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BEAUTIFUL CHINA HOLDINGS COMPANY LIMITED

美麗中國控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 706)

DESPATCH OF CIRCULAR

IN RELATION TO –

**(1) CONNECTED TRANSACTION RELATING TO THE SUBSCRIPTION
FOR NEW SHARES BY A SUBSTANTIAL SHAREHOLDER**

(2) APPLICATION FOR WHITEWASH WAIVER

AND

(3) PROPOSED CAPITAL INCREASE

DESPATCH OF THE CIRCULAR

The Circular will be despatched by the Company to the Shareholders on 6 December 2013.

Independent Shareholders are advised to read (i) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; and (ii) a letter of advice from the TC Capital Asia Limited as contained in the Circular before making their voting decisions in respect of the resolutions approving the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver.

Reference is made to the announcements of the Company dated 22 October 2013, 12 November 2013 and 2 December 2013 (the “**Announcements**”) in relation to, among other things, the Subscription, the Whitewash Waiver and the Capital Increase. Unless otherwise stated, capitalized terms used herein shall bear the same meaning as defined in the Announcements.

DESPATCH OF CIRCULAR

The circular of the Company (the “**Circular**”) containing, among other things, (i) further details of the Subscription Agreement; (ii) further details of the Whitewash Waiver; (iii) further details of the Capital Increase; (iv) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (vi) a notice of the SGM; and (vii) other information as required under the Listing Rules and the Takeovers Code, for the purpose of the SGM, will be despatched to the Shareholders on 6 December 2013.

The SGM will be convened and held at Unit A, 29/F., Admiralty Centre 1, 18 Harcourt Road, Hong Kong at 10:00 a.m. on Monday, 23 December 2013 for the purpose of considering and, if though fit, to approve (i) the Capital Increase; (ii) the Subscription Agreement and the transactions contemplated thereunder; and (iii) the Whitewash Waiver.

Independent Shareholders are advised to read (i) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; and (ii) a letter of advice from the TC Capital Asia Limited as contained in the Circular before making their voting decisions in respect of the resolutions approving the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver.

For and on behalf of
Beautiful China Holdings Company Limited
Tan Shu Jiang
Executive Director

Hong Kong, 6 December 2013

As at the date of this announcement, the Board comprises Mr. Sze Wai, Marco, Mr. Tan Shu Jiang, Mr. Mao Zhenhua and Mr. Shentu Jun as executive Directors, and Mr. Lai Yip Wing, Mr. Chan Ming Sun, Jonathan and Mr. Chong Yiu Kan, Sherman as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.