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FINE SKILL HOLDINGS LIMITED
(Incorporated in the British Virgin Islands)
(Company Registration No. 1941707)

WEIYE HOLDINGS LIMITED
偉業控股有限公司*

(Incorporated in the Republic of Singapore on 2 August 1984)
(Company Registration No. 198402850E)
Hong Kong Stock Code: 1570
Singapore Stock Code: BMA

JOINT ANNOUNCEMENT

DESPATCH OF THE CIRCULAR, THE EXIT OFFER LETTER, ACCEPTANCE FORMS AND ADDRESS NOTIFICATION FORMS IN RELATION TO

**(1) THE CONDITIONAL CASH EXIT OFFER BY
THE JOINT FINANCIAL ADVISERS FOR AND ON BEHALF OF
THE OFFEROR TO ACQUIRE ALL THE ISSUED ORDINARY SHARES
IN THE CAPITAL OF THE COMPANY OTHER THAN THOSE ALREADY
OWNED, CONTROLLED OR AGREED TO
BE ACQUIRED BY THE OFFEROR; AND**

**(2) PROPOSED VOLUNTARY DELISTING OF THE SHARES OF
THE COMPANY FROM THE OFFICIAL LIST OF THE MAINBOARD OF
THE SGX-ST PURSUANT TO RULES 1307 AND 1309 OF
THE LISTING MANUAL OF THE SGX-ST**

Joint Financial Advisers to the Offeror



**CHINA GALAXY INTERNATIONAL
SECURITIES (HONG KONG) CO., LIMITED**
(Incorporated in Hong Kong)



(Incorporated in the Republic of Singapore)
(Company Registration Number: 200105040N)
www.stirlingcoleman.com

**STIRLING COLEMAN
CAPITAL LIMITED**
(Incorporated in Singapore)



ZICO CAPITAL PTE. LTD.

*(Incorporated in the Republic of Singapore)
(Company Registration No. 201613589E)
Independent Financial Adviser to the
Independent Board Committee of
Weiye Holdings Limited
in relation to the Exit Offer*

BALLAS

C A P I T A L

BALLAS CAPITAL LIMITED

*Independent Financial Adviser to the
Independent Board Committee of
Weiye Holdings Limited
in relation to the Exit Offer
pursuant to the HK Takeovers Code*

1. INTRODUCTION

Reference is made to:

- (a) the joint announcement dated 13 March 2018 (“**Joint Announcement**”) jointly issued by Weiye Holdings Limited (“**Company**”) and Fine Skill Holdings Limited (“**Offeror**”) in relation to the proposed voluntary delisting of the shares of the Company from the Official List of the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and the conditional offer by China Galaxy International Securities (Hong Kong) Co., Limited and Stirling Coleman Capital Limited (collectively, the “**Joint Financial Advisers**”) for and on behalf of the Offeror to acquire all the issued ordinary shares in the capital of the Company other than those already owned, controlled or agreed to be acquired by the Offeror;
- (b) the joint announcement dated 3 April 2018 jointly issued by the Company and the Offeror in relation to an application made to the Securities Industry Council of Singapore (“**SIC**”) and the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any delegate of the Executive Director (“**Executive**”) for an extension of time for the despatch of the Circular and the Exit Offer Letter from 3 April 2018 to 31 May 2018, in connection with the Exit Offer and the Delisting;
- (c) the joint announcement dated 3 May 2018 jointly issued by the Company and the Offeror in relation to monthly update on the Exit Offer and the Delisting;
- (d) the joint announcement dated 31 May 2018 jointly issued by the Company and the Offeror in relation to an application made to the Executive for an extension of time for the despatch of the Circular and the Exit Offer Letter from 31 May 2018 to 29 June 2018, in connection with the Exit Offer and the Delisting; and

- (e) the announcement of the Company dated 15 June 2018 (“**June Announcement**”) in relation to the receipt by the Company of a letter from the SGX-ST stating that the SGX-ST has no objection to the Delisting, subject to compliance with Rules 1307 and 1309 of the SGX-ST Listing Manual. The SGX-ST’s decision is not to be taken as an indication of the merits of the Delisting and the Exit Offer.

Capitalised terms used herein have the same meanings as defined in the Joint Announcement unless the context otherwise requires.

