Stock code：600299 Abbr.：Adisseo S/N：2016- Temp 007

Bluestar (2016) No.1

Bluestar Adisseo Company

Resolutions of the 4th Meeting of the 6th Term of Board

The 4th meeting of the 6th term of the Board was held on April 13, 2016, in the Company’s conference room. Seven (7) directors were present, constituting 100% of the board members. The following proposals were deliberated and passed:

1. **Deliberated and passed the proposal in respect of 2015 Annual Report and the Summary Version**

   The 2015 Annual Report is on Shanghai Stock Exchange’s website: www.sse.com.cn.

   Summary version of the 2015 Annual Report is on the Shanghai Securities News and the China Securities Journal.

   This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

   This proposal is to be submitted to 2015 annual shareholders’ general meeting for deliberation.

2. **Deliberated and passed the proposal in respect of 2016 Annual Budget**

   According to requirements of China Securities Regulatory Commission, Shanghai Stock Exchange, the Articles of Association of Bluestar Adisseo

Company 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."

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

3. **Deliberated and passed the proposal in respect of 2015 Annual Financial Report**

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

4. **Deliberated and passed the proposal in respect of 2015 and 2016 day-to-day related-party transactions**

The Announcement on Day-to-day Related-party Transactions is on Shanghai Stock Exchange's website: www.sse.com.cn.

This proposal was passed with 5 votes in favor, 0 objection, and 0 abstention. The related part director Mr. Wang Dazhuang and Ms. Yang Fang withdraw from voting.

5. **Deliberated and passed the proposal in respect of 2015 Report of the Board of Directors**

2015 Report of the Board of Directors is on Shanghai Stock Exchange's website: www.sse.com.cn.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

6. **Deliberated and passed the proposal in respect of 2015 Independent Director Report**

The 2015 Independent Directors' Report is on Shanghai Stock Exchange's website: www.sse.com.cn.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

7. **Deliberated and passed the proposal in respect of 2015 Annual Plan of Dividends Distribution**

According to the auditing conducted by KPMG Huazhen LLP, the Company saw a net profit of 2,022,795,622 RMB in 2015, of which 1,528,651,062 RMB belongs to shareholders. As of 31, December, 2015, the Company has an accrued profit for distribution of 6,386,803,025 RMB. Nevertheless, as of 31, December, 2015, the holding company of the Company has an accrued booked loss of 585,630,735.

In consideration of the circumstances above, the Company's annual plan of dividends distribution is not to distribute the dividends. Upon receipt of profits distributed by Bluestar Adisseo Nutrition Group Co., Ltd, the Company's offshore subsidiary, and the accrued 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.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

8. **Deliberated and passed proposals in respect of amending bylaws**

8.1 Deliberated and passed the proposal in respect of amending the Rules for the Work of Independent Directors

As the Articles of Association of Bluestar Adisseo Company ("the

Articles of Association") has been amended and according to the company's actual circumstance, the board of directors proposes to amend the Rules for the Work of the Independent Directors.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.2 Deliberated and passed the proposal in respect of amending the Management System of Investor Relations

As the Articles of Association has been amended and according to the Company's actual circumstance, the board of directors proposes to amend the Management System of Investor Relations.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.3 Deliberated and passed the proposal in respect of amending the Rules for the Work of the General Manager

As the Articles of Association has been amended and according to the Company actual circumstance, the board of directors proposes to amend the Rules for the Work of the General Manager.

This proposal was passed with 7 votes in favor, 0 objection, and0 abstention.

8.4 Deliberated and passed the proposal in respect of amending the Management System of Related-party Transactions

As the Articles of Association has been amended and according to the Company's actual circumstance, the board of directors proposes to amend the Management System of Related-party Transactions.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.5 Deliberated and passed the proposal in respect of amending the Management System of Funds Transfer between Related-parties

As the Articles of Association has been amended and according to the Company's actual circumstance, the board of directors proposes to amend the amending the Management System of Funds Transfer between Related-parties.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.6 Deliberated and passed the proposal in respect of amending the Management System of External Guarantees

As the Articles of Association has been amended and according to the Company's actual circumstance, the board of directors proposes to amend the Management System of External Guarantees.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.7 Deliberated and passed the proposal in respect of amending the Management System of External Investments

As the Articles of Association has been amended and according to the Company actual circumstance, the board of directors proposes to amend the Management System of External Investments.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.8 Deliberated and passed the proposal in respect of amending the Management System of Use of Raised Funds

As the Articles of Association has been amended and according to the company's actual circumstance, the board of directors proposes to amend the Management System of Use of Raised Funds.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

8.9 Deliberated and passed the proposal in respect of amending the Accountability System for Major Errors in Information Disclosure of Annual Reports

As the Articles of Association has been amended and according to the company's actual circumstance, the board of directors proposes to amend the Accountability System for Major Errors in Information Disclosure of Annual Reports.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

9. **Deliberated and passed the proposal in respect of nomination of WANG Peng as the secretary of the board of directors**

According to the needs of the work as well as the nomination from the Chairman, it is proposed to engage Mr. WANG Peng to be the Company's board secretary.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

10. **Deliberated and passed the proposal in respect of 2015 Special Report of Deposits and Actual Use of Raised Funds**

According to *the Guidelines for the Supervision and Administration on Listed Companies No. 2* --- *Supervision and Administration Requirements for Listed Companies on the Management and Use of Raised Funds* and the Company's *Management System of Use of Raised Funds*, the board reviews and verifies 2015 Special Report of Deposits and Actual Use of Raised Funds. The board confirms that the report is composed properly and accurately, and the Company's deposition and use of raised funds is in compliance with requirements.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

11. **Deliberated and passed the proposal in respect of waiver of Internal Control Self-Appraisal and Audit 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 Audit report.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

12. Deliberated and passed the proposal in respect of appointment of KPMG Huazhen LLP as the Company's 2016 annual financial and internal control auditor

To maintain the continuity of auditing, as proposed by the audit committee of the board, 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. 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.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

13. Deliberated and passed the proposal in respect of D&O insurance policy renewal

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 and the insurance amount not exceeding $ 20,000,000.

This proposal was passed with 7 votes in favor, 0 objection, and 0 abstention.

This proposal is to be submitted to 2015 annual shareholders' general meeting for deliberation.

It is hereby resolved.

The Board of Directors of Bluestar Adisseo Company

April 13, 2016

【This is the signature page of the 4th Meeting of 6th term of board of directors of Bluestar Adisseo Company】

【蓝星安迪苏第六届董事会第四次会议决议之签署页】

董 事 长：______________

Chairman of the Board of Directors: Gerard Deman

副董事长：______________

Deputy Chairman of the Board of Directors:王大壮 Wang Dazhuang

董　事：______________

Director: Jean Marc Dublanc

____

杨芳 Yang Fang

独立董事：______________

Independent Director:宋立新 Song Lixin

____

周国民 Zhou Guomin

____

Jean Falgoux