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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)

(Hong Kong stock code: 1570)

**RENEWAL OF GENERAL MANDATE TO ISSUE SHARES,**

**RE-ELECTION OF DIRECTORS**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at JuZhiTing, 4th Floor, Lia Charlton Hotel Shenzhen, 13 Gaoxin South 4th Road (Gaoxin Nan Si Dao), Hi-tech Park, Nanshan District Shenzhen Guangdong, China, on Thursday, 16 May 2019 at 10.00 a.m. is set out on pages 11 to 14 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 branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, 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.

\* For identification purposes only

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## DEFINITIONS

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*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 JuZhiTing, 4th Floor, Lia Charlton Hotel Shenzhen, 13 Gaoxin South 4th Road (Gaoxin Nan Si Dao), Hi-tech Park, Nanshan District Shenzhen Guangdong, China, on Thursday, 16 May 2019 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 11 to 14 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 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
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Latest Practicable Date”	2 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Memorandum”	the memorandum of association of the Company as amended, modified and supplemented from time to time
“PRC”	People’s Republic of China
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“S\$” and “cents”	Singapore dollars and cents, respectively
“RMB”	Renminbi yuan, the lawful currency of the PRC
“%”	per cent.

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## LETTER FROM THE BOARD

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### **WEIYE HOLDINGS LIMITED** **偉業控股有限公司\***

(Incorporated in the Republic of Singapore with limited liability)  
(Singapore stock code: **BMA**)  
(Hong Kong stock code: **1570**)

*Executive Directors:*

Mr. Zhang Wei (張偉先生)  
Mr. Chen Zhiyong (陳志勇先生)

*Registered office:*

100H Pasir Panjang Road #01-01  
OC@Pasir Panjang  
Singapore 118524

*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)

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

19th Floor, Block A, Weiye International Buildings  
Cross of East Jinshui Road and Jinxiu Road  
Zhengzhou City, Henan Province, the PRC

*Principal place of business in Hong Kong:*

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

10 April 2019

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**

#### **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 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

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## LETTER FROM THE BOARD

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### 2. 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 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 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 and subsidiary holdings) (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 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 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 and subsidiary holdings) 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 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.

Notwithstanding the above, it must be noted that the 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 Listing Rules for matters relating to the general mandate.

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## LETTER FROM THE BOARD

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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 39,226,630 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 Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

### 3. RE-ELECTION OF DIRECTORS

In accordance with the Regulation 97 and 101 of the Constitution of the Company, Mr. Dong Xincheng, Mr. Lam Ying Hung Andy and Mr. Liu Ning 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. Dong Xincheng, Mr. Lam Ying Hung Andy and Mr. Liu Ning as an independent non-executive Director, respectively. The biographical details of such re-electing Directors as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

### 4. ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at JuZhiTing, 4th Floor, Lia Charlton Hotel Shenzhen, 13 Gaoxin South 4th Road (Gaoxin Nan Si Dao), Hi-tech Park, Nanshan District Shenzhen Guangdong, China, on Thursday, 16 May 2019 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 11 to 14 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 branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, 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.

### 5. 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.

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## LETTER FROM THE BOARD

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### 6. 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.

### 7. 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 and Chief Executive Officer*

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

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

### **Mr. Dong Xincheng**

Mr. Dong Xincheng (“**Mr. Dong**”), aged 52, 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 16 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. (石家庄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 (河南正方園律師事務所).

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.

### ***Other disclosure pursuant to Rule 13.51(2) of the 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 public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (iv) there are no other matters concerning our Directors’ re-election that need to be brought to the attention of our Shareholders or shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As of the Latest Practicable Date, Mr. Dong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Dong entered into a letter of appointment with the Company for an initial fixed 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.

### **Mr. Lam Ying Hung Andy**

Mr. Lam Ying Hung Andy (“**Mr. Lam**”), aged 54, has been appointed as an independent non-executive Director, the chairman of the Audit Committee, a member of the Remuneration Committee and a member of the Nominating Committee with effect from 19 December 2018.

Mr. Lam has been a managing consultant at Lontreprise Consulting Ltd since June 2005. He obtained a master degree of Professional Accounting from Hong Kong Polytechnic University in 1999, and obtained a master degree in e-commerce from Hong Kong Polytechnic University in 2004. Mr. Lam was admitted as a fellow of The Association of Chartered Certified Accountant in the United Kingdom in 2003, certificated membership of The Hong Kong Institute of Certified Public Accountants in Hong Kong in 2002, an associate of The Hong Kong Institute of Company Secretaries in Hong Kong in 1997, an associate of The Institute of Chartered Secretaries and Administrations in the United Kingdom in 1997, an associate of The Hong Kong Institute of Bankers in 1995 and associate of The Chartered Institute of Bankers in 1989.

