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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)

**GRANT OF GENERAL MANDATE TO ISSUE SHARES,
GRANT OF GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
PROPOSED AMENDMENTS TO THE CONSTITUTION AND
ADOPTION OF NEW CONSTITUTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at Room 24C, 24th Floor, Building 1, China Phoenix Building, 2008 Shennan Avenue, Futian District, Shenzhen City, Guangdong Province, the PRC on Wednesday, 31 May 2023 at 10:00 a.m. is set out on pages 56 to 61 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

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DEFINITIONS

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 Room 24C, 24th Floor, Building 1, China Phoenix Building, 2008 Shennan Avenue, Futian District, Shenzhen City, Guangdong Province, the PRC on Wednesday, 31 May 2023 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 56 to 61 of this circular, or any adjournment thereof
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the Board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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 are listed on the Main Board of the SEHK
“Constitution”	the existing constitution of the Company, previously known as its memorandum and articles of association which were in force immediately before the Companies (Amendment) Act 2014 came into effect
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“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”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Date”	6 April 2016, being the date on which the Shares were listed and traded on the Main Board of the SEHK
“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
“New Constitution”	the amended and restated constitution of the Company set out in Appendix III to this circular (with proposed changes marked-up against the existing Memorandum and Articles of Association of the Company posted on the website of the SEHK) proposed to be adopted by the Shareholders at the Annual General Meeting
“PRC”	People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares subject to and in accordance with the terms of the mandate
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Issue Mandate”	a general and unconditional mandate to allot, issue or deal with Shares subject to and in accordance with the terms of the mandate
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and administered by the Securities and Futures Commission of Hong Kong
“RMB”	Renminbi yuan, the lawful currency of the PRC
“%”	per cent.

LETTER FROM THE BOARD



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 Director:

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:

10 Bukit Batok Crescent
#06-05 The Spire
Singapore 658079

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

19th Floor, Building A
Weiye International Square
Intersection of Yangqiao Road
Zhengkai Avenue
Zhengdong New District, 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

27 April 2023

To: the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATE TO ISSUE SHARES,
GRANT OF GENERAL MANDATE TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
PROPOSED AMENDMENTS TO THE CONSTITUTION AND
ADOPTION OF NEW CONSTITUTION
AND
NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

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 grant of the Share Issue Mandate, the grant of the Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of Directors, the re-appointment of auditors of the Company, the proposed amendments to the Constitution and the adoption of New Constitution.

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the grant of the Share Issue Mandate, (ii) the grant of the Repurchase Mandate, (iii) the extension of the Share Issue Mandate, (iv) the re-election of Directors, (v) the re-appointment of auditors of the Company and (vi) the proposed amendments to the Constitution and the adoption of New Constitution.

2. GRANT OF SHARE ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Share Issue 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 Share Issue 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 Share Issue Mandate will provide flexibility to the Directors to issue new Shares when it is in the interest of the Company.

3. GRANT OF REPURCHASE MANDATE

In addition, an ordinary resolution will be proposed at the Annual General Meeting to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 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 Company would be allowed to repurchase a maximum of 19,613,315 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted, will be effective 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

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required to be held by the Constitution or any applicable laws to be held, 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.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

4. EXTENSION OF THE SHARE ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Share Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the Annual General Meeting to add to the Share Issue Mandate those Shares to be repurchased by the Company pursuant to the Repurchase Mandate.

5. RE-ELECTION OF DIRECTORS

In accordance with the Regulation 97 of the Constitution, Mr. Chen Zhiyong and Mr. Lam Ying Hung Andy 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. Chen Zhiyong as an executive Director and Mr. Lam Ying Hung Andy as an independent non-executive Director, respectively. The biographical details of Mr. Chen Zhiyong and Mr. Lam Ying Hung Andy as required to be disclosed under the Listing Rules are set out in Appendix I to this circular, respectively.

6. RE-APPOINTMENT OF AUDITORS

BDO Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

7. PROPOSED AMENDMENTS TO THE CONSTITUTION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the SEHK in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation as set

LETTER FROM THE BOARD

out in Appendix 3 of the Listing Rules. As such, the Board proposes to make certain amendments to the Constitution for the purposes of, among others, (i) bringing the Constitution in line with the said core standards for shareholder protections; and (ii) incorporating certain housekeeping amendments to the Constitution.

The Board also proposes to adopt the New Constitution in substitution for, and to the exclusion of, the existing Constitution.

The proposed amendments to the Constitution shall be subject to the passing of a special resolution by the Shareholders at the Annual General Meeting. The New Constitution will take effect on the date on which the proposed amendments and adoption are approved by the Shareholders at the Annual General Meeting.

Details of the proposed amendments (marked-up against the existing Constitution) are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail. The proposed adoption of the New Constitution is subject to the approval of the Shareholders by way of special resolution at the Annual General Meeting. Prior to the passing of the special resolution at the Annual General Meeting, the existing Constitution shall remain valid.

The legal advisers to the Company as to Hong Kong laws and Singapore laws have respectively confirmed that the proposed amendments conform with the applicable requirements under the Listing Rules and are not inconsistent with the applicable laws of Singapore. The Company confirms that there is nothing unusual about the proposed amendments on the Constitution for a Singapore incorporated company listed on the Stock Exchange.

