
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WEIYE HOLDINGS LIMITED, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1570)

**GRANT OF GENERAL MANDATE TO ISSUE SHARES,
GRANT OF GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 13th Floor, Hongyi Building, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 2 June 2022 at 10:00 a.m. is set out on pages 13 to 18 of this circular. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Annual General Meeting in person should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the recent development of novel coronavirus (“**COVID-19**”) and the guidelines from the Central Government of Mainland China on the prevention of it, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.8 degrees Celsius will not be admitted to the venue;
- (ii) all attendees are required to wear surgical facial mask throughout the Annual General Meeting, and to maintain an appropriate distance between seats. Any person who refuses to follow the aforesaid will not be admitted to the venue; and
- (iii) no food or beverages will be served at the Annual General Meeting.

In the interest of all stakeholders’ health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends Shareholders intending to attend the Annual General Meeting to vote by submitting proxy forms with voting instructions inserted, Shareholders may also appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the meeting in person.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 13th Floor, Hongyi Building, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 2 June 2022 at 10:00 a.m., for the purpose of considering and if appropriate to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 18 of this circular, or any adjournment thereof
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the Board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Act”	the Companies Act, Chapter 50 of Singapore as amended, modified and supplemented from time to time
“Company”	WEIYE HOLDINGS LIMITED, a company incorporated in Singapore with limited liability, the Shares are listed on the Main Board of the SEHK
“Constitution”	the Constitution of the Company as amended, modified or supplemented from time to time
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	6 April 2016, being the date on which the Shares were listed and traded on the Main Board of the SEHK

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Memorandum”	the memorandum of association of the Company as amended, modified and supplemented from time to time
“PRC”	People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares subject to and in accordance with the terms of the mandate
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	a general and unconditional mandate to allot, issue or deal with Shares subject to and in accordance with the terms of the mandate
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and administered by the Securities and Futures Commission of Hong Kong
“RMB”	Renminbi yuan, the lawful currency of the PRC
“%”	per cent.



WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1570)

Executive Directors:

Mr. Zhang Wei (張偉先生)

Mr. Chen Zhiyong (陳志勇先生)

Independent non-executive Directors:

Mr. Dong Xincheng (董心誠先生)

Mr. Lam Ying Hung Andy (林英鴻先生)

Mr. Liu Ning (劉寧先生)

Registered office:

10 Bukit Batok Crescent

#06-05 The Spire

Singapore 658079

*Headquarters and principal place
of business in the PRC:*

13th Floor, Hongyi Building
Nanshan District, Shenzhen City
Guangdong Province
the PRC

Principal place of business in Hong Kong:

Unit 912, 9/F
Two Harbourfront
22 Tak Fung Street
Hunghom, Kowloon
Hong Kong

28 April 2022

To: the Shareholders of the Company

Dear Sir or Madam,

**GRANT OF GENERAL MANDATE TO ISSUE SHARES,
GRANT OF GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to the grant of the Share Issue Mandate, the grant of the Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of Directors and the re-appointment of auditors of the Company.

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the grant of the Share Issue Mandate, (ii) the grant of the Repurchase Mandate, (iii) the extension of the Share Issue Mandate, (iv) the re-election of Directors and (v) the re-appointment of auditors of the Company.

2. GRANT OF SHARE ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Share Issue Mandate to the Directors to exercise the power of the Company to issue new Shares in the event it becomes desirable for the Company to do so. Based on 196,133,152 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be able to allot, issue and deal with up to a total of 39,226,630 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the general mandate is granted at the Annual General Meeting. The Share Issue Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or Companies Act, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

The grant of the Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

3. GRANT OF REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 196,133,152 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company would be allowed to repurchase a maximum of 19,613,315 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will be effective until the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or any applicable laws to be held, or (iii) the date on

LETTER FROM THE BOARD

which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

4. EXTENSION OF THE SHARE ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Share Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the Annual General Meeting to add to the Share Issue Mandate those Shares to be repurchased by the Company pursuant to the Repurchase Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with the Regulation 97 of the Constitution, Mr. Zhang Wei and Mr. Dong Xincheng will retire from their respective offices as Director at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to code provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, any further appointment of an independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Dong Xincheng (“**Mr. Dong**”), being an independent non-executive Director, has given an annual confirmation of independence pursuant to the independence guidelines as set out in Rule 3.13 of the Listing Rules. Mr. Dong was appointed as an independent non-executive Director on 15 August 2011, and as at the Latest Practicable Date, has served more than 9 years. During his years of appointment, Mr. Dong has demonstrated his ability to provide an independent view to the Company’s matters. The nomination committee of the Company has assessed the independence of all the independent non-executive Directors including Mr. Dong. Mr. Dong has satisfied all the criteria for independence as set out in Rule 3.13 of the Listing Rules. Notwithstanding his years of service as an independent non-executive Director, the Board considers that Mr. Dong’s objective and independent advice based on his extensive experience and knowledge remain important and valuable to the Company, and that long service on the Board would not affect his exercise of independent judgement. The Board believes that his re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore recommends Mr. Dong for re-election as an independent non-executive Director at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Zhang Wei as an executive Director and Mr. Dong as an independent non-executive Director, respectively. The biographical details of Mr. Zhang Wei and Mr. Dong as required to be disclosed under the Listing Rules are set out in Appendix I to this circular, respectively.

