

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the listing document dated 29 March 2016 (the “**Listing Document**”) issued by Weiye Holdings Limited (the “**Company**”).

This announcement is for information purposes only and does not constitute an offer or an invitation by any person to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Listing Document for detailed information about the Company.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



## **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)**

**(Singapore stock code: BMA)**

### **NOTICE OF LISTING BY WAY OF INTRODUCTION ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

*Sole Sponsor*



## **LISTING AND DEALINGS**

Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, on the Main Board of the Stock Exchange, the Shares in issue.

The Company currently has a primary listing of the Shares on the SGX-ST, which it intends to maintain alongside its proposed dual primary listing of the Shares on the Main Board of the Stock Exchange. The listing of the Shares on the Main Board of the Stock Exchange is by way of introduction only and there are no Shares being issued or sold in connection with the Listing.

Dealings in the Shares on the Stock Exchange are expected to commence on Wednesday, 6 April 2016. Dealings in the Shares on the Stock Exchange and the SGX-ST will be conducted in Hong Kong dollars and Singapore dollars respectively. The Shares are traded on the SGX-ST in board lots of 100 Shares each and will be traded on the Stock Exchange in board lots of 1,000 Shares each. The stock code of the Shares on the Stock Exchange is 1570.

\* For identification purpose only

## ELIGIBILITY FOR CCASS

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after the trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

## AVAILABILITY OF THE LISTING DOCUMENT

Physical copies of the Listing Document which is issued in accordance with the requirements under the Listing Rules will be available, for information purposes and for collection, during normal office hours from 9:30 a.m. to 5:30 p.m. at the offices of:

- the Company: Weiye Holdings Limited, at Rooms 2105-06, 21/F, Office Tower Langham Place, 8 Argyle Street, Mongkok, Kowloon, Hong Kong; and
- the Sole Sponsor: CLC International Limited, at 13/F, Nan Fung Tower, 88 Connaught Road Central, Hong Kong;

from Tuesday, 29 March 2016 up to Tuesday, 5 April 2016 (both dates inclusive).

In addition, electronic copies of the Listing Document will be disseminated through the respective websites of the Company at [www.weiyeholdings.com](http://www.weiyeholdings.com), the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the SGX-ST at [www.sgx.com](http://www.sgx.com) on Tuesday, 29 March 2016.

## TRANSFER OF SHARES TO HONG KONG PRIOR TO LISTING

As disclosed in the section headed “Listings, Registration, Dealings and Settlement – Special Arrangements to Facilitate Transfers Prior to the Listing” of the Listing Document, special arrangements have been made to facilitate transfers of Shares prior to the Listing. In connection with the Listing, the Singapore Principal Share Registrar and the Hong Kong Branch Share Registrar will provide three batch-transfers (“**Batch-Transfers**”) of the Singapore-listed Shares for Shareholders seeking to transfer their Shares to the Hong Kong Branch Share Register prior to the Listing.

Shareholders who hold their Shares directly in CDP can complete and submit the request for withdrawal of securities form to CDP and the SG Removal Request Form to the Singapore Principal Share Registrar before the relevant dates stipulated below in order to participate in the Batch-Transfers.

For the first batch-transfer, the relevant date to submit the request for withdrawal of securities form (with a transfer deed) to CDP and the SG Removal Request Form to the Singapore Principal Share Registrar was Monday, 7 March 2016 and the relevant date that the Share certificates are available for collection from the Hong Kong Branch Registrar’s office will be Monday, 21 March 2016 (before the Listing Date).

For the second batch-transfer and third batch-transfer, the relevant dates to submit the request for withdrawal of securities form (with a transfer deed) to CDP and the SG Removal Request Form to the Singapore Principal Share Registrar was Monday, 14 March 2016 and Monday, 21 March 2016 (before the Listing Date) respectively; and the relevant dates that the Share certificates are available for collection from the Hong Kong Branch Registrar's office will be Wednesday, 30 March 2016 and Thursday, 7 April 2016 (after the Listing Date) respectively for the second batch-transfer and the third batch-transfer.

The Company will bear the costs, fees and duties payable for the Batch-Transfers. Withdrawals fees payables to CDP will be borne by the relevant Shareholders and CDP's existing charges will still apply, together with any other costs to be levied by Shareholders' own brokers, nominees or custodians (where relevant). Shareholders should note that all costs, fees and duties payable for any subsequent transfer of their Shares, including but not limited to fees chargeable by the share registrars and the CDP will be borne by Shareholders themselves.

## **BRIDGING ARRANGEMENTS**

In connection with the Listing, Macquarie Capital Limited and KGI Securities (Hong Kong) Limited have been appointed as the Bridging Dealer and the Alternate Bridging Dealer, respectively. Upon the Listing and during the Bridging Period (being the period of 30 calendar days from and including the Listing Date), the Bridging Dealer (and/or its affiliates authorised to carry out arbitrage activities), on its own account will seek to undertake, or request the Alternate Bridging Dealer to undertake arbitrage activities in the circumstances described in the section headed "Listings, Registration, Dealings and Settlement – Bridging Arrangements" of the Listing Document. Such arbitrage activities are expected to contribute to the liquidity of trading in the Shares in the Hong Kong market upon the Listing and to reduce potential material divergence between Share prices in the Hong Kong and the Singapore markets.