The Board considered that the proposed amendments are in the interest of the Company and the Shareholders. The resolution in relation thereto will be proposed at the Annual General Meeting as a special resolution.

8. ANNUAL GENERAL MEETING

The Company will convene the Annual General Meeting at Room 24C, 24th Floor, Building 1, China Phoenix Building, 2008 Shennan Avenue, Futian District, Shenzhen City, Guangdong Province, the PRC on Wednesday, 31 May 2023 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 56 to 61 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed

LETTER FROM THE BOARD

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.

9. 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.

10. 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.

11. GENERAL INFORMATION

Your attention is drawn to the information set out in Appendix I, Appendix II and Appendix III to this circular.

Yours faithfully
By Order of the Board
Chen Zhiyong
Executive Chairman

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

Mr. Chen Zhiyong

Mr. Chen Zhiyong (“**Mr. Chen**”), aged 52, has been appointed as the chairman of the Board and an executive Director.

Mr. Chen has over 27 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 the Company since the Reverse Takeover in August 2011. On 27 February 2014, he was re-designated as the chief operating officer of the Company. Mr. Chen currently holds positions of the directors and the legal representatives of the member companies of the Group.

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 controlling shareholder of the Company.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Mr. Chen was interested in 40,240,256 Shares, representing approximately 20.52% of the total number of issued shares of the Company within the meaning of Part XV of the SFO.

Mr. Chen has 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 by rotation and re-election at annual general meeting of the Company in accordance with the Constitution and the Listing Rules. The total amount of his emolument for the year ended 31 December 2022 was approximately RMB1,110,000 which was determined by the Board by reference to his responsibilities and duties within the Company and the recommendation of the remuneration committee of the Company.

* For identification purposes only

Mr. Lam Ying Hung Andy

Mr. Lam Ying Hung Andy (“**Mr. Lam**”), aged 58, has been appointed as an independent non-executive Director, the chairman of the audit committee of the Company, a member of the nominating committee of the Company and a member of the remuneration committee of the Company on 19 December 2018.

Mr. Lam has over 30 years of experience in accounting, banking and finance sectors. Mr. Lam is the managing consultant at Lontreprise Consulting Ltd. Mr. Lam obtained a master degree of Professional Accounting and a master degree in e-commerce from Hong Kong Polytechnic University. Mr. Lam is an associate member of various professional organizations, namely The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators), The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Hong Kong Institute of Bankers. Mr. Lam is also a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants. Mr. Lam is currently an independent non-executive director of Synertone Communication Corporation, a company listed on the SEHK (stock code: 1613), Litu Holdings Limited, a company listed on the SEHK (stock code: 1008) and Xingfa Aluminium Holdings Limited, a company listed on the SEHK (stock code: 98).

Mr. Lam has entered into a letter of appointment with the Company for a term of three (3) 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.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Chen and Mr. Lam (i) were not interested nor deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO; (ii) had not held any other directorships in the last three years in any listed public company in Hong Kong or overseas; (iii) did not hold any other position in the Company or any other member of the Group; and (iv) were not related to any Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the Shareholders in connection with re-election of Mr. Chen and Mr. Lam and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules containing all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate. It also constitutes the notice under section 76E(2) of the Companies Act, Chapter 50 of Singapore.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 196,133,152 Shares.

Subject to the passing of the ordinary resolution numbered 7 as set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be authorised under the Repurchase Mandate to repurchase, a maximum of 19,613,315 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase the Shares on the market. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of the Repurchase Mandate to give the Company the flexibility to repurchase Shares if and when appropriate. The repurchase of Shares will only be made when the Directors believe that such repurchase of Shares will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such repurchase in accordance with the Constitution, the Listing Rules and the applicable laws and regulations of Hong Kong and Singapore. In particular, any repurchase of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such Shares were purchased or acquired.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the financial statements contained in the

Company's 2022 Annual Report) if the Repurchase Mandate is exercised in full at any time. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

During each of the previous 12 months up to the Latest Practicable Date, the highest and lowest prices for which the Shares were traded on the SEHK were as follows:

Month	Price per Share (HK\$)	
	Highest	Lowest
2022		
April*	–	–
May*	–	–
June	4.18	4.18
July*	–	–
August*	–	–
September*	–	–
October*	–	–
November*	–	–
December*	–	–
2023		
January*	–	–
February*	–	–
March*	–	–
April (up to the Latest Practicable Date)*	–	–

* There were no trading of Shares in those months and therefore no highest and lowest traded prices.

6. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or our subsidiaries any of the Shares if the Repurchase Mandate is approved at the Annual General Meeting.

7. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

As at the Latest Practicable Date, to the best knowledge of the Directors, having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core

connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the SEHK to exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Singapore.

9. EFFECT OF TAKEOVERS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhang Wei, the controlling shareholder of the Company (as defined in the Listing Rules), was interested in 106,821,938 Shares, representing approximately 54.46% of the total number of issued Shares within the meaning of Part XV of the SFO, of which 15,792,290 Shares was deemed to be interested through his wholly owned corporation, Fine Skill Holdings Limited. As at the Latest Practicable Date, Mr. Chen Zhiyong, an executive Director, was interested in 40,240,256 Shares, representing approximately 20.52% of the total number of issued Shares.