LETTER FROM THE BOARD

6. RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

7. ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 13th Floor, Hongyi Building, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 2 June 2022 at 10:00 a.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions set out in the notice of the Annual General Meeting as set out on pages 13 to 18 of this circular.

A form of proxy for use in connection with the Annual General Meeting is enclosed herewith. Whether or not you intend to be present and vote at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the Annual General Meeting will be by poll, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement contained herein or this circular misleading.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors (including all the independent non-executive Directors) consider that the resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

10. GENERAL INFORMATION

Your attention is drawn to the information set out in Appendix I and Appendix II to this circular.

Yours faithfully
By Order of the Board
Zhang Wei
Executive Chairman and Chief Executive Officer

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Zhang Wei

Mr. Zhang Wei (“**Mr. Zhang**”), aged 52, has been appointed as the chairman of the Board, an executive Director and the chief executive officer of the Company. Mr. Zhang is responsible for the Group’s strategic planning and the overall business development decision making.

Mr. Zhang has over 27 years of experience in the real estate industry. He joined Henan Weiye in June 2002 and has been the sole director of Great Spirit Management Limited since its establishment in 2009. Mr. Zhang has been the chairman of the Board since the Reverse Takeover in 2011. Mr. Zhang currently holds certain positions in the members of our Group, namely, director of Great Spirit Management Limited and Weiye Holdings (Hong Kong) Limited; and the legal representative, executive director and manager of Hainan Hongji Weiye Property Development Co., Ltd and Hongji Weiye (Hainan) Non-Movable Property Management Group Co., Ltd.

From July 1990 to July 1993, Mr. Zhang was the operation manager, responsible for the company’s operations, in China Construction No. 7 Engineering Bureau Zhongyuan Property Development Company* (中國建設第七工程局中原房地產開發公司), which principally engaged the business of construction and property development. From July 1993 to March 1994, Mr. Zhang was the deputy manager of Henan Xinya Property Co., Ltd.* (河南新亞置業有限公司), a company engaged in the business of property development. From March 1994 to August 1998, Mr. Zhang was the general manager, and was later promoted to the managing director, responsible for the overall business operation of the company, in Henan Xinfeng Property Co., Ltd.* (河南新豐置業有限公司), which engaged in the business of property development.

Mr. Zhang was certified as an economist by Henan Province Science Committee* (河南省科技委員會) in November 1996. He obtained a Master’s in Business Administration from Macau University of Science and Technology (澳門科技大學) in Macau Special Administrative Region of the PRC in September 2003. Mr. Zhang is the brother-in-law of Mr. Chen Zhiyong, an executive Director and chief operating officer of the Company.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Mr. Zhang was interested in 106,821,938 Shares, representing approximately 54.46% of the issued share capital of the Company within the meaning of Part XV of the SFO, of which 15,792,290 Shares was deemed to be interested through his wholly owned corporation, Fine Skill Holdings Limited.

Mr. Zhang has entered into a service agreement with the Company for a term of three (3) years and subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Constitution and the Listing Rules. The total amount of his emolument for the year ended 31 December 2021 was approximately RMB2,752,000 which was determined by the Board by reference to his responsibilities and duties within the Company and the recommendation of the Remuneration Committee.

Mr. Dong Xincheng

Mr. Dong Xincheng (“**Mr. Dong**”), aged 55, is our independent non-executive Director. Mr. Dong was re-designated as an Independent Non-Executive Director of the Company on 19 December 2018.

Mr. Dong has approximately 19 years of experience in legal practice. Mr. Dong graduated from Zhengzhou University (鄭州大學) in Zhengzhou City, Henan Province, the PRC, with a Bachelor’s degree in engineering in June 1990. He obtained the Legal Professional Qualification Certificate in September 2002.

From 1990 to 1995, he was an officer in Road Administration Division of Henan Province Bureau of Transport* (河南省交通廳公路管理局). From 1996 to 2001, he was a deputy general manager at Shijiazhuang Xinlin Real Estate Development Co., Ltd.* (石家莊鑫麟房地產開發有限公司), where he was responsible for its business management. From 2002 to 2004, he practised lawyer at Henan Guanglei Law Firm (河南光磊律師事務所). From 2004 onwards, he has been practising lawyer at Henan Zhengfangyuan law Firm (河南正方園律師事務所).

Mr. Dong has entered into a letter of appointment with the Company for a term of three years subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Constitution and the Listing Rules. He is entitled to basic director’s remuneration of RMB200,000 per annum which has been determined by the Board with reference to his duties and experience.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Zhang and Mr. Dong (i) were not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) had not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (iii) did not hold any other position in the Company or any other member of the Group; and (iv) were not related to any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in connection with re-election of Mr. Zhang and Mr. Dong and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purposes only*

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate. It also constitutes the notice under section 76E(2) of the Companies Act, Chapter 50 of Singapore.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 196,133,152 Shares.

