system. According to *the Notice on Implementation of Enterprise Internal Control Norms System for Companies listed on the Main Board by Categories and Batches in year 2012* (Cai Ban Hui (2012) No.30) issued by the Ministry of Finance and CSRC, the Company is classified as the first type of the Special Circumstances in Specific Implementation. The corresponding provisions are as follows: " where a company listed on the Main Board is unable to establish a proper internal control system within the stipulated period due to bankruptcy restructuring, backdoor listing or major asset restructuring, it shall in principle, at the time of disclosure of annual report for the next accounting year following completion of the relevant transaction, disclose an internal control self-appraisal report and audit report." Therefore, for this year the Company will not disclose the Internal Control Self-appraisal and the Audit Report. The board of supervisors has no dissent.

III. Independent Opinions of the Board of Supervisors on the Financial Inspection of the Company

During the reporting period, the Board of Supervisors implemented inspection and supervision over the financial situation of the Company, holding the opinion that the Company has sound financial system, effective implementation, reasonable financial structure, and favorable financial condition. The 2015 annual financial report of the Company truthfully and objectively reveals the financial condition and operating result of the Company. The audit report with unqualified opinions provided by KPMG Huazhen LLP is objective and fair.

IV. Independent Opinions of the Board of Supervisors on the Latest Input for Fund-raising of the Company

In the reporting period, the board of supervisors supervises and reviews the deposits and use of the Company's raised funds.

In the board's opinion: in the reporting period, the Company strictly follows *the Guidelines for the Supervision and Administration Requirements for Listed*

Companies No.2- on the Management and Use of Raised Funds, Shanghai Stock Exchange *Stock Listing Rules*, *the Management of Raised Funds of Listed Companies on the Shanghai Stock Exchange* and other laws, rules and the Company's *Management System of Use of Raised Funds* in depositing, using and managing used funds and there is no prejudice on shareholders' benefits.

V. Independent Opinions of the Board of Supervisors on the Acquisition and Sale of Assets of the Company

During the reporting period, the Board of Supervisors provided independent opinions on the *Sale of Major Assets and Related Transactions*, and the *Replacement of Major Assets and Purchasing Assets and Collecting Supporting Assets through Stock Issuance and Paying Cash and Related Transactions*, holding the opinion that the sale of major assets is helpful for improving the financial condition of listed companies, and sticking up for the listing position of the Company; and the restructuring of major assets is helpful for enhancing the core competitiveness and sustainable development ability of the Company, improving the profitability of the Company, and protecting the interests of all shareholders to a maximum extent. Related transactions involved are open, fair and reasonable, and are consistent with the interests of listed companies and all shareholders.

VI. Independent Opinions of the Board of Supervisors on Related Transactions of the Company

The day-to-day operational related transactions of the Company have been done following the principles of "voluntary, reasonable, fair and faithful". The transaction prices are fair and reasonable, with standard procedures. Independent directors have provided independent opinions, and related directors have withdrawn from voting, thus bringing no damage to the interests of the Company and all stockholders.

VII. Independent Opinions of the Board of Supervisors on Proposal the dividends distribution

1 The Company has recently completed the reorganization of major assets and are busy constructing its internal systems, including the system of distribution of dividends. The board of supervisions agrees that no dividends will be distributed this year.

2 According to Article 154 in the Articles of Association of the Company, which prescribes specific conditions for dividend distribution, those conditions were not met in the year of 2015 as the undistributed profits has negative figure in the year of 2015. The board of supervisors agrees that no distribution of dividends in the year of 2015.

3 Based on the reasons above, the Company will not distribute dividends in the year of 2015 for the benefit of the Company’s long-term development and without prejudice to benefits of the Company’s and all shareholders’.