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the shareholding interests of Mr. Zhang Wei and Mr. Chen Zhiyong would be increased to approximately 60.52% and 22.80% of the total number of Shares in issue, respectively. The Directors are not aware of any consequences which may arise under the Takeovers Codes as a result of any repurchases of Shares made under the Repurchase Mandate. In the event that the Repurchase Mandate is exercised in full, the number of Shares held by the public would fall below 25% of the total number of Shares then in issue. The Directors have no intention to repurchase Shares to such an extent that will result in the total number of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not redeem any of its Shares listed and traded on the Main Board of the SEHK nor did the Company or any of our subsidiaries purchase any of such Shares since the Listing Date up to the Latest Practicable Date.

The following are the proposed amendments to the Constitution. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Constitution. If the serial numbering of the provisions of the Constitution changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Constitution as so amended shall be changed accordingly, including cross-references.

Note: The Constitution is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Regulation No.	Provision in the new Constitution (changes marked-up against provisions in the existing Constitution)
Cover Page	<p style="text-align: center;"> THE COMPANIES ACT 1967, CAP. 50 <u>THE</u> REPUBLIC OF SINGAPORE <hr style="width: 10%; margin: auto;"/> PUBLIC COMPANY LIMITED BY SHARES <hr style="width: 10%; margin: auto;"/> MEMORANDUM AND ARTICLES OF ASSOCIATION <u>CONSTITUTION</u> OF WEIYE HOLDINGS LIMITED (Formerly known as KYODO-ALLIED INDUSTRIES LTD) <hr style="width: 10%; margin: auto;"/> Incorporated on the 2nd day of August 1984 </p>

	<p>“Articles”</p> <p>“Auditor”</p> <p>“clearing house”</p> <p>“Chief Executive Officer”</p> <p>“Company”</p> <p>“Constitution”</p> <p>“Designated Stock Exchange”</p> <p>“Directors” or the “Board of Directors”</p>	<p>These articles of association or other regulations of the Company for the time being in force as originally framed, or as amended from time to time.</p> <p><u>means the auditor of the Company for the time being and may include any individual or partnership.</u></p> <p><u>has the meaning as a</u> A <u>clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.</u></p> <p>means any one or more persons, by whatever name described, who (a) is in direct employment of, or acting for or by arrangement with, the Company, and (b) is principally responsible for the management and conduct of the business of the Company or part of the business of the Company, as the case may be.</p> <p>The abovenamed Company by whatever name from time to time called. <u>Weiye Holdings Limited, a company incorporated in Singapore with limited liability, the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited.</u></p> <p><u>means this constitution as originally framed or as altered from time to time.</u></p> <p><u>means the Stock Exchange of Hong Kong Limited for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited, and/or such other stock exchange in respect of which the shares of the Company are listed or quoted.</u></p> <p>means the <u>The</u> directors <u>directors</u> for the time being of the Company or such number of them as having authority to act for the Company, and includes any person duly appointed and acting for the time being as an Alternate Director.</p>
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	<p>“Electronic Communication” has <u>Has</u> the meaning ascribed to it in the Act, namely communication transmitted (whether from one person to another, from one device to another, from a person to a device or from a device to a person); (a) by means of a Telecommunication system, or (b) by other means but while in an electronic form, such that it can (where particular conditions are met) be received in legible form or be made legible following receipt in non-legible form.</p>
	<p>“Exchange” The Singapore Exchange Securities Trading Limited for so long as the shares of the Company are listed and quoted on the Singapore Exchange Securities Trading Limited, the Hong Kong Stock Exchange for so long as the shares of the Company are listed and quoted on the Hong Kong Stock Exchange and/or any other share, stock or securities exchange upon which the shares of the Company may be listed or quoted.</p>
	<p>“<u>Hong Kong</u>” <u>means the Hong Kong Special Administrative Region of the People’s Republic of China.</u></p>
	<p>“Instruments” <u>means offers</u> Offers, agreements or options that might or would require shares to be issued including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible or exchangeable into shares.</p>
	<p>“<u>Listing Rules</u>” <u>means the rules of the Designated Stock Exchange as modified from time to time.</u></p>
	<p>“market day” <u>means a</u> A day on which the <u>Designated Stock Exchange</u> is open for trading of securities.</p>
	<p>“Member” or “holder of any share” <u>means a</u> A registered shareholder for the time being of the Company or if the registered shareholder is the Depository, a Depositor named in the Depository Register (for such period as shares are entered in the Depositor’s Securities Account).</p>
	<p>“month” <u>means a calendar</u> Calendar month.</p>
	<p>“Office” <u>means the</u> The registered office of the Company for the time being.</p>

