
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*

(Company Registration No. 198402850E)

(Incorporated in the Republic of Singapore with limited liability)

(Singapore stock code: BMA)

(Hong Kong stock code: 1570)

RENEWAL OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at Ocean 6 Meeting Room, 2nd Floor, Pan Pacific Singapore Hotel, 7 Raffles Boulevard Marina Square, Singapore 039595, on Monday, 30 May 2016 at 10:00 a.m. is set out on pages 10-13 of this circular. Whether or not you intend to attend 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 Singapore principal share registrar and transfer office, RHT Corporate Advisory Pte. Ltd., at Six Battery Road, #10-01, Singapore 049909 (for Singapore shareholder) or the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong shareholder) as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment 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.

27 April 2016

* For identification purposes only

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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 Ocean 6 Meeting Room, 2nd Floor, Pan Pacific Singapore Hotel, 7 Raffles Boulevard Marina Square, Singapore 039595, on Monday, 30 May 2016 at 10:00 a.m., for the purpose of considering and if appropriate to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 10 to 13 of this circular, or any adjournment thereof
“Constitution”	the Constitution of the Company as amended, modified or supplemented from time to time
“Board”	the Board of Directors
“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 of which are listed on the Mainboard of the SGX-ST and the Main Board of the SEHK
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to allot, issue or deal with Shares subject to and in accordance with the terms of the mandate
“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
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Manual”	the listing manual of the SGX-ST, as amended, modified or supplemented from time to time
“Memorandum”	the memorandum of association of the Company as amended, modified or supplemented from time to time
“PRC”	People’s Republic of China
“RMB”	Renminbi yuan, the lawful currency of the PRC
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“S\$” and “cents”	Singapore dollars and cents, respectively, the lawful currency of Singapore
“%”	per cent.

LETTER FROM THE BOARD



WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Company Registration No. 198402850E)
(Incorporated in the Republic of Singapore with limited liability)
(Singapore stock code: BMA)
(Hong Kong stock code: 1570)

Executive Directors:

Mr. Zhang Wei
Mr. Chen Zhiyong

Non-Executive Director:

Mr. Dong Xincheng

Independent Non-Executive Directors:

Mr. Ong Kian Guan
Mr. Oh Eng Bin
Mr. Siu Man Ho Simon

Registered Office:

8 Pandan Crescent #01-06
Singapore 128464

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

11th Floor, No. 50 Yingxie Road
Jinshui District, Zhengzhou City
Henan Province
PRC

*Principal Place of Business in
Hong Kong:*

Rooms 2105-06, 21/F
Office Tower Langham Place
8 Argyle Street
Mongkok, Kowloon
Hong Kong

27 April 2016

To: *the Shareholders of the Company*

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 renewal of general mandates to allot, issue and deal with the Shares, and the re-election of Directors.

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the renewal of the General Mandate and (ii) the re-election of Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

RENEWAL OF GENERAL MANDATES

An ordinary resolution as set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting, pursuant to Section 161 of the Companies Act and the Listing Manual and the Hong Kong Listing Rules, to seek the approval of the Shareholders to authorise and empower the Directors to:

- (a) (i) issue Shares in the Company, whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued during the continuance of such authority or thereafter, including but not limited to the creation and issue (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

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

- (b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);

provided always, that subject to any applicable regulations as may be prescribed by the SGX-ST and the SEHK,

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the issued shares in the capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of Shares to be issued other than on a pro-rata basis to Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (bb) any subsequent consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual as amended from time to time (unless such compliance has been waived by the SGX-ST), the Hong Kong Listing Rules as amended from time to time (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 general meeting, such authority conferred by this Resolution shall continue in force 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 the earlier.

LETTER FROM THE BOARD

Notwithstanding the above, it must be noted that the Hong Kong Listing Rules provide that the general mandate obtained from Shareholders in general meeting shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the general mandate must not exceed 20% of the existing issued share capital of the Company. The Company will comply with the requirements under the Hong Kong Listing Rules or the Listing Manual for matters relating to the general mandate, whichever is more onerous.

As at the Latest Practicable Date, the Company had 196,133,152 Shares in issue and the maximum number of Shares that can be issued other than on a pro-rata basis to the Shareholders is 39,226,634 Shares, being 20% of the Shares in issue (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant Resolution).

