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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\***

(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 33th Floor, Building No. 1, Fangdacheng Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC, on Friday, 5 June 2020 at 10:00 a.m. is set out on pages 10 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 share registrar and transfer office, 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 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*

29 April 2020

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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 33th Floor, Building No. 1, Fangdacheng Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC on Friday, 5 June 2020 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 10 to 14 of this Circular, or any adjournment thereof
“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
“Constitution”	the Constitution of the Company as amended, modified or supplemented from time to time
“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
“Latest Practicable Date”	24 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“Memorandum”	the memorandum of association of the Company as amended, modified and supplemented from time to time

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## DEFINITIONS

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“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)
“RMB”	Renminbi yuan, the lawful currency of the PRC
“%”	per cent.



**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 (張偉先生)

Mr. Chen Zhiyong (陳志勇先生)

*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)

*Registered office:*

100H Pasir Panjang Road #01-01

OC@Pasir Panjang

Singapore 118524

*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

29 April 2020

*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**

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 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.

### 2. RENEWAL OF GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant the General Mandate to the Directors to exercise the power of the Company to issue new Shares in the event it becomes desirable for the Company to do so. Based on 196,133,152 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be able to allot, issue and deal with up to a total of 39,226,630 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the General Mandate is granted at the Annual General Meeting. The General Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Constitution or Companies Act, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at general meeting of the Company.

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.

### 3. RE-ELECTION OF DIRECTORS

In accordance with the Regulation 97 of the Constitution of the Company, Mr. Zhang Wei and Mr. Chen Zhiyong 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 and Mr. Chen Zhiyong as an 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.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at 33th Floor, Building No. 1, Fangdacheng Longzhu Forth Road No. 2, Nanshan District, Shenzhen City, Guangdong Province, the PRC, on Friday, 5 June 2020 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 10 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 share registrar and transfer office, 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 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*



*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 (“**Mr. Zhang**”), aged 50, is the chairman of the Board, an executive Director and chief executive officer of the Company. Mr. Zhang is responsible for the Group’s strategic planning and the overall business development decision making.

Mr. Zhang has over 25 years of experience in the real estate industry. He joined Henan Weiye in June 2002 and has been the sole director of Great Spirit Management Limited since its establishment in 2009. Mr. Zhang 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 Management Limited and Weiye Holdings (Hong Kong) Limited; and the legal representative, executive director and manager of Hainan Hongji Weiye Property Development Co., Ltd and Hongji Weiye (Hainan) Non-Movable Property Management Group Co., Ltd..

From July 1990 to July 1993, Mr. Zhang 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, Mr. Zhang 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, Mr. Zhang 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 Master’s 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, an executive Director and chief operating officer of the Company.

As at the Latest Practicable Date, Mr. Zhang was interested in 91,029,648 Shares representing approximately 46.41% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Zhang has entered into a service agreement with the Company for an initial term of three (3) years and subject to retirement for re-election by the Shareholders pursuant to the Constitution. The total amount of his emolument for the year ended 31 December 2019 was approximately RMB3,090,000 which was determined by the Board by reference to his responsibilities and duties within the Company and the recommendation of the Remuneration Committee.

**Mr. Chen Zhiyong**

Mr. Chen Zhiyong (“**Mr. Chen**”), aged 49, is our executive Director and chief operating officer of the Company. Mr. Chen is responsible for supervising Henan region group in determine their development plans and target and assist regional group in solving operational issues and project financing.

Mr. Chen has over 24 years of experience in the real estate industry. He joined Henan Weiye in July 2000, responsible for property development management, and was later promoted to the position of Chief Executive Officer of Henan Weiye in 2010. He has been an Executive Director and the Chief Executive Officer of our Company since the Reverse Takeover in August 2011. On 27 February 2014, he was re-designated as the Chief Operating Officer of our Company. Mr. Chen currently holds certain positions in the members of our Group, namely, the legal representative and Executive Director of Jinwei (Henan) and Xinxiang Weiye; the legal representative, Executive Director and General Manager of Hongji Weiye, Henan Weiye and Henan Tiandao; and the legal representative of Henan Xingwei, Hanwei Zhiye, Guangdong Leiding, Huizhou Dayawan and Huizhou Dayawan Pengrun.

From 1988 to 1993, Mr. Chen worked in the infrastructure department in Zhengzhou City Heavy Industry Management Authority (鄭州市重工業管理局). From 1993 to 1998, Mr. Chen was the manager of the project management department in the No. 2 engineering department of the Zhongjian No. 7 Bureau No.4 Construction Engineering Company\* (中建七局第四建築工程公司), a company principally engaged in the business of construction where he was responsible for the management of the construction of the property.

Mr. Chen graduated from Naval University of Engineering, PLA (中國人民解放軍海軍工程大學) in Wuhan City, Hubei Province, the PRC, with a degree in project management in June 2006. Mr. Chen is the brother-in-law of Mr. Zhang Wei, the chairman of the Board, an executive Director and chief executive officer of the Company.

As at the Latest Practicable Date, Mr. Chen was interested in 40,240,256 Shares representing approximately 20.52% of the issued share capital of the Company, within the meaning of Part XV of the SFO.

Mr. Chen entered into a service agreement with the Company for an initial term 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 the Constitution. The total amount of his emolument for the year ended 31 December 2019 was approximately RMB380,000 which was determined by the Board by reference to his responsibilities and duties within the Company and the recommendation of the Remuneration Committee.

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 public companies of which the securities are listed on any securities market in Hong Kong and/or overseas; (iv) was not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; and (v) there are no other matters concerning re-election of Mr. Zhang and Mr. Chen 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Weiye Holdings Limited (“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 Friday, 5 June 2020 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 2019 together with the Auditor’s 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 2020, to be paid quarterly in arrears.

**(Resolution 2)**

3. To re-elect the following Directors of the Company retiring pursuant to Regulation 97 of the Constitution of the Company:

Mr. Zhang Wei

**(Resolution 3)**

Mr. Chen Zhiyong

**(Resolution 4)**

• *For identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

**(Resolution 5)**

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:

- (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**”)

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 6)**

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

Hong Kong, 29 April 2020

**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 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 AGM or any adjournment thereof.
4. To ascertain the members’ entitlement to attend and vote at the AGM, the register of members will be closed from Tuesday, 2 June 2020 to Friday, 5 June 2020, 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, 1 June 2020.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.*