“ordinary resolution”	<u>means a</u> A resolution passed by a majority greater <u>of not less</u> than 50% of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy present at a general meeting.
“Register of Members”	<u>means the</u> The principal register, and where applicable, any branch register of registered shareholders of the Company to be maintained at such place within or outside Singapore as the Board <u>of Directors</u> shall determine from time to time.
“Regulation(s)”	<u>means the regulation(s) of the Constitution.</u>
“Relevant Laws”	<u>means the</u> The provisions of the Act and any other relevant rule, law or regulation enacted or promulgated by any relevant competent authority from time to time (including but not limited to the <u>Listing Rules</u> rules of the Exchange).
“Seal”	<u>means the</u> The common seal of the Company.
“Secretary”	<u>means the</u> The secretary or secretaries appointed to perform the duties of a secretary of the Company.
“Securities Account”	<u>means the</u> The securities account maintained by a Depositor with a Depository.
“Singapore”	<u>means the Republic of Singapore.</u>
“Statutes”	<u>means the Act, the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and every other written law for the time being in force concerning companies and affecting the Company.</u>
“special resolution”	<u>means a</u> A resolution passed by a majority <u>of not less</u> greater than 75% of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy present at a general meeting.
“Telecommunication system”	<u>has</u> Has the meaning ascribed to it in the Telecommunications Act <u>1999 of Singapore</u> , or any statutory modification thereof for the time being in force.
“year”	<u>means a calendar</u> Calendar year.

	“S\$”	<u>means Singapore dollars, the lawful currency of Singapore.</u>
	(1)	The expressions “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in the <u>Securities and Futures Act 2001</u> , and any reference to t The Central Depository (Pte) l imited shall also include a reference to a clearing house (as the case may be).
	(4)	<u>The expression “these presents” means the provisions in this Constitution as from time to time altered.</u>
	(5)(4)	References in these <u>presents Articles</u> to “holders” of shares or any class of shares shall: <p>(a) exclude the Depository except where otherwise expressly provided for in these <u>presents Articles</u> or where the terms “registered holder” or “registered holders” are in use in these <u>presents Articles</u>; and</p> <p>(b) where the subject and context so require, be deemed to include references to Depositors whose names are entered in the Depository Register in respect of such shares;</p> <p>and the words “holding” and “held” shall be construed accordingly.</p>
	(6)(5)	Words denoting the singular number only shall include the plural and vice versa. Words denoting the masculine gender only shall include the feminine gender. Words denoting persons shall include corporations.
	(7)(6)	Save as aforesaid, any word or expression used in the Act and the Interpretation Act <u>1965 (Cap. 1)</u> shall, if not inconsistent with the subject or context, bear the same meaning in these <u>presents Articles</u> .
	(8)(7)	References in these <u>presents Articles</u> to any enactment are a reference to that enactment as for the time being amended or re-enacted.
	(9)(8)	The headnotes and marginal notes are inserted for convenience only and shall not affect the construction of these <u>presents Articles</u> .
	<p><u>NAME</u></p> <p><u>2A. The name of the Company is WEIYE HOLDINGS LIMITED.</u></p> <p><u>OFFICE</u></p> <p><u>2B. The Office of the Company will be situated in Singapore.</u></p>	
3.	The Company is a public company <u>limited by shares and the liability of the Members is limited.</u>	

4.	<p>Subject to the Act and these presents <u>Articles</u>, no shares may be issued by the Directors without the prior sanction of an ordinary resolution of the Company in general meeting pursuant to Section 161 of the Act but subject thereto and to <u>Regulation Article</u> 47, and to any special rights attached to any shares for the time being issued, the Directors may issue, allot or grant options over or otherwise deal with or dispose of the same to such persons on such terms and conditions and for such consideration and at such time and subject or not to the payment of any part of the amount thereof in cash as the Directors may think fit, and any shares may be issued in such denominations or with such preferential, deferred, qualified or special rights, privileges or conditions as the Directors may think fit, and preference shares may be issued which are or at the option of the Company are liable to be redeemed, the terms and manner of redemption being determined by the Directors. The total number of issued preference shares shall not exceed the total number of issued ordinary shares at any time. No shares shall be issued to bearer.</p> <p>No share shall be issued so as to transfer a controlling interest (as defined in the <u>Listing Rules</u> listing rules of the Exchange) of the Company without the prior approval of the shareholders in a general meeting.</p>	
5.	(1)	<p>Preference shares may be issued subject to such limitations thereof as may be prescribed by the <u>Designated Stock Exchange</u> upon which shares in the Company may be listed and the rights attaching to shares other than ordinary shares shall be expressed in the Memorandum of Association or these presents <u>Articles</u>. Preference shareholders shall have the same rights as ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company. The total number of issued preference shares shall not exceed the total number of issued ordinary shares issued at any time. Preference shareholders shall also have the right to vote at any meeting convened for the purpose of reducing the capital or winding up or sanctioning a sale of the undertaking of the Company or where the proposal to be submitted to the meeting directly affects their rights and privileges or when the dividend on the preference shares is more than six (6) months in arrears.</p>
	(4)	<p>Except as allowed by the statute and subject further to compliance with the rules and regulations of the <u>Designated Stock Exchange</u> and any other relevant regulatory authority, the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>

