
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*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1570)

**(1) PROPOSED CHANGE OF AUDITORS
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 33th Floor, Building No. 1, Fangdacheng, Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 5 December 2019 at 10:00 a.m. is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish. If you attend and vote at the extraordinary general meeting, the authority of your proxy will be revoked.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“ACRA”	the Accounting and Corporate Regulatory Authority of Singapore
“Announcement”	the announcement of the Company dated 13 November 2019 in relation to the proposed change of the auditors
“BDO”	BDO Limited
“Board”	the board of Directors
“Change of Auditors”	the resignation of KPMG Singapore as auditors of the Company and the proposed appointment of BDO as auditors of the Company following the resignation of KPMG Singapore upon the approval of the Shareholders by an ordinary resolution at the EGM and to hold office until the conclusion of the next annual general meeting of the Company
“Companies Act”	Companies Act (Chapter 50) of Singapore
“Company”	WEIYE HOLDINGS LIMITED, a company incorporated in Singapore with limited liability and the Shares of which are listed on the Main Board of the SEHK
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at 10:00 a.m. on Thursday, 5 December 2019 at 33th Floor, Building No. 1, Fangdacheng, Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC to consider and, if thought fit, approve, among other things, the Change of Auditors
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“KPMG Singapore”	Messrs KPMG LLP, being the former auditors of the Company

DEFINITIONS

“Latest Practicable Date”	13 November 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“PRC”	the People’s Republic of China, which, unless otherwise stated, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“SEHK”	The Stock Exchange of Hong Kong Limited
“Share(s)”	ordinary share(s) of the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)



WEIYE HOLDINGS LIMITED

偉業控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Hong Kong Stock Code: 1570)

Executive Directors:

Mr. Zhang Wei
Mr. Chen Zhiyong

Registered office:

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

Independent non-executive Directors:

Mr. Dong Xincheng
Mr. Lam Ying Hung Andy
Mr. Liu Ning

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

33th Floor, Building No. 1, Fangdacheng
Longzhu Forth Road No. 2, Nanshan District
Shenzhen City, Guangdong Province, the PRC

Principal place of business in Hong Kong:

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

14 November 2019

To: The Shareholders of the Company

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF AUDITORS
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

At the forthcoming EGM, resolution will be proposed to seek the Shareholders' approval for the Change of Auditors.

The purpose of this circular is to provide the Shareholders with information in respect of the resolution to be proposed at the EGM for the Change of Auditors.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

Reference is made to the Announcement, in which the Board announces that as the Company and KPMG Singapore could not reach an agreement on the audit fee for the financial year ending 31 December 2019, KPMG Singapore in their letter dated 18 September 2019 given notice to the Directors' of their resignation as auditors of the Company. The Board proposed to appoint BDO as the new auditor of the Company to fill the casual vacancy following the resignation of KPMG Singapore.

Pursuant to Section 205AB of the Companies Act, the resignation of KPMG Singapore will take effect upon the later of (a) the day (if any) specified for the purpose in the notice of resignation of KPMG Singapore; (b) the day on which ACRA notifies KPMG Singapore and the Company of ACRA's consent to the resignation; or (c) the day (if any) fixed by ACRA (the "ACRA Consent").

Following KPMG Singapore's resignation, the Board proposes, with the recommendation from the audit committee of the Company, to appoint BDO as the new auditors of the Company and to hold office until conclusion of the next annual general meeting of the Company. The Company will convene an EGM as soon as practicable for the Shareholders to, among other things, consider, and if thought fit, approve the Proposed Appointment.

KPMG Singapore has confirmed that they are not aware of any matters or circumstances in connection with its resignation that need to be brought to the attention of the Shareholders. The Board confirmed that there is no disagreement between KPMG Singapore and the Company, and there are no matters in respect of the change of the auditors that need to be brought to the attention of the Shareholders.

Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the EGM for the Change of Auditors. The Change of Auditors shall come into effect upon the passing of such ordinary resolution by the Shareholders at the EGM.

EGM

The notice of EGM is set out on pages 6 to 7 of this circular. At the EGM, ordinary resolutions will be proposed to approve the Change of Auditors.

A form of proxy for use in connection with the EGM is enclosed herewith. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar of the Company, Tricor Investor Services Limited at Level 54, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

LETTER FROM THE BOARD

The resolution proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the poll results of the EGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the resolution to be approved at the EGM.

LISTING RULES REQUIREMENT

Pursuant to Article 59 of the Constitution of the Company and Rule 13.39(4) of the Hong Kong Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution to be proposed at the EGM will be voted by way of poll by the Shareholders or the Independent Shareholders (as the case may be).

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 Company. 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 herein or this circular misleading.

RECOMMENDATION

The Board considers that the proposed appointment of BDO as the auditors of the Company is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed resolution in relation to the appointment of BDO as the auditors of the Company at the EGM.

Yours faithfully

By Order of the Board

Zhang Wei

Executive Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING



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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of WEIYE HOLDINGS LIMITED (the “Company”) will be held at 33th Floor, Building No. 1, Fangdacheng, Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Thursday, 5 December 2019 at 10:00 a.m. for the following purposes:

AS ORDINARY RESOLUTION

1. To appoint BDO Limited, as the auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

By order of the Board
Shirley Tan Sey Liy
Man Yun Wah
Company Secretaries

Hong Kong, 14 November 2019

Notes:

1. A Member of the Company entitled to attend and vote at the EGM 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 share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
4. To ascertain the members’ entitlement to attend and vote at the EGM, the register of members will be closed from Tuesday, 3 December 2019 to Thursday, 5 December 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 share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 2 December 2019.
5. All times and dates referred to in this notice refer to Hong Kong times and dates.

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

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