Bluestar Adisseo Company

Board of Supervisors

Material 3

Proposal on 2015 Annual Report and the Summary Version

Dear Shareholders,

In compliance with *the Contents and Formats of Information Disclosure by Companies Offering Securities to the Public No. 2 - Contents and Formats of Annual Reports (2015 Revision)* issued by China Securities Regulatory Commission ("CSRC") and *Shanghai Stock Exchange Listing Rules (2014 Revision)*, etc., the board of directors of Bluestar Adisseo Company (the "Company"), deliberated and passed the Company's 2015 Annual Report and the Summary Version. Kindly find 2015 Annual Report and the Summary Version released on 14 April 2016 on *China Securities Journal*, *Shanghai Securities News* and the official website of Shanghai Stock Exchange (www.sse.com.cn).

Please review the above proposal.

Material 4

Proposal on 2015 Final Annual Accounts

Dear Shareholders,

2015 Final Annual Account contains the balance sheet, the statement of income, the statement of cash flows and the statement of owners' equity, etc., as of 31 December 2015. KPMG Huazhen LLP has audited such documents and issued an unqualified audit opinion. For details please kindly find in *the Audit Report* and "Section 11 Financial Statements" of *2015 Annual Report* released on 14 April 2016 on *China Securities Journal, Shanghai Securities News* and the official website of Shanghai Stock Exchange (www.sse.com.cn).

Please review the above proposal.

Material 5

Proposal on 2016 Annual Budget

Dear Shareholders,

According to requirements of CSRC, SSE, AOA and the actual operation situations in the year of 2015, the Company composes the 2016 Annual Budget.

Based on the financial performance of last several years, the Company, in the principle of prudence, has set up the revenue target of 2016 as 108.2 (100milCNY) and net profit attributable to shareholders of the listed company as 15.88 (100milCNY) using Euro/RMB exchange rate of 7.2.

Special Note: The budget is only the Company's internal management KPI and is not the Company's forecast on 2016 profit. There are uncertainties in the realization involving various factors, such as economic environment and market demand evolution."

Please review the above proposal.

Attachment: 2015 Annual Budget

Bluestar Adisseo Company

2016 Annual Budget report

I. Outlook of 2016

- Safety is our first priority. In 2016, the Company will pursue its zero accident objective and further improve its safety performance.

- The methionine supply shortage in 2015 has clearly impacted market prices upwards. The announced new capacities from competitors have finally come on stream after some delays. The supply / demand situation is now more balanced leading to a decrease in market prices as expected. Proactive price management of performance products will be key to achieving the performances Adisseo targets.

- Over the last few years, Adisseo developed new products, such as Selisseo® (a specialty product based on selenium) in 2014 and Advance (a new enzyme product) in 2015. Adisseo will continue to invest in its plants to develop capacities and innovation with an objective to launch one new product on the market every year.

II Work plan for 2016

Operation plan

Total sales volume is expected to increase across almost all product lines driven by the expected growth in global demand and additional capacities linked to the debottlenecking of existing production plants.

In terms of revenue, volume growth should be balanced in a context of tougher competition by downward pressure on prices for some of our products.

Production cost should benefit from current decrease in raw materials purchasing prices and costs control improvement action plans.

Developments in Research & Development and Capital expenditures should lead the Company to develop its specialty products and to launch new products.

Extension & Capex plan

The Company's plans for capital expenditure in the upcoming two years mainly consist of: additional enhancement of the Health, Safety and Environment policies, maintenance investments for European operations and upgrading the facilities in the Adisseo Nanjing and European plants.

Adisseo is also actively preparing for future development by combining extensions & debottlenecking of existing production units, and, by also studying new potential sites in order to keep pace with its customers' development and to meet their request for a high quality, cost efficient source for methionine.

Employee Training Program

According to the requirements of the Company's roadmap and to achieve work objectives better, the Company identifies every year the training needs of its employees and designs the annual training program. Through staff training, the Company strengthens the business knowledge and skills of its employees, improves the capability and quality of the employees and ability of the management, and promotes the effective operation of its management system.

III 2016 annual budget

According to requirements of CSRC, SSE, AOA and the actual operation situations in the year of 2015, the Company composes the 2016 Annual Budget.