	(5)	<p>Except as allowed by statute, the Board <u>of Directors</u> may, subject to what is allowed by the Relevant Laws issue warrants to subscribe for any class of Shares or other securities of the Company and such warrants may be issued on such terms as the Board <u>of Directors</u> may from time to time determine. Where warrants are issued to bearer, no certificate thereof shall be issued to replace one that has been lost unless the Board <u>of Directors</u> is satisfied beyond reasonable doubt that the original certificate thereof has been destroyed and the Company has received an indemnity in such form as the Board <u>of Directors</u> shall think fit with regard to the issue of any such replacement certificate.</p>
6.	(1)	<p>If at any time the share capital is divided into different classes, the repayment of preference capital other than redeemable preference capital and the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, whether or not the Company is being wound up, only be made, varied or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of shares of the class and to every such special resolution, the provisions of Section 184 of the Act shall, with such adaptations as are necessary, apply. To every such separate general meeting, the provisions of these <u>present</u> Articles relating to general meetings shall mutatis mutandis apply; but so that the necessary quorum shall be two (2) persons at least holding or representing by proxy or by attorney <u>or by a corporate representative in the case of a corporation</u> one-third of the issued shares of the class. Provided always that where the necessary majority for such a special resolution is not obtained at the general meeting, consent in writing if obtained from the holders of three-fourths of the issued shares of the class concerned within two (2) months of the general meeting shall be as valid and effectual as a special resolution carried at the general meeting. The foregoing provisions of this <u>Regulation</u> Article shall apply to the variation or abrogation of the special rights attached to some only of the shares of any class as if each group of shares of the class differently treated formed a separate class the special rights whereof are to be varied.</p>
7.		<p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class or by these <u>present</u> Articles, be deemed to be varied by the creation or issue of further shares ranking equally therewith.</p>

10.	Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these <u>presents Articles</u> or by law otherwise provided) any other rights in respect of any share, except an absolute right to the entirety thereof in the person (other than the Depository) entered in the Register of Members as the registered holder thereof or (where the person entered in the Register of Members as the registered holder of a share is the Depository) the person whose name is entered in the Depository Register in respect of that share.
13.	The certificate of title to shares or debentures in the capital of the Company shall be issued under the seal, which may only be affixed with the authority of the Board of Directors, in such form as the Directors shall from time to time prescribe and may bear the autographic or facsimile signatures of at least two (2) Directors, or of one (1) Director and the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose, and shall specify the number and class of shares to which it relates, the amounts paid and the amount (if any) unpaid thereon. No certificate shall be issued representing shares of more than one class. Every share certificate shall be issued under the Seal or a facsimile thereof with the addition on its face of the words “Share Seal” or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The Board of <u>Directors</u> may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.

15.	(1)	<p>Shares must be allotted and certificates despatched within ten (10) market days of the final closing date for an issue of shares unless the <u>Designated Stock Exchange</u> shall agree to an extension of time in respect of that particular issue. The Depository must despatch statements to successful investor applicants confirming the number of shares held under their Securities Accounts. Persons entered in the Register of Members as registered holders of shares shall be entitled to certificates within ten (10) market days after lodgement of any transfer. Every registered shareholder shall be entitled to receive share certificates in reasonable denominations for his holding and where a charge is made for certificates, such charge shall not exceed S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed). Where a registered shareholder transfers part only of the shares comprised in a certificate or where a registered shareholder requires the Company to cancel any certificate or certificates and issue new certificates for the purpose of subdividing his holding in a different manner the old certificate or certificates shall be cancelled and a new certificate or certificates for the balance of such shares issued in lieu thereof and the registered shareholder shall pay a fee not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) for each such new certificate as the Directors may determine. Where the member is a Depositor, the delivery by the Company to the Depository of provisional allotments or share certificates in respect of the aggregate entitlements of Depositors to new shares offered by way of rights issue or other preferential offering or bonus issue shall to the extent of the delivery discharge the Company from any further liability to each such Depositor in respect of his individual entitlement.</p>
	(2)	<p>The retention by the Directors of any unclaimed share certificates (or stock certificates as the case may be) shall not constitute the Company a trustee in respect thereof. Any share certificate (or stock certificate as the case may be) unclaimed after a period of six (6) years from the date of issue of such share certificate (or stock certificate as the case may be) may be forfeited and if so shall be dealt with in accordance with <u>Regulations</u> Articles 37, 39, 40, 44 and 45, mutatis mutandis.</p>