2. DESPATCH OF CIRCULAR, EXIT OFFER LETTER AND ADDRESS NOTIFICATION FORMS TO SHAREHOLDERS

2.1 The Offeror and the Company wish to announce that the following documents have been despatched to the Shareholders today:

- (a) the circular dated 20 June 2018 (“**Circular**”) setting out, amongst other things:
 - (i) information pertaining to the Exit Offer and the Delisting;
 - (ii) the advice of Singapore IFA to the Independent Board Committee for the purposes of making their recommendation in connection with the Exit Offer;
 - (iii) the advice of HK IFA to the Independent Board Committee for the purposes of making their recommendation in connection with the Exit Offer;
 - (iv) the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Exit Offer and the Delisting; and
 - (v) the notice of EGM;
- (b) the exit offer letter dated 20 June 2018 (“**Exit Offer Letter**”) issued by the Joint Financial Advisers for and on behalf of the Offeror in relation to the Exit Offer, together with the Form of Acceptance and Authorisation for Offer Shares (“**SG FAA**”) applicable to depositors whose Offer Shares are deposited with CDP (“**Depositors**”), the Form of Acceptance and Transfer for Offer Shares (“**SG FAT**”) applicable to Shareholders whose Shares are held under their own names on the Singapore Register (“**Singapore Registered Shareholders**”) and/or the Form of Acceptance and Transfer for Offer Shares (“**HK FAT**”) applicable to Shareholders whose Shares are held under their own names on the HK Branch Register (“**HK Branch Registered Shareholders**”), as the case may be (collectively, the SG FAA, SG FAT and HK FAT shall be referred to as the “**Acceptance Forms**”).

2.2 The forms on which Depositors and Singapore Registered Shareholders who do not accept the Exit Offer may provide, if they wish to do so, an address in Hong Kong for the delivery of their share certificates by ordinary post, at their own risk, in respect of their Shares transferred from the Singapore Register to the HK Branch Register following the completion of the Delisting (“**Address Notification Form**”), will be despatched to Depositors and Singapore Registered Shareholders by 22 June 2018.

3. REQUEST FOR DOCUMENTS

- 3.1 Shareholders who do not receive the Circular, the Exit Offer Letter, the relevant Acceptance Forms and/or the Address Notification Form within a week from the date hereof should contact The Central Depository (Pte) Limited (“**CDP**”) (in the case of Depositors), RHT Corporate Advisory Pte. Ltd. (“**Principal Share Registrar in Singapore**”) (in the case of Singapore Registered Shareholders) or Tricor Investor Services Limited (“**Branch Share Registrar and Transfer Office in Hong Kong**”) (in the case of HK Branch Registered Shareholders) without delay at the following respective addresses:

The Central Depository (Pte) Limited	:	9 North Buona Vista Drive #01-19/20 The Metropolis Singapore 138588 Tel: (65) 6535 7511
RHT Corporate Advisory Pte. Ltd.	:	9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619 Tel: (65) 6381 6888
Tricor Investor Services Limited	:	Level 22, Hopewell Centre 183 Queen’s Road East Hong Kong Tel: (852) 2980 1333

Depositors may obtain copies of the SG FAA and the Address Notification Form from CDP during normal business hours and up to 4:00 p.m. (Hong Kong and Singapore time) on the Closing Date upon production of satisfactory evidence that they are Shareholders.

Singapore Registered Shareholders may obtain copies of the SG FAT and the Address Notification Form from the Principal Share Registrar in Singapore during normal business hours and up to 4:00 p.m. (Hong Kong and Singapore time) on the Closing Date upon production of satisfactory evidence that they are Shareholders.

HK Branch Registered Shareholders may obtain copies of the HK FAT from the Branch Share Registrar and Transfer Office in Hong Kong during normal business hours and up to 4:00 p.m. (Hong Kong and Singapore time) on the Closing Date upon production of satisfactory evidence that they are Shareholders.

- 3.2 Electronic copies of the Exit Offer Letter and the Circular are available on the websites of the SGX-ST at <http://www.sgx.com>, the SEHK at <http://www.hkex.com.hk> and the Company at <http://www.weiyeholdings.com>.
- 3.3 Shareholders are advised to read and consider the Exit Offer Letter and the Circular (in particular, the advice of the Singapore IFA and the HK IFA to the Independent Board Committee in relation to the Exit Offer and the Delisting pursuant to the Singapore Takeover Code and the HK Takeovers Code, respectively, as well as the recommendation of the Independent Board Committee to the Independent Shareholders in relation to the Exit Offer and the Delisting) carefully.