Based on the financial performance of last several years, the Company, in the principle of prudence, has set up the revenue target of 2016 as 108.2 (100milCNY) and net profit attributable to shareholders of the listed company as 15.88 (100milCNY) using Euro/RMB exchange rate of 7.2.

Special Note: The budget is only the Company's internal management KPI and is not the Company's forecast on 2016 profit. There are uncertainties in the realization involving various factors, such as economic environment and market demand evolution."

Bluestar Adisseo Company

Material 6

Proposal on 2015 Annual Plan of Dividend Distribution

Dear Shareholders,

According to the audit conducted by KPMG Huazhen LLP, the Group achieved a net profit of 2,022,795,622 RMB in 2015 consolidated financial statement, of which 1,528,651,062 RMB belongs to shareholders. As of 31, December, 2015, the Group has an accumulated profit for distribution of 6,466,803,025 RMB in the consolidated financial statements. Nevertheless, as of 31, December, 2015, the Company has an accumulated loss of 585,630,735 in standalone financial statements.

In consideration of the circumstances above, the Company’s annual plan of dividends distribution is not to distribute the dividends, and not to increase capital by capital reserve.

Upon receipt of profits distributed by Bluestar Adisseo Nutrition Group Co., Ltd, the Company’s offshore subsidiary, and the accumulated undistributed profits turning positive, i.e. the Company meets the condition to distribution, the Company will propose a dividend distribution plan at a proper point of time.”

Please review the above proposal.

Material 7

Proposal on the Allocation of Cash Dividends

Dear Shareholders,

In the reporting period, the holding company has a net profit of RMB 1,164,110,667 yuan. The accumulated losses of last year are RMB 585,630,736 yuan. Actual profit available for distribution after deduction of statutory reserve is RMB 520,631,938 yuan.

To share the Company's operation achievements with all shareholders, as well as enabling the Company for further development, the board of the Company, in consideration of the Company's actual operation situations, proposes that: based on the Company's total share capital of 2,681,901,273 shares dated 31, December, 2015, the Company will distribute to all shareholders, cash dividend of RMB 1.65 yuan per 10 shares (inclusive of tax). The total amount of the cash dividends to be distributed is RMB 442,513,710.05 yuan. The remaining undistributed profits of RMB 78,118,227.95 yuan will be shifted to the next period.

Please review the above proposal.

Material 8

Proposal on Appointment of KPMG Huazhen LLP as Annual Accounting and Internal Control Auditor for FY2016

Dear Shareholders,

To maintain the continuity of auditing, the Company proposes to continue to appoint KPMG Huazhen LLP as the Company's 2016 annual auditor for financial and internal control auditing. The Company also proposes to authorize the board of directors to determine service fees for this appointment, depending on the service items, the workload and other factors.

Please review the above proposal.

Material 9

Proposal on Renewal of D&O Insurance Policy

Dear Shareholders,

To reduce potential risks in the process of due performance of the board members, the supervisors and senior management, the Company is to renew the D&O insurance policy whose annual premium is approximately RMB 268,693.37 (plus local insurance tax) and the insurance amount not exceeding $ 20,000,000.

Please review the above proposal.

Attachment ： Introduction of Key Terms of the Insurance Policy

Underwriter	Bluestar Adisseo Company
Named Insured	Adisseo Life Science; Blue Star Adisseo Nanjing. Co
Insurance Period	1st April 2016 – 31st March 2017
Lead Insurer	AIG
Net Annual Premium	RMB 268,693.37（+local insurance tax）
Limits	$20,000,000
Contract Subject Matter	The purpose of this contract is: ▪ To cover the financial consequences of any claim made against any director of the policyholder alleging liability of such director or officer and attributable to any professional wrongful action committed in connection with his/her position or office of director or officer : Insured Person Protections ▪ To refund the amounts legally paid by the policyholder on behalf of the insured directors/officers-natural persons to cover the financial consequences of the losses incurred from any claim(s) made against such directors/officers-natural persons ▪ Coverage for the company in respect of securities claims brought against the corporate body : Company Insurance Protection ▪ Coverage for the company in respect of Employment Practices Breach : Company Insurance Protection
Deductibles	▪ For any Securities Claim (against the company): $ 50,000 ▪ For any other Claim: Null
Main exclusions	▪ Claims based on or arising out of malicious wrongful act committed by an Insured. ▪ Security claims brought within US jurisdiction or based on any laws of United States of America.
Geographical scope	The insurer shall not be liable for any claims made or pending outside of the People's Republic of China (excluding HK, Macau and Taiwan).