16.	(1)	<p>Subject to the provisions of the Act, if any share certificate shall be defaced, worn out, destroyed, lost or stolen, it may be renewed on such evidence being produced and a letter of indemnity (if required) being given by the shareholder, transferee, person entitled, purchaser, member firm or member company of the <u>Designated Stock Exchange</u> or on behalf of its or their client or clients as the Directors of the Company shall require, and in case of defacement or wearing out, on delivery of the old certificate and in any case on payment of such sum not exceeding S\$2 (or such other fee as the Directors may determine having regard to any limitation thereof as may be prescribed by any stock exchange upon which the shares of the Company may be listed) as the Directors may from time to time require. In the case of destruction, loss or theft, a shareholder or person entitled to whom such renewed certificate is given shall also bear the loss and pay to the Company all expenses incidental to the investigations by the Company of the evidence of such destruction or loss.</p>
	(2)	<p>When any shares under the powers in these <u>presents Articles</u> herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they may think fit from the certificate not so delivered up.</p>
17.		<p>Subject to these <u>presents Articles</u>, any Member may transfer all or any of his shares but every instrument of transfer of the legal title in shares must be in writing and in the form for the time being approved by the Directors and the <u>Designated Stock Exchange</u>. Shares of different classes shall not be comprised in the same instrument of transfer. The Company shall accept for registration transfers in the form approved by the <u>Designated Stock Exchange</u>.</p>
20.	(1)	<p>Subject to these <u>presents Articles</u>, there shall be no restriction on the transfer of fully paid up shares except where required by law or by the rules, bye-laws or <u>Listing Rules</u>listing rules of the Exchange but the Directors may in their discretion decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve. If the Directors shall decline to register any such transfer of shares, they shall give to both the transferor and the transferee written notice of their refusal to register as required by the Act and the <u>Listing Rules</u>listing rules of the Exchange.</p>
21.	(2)	<p>(ii) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any circumstances which would not attach to the Company in the absence of this <u>Regulation Article</u>; and</p>

22.	(1)	The Register of Members and the Depository Register may be closed at such times and for such period as the Directors may from time to time determine, provided always that the Registers shall not be closed for more than thirty days in the aggregate in any year. Provided always that the Company shall give prior notice of such closure as may be required to the <u>Designated Stock Exchange</u> , stating the period and purpose or purposes for which the closure is made.
	(3)	The Company may keep an overseas or local or other branch Register resident in any place, and the Board of <u>Directors</u> may make and vary such regulations as it determines necessary, desirable or expedient in respect of the keeping of any such register and maintaining a registration office (the “ Registration Office ”) in connection therewith.
	(4)	The Register and branch Register, as the case may be, shall be open to inspection for at least two hours on every business day by Members without charge or by any other person, upon a maximum payment of HK\$1.00 or such lesser sum specified by the Board of <u>Directors</u> , at the Office or such other place at which the Register is kept in accordance with the Relevant Laws. The Register including any overseas or local or other branch Register may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any <u>Designated Stock Exchange</u> or by any electronic means in such manner as may be accepted by the <u>Designated Stock Exchange</u> to that effect, be closed at such times or for such periods not exceeding, in the whole, thirty (30) days in each year as the Board of <u>Directors</u> may determine and either generally or in respect of any class of shares. <u>The Company may close the Register maintained in Hong Kong in a manner which complies with section 632 of the Companies Ordinance (Cap 622 of the Laws of Hong Kong).</u>
	(5)	Notwithstanding any other provision of these presents <u>Articles</u> , but subject to the <u>Listing Rules</u> rules of the Exchange and the Act, the Company or the Directors may fix any date as the record date for determining the Members entitled to receive any dividend, distribution, allotment or issue; and determining the Members entitled to receive notice of and to vote at any general meeting of the Company.
23.	(1)	Nothing in these presents <u>Articles</u> shall preclude the Directors from recognising a renunciation of the allotment of any share by the allottee in favour of some other person.

25.	(1)	Any person becoming entitled to a share in consequence of the death or bankruptcy of any Member or by virtue of a vesting order by a court of competent jurisdiction and recognised by the Company as having any title to that share may, upon producing such evidence of title as the Directors shall require, be registered himself as holder of the share upon giving to the Company notice in writing or transfer such share to some other person. If the person so becoming entitled shall elect to be registered himself, he shall send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these <u>presents Articles</u> relating to the right to transfer and the registration of transfers shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the Member had not occurred and the notice or transfer were a transfer executed by such Member. The Directors shall have, in respect of a transfer so executed, the same power of refusing registration as if the event upon which the transmission took place had not occurred, and the transfer were a transfer executed by the person from whom the title by transmission is derived.
27.	There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney or other document relating to or affecting the title to any share, such fee not exceeding S\$2 (or such other sum as may be approved by the <u>Designated Stock Exchange</u> from time to time) as the Directors may from time to time require or prescribe.	
31.	Any sum which by the terms of issue and allotment of a share becomes payable upon allotment or at any fixed date shall for all purposes of these <u>presents Articles</u> be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of the <u>Regulations Articles</u> as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	