In connection with the bridging arrangements, Stock Borrowing and Lending Agreements were entered into between Mr. Zhang Wei (the "**Lender**") and each of the Bridging Dealer and the Alternate Bridging Dealer on 23 March 2016 which will come into effect from the first day of the Bridging Period. Pursuant to the stock borrowing arrangements under such agreements, the Lender will make available to the Bridging Dealer and the Alternate Bridging Dealer stock lending of 48,000,000 Shares representing approximately 24.5% of the Shares in issue, on one or more occasions, subject to applicable laws, rules and regulations in Singapore and Hong Kong, including without limitation that the lending and the subsequent acceptance of redelivery of any Shares by the Lender, and the borrowing and the subsequent redelivery of any Shares by the Bridging Dealer and the Alternate Bridging Dealer, will not lead to any of the Lender, the Bridging Dealer and the Alternate Bridging Dealer being obliged to make a mandatory general offer under the Takeovers Code and/or the Singapore Code. In this regard, in compliance with the Singapore Code, the Stock Borrowing and Lending Agreements provide, inter alia, the right for the Lender to recall the borrowed Shares by giving advance notice of seven days.

Pursuant to the stock borrowing arrangements under such agreements, the borrowed Shares of 48,000,000 Shares will be allocated as to 43,000,000 Shares to the Bridging Dealer and 5,000,000 Shares to the Alternate Bridging Dealer. Such borrowed Shares will be used for settlement in connection with the arbitrage trades carried out by the Bridging Dealer and the Alternate Bridging Dealer in Hong Kong. These Shares will have been registered on the Hong Kong Branch Share Register prior to the Listing. The total number of Shares subject to such stock borrowing arrangements is significantly in excess of the aggregate of the daily trading volumes of the Shares on the SGX-ST for the 15 trading days immediately before and up to the Latest Practicable Date.

The Stock Borrowing and Lending Agreements provide, inter alia, that all of the Shares borrowed shall be returned to the Lender not later than 25 Business Days after the expiry of the Bridging Period. To close out the borrowed positions, the Bridging Dealer and the Alternate Bridging Dealer may purchase Shares on the SGX-ST or use any unutilised Shares registered on the Hong Kong Branch Share Register and transfer such Shares to the Lender. If necessary, the Bridging Dealer and the Alternate Bridging Dealer may repeat the process or alternatively may purchase Shares from the SGX-ST or the Stock Exchange, in order to provide additional liquidity to meet demand for the Shares in the Hong Kong market during the Bridging Period.

Additionally, to facilitate the role of the Bridging Dealer commencing from the pre-opening period (9:00 a.m. to 9:30 a.m.) on the first day of the Listing, the Bridging Dealer will make arrangement to build up a small inventory of Shares prior to the commencement of trading. The Sale and Repurchase Agreement was entered into on 23 March 2016 between Mr. Zhang Wei (the “**Vendor**”) and the Bridging Dealer for the sale of 1,960,000 Shares by the Vendor as vendor to the Bridging Dealer, at a sale price based on the closing price of the Shares quoted on the SGX-ST on the date immediately before the days of the sale and repurchase agreement (the “**Sale**”). Conditional upon the Bridging Dealer acquiring the Shares under the Sale, the Bridging Dealer must sell, and the Vendor must repurchase, the equivalent number of Shares the Vendor sold under the Sale, at the same price as such Shares were sold, shortly after the expiry of the Bridging Period (the “**Repurchase**”). The Sale and Repurchase Agreement provides that the Repurchase must take place not later than 25 Business Days after the expiry of the Bridging Period and upon prior written notice given at least three Business Days in advance by the Bridging Dealer to the Vendor. The purpose of the Sale and Repurchase Agreement is to facilitate the Bridging Dealer in contributing towards the trading liquidity in the Shares on the Hong Kong market, by making available a quantity of Shares to facilitate arbitrage trades during the Bridging Period. Under the arrangement described above, the Vendor will maintain a neutral position in respect of its shareholdings in the Company.

Certain trades envisaged to be carried out by the Bridging Dealer and the Alternate Bridging Dealer during the Bridging Period may constitute covered short selling (or be deemed to constitute short selling) under applicable Hong Kong laws and regulations. The Rules of the Exchange prohibit short selling save for short selling of Designated Securities (as defined in the Rules of the Exchange) during the Continuous Trading Period (as defined in the Rules of the Exchange). In this regard, the Sole Sponsor, on behalf of the Bridging Dealer and the Alternate Bridging Dealer, applied to the Stock Exchange for, and the Stock Exchange has granted an exemption, (i) to permit the Bridging Dealer and the Alternate Bridging Dealer to conduct the proposed trading activities as described in the section headed “Listings, Registration, Dealings and Settlement” in the Listing Document which may constitute (or may be deemed to constitute) short selling of securities during the Pre-Opening Session (defined in the Rules of the Exchange as being from 9:00 a.m. Hong Kong time to the commencement of the morning trading session at 9:30 a.m. Hong Kong time) and the Continuous Trading Session (as defined in the Rules of the Exchange) in circumstances where the Shares are not Designated Securities (as defined in the Rules of the Exchange); (ii) to permit short selling of the Shares during the Pre-Opening Session to allow the Bridging Dealer and the Alternate Bridging Dealer to conduct such short selling transactions of the Shares during the Pre-opening Session within the Bridging Period; and (iii) from the provision of the Rules of the Exchange that a short sale shall not be made on the Stock Exchange below the best current ask price except where the Designated Security is a Market Making Security (as defined in the Rules of the Exchange) approved by the SFC to be excluded from the application of this provision.