Material 10

Proposal on Independents' Report for FY 2015

Proposal on Independent Directors' Report for FY2015

Dear Shareholders,

During the year of 2015, the Company's independent directors fulfill their duties with diligence and fiduciary, in compliance with *the Company Law, the Guiding Opinions on Establishment of Independent Directors in Listed Companies, the Provisions on Strengthening the Protection of the Rights and Interests of Shareholders of Public Shares* and other laws, rules and AOA. They attend meetings and issue independent opinions as the laws and rules require and fully perform the function as independent directors especially in protecting the profits of the Company and the shareholders, particularly the shareholders of public shares. See the Independent Directors' Report for FY2015 for details.

Please review the above proposal.

Attachment: Independent Directors' Report for FY2015

Bluestar Adisseo Company

Independent Directors' Report for FY2015

In 2015, we, as independent directors of Bluestar Adisseo Company, according to the *Company Law*, the *Guiding Opinions on Establishing the Independent Director System in Listed Companies*, the *Several Regulations on Enhancing the Protection* *of Public Stocks and Stockholders' Equity*, and AOA, fulfilled our duties in a diligent and conscientious manner, learned about the corporate operation situation in detail, faithfully performed duties of independent directors, actively attended related meetings, earnestly deliberated all proposals of Board of Directors, and provided independent opinions on related issues, thus fully playing the role of independent directors and maintaining the interests of the Company and stockholders, especially the public stockholders. The 2015 annual work report of independent directors is as follows:

I. Basic Information on Independent Directors

The independent directors of the 5th term of the board, SUN Yanhong, GUAN Weili, MENG Quansheng left as their term expired. In the 3rd Interim Shareholders Meeting of 2015, SONG Lixin, ZHOU Guomin and Jean Falgoux were elected to be independent directors of the 6th term of the board.

The profile of each independent director is as follows:

SONG Lixin: Born in 1967, MBA. Graduated from Journalism of Renmin University with bachelor in law in July 1989; Graduated from Tsinghua University of Economics and Management with Master of Business Administration in 2006. Earned Chief Editor in Journalism in October 1998. Act as General Editor of Talents magazine since 1997 and later as President of the magazine. Experienced in culture and finance areas. Founded of China Annual Management Gala in 2001 and have held 13 terms of the Gala up to now.

ZHOU Guomin: Born in 1966, Graduated from Chinese University of Hong Kong (CUHK) with bachelor degree. Graduated from State University of New York with MBA. Member of AICPA and CCMA. Acted as CFO in China Investment Corporation, Partner in KPMG, etc. Current Senior Director, General Manager and CFO in Hope Investments Management Co., Ltd, member of its Investment Committee, Management Committee and Risk and Compliance Committee. Current member of Counsel Committee in the Department of Quantitative Finance in CUHK. Honored as Distinguished Expert in "Thousands Talents Plan" awarded by Organization Department of Communist Party of China Central Committee.

Jean Falgoux: French, born in 1952. Studied as student trained at French Institute for Agronomic Research (INRA). Engineer in Agriculture. Master in statistics. Master in business Administration. 40 years' experience in various global industries, primarily feed additives, animal health and also crop protection, food additives, pharmaceuticals. Worked as sales manager in Rousselot (France), Senior VP in animal health and feed additives, and board member of Hoechst, Roussel Uclaf, President and CEO of Ajinomoto Eurolysines SAS, VP of Ajinomoto Europe SAS and chairman or executive director of the European affiliates. Currently non-executive directors of start-up companies (capital investment).