36.	If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter, before payment of all calls and interest and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before the forfeiture. The forfeiture or surrender of a share shall involve the extinction at the time of forfeiture or surrender of all interest in and all claims and demands against the Company in respect of the share, and all other rights and liabilities incidental to the share as between the Member whose share is forfeited or surrendered and the Company, except only such of those rights and liabilities as are by these <u>presents Articles</u> expressly saved, or as are by the Act given or imposed in the case of past Members. The Directors may accept a surrender of any share liable to be forfeited hereunder.
37.	When any share has been forfeited in accordance with these <u>presents Articles</u> , notice of the forfeiture shall forthwith be given to the holder of the share or to the person entitled to the share by transmission, as the case may be, and an entry of such notice having been given, and of the forfeiture with the date thereof, shall forthwith be made in the Register of Members or in the Depository Register (as the case may be) opposite to the share; but the provisions of this <u>Regulation Article</u> are directory only, and no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.
41.	The Company shall have a first and paramount lien and charge on every share (not being a fully paid share) in the name of each Member (whether solely or jointly with others) and on the dividends declared or payable in respect thereof for all unpaid calls and instalments due on any such share and interest and expenses thereon but such lien shall only be upon the specific shares in respect of which such calls or instalments are due and unpaid and to such amounts as the Company may be called upon by law to pay in respect of the shares of the Member or deceased Member. The Directors may waive any lien which has arisen and may resolve that any share shall for some limited period be exempt wholly or partially from the provisions of this <u>Regulation Article</u> .
46.	Subject to any special rights for the time being attached to any existing class of shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Directors shall determine; subject to the provisions of these <u>presents Articles</u> and in particular (but without prejudice to the generality of the foregoing) such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company or otherwise.

47.	(1)	Subject to any direction to the contrary that may be given by the Company in general meeting, or except as permitted under the <u>Listing Rules</u> Exchange's listing rules , all new shares shall before issue be offered to the Members in proportion, as far as the circumstances admit, to the number of the existing shares to which they are entitled or hold. The offer shall be made by notice specifying the number of shares offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined. After the expiration of the aforesaid time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Directors may dispose of those shares in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares which (by reason of the ratio which the new shares bear to shares held by persons entitled to an offer of new shares) cannot, in the opinion of the Directors, be conveniently offered under this <u>Regulation Article</u> .
	(2)	Notwithstanding <u>Regulation Article</u> 47(1) above but subject to the Act and the byelaws and <u>Listing Rules</u> listing rules of the Exchange, the Company may by ordinary resolution in general meeting give to the Directors a general authority, either unconditionally or subject to such conditions as may be specified in the ordinary resolution to:
	(2)(iii)	<p>(a) the aggregate number of shares or Instruments to be issued pursuant to the ordinary resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to the ordinary resolution but excluding shares which may be issued pursuant to any adjustments effected under any relevant Instrument) does not exceed any applicable limits and complies with the manner of calculation prescribed by the <u>Designated Stock Exchange</u>;</p> <p>(b) in exercising the authority conferred by the ordinary resolution, the Company shall comply with the <u>Listing Rules</u>listing rules for the time being in force (unless such compliance is waived by the <u>Designated Stock Exchange</u>) and the <u>Regulations Articles</u>; and</p>
	(3)	Notwithstanding <u>Regulation Article</u> 47(1) above but subject to the Act, the Directors shall not be required to offer any new shares to members to whom by reason of foreign securities laws such offers may not be made without registration of the shares or a prospectus or other document, but may sell the entitlements to the new shares on behalf of such Members in such manner as they think most beneficial to the Company.

48.	Except so far as otherwise provided by the conditions of issue or by these <u>presents</u> Articles , any capital raised by the creation of new shares shall be considered part of the original ordinary capital of the Company and shall be subject to the provisions of these <u>presents</u> Articles with reference to allotments, payment of calls, lien, transfer, transmission, forfeiture and otherwise.	
49.	(1)(iv)	subdivide its shares or any of them (subject to the provisions of the Act and the <u>Listing Rules</u> listing rules of the Exchange), provided always that in such subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived, and so that the resolution whereby any share is sub- divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may, as compared with the others, have any such preferred, deferred or other special rights, or be subject to any such restrictions, as the Company has power to attach to new shares; and/or
	(1)(v)	subject to the provisions of these <u>presents</u> Articles and the Act, convert any class of shares into any other class of shares.
52.	The holders of stock may transfer the same or any part thereof in the same manner and subject to these <u>presents</u> Articles as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit but no stock shall be transferable except in such units as the Directors may from time to time determine.	
54.	All provisions of these <u>presents</u> Articles applicable to paid up shares shall apply to stock and the words <i>share</i> and <i>shareholder</i> or similar expression herein shall include <i>stock</i> or <i>stockholder</i> .	
55.	(1)	Subject to the provisions of the Act, the Company shall in each <u>financial</u> year hold a general meeting in addition to any other meetings in that year to be called the Annual General Meeting, and not more than fifteen (15) months shall elapse between the date of one (1) Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as may be determined by the Directors shall appoint. Such Annual General Meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules or the Act) and shall specify the meeting as such in the notice calling the meeting. Subject to and in accordance with the Relevant Laws, all general meetings, including the Annual General Meetings, adjourned meeting or postponed meeting, shall be held at such time and place or places as the Directors shall think fit.