Subject to the passing of the ordinary resolution numbered 7 as set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be authorised under the Repurchase Mandate to repurchase, a maximum of 19,613,315 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The repurchase of Shares will only be made when the Directors believe that such repurchase of Shares will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with the Constitution, the Listing Rules and the applicable laws and regulations of Hong Kong and Singapore. In particular, any repurchase of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such Shares were purchased or acquired.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the financial statements contained in the

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Company's 2021 Annual Report) if the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest prices for which the Shares were traded on the SEHK were as follows:

Month	Price per Share (HK\$)	
	Highest	Lowest
2021		
April	4.00	3.80
May	3.95	3.55
June*	–	–
July*	–	–
August*	–	–
September*	–	–
October	4.20	4.20
November	4.05	4.05
December*	–	–
2022		
January*	–	–
February*	–	–
March*	–	–
April (up to the Latest Practicable Date)*	–	–

* There were no trading of Shares in those months and therefore no highest and lowest traded prices

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or our subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting.

7. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the SEHK to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Singapore.

9. EFFECT OF TAKEOVERS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhang Wei, an executive Director, the executive chairman, the chief executive officer and the controlling shareholder of the Company (as defined in the Listing Rules), was interested in 106,821,938 Shares, representing approximately 54.46% of the total number of issued Shares within the meaning of Part XV of the SFO, of which 15,792,290 Shares was deemed to be interested through his wholly owned corporation, Fine Skill Holdings Limited. As at the Latest Practicable Date, Mr. Chen Zhiyong, an executive Director and chief operating officer of the Company, was interested in 40,240,256 Shares, representing approximately 20.52% of the total number of issued Shares.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the shareholding interests of Mr. Zhang Wei and Mr. Chen Zhiyong would be increased to approximately 60.52% and 22.80% of the total number of Shares in issue, respectively. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a result of any repurchases of Shares made under the Repurchase Mandate. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would fall below 25% of the total number of Shares then in issue. The Directors have no intention to repurchase Shares to such an extent that will result in the total number of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not redeem any of its Shares listed and traded on the Main Board of the SEHK nor did the Company or any of our subsidiaries purchase any of such Shares since the Listing Date up to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1570)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Annual General Meeting**”) of Weiye Holdings Limited (“**Company**”) will be held at 13th Floor, Hongyi Building, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 2 June 2022 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Directors’ Statement of the Company for the financial year ended 31 December 2021 together with the Auditor’s Report thereon.

(Resolution 1)

2. To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company for the financial year ending 31 December 2022, to be paid quarterly in arrears.

(Resolution 2)

3. To re-elect the following Directors of the Company retiring pursuant to Regulation 97 of the Constitution of the Company:

Mr. Zhang Wei

(Resolution 3)

Mr. Dong Xincheng

(Resolution 4)

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

(Resolution 5)

5. To transact any other ordinary business which may properly be transacted at the Annual General Meeting.

AS SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“**THAT** pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**SEHK**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; or

(ii) convertible securities; or

(iii) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalisation issues; or

(iv) shares arising from the conversion of convertible securities,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(“**Share Issue Mandate**”)

NOTICE OF ANNUAL GENERAL MEETING

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SEHK) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Rules for the time being in force (unless such compliance has been waived by the SEHK) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.”

(Resolution 6)

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on the SEHK or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the SEHK for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the SEHK, the applicable laws of the Singapore and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Company’s Constitution (the **“Constitution”**) or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(Resolution 7)

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“**THAT** subject to the passing of resolutions nos. 6 and 7 set out in the notice convening the Annual General Meeting, the authority of the Directors pursuant to resolution no. 6 set out in the notice convening the Annual General Meeting be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to resolution no. 7 set out in the notice convening the Annual General Meeting.”

(Resolution 8)

By Order of the Board
Shirley Tan Sey Liy
Man Yun Wah
Company Secretaries

Hong Kong, 28 April 2022

Explanatory Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting and holding more than one (1) share is entitled to appoint one or more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the member is a corporation, the instrument appointing a proxy must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or a duly authorised officer of the corporation.
3. The instrument appointing a proxy must be deposited at the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote (as the case may be) at the Annual General Meeting, the register of members will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote (as the case may be) at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 27 May 2022.
5. All times and dates referred to in this notice refer to Hong Kong times and dates.
6. In view of the recent development of novel coronavirus (“**COVID-19**”) and the guidelines from the Central Government of Mainland China on the prevention of it, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:
 - (i) compulsory body temperature checks will be conducted on every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.8 degrees Celsius will not be admitted to the venue;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) all attendees are required to wear surgical facial mask throughout the Annual General Meeting, and to maintain an appropriate distance between seats. Any person who refuses to follow the aforesaid will not be admitted to the venue; and
- (iii) no food or beverages will be served at the Annual General Meeting.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company strongly recommends Shareholders intending to attend the Annual General Meeting to vote by submitting proxy forms with voting instructions inserted, Shareholders may also appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the meeting in person.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As at the date of this notice, the executive Directors are Mr. Zhang Wei and Mr. Chen Zhiyong; and the independent non-executive Directors are Mr. Dong Xincheng, Mr. Lam Ying Hung Andy and Mr. Liu Ning.