II. Annual Performance of Independent Directors

1. Information on attending the meetings of the Board of Directors

   The company held 10 meetings of the Board of Directors (5 meetings with a voting held through communication modes) this year, 1 meeting of Remuneration and Appraisal Committee of the Board of Directors, 4 meetings of Audit Committee, 1 meeting of Nomination Committee and 4 shareholders' meetings.

Name of directors	Attendance at Board meetings						Attendance at Special Committee Meetings	Attendance at general meetings
	Required attendance at Board meetings in the term of office this year	Attendance in Person	Participation by communications	Attendance by proxy	Absence	Consecutively Absent From two meetings	Attendance frequency at Special Committee Meetings	Attendance frequency at the general meeting of shareholders
GUAN Weili	7	7	4	0	0	N	2	1
SUN Yanhong	7	7	4	0	0	N	2	1
MENG Quansheng	7	7	4	0	0	N	0	1
Jean Falgoux	3	3	1	0	0	N	4	0
SONG Lixin	3	3	1	0	0	N	1	1
ZHOU Guomin	3	3	1	0	0	N	3	1

2. Information on the site inspection and the cooperation between the Company and independent directors

   In 2015, in the preparation of regular reports by the Company, we carefully listened to the management on the introduction to related issues, got in-depth understanding about the corporate operation and development, as well as put forward constructive opinions and suggestions for proposals deliberated at the meetings of the Board of Directors relying on our professional knowledge and experience in business management, thus fully playing a role of guidance and supervision. The management of the Company paid high attention to the communication with us and provided us with regular reports on the production and operation and the progress of major issues, thus laying a foundation for the performance of our duties.

III. Key Issues in the Annual Performance of Independent Directors

1. Restructuring of major assets

   Independent directors provided independent opinions on the *Sale of Major Assets and Related Transactions*, and the *Replacement of Major Assets and Purchasing Assets and Collecting Supporting Assets through Stock Issuance and Paying Cash and Related Transactions*, holding the opinion that the sale of major assets is helpful for improving the financial condition of listed companies, and sticking up for the listing position of the Company; and the restructuring of major assets is helpful for enhancing the core competitiveness and sustainable development ability of the Company, improving the profitability of the Company, and protecting the interests of all stockholders to a maximum extent. Related transactions involved are open, fair and reasonable, and are consistent with the interests of listed companies and all stockholders.

2. Related transactions

   Independent directors provided independent opinions on the day-to-day related transactions of 2015 of the Company, holding the opinion that the day-to-day related transactions of 2015 of the Company have been done following the principle of marketization. The transaction prices are based on the market prices, so as to ensure that related transactions are done in a fair, impartial and open manner. Therefore, the day-to-day related transactions of 2015 of the Company are in line with related laws and regulations, bringing no damage to the interests of stockholders of the Company.

3. External guarantee and fund occupation
   Independent directors provided independent opinions on the external guarantee of 2015 of the Company, holding the opinion that in 2015, the Company did not have external guarantees in the year of 2014and controlling shareholders and their related parties did not occupy funds for non-operational activities.
4. Use of funds collected
   According to Shanghai Stock Exchange Management Rule for Raised Funds, the Company's Management System of Raised Funds, we supervise and review the Company's use of raised funds. During the reporting period, the Company comply with the Management System of Raised Funds strictly in deposit and use of raised funds. It establishes special account for raised funds and executes tri-party supervisory agreements. We think that the Company's deposits and use of raised funds is in complete compliance with relevant rules and systems and there is not violation of rules.
5. Nomination and remuneration of senior management personnel
   In 2015, the remuneration of senior management personnel of the Company was defined based on the actual situation of the Company, which facilitated senior management personnel in improving their sense of duty and entrepreneurial spirit.
6. Performance preannouncement and performance express
   In 2015, based on the preliminary calculation of the Financial Department of the Company, it is estimated that in 2015, the net profit attributed to the Company will be in a profit position. In January 2016, the Company released the performance increase pre- announcement of 2015.
7. Appointment of and change in the accounting firm
   Through inspection and evaluation on the auditing work of KPMG Huazhen LLP, we held the opinion that related personnel of this firm have professional quality, strictly abide by related regulations, follow practice rules, and complete auditing work as planned. We hereby agree to continue appointing KPMG Huazhen LLP as the audit authority of 2016 of the Company.
8. Cash dividends and other investor returns
   In despite of the profit on the Company's consolidated basis, the holding company of the Company has an accrued booked loss and does not meet the condition to distribution as prescribed in Article 154 in the AOA; The Company completed reorganization of major assets in 28, October, 2015,