The Bridging Dealer and the Alternate Bridging Dealer have each set up a designated dealer identity number, being 7681 and 7683, respectively, solely for the purposes of carrying out arbitrage trades under the bridging arrangement in Hong Kong, in order to ensure identification and thereby enhance transparency of such trades in the Hong Kong market. Any change in such designated dealer identity numbers will be disclosed as soon as practicable by way of an announcement on both the Stock Exchange and the SGX-ST, and on the website of the Company on or before the first day of the Bridging Period. The Bridging Dealer has also set up another designated dealer identity number, being 7682, which will only be used in emergencies and unforeseen situations if the aforesaid identity number for arbitrage trades cannot be used.

The Company will, as soon as practicable and in any event before the opening of trading hours on the Business Day immediately before the first day of the Listing, release an announcement on the Stock Exchange and the SGX-ST to inform the investing public of the following information as of the latest practicable date prior to the announcement:

- the number of Shares in respect of which the Singapore Principal Share Registrar has received instructions from Shareholders for the transfer of such Shares to the Hong Kong Branch Share Register (whether under the Batch-Transfers or otherwise); and
- the total number of Shares that have been registered on the Hong Kong Branch Share Register.

Prospective investors should refer to the section headed “Listings, Registration, Dealings and Settlement – Bridging Arrangements – Disclosure of the Bridging Arrangements” of the Listing Document for further details, and should refer to the associated risk factors, including those described in the section headed “Risk Factors – Risks Relating to our Dual Primary Listing” of the Listing Document.

## **INVESTOR EDUCATION**

Prior to the Listing, the Company and the Sole Sponsor will cooperate to inform the investor community in Hong Kong of general information about the Company, as well as the developments and/or changes to the bridging arrangements as disclosed in the Listing Document. After the Listing has taken place, the Company and the Sole Sponsor may continue to take measures to educate the public. The following measures will be taken to enhance transparency of the Company and the bridging arrangements:

- there will be media briefings and press interviews to inform investors of the arrangements;
- analyst briefings will be conducted to research houses that cover listed companies in industries similar to the industry of the Company;
- briefings in relation to the bridging arrangements will be conducted for, amongst others, private bank divisions, a syndicate of brokerage houses and other institutional investors;
- information fact sheet on the Company generally, and on the Share transfer procedures as summarised in the section headed “Listings, Registration, Dealings and Settlement – Removal of Shares” of the Listing Document will be posted on the website of the Company;

- information, including the Company’s previous day closing price (in both Singapore dollars and Hong Kong dollars for reference) on the SGX-ST, trading volume and other relevant historical data, will be posted on the website of the Company. Furthermore, during a period of three trading days of the SGX-ST prior to the Listing Date (i.e. 1 April, 4 April and 5 April, 2016) and no later than 8:30 a.m. on the Listing Date before the commencement of dealings in the Shares on the Stock Exchange, a daily announcement will be released by the Company on the Stock Exchange and the SGX-ST, disclosing the Company’s previous day closing price (in both Singapore dollars and Hong Kong dollars for reference) on the SGX-ST, as well as any relevant developments and updates with regard to the bridging arrangements if applicable; and
- electronic copies and physical copies of the Listing Document will be made available as described in the paragraph headed “Availability of the Listing Document” in this announcement.

Real-time trading information in respect of the Shares can be obtained from the following sources:

- the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), at no cost; or
- through service providers that provide such facilities at the investors’ own expense. Such service will be provided on and subject to the terms and conditions of the relevant service provider.

Prospective investors should refer to the section headed “Listings, Registration, Dealings and Settlement – Investor Education” of the Listing Document for further details.

Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 6 April, 2016. The Shares will be traded in board lots of 1,000 Shares each.

This announcement is available for viewing on the respective websites of the Company at [www.weiyeholdings.com](http://www.weiyeholdings.com), the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the SGX-ST at [www.sgx.com](http://www.sgx.com).

By Order of the Board  
**Weiye Holdings Limited**  
**Mr. Zhang Wei**  
*Chairman and executive Director*

Hong Kong, 29 March 2016

*As at the date of this announcement, the executive Directors are Mr. Zhang Wei (Chairman) and Mr. Chen Zhiyong, the non-executive Director is Mr. Dong Xincheng, and the independent non-executive Directors are Mr. Ong Kian Guan, Mr. Oh Eng Bin and Mr. Siu Man Ho Simon.*