Mr. Lam has been an independent non-executive director of Synertone Communication Corporation, a company listed on the Stock Exchange (stock code: 1613) since February 2011, an independent non-executive director of Brilliant Circle Holdings International Limited, a company listed on the Stock Exchange (stock code: 1008) since March 2009, and an independent non-executive director of Xingfa Aluminium Holdings Limited, a company listed on the Stock Exchange (stock code: 98) since February 2008. Mr. Lam has over 26 years of experience in logistics, accounting, banking and finance industry.



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

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Before joining Lontreprise Consulting Ltd, he was a financial director at Introwell Transportation Ltd. between November 2002 and June 2005, a business development manager at Standard Chartered Bank between May 2001 and November 2002, a deputy manager at Bank of China between October 2000 and April 2001, a deputy manager of Chiyu Banking Corporation Ltd. between October 1997 and October 2000, an office manager at Ipanema (East) Limited between September 1995 and October 1997, an administration at Viking Transportation Company between July 1989 and July 1995, and a senior officer at Po Sand Bank Ltd between July 1984 and July 1989.

### **Other disclosure pursuant to Rule 13.51(2) of the 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 public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (iv) there are no other matters concerning our Directors' re-election that need to be brought to the attention of our Shareholders or shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As of the Latest Practicable Date, Mr. Lam did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lam entered into a letter of appointment with the Company for an initial fixed 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.

### **Mr. Liu Ning**

Mr. Liu Ning (“**Mr. Liu**”), aged 54, has been appointed as the lead independent non-executive Director, the chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee with effect from 19 December 2018.

Mr. Liu is the managing director of Shinovation Capital Corporation Co., Ltd.. He obtained Bachelor's of Engineering from Tongji University (同濟大學) in July 1986 and obtained a master degree of Business Administration from Macau University of Science and Technology (澳門科技大學) in April 2002. He is an engineer and a senior economist.

Mr. Liu was the general manager of Shanghai Jinjiang International Hotels Development Co., Ltd. (formerly known as Shanghai New Asia (Group) Co., Ltd.), a company listed on Shanghai Stock Exchange (stock code: 600745) between June 2000 and June 2003, the president assistant, deputy managing director of property department and the general manager of Shanghai Jinjiang International Holdings Co., Ltd. between July 2003 and April 2005, an executive director, president, vice president, chief operation officer and chief executive officer of Glorious Property Holdings Limited, a company listed on the Stock Exchange (stock code: 845) between October 2009 and February 2014, and the executive president and the regional president (China) of Baoneng Group between March 2014 and December 2014. Mr. Liu has extensive experience of investment and administration in land property and hotel industry, and he is good at corporate comprehensive management and investment and financing business.

### **Other disclosure pursuant to Rule 13.51(2) of the 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 public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; and (iv) there are no other matters concerning our Directors' re-election that need to be brought to the attention of our Shareholders or shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules. As of the Latest Practicable Date, Mr. Liu did not have any interest in the Shares within the meaning of Part XV of the SFO.

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

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Mr. Liu entered into a letter of appointment with the Company for an initial fixed 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 and additional director's remuneration of RMB60,000 per annum for acting as the lead independent non-executive Director, which has been determined by the Board with reference to his duties and experience.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

(Hong Kong stock code: 1570)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Weiye Holdings Limited (“Company”) will be held at JuZhiTing, 4th Floor, Lia Charlton Hotel Shenzhen, 13 Gaoxin South 4th Road (Gaoxin Nan Si Dao), Hi-tech Park, Nanshan District Shenzhen Guangdong, China, on Thursday, 16 May 2019 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 2018 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To authorise the Board of Directors to fix the remuneration of the Directors for the financial year ending 31 December 2019, to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect the following Directors of the Company retiring pursuant to Regulation 97 and 101 of the Constitution of the Company:  
  
Mr. Dong Xincheng **(Resolution 3)**  
  
Mr. Lam Ying Hung Andy **(Resolution 4)**  
  
Mr. Liu Ning **(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 be transacted at an AGM.

### 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, 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:

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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”)**

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 and subsidiary holdings) 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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. **(Resolution 7)**

[See Explanatory Note (iv)]

By Order of the Board

Shirley Tan Sey Liy  
Man Yun Wah  
Company Secretaries

Hong Kong,  
10 April 2019

### Explanatory Notes:

- (i) Mr. Dong Xincheng will, upon re-election as 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 3.13 of the Listing Rules.
- (ii) Mr. Lam Ying Hung Andy will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee and will be considered independent pursuant to Rule 3.13 of the Listing Rules.
- (iii) Mr. Liu Ning will, upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and Lead Independent Non-Executive Director and will be considered independent pursuant to Rule 3.13 of the Listing Rules.
- (iv) 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 and subsidiary holdings) 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 and subsidiary holdings) 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 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. 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 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 forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To ascertain the members' entitlement to attend and vote at the AGM, the register of members will be closed from Friday, 10 May 2019 to Thursday, 16 May 2019, 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 4:30 p.m. on Thursday, 9 May 2019.
5. All times and dates referred to in this notice refer to Hong Kong times and dates.

### 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 AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.*