and internal systems (including dividend distribution system) are in the active progress of construction and completion; in consideration of undistributed profits on the Company's consolidated basis, the Company will propose a plan of distribution upon receipt of dividends distributed by Bluestar Adisseo Nutrition Group Co., Ltd. and the accrued undistributed profit turning positive, i.e., the Company meets the condition to distribution. Therefore, the Company does not distribute in the year of 2015.

9. Fulfillment of commitments of the Company and stockholders

   None

10. Implementation of information disclosure

    This year, the Company fulfilled the duty of information disclosure according to the *Securities Law of the People's Republic of China*, the *Provisional Regulations on the Administration of Stock Issuance and Transaction*, the *Administrative Measures on Information Disclosure by Listed Companies*, the *Listing Rules* issued by Shanghai Stock Exchange, and the *Transaction Management System for Information Disclosure of the Company*.

11. Implementation of internal control

    The Company initiated reconstruction of major assets in September 29, 2014. During the year of 2015, the Company put all efforts into the major asset reconstruction and was unable to build a complete internal control system. According to *the Notice on Implementation of Enterprise Internal Control Norms System for Companies listed on the Main Board by Categories and Batches in year 2012* (Cai Ban Hui (2012) No.30) issued by the Ministry of Finance and CSRC, the Company is classified as the first type of the Special Circumstances in Specific Implementation. The corresponding provisions are as follows: "where a company listed on the Main Board is unable to establish a proper internal control system within the stipulated period due to bankruptcy restructuring, backdoor listing or reorganization of major asset, it shall in principle, at the time of disclosure of annual report for the next accounting year following completion of the relevant transaction, disclose an internal control self-appraisal report and audit report." Therefore, for this year the Company will not disclose the Internal Control Self-appraisal and the Audit Report.

12. Operational conditions of the Board of Directors and its special committees

    In 2015, the Board of Directors and its special committees actively carried out their work, and earnestly fulfilled their duties. The Company held 10 meetings of the Board of Directors. Such meetings deliberated and passed the 2014 annual report of the Company, as well as the day-to-day related transactions, and the restructuring of major assets, which boosted the implementation of operational activities of the Company. The main jobs of the Audit Committee of the Board of Directors of the Company are to deliberate the 2014 financial report, supervise the preparation of the annual report, supervise and evaluate the annual audit of accountants, put forward suggestions on appointing the audit authority of 2015 and reviewed auditor's report on 2015 annual auditing plan. The main job of the Nomination committee is to nominate the senior management of the Company. The main job of the Remuneration and Appraisal Committee is to review the remuneration policy of the senior management.

13. Other issues for listed companies to be improved as confirmed by independent directors

    None

IV. Overall Evaluation and Suggestions

In 2015, the Company operated in a standard manner; the production and operation were normal; the financial operation was steady; the related transactions were fair and open; the information disclosure was implemented in a true, accurate, complete, and prompt way. We, as independent directors of the Company, followed the principle of faith, and fulfilled our duties diligently. Keeping independence in our work, we played a positive role in ensuring the Company's standardized operation and the perfection of corporate governance structure.

In 2016, we will continue to follow the diligent and faithful principles, earnestly fulfill our duties, and take heed in dealing with matters, so as to play an effective role in decision-making and supervision as independent directors. We will protect the legitimate rights and interests of the Company and all stockholders, especially medium and small stockholders, thus making contributions to the development of the Company.

Independent directors:

SONG Lixin ZHOU Guomin Jean Falgoux