4. CONDITION OF THE EXIT OFFER AND THE DELISTING

The Exit Offer and the Delisting are subject to satisfaction of the following Condition by no later than the Long Stop Date:

- (a) the Delisting Resolution being approved by a majority of at least 75% of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM;
- (b) the Delisting Resolution not being voted against by 10% or more of the total number of issued Shares (excluding treasury Shares and subsidiary holdings) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM, and
- (c) confirmation from the SGX-ST that it has no objection to the proposed Delisting, subject to the Shareholders' approval of the Delisting Resolution set out in sub-paragraphs (a) and (b) above.

The Company has received the confirmation as described in sub-paragraph (c) above as at the date of this joint announcement. Please refer to the June Announcement for further details.

The Exit Offer will not be conditional upon a minimum number of acceptances being received by the Offeror for the Exit Offer to become or be capable of being declared unconditional as to acceptances. If the Condition is not satisfied by the Long Stop Date, the Exit Offer will lapse and the Delisting will not proceed.

WARNING: Shareholders and potential investors should be aware that the Exit Offer is subject to the Condition being satisfied and thus the Exit Offer may or may not become or be capable of being declared unconditional in all respects in accordance with its terms and the Delisting may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares or other rights in respect of them, and to refrain from taking any action which may be prejudicial to their interests. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers.

5. INDICATIVE TIMETABLE

Shareholders may choose to accept the Exit Offer before the EGM. However, such acceptances will be conditional upon satisfaction of the Condition on or before 30 September 2018 (“**Long Stop Date**”). Shareholders should note that if the Delisting Resolution is not passed at the EGM, the Condition will not be satisfied, the Exit Offer will lapse and all acceptances of the Exit Offer will be returned, the Delisting will not proceed and the Offeror will cease to be bound by any prior acceptances of the Exit Offer by any Shareholder.

An indicative timetable relating to the Exit Offer and the Delisting is set out below:

Date of despatch of the Exit Offer Letter and the Circular	:	20 June 2018
Last date and time for lodgement of transfer of Shares registered on the Singapore Share Register in order to be entitled to attend and vote and the EGM	:	20 July 2018 at 5:00 p.m. (Hong Kong and Singapore time)
Last date and time for lodgement of transfer of Shares registered on the HK Branch Register in order to be entitled to attend and vote at the EGM	:	18 July 2018 at 4:30 p.m. (Hong Kong and Singapore time)
Last date and time for lodgement of proxy form for the EGM ⁽¹⁾	:	22 July 2018 at 10:00 a.m. (Hong Kong and Singapore time)
Date and time of the EGM	:	24 July 2018 at 10:00 a.m. (Hong Kong and Singapore time)
Date of announcement of the satisfaction of the Condition ⁽²⁾	:	24 July 2018
Expected last date of trading of Shares on the SGX-ST	:	30 July 2018
Expected time and date of trading suspension of Shares on the SGX-ST	:	9:00 a.m. (Hong Kong and Singapore time) on 31 July 2018
Settlement in respect of trades in Shares made on the last date of trading of Shares on the SGX-ST	:	2 August 2018
Expected closing time and date of the Exit Offer ⁽²⁾	:	4:00 p.m. (Hong Kong and Singapore time) on 7 August 2018
Expected announcement of results of the Exit Offer	:	No later than 7:00 p.m. (Hong Kong and Singapore time) on 7 August 2018
Expected date of delisting of Shares from the Official List of the Mainboard of the SGX-ST	:	21 August 2018

- Expected date of despatch of share certificates to Depositors and Singapore Registered Shareholders who continue to hold Shares subsequent to the Delisting : 4 September 2018
- Settlement of consideration for valid acceptances of the Exit Offer : (a) in respect of acceptances of the Exit Offer which are complete and valid in all respects and are received **on or before** the date on which the Exit Offer becomes or is declared unconditional in all respects in accordance with its terms, as soon as possible but in any event within seven (7) Business Days of the date on which the Exit Offer becomes unconditional; or
- (b) in respect of acceptances of the Exit Offer which are complete and valid in all respects and are received after the Exit Offer becomes or is declared unconditional in all respects in accordance with its terms, but on or before the Closing Date, as soon as possible but in any event within seven (7) Business Days of the date of such receipt.