<p>55-56.</p>	<p>(2)</p>	<p>All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The time and place of any meeting shall be determined by the convenors of the meeting. <u>Subject to and in accordance with the Relevant Laws, Extraordinary General Meetings shall also be convened on the requisition of members holding, on the date of deposit of the requisition, a minority stake in the total number of issued Shares, and the minimum stake required to do this shall not be higher than ten per cent. (10%) of the voting rights, on a one vote per share basis, in the share capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board of Directors or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board of Directors for the transaction of any business or resolution specified in such requisition or to add resolutions to a meeting agenda (if any) at general meeting. Such meeting shall be held within two (2) months after the receipt of such requisition. If, within twenty-one (21) days of such deposit, the Board of Directors fails to proceed to convene such meeting, the requisitionists themselves or any of them representing more than 50% of the total voting rights held by all of them may do so in the same manner, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board of Directors shall be reimbursed to the requisitionists by the Company. The Directors, may whenever they think fit, convene an Extraordinary General Meeting. If at any time there are not within Singapore sufficient Directors capable of acting to form a quorum at a meeting of Directors, any Director may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.</u></p>
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57.	<p>(A)(1)</p> <p>(1)</p> <p>(A)(2)</p>	<p>Subject to the Relevant Laws, any annual general meeting shall be called by <u>notice of not less than twenty-one (21) clear-business days' notice in writing in the least and any. Subject to the least and any Relevant Laws, all other general meetings (including an extraordinary general meeting at which it is proposed to pass a Special Resolution or a resolution of which special notice has been given to the Company, shall also be called by twenty-one clear business days' notice in writing at the least. All other Extraordinary General Meetings; shall <u>must</u> be called by notice of not less than fourteen (14) clear business days' notice in writing at the least. The period of notice shall in each case be exclusive of the day on which it is served or deemed to be served and of the day on which the General Meeting is to be held and shall be given in manner hereinafter mentioned to all Members other than such as are not under the provisions of these presents and the Act entitled to receive such notices from the Company, provided that a general meeting notwithstanding that it has been called by a shorter notice than that specified above and if permitted by the Listing Rules, shall be deemed to have been duly called if it is so agreed:–</u></p> <p>(i) <u>in the case of a meeting called as an Annual General Meeting, by all the Members entitled to attend and vote thereat, and;</u></p> <p>(ii) <u>in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.</u></p> <p>The accidental omission to give notice to, or the non-receipt by any person entitled thereto shall not invalidate the proceedings at any general meeting.</p>
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	(B)(1)	<p>All notices in writing should specify the place <u>and if there is more than one place as appointed by the Directors pursuant to Regulation 55, the principal place of the meeting</u>, day and hour of the meeting, and in the case of special business, a notice in writing setting out the general nature of such special business, accompanied by a statement regarding the effect of any proposed resolution in respect of such special business, shall be given to all Members and the <u>Designated Stock Exchange</u> other than such as are not entitled under these <u>presents Articles</u> to receive such notices from the Company. Every such notice shall be published, (a) in the case of Singapore, in at least one English Language daily newspaper circulating in Singapore and (b) in the case of Hong Kong, in at least one English Language and one Chinese Language newspaper circulating in Hong Kong, at least for such number of days before the relevant meeting as required by the <u>Designated Stock Exchange</u> and in the event there is conflict between the requirements of the Singapore Exchange Securities Trading Limited and the Hong Kong Stock Exchange, the longest prescribed notice period shall be adopted. Whenever any meeting is adjourned for fourteen <u>(14)</u> days or more, at least seven <u>(7)</u> days' notice in writing of the place and hour of such adjourned meeting shall be given in like manner Provided Always that when a meeting is adjourned for thirty <u>(30)</u> days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>The notice shall disclose any material interest of any director in the matter dealt with by the resolution insofar as the resolution affects that interest differently from the interests of other Members of the Company.</p>
58.	(b)	receiving and adopting the accounts, the reports of the Directors and <u>Auditors</u> auditors and other documents required to be attached or annexed to the accounts;
	(d)	re-appointing the retiring <u>Auditors</u> auditors (unless they were last appointed otherwise than by the Company in general meeting);
	(e)	fixing the remuneration of the auditors <u>Auditors</u> or determining the manner in which such remuneration is to be fixed; and
	(f)	fixing the remuneration of the Directors proposed to be paid under Article <u>Regulation</u> 86.

59.	No business shall be transacted at any general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, two (2) Members present in person shall form a quorum. For the purpose of this Regulation Article , Member includes a person attending by proxy or by attorney or by a corporate representative in the case of a corporation which has appointed a corporate representative <u>or a person nominated by a clearing house</u> . Provided that (i) a proxy representing more than one (1) Member shall only count as one (1) Member for the purpose of determining the quorum; and (ii) where a Member is represented by more than one (1) proxy such proxies shall count as only one (1) Member for the purpose of determining the quorum.
61.	Subject to the Act, a resolution in writing signed by every Member of the Company entitled to vote or being a corporation by its duly authorised representative shall have the same effect and validity as an ordinary resolution of the Company passed at a general meeting duly convened, held and constituted, and may consist of several documents in the like form, each sent to, and signed or approved by one (1) or more of such Members. The expressions “sent”, “in writing”, “signed” and “approved” include, respectively, transmission to and approval by any such Member by any form of Electronic Communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors. PROVIDED THAT resolutions relating to dispensing with the holding of Annual General Meetings and resolutions in respect of matters requiring special Special notice Notice under the Act may not be passed pursuant to this Regulation Article 61 .
64.	At any general meeting all resolutions put to the vote of the general meeting shall be decided by way of poll. <u>Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the Company and subject to the Relevant Laws, each member entitled to vