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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**

**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  
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:**

- (1) THE EXIT OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS; AND**
- (2) FINAL CLOSING DATE**

*Joint Financial Advisers to the Offeror*



**中國銀河國際**  
CHINA GALAXY INTERNATIONAL

**CHINA GALAXY INTERNATIONAL  
SECURITIES (HONG KONG) CO., LIMITED**

*(Incorporated in Hong Kong)*



**STIRLING COLEMAN**

**施霖高誠**

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

**STIRLING COLEMAN  
CAPITAL LIMITED**

*(Incorporated in the Republic of Singapore)*

## 1. INTRODUCTION

Reference is made to :

- (a) the joint announcement dated 13 March 2018 (the “**Joint Announcement**”) jointly issued by Weiye Holdings Limited (the “**Company**”) and Fine Skill Holdings Limited (the “**Offeror**”) in relation to the proposed voluntary delisting (the “**Delisting**”) of the shares of the Company from the Official List of the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), and the conditional offer (the “**Exit 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 (the “**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 (the “**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 updates 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;
- (e) the announcement of the Company dated 15 June 2018 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;

- (f) the circular dated 20 June 2018 issued by the Company in relation to the Exit Offer and the Delisting (the “**Circular**”);
- (g) the exit offer letter dated 20 June 2018 issued by the Joint Financial Advisers for and on behalf of the Offeror in relation to the Exit Offer and the Delisting (the “**Exit Offer Letter**”);
- (h) the announcement dated 20 June 2018 jointly issued by the Offeror and the Company in relation to the despatch of the Circular and the Exit Offer Letter to shareholders of the Company; and
- (i) the announcement dated 24 July 2018 issued by the Company in relation to the poll results of the extraordinary general meeting of the Company held on 24 July 2018 in respect of the Delisting Resolution.

Capitalised terms used herein have the same meanings as defined in the Exit Offer Letter unless the context otherwise requires.

## **2. EXIT OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS**

At the EGM held on 24 July 2018, the Delisting Resolution was duly passed by way of poll in accordance with the requirements of Rule 1307 of the SGX-ST Listing Manual.

**Accordingly, the Offeror is pleased to announce that the Condition in respect of the Delisting and the Exit Offer has been satisfied and that the Exit Offer has become and is hereby declared unconditional in all respects on 24 July 2018.**

**Shareholders should note that voting in favour of the Delisting Resolution at the EGM does not constitute an acceptance of the Exit Offer.** Shareholders who wish to accept the Exit Offer should refer to the acceptance procedures set out in Appendix 2 and Appendix 3 to the Exit Offer Letter and paragraph 5 of this joint announcement below.

## **3. FINAL CLOSING DATE OF THE EXIT OFFER**

Pursuant to Rule 15.3 of the HK Takeovers Code, the Exit Offer will remain open for acceptance for a period of not less than 14 days after the Exit Offer becomes unconditional in all respects, such period ending on 7 August 2018, being the Final Closing Date. As stated in the Exit Offer Letter, the Offeror does not intend to extend the Exit Offer beyond 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date and has given notice pursuant to Rule 15.1 of the HK Takeovers Code and Rule 22.6 of the Singapore Takeover Code that the Exit Offer will not be open for acceptances beyond 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date. Accordingly, acceptances of the Exit Offer received after 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be rejected.

#### **4. IMPORTANT DATES**

Shareholders should take note of the following key dates and events in relation to the Delisting:

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

Last date of trading of Shares on the SGX-ST	: 30 July 2018
Final closing time and date of the Exit Offer	: 4.00 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

#### **5. EXIT OFFER REMAINS OPEN FOR ACCEPTANCES**

Shareholders who wish to accept the Exit Offer but have not done so should complete, sign and deliver the relevant Acceptance Forms and all other relevant documents as soon as possible so as to reach the Offeror c/o The Central Depository (Pte) Limited (“**CDP**”) (in the case of Depositors), RHT Corporate Advisory Pte. Ltd. (in the case of Singapore Registered Shareholders) or Tricor Investor Services Limited (in the case of HK Branch Registered Shareholders) not later than 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date. All Acceptance Forms and other relevant documents received after 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be rejected. Further details on 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.

If Shareholders are in any doubt about the Exit Offer and/or the course of action that they should take, they should consult their stockbroker, a licensed securities dealer, registered dealer in securities or registered institution in securities, a bank manager, solicitor, accountant or other professional adviser.

Shareholders who have not received or who have misplaced the Exit Offer Letter, the Circular and/or the relevant Acceptance Forms should contact CDP (in the case of Depositors), RHT Corporate Advisory Pte. Ltd. (in the case of Singapore Registered Shareholders) or Tricor Investor Services Limited (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
- 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 from CDP during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

Singapore Registered Shareholders may obtain copies of the SG FAT from RHT Corporate Advisory Pte. Ltd. during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

HK Branch Registered Shareholders may obtain copies of the HK FAT from Tricor Investor Services Limited during normal business hours and up to 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date upon production of satisfactory evidence that they are Shareholders.

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>.

## 6. SETTLEMENT OF THE EXIT OFFER

### 6.1 Acceptances on or before the Exit Offer has been declared unconditional in all respects

Shareholders who have validly accepted the Exit Offer (which acceptances have been received by or on behalf of the Offeror) on or before 24 July 2018 will be paid the Exit Offer Price<sup>1</sup> in respect of the Offer Shares tendered in acceptance of the Exit Offer, as soon as possible but in any event within seven (7) Business Days of 24 July 2018.

### 6.2 Acceptances after the Exit Offer has been declared unconditional in all respects

Shareholders who validly accept the Exit Offer (which acceptances are received by or on behalf of the Offeror) after 24 July 2018 but before 4.00 p.m. (Hong Kong and Singapore time) on the Final Closing Date will be paid the Exit Offer Price<sup>1</sup> in respect of the Offer Shares tendered in acceptance of the Exit Offer, as soon as possible but in any event within seven (7) Business Days of the date of such receipt.

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, 24 July 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.*

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<sup>1</sup> The Exit Offer Price has been determined on the basis that the Offer Shares will be acquired together with the right to receive any Distributions (if any), available as at the Record Date which falls on or after the Joint Offer Announcement Date. In the event that the Record Date in respect of a Distribution falls on or after the Joint Offer Announcement Date, the Exit Offer Price payable to a Shareholder who validly accepts the Exit Offer shall be subject to the following adjustment mechanism, depending on when the Offer Settlement Date falls: (i) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Shareholders the unadjusted Exit Offer Price of S\$0.65 or HK\$3.88 in cash for each Offer Share, as the Offeror will receive the Distribution in respect of such Offer Shares from the Company; and (ii) if the Offer Settlement Date falls after the Record Date, the Exit Offer Price payable for such Offer Shares tendered in acceptance of the Exit Offer shall be reduced by an amount which is equal to the Distribution in respect of such Offer Shares, as the Offeror will not receive such Distribution from the Company.

*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 those expressed by 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/or 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.*

*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.*

\* For identification purpose only

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**Important Notice:**

This joint announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this joint announcement in any jurisdiction in contravention of applicable laws and regulations. The release, publication or distribution of the announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdiction into which this joint announcement is released, published or distributed should inform themselves about and observe such restrictions.