Notes:

- (1) Proxy forms should be duly completed and deposited at the office of the Principal Share Registrar in Singapore, RHT Corporate Advisory Pte. Ltd., at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619, or at the office of the 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, not less than 48 hours before the time appointed for the EGM. Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person at the EGM in place of his proxy.
- (2) Assuming that the Delisting Resolution is approved by the Shareholders at the EGM, the Exit Offer will remain open for acceptance for a period of 14 days after the date of the announcement of the approval from Shareholders of the Delisting Resolution.

6. OVERSEAS SHAREHOLDERS

- 6.1 The Offeror intends to make the Exit Offer available to all Shareholders. The availability of the Exit Offer to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements and restrictions in the relevant overseas jurisdictions, and exercise caution in relation to the Exit Offer.

6.2 It is the responsibility of any Overseas Shareholder who (a) receives copies of this Exit Offer Letter, the relevant Acceptance Form and the Circular, and/or (b) accepts the Exit Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of governmental or any other consents which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, the Joint Financial Advisers, CDP, the Principal Share Registrar in Singapore, the Branch Share Registrar and Transfer Office in Hong Kong and/or any person acting on his behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror, the Joint Financial Advisers, CDP, the Principal Share Registrar in Singapore, the Branch Share Registrar and Transfer Office in Hong Kong and/or any person acting on his behalf may be required to pay. In (a) receiving copies of this Exit Offer Letter, the relevant Acceptance Form and the Circular and/or (b) accepting the Exit Offer, the Overseas Shareholder represents and warrants to the Offeror, the Joint Financial Advisers, CDP, the Principal Share Registrar in Singapore and the Branch Share Registrar and Transfer Office in Hong Kong that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

7. PROCEDURES FOR ACCEPTANCE OF THE EXIT OFFER

7.1 The procedures for acceptance and settlement of the Exit Offer are set out in Appendix 2 and Appendix 3 to the Exit Offer Letter and in the relevant Acceptance Forms.

7.2 Shareholders are advised to read the Exit Offer Letter and the relevant Acceptance Forms carefully in their entirety.

8. NOTICE OF EGM

The EGM will be held at Phoenix II Meeting Room, 6th floor, Novotel Singapore Clarke Quay Hotel, 177A River Valley Road, Singapore 179031 on 24 July 2018 at 10:00 a.m. (Hong Kong and Singapore time), details of which are set out in the notice of EGM contained in the Circular.

9. CLOSING DATE OF THE EXIT OFFER

The Exit Offer is open for acceptance from the date of despatch of the Exit Offer Letter and the relevant Acceptance Forms to the Shareholders. However, such acceptances will be conditional upon the satisfaction of the Condition by no later than the Long Stop Date.

If the Delisting Resolution is approved by the Shareholders at the EGM and the Condition is satisfied, the Exit Offer will remain open for acceptance for a period of 14 days after the date of announcement of the satisfaction of the Condition. Accordingly, the Exit Offer will close at **4:00 p.m. (Hong Kong and Singapore time) on 7 August 2018.**

The Offeror has no intention of extending the Exit Offer beyond 4:00 p.m. (Hong Kong and Singapore time) on the Closing Date. Notice is hereby given that the Exit Offer will not be open for acceptance beyond 4:00 p.m. (Hong Kong and Singapore time) on the Closing Date.

WARNING

The Exit Offer is subject to satisfaction of the Condition by no later than the Long Stop Date. Accordingly, the Exit Offer may lapse and the Delisting may not proceed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the Shares and rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By Order of the board of
FINE SKILL HOLDINGS LIMITED
Zhang Wei
Sole Director

By Order of the Board of
WEIYE HOLDINGS LIMITED
Chen Zhiyong
Director

Singapore, 20 June 2018

As at the date of this joint announcement, the sole director of the Offeror is Mr. Zhang Wei.

As at the date of this joint announcement, the executive Directors are Mr. Zhang Wei 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.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement to the extent it relates to the Offeror and party(ies) acting in concert with the Offeror as specified and as determined in accordance with the HK Takeovers Code and the Singapore Takeover Code, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Offeror and party(ies) acting in concert with the Offeror as specified and as determined in accordance with the HK Takeovers Code and the Singapore Takeover Code have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any party(ies) acting in concert with the Offeror as specified and as determined in accordance with the HK Takeovers Code and the Singapore Takeover Code), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the information relating to the Offeror and any party(ies) acting in concert with the Offeror as specified and as determined in accordance with the HK Takeovers Code and the Singapore Takeover Code) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

* *For identification purpose only*

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