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

RE-ELECTION OF DIRECTORS

In accordance with Regulation 97 and 101 of Constitution of the Company, Mr. Zhang Wei, Mr. Dong Xincheng and Mr. Siu Man Ho Simon 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.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Zhang Wei as an executive Director, Mr. Dong Xincheng as a non-executive Director and Mr. Siu Man Ho Simon as an independent non-executive Director. The biographical details of such re-electing Directors as required to be disclosed under the Hong Kong Listing Rules are set out in Appendix I to this circular.

ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at Ocean 6 Meeting Room, 2nd Floor, Pan Pacific Singapore Hotel, 7 Raffles Boulevard Marina Square, Singapore 039595, on Monday, 30 May 2016 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 13-17 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 attend 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 Singapore principal share registrar and transfer office, RHT Corporate Advisory Pte. Ltd., at Six Battery Road, #10-01, Singapore 049909 (for Singapore shareholder) or the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong shareholder) as soon as possible and in any event not less than 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 Hong Kong 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.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

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 as well as its 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.

GENERAL INFORMATION

Your attention is drawn to the information set out in Appendix I to this Circular.

Yours faithfully
By Order of the Board
Zhang Wei
Executive Chairman

APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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, aged 46, is Chairman of the Board and an Executive Director. He is responsible for the Group's strategic planning and the overall business development decision making.

Mr. Zhang has over 21 years of experience in the real estate industry. He joined Henan Weiye in June 2002 and has been the sole director of Great Spirit since its establishment in 2009. He 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 and Weiye Hong Kong; and the legal representative, executive director and manager of Hongji Property and Hongji Consulting.

From July 1990 to July 1993, he 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, he 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, he 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 Masters 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, our executive Director and chief operating officer.

Saved as disclosed herein, Mr. Zhang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. Mr. Zhang has not held any directorships in other listed public companies in the last three years.

Mr. Zhang Wei entered into a service agreement with our Company on 30 June 2011, pursuant to which he has been appointed as an executive chairman of our Company commencing from 15 August 2011 for an initial period of three (3) years with an automatic extension clause for another three (3) years and subject to retirement for re-election by our Shareholders pursuant to our Constitution. Mr. Zhang Wei was entitled to an annual basic salary of RMB2,000,000, which was determined by the Board by reference to the recommendations of the Remuneration Committee of the Company.

APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Dong Xincheng

Mr. Dong Xincheng, aged 49, is our Non-Executive Director. Mr. Dong was appointed as an Independent Non-Executive Director of the Company on 15 August 2011 and he was re-designated as a Non-Executive Director of the Company on 10 March 2016.

Mr. Dong has approximately 13 years of experience in legal practice. 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 law at Henan Guanglei Law Firm* (河南光磊律師事務所). From 2004 onwards, he has been practising law at Henan Zhengfangyuan Law Firm* (河南正方圓律師事務所).

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.

Saved for his directorship in the Company, Mr. Dong held no other directorships in any listed public companies in the last three years. Mr. Dong does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Dong has no interest in the Company which is discloseable under Part XV of the SFO.

There is no service contract entered into between Mr. Dong and the Company and his remuneration is determined by the Board. Mr. Dong received an emolument of approximately S\$40,000 per year.

APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. Siu Man Ho Simon

Mr. Siu Man Ho Simon, aged 42, is our Independent Non-Executive Director.

Mr. Siu is a practicing solicitor of the High Court of Hong Kong and a China Appointed Attesting Officer appointed by the Ministry of Justice of the People's Republic of China. Mr. Siu is currently a partner in a law firm, Sit, Fung, Kwong & Shum, Solicitors, which he first joined as a solicitor in January 2000 and has been continuously serving there since then. His areas of practice include corporate finance, capital markets, securities, mergers and acquisitions, joint ventures and general commercial matters. He obtained a Bachelor of Laws degree from the University of Hong Kong in 1996.

He also actively participates in charitable and social services in Hong Kong. He is currently acting as the legal adviser for United Hearts Youth Foundation, VQ Foundation and Hong Kong Taekwondo Association as well as the school manager of The Association of Directors & Former Directors of Pok Oi Hospital Ltd Leung Sing Tak College.

In the three years preceding the Latest Practicable Date, Mr. Siu held directorship in the following listed company:

Name of the company	Listing venue	Stock Code	Title	Period
Jiashili Group Limited	Main Board, SEHK	1285	Independent non-executive director	From 12 June 2015 to 1 December 2015

Mr. Siu currently holds directorships in the following listed public companies:

Name of the company	Listing venue	Stock Code	Title	Period
Brilliant Circle Holdings International Limited	Main Board, SEHK	1008	Independent non-executive director	Since 4 March 2009
Wai Yuen Tong Medicine Holdings Limited	Main Board, SEHK	897	Independent non-executive director	Since 28 August 2001

There is no service contract entered into between Mr. Siu and the Company. Mr. Siu man Ho Simon was entitled to an annual director's fee of S\$40,000 with additional fee of S\$10,000 for being the chairman of the Nominating Committee of the Company, which was determined by the Board by reference to the recommendations of the Remuneration Committee of the Company.

APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Other disclosure pursuant to Rule 13.51(2) of the Hong Kong Listing Rules

Save as disclosed above, each of our Directors confirms with respect to him that he (i) did not hold other positions in our Company or members of our Group as of the Latest Practicable Date; (ii) had no other relationship with any Directors, senior management or substantial or Controlling Shareholders of our Company as of the Latest Practicable Date; (iii) did not hold any other directorships in the three years immediately preceding the Latest Practicable Date in any listed public companies; and (iv) there are no other matters concerning our Directors' re-election that need to be brought to the attention of our Shareholders and the SEHK or shall be disclosed pursuant to Rule 13.51(2) of the Hong Kong Listing Rules. As of the Latest Practicable Date, save as the interests of our Directors in the Shares which are disclosed in page 132 of the annual report of the Company for the year ended 31 December 2015, each of our Directors did not have any interest in the Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Company Registration No. 198402850E)
(Incorporated in the Republic of Singapore with limited liability)

(Singapore stock code: BMA)

(Hong Kong stock code: 1570)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “AGM”) of Weiye Holdings Limited (the “Company”) will be held at Ocean 6 Meeting Room, 2nd Floor, Pan Pacific Singapore Hotel, 7 Raffles Boulevard Marina Square, Singapore 039595, on Monday, 30 May 2016 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditors’ Report thereon.
(Resolution 1)
2. To approve the payment of Directors’ fees of S\$195,000 for the financial year ending 31 December 2016, to be paid quarterly in arrears. (2015: S\$195,000)
(Resolution 2)
3. To re-elect the following Directors of the Company retiring pursuant to Regulations 97 and 101 of the Constitution of the Company:

Mr. Zhang Wei	(Retiring under Regulation 97)	(Resolution 3)
Mr. Dong Xincheng	(Retiring under Regulation 97)	(Resolution 4)
Mr. Siu Man Ho Simon	(Retiring under Regulation 101)	(Resolution 5)

[See Explanatory Note (i)]
4. To re-appoint Messrs KPMG LLP, Certified Public Accountants, as the Auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.
(Resolution 6)
5. To transact any other ordinary business which may properly transacted at an AGM.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. General Mandate

“That pursuant to Section 161 of the Companies Act of Singapore, Chapter 50, Rule 806 of the Listing Manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the Rules (the “**Hong Kong Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**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,

(the “**Share Issue Mandate**”)

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 fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) 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 SGX-ST and 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) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual and the Hong Kong Listing Rules for the time being in force (unless such compliance has been waived by the SGX-ST and 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 AGM of the Company or the date by which the next AGM 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.

[See Explanatory Note (ii)]

(Resolution 7)

By Order of the Board

Shirley Tan Sey Liy
Man Yun Wah
Company Secretaries

Singapore, 27 April 2016

Explanatory Notes:

- (i) Mr. Siu Man Ho Simon will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent pursuant to Rule 704(8) of the Listing Manual and Rule 3.13 of the Hong Kong Listing Rules.
- (ii) Resolution 7, if passed, will empower the Directors of the Company from the date of the AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a *pro rata* basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at the Company's share registrar and transfer office in Singapore, RHT Corporate Advisory Pte. Ltd. at Six Battery Road #10-01, Singapore 049909 (for Singapore Shareholders) or at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders) not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Thursday, 26 May 2016 to Monday, 30 May 2016, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30p.m. on Wednesday, 25 May 2016.

NOTICE OF ANNUAL GENERAL MEETING

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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, the "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 of the Company are Zhang Wei and Chen Zhiyong; the Non-Executive Director of the Company is Dong Xincheng; and the Independent Non-Executive Directors of the Company are Ong Kian Guan, Oh Eng Bin and Siu Man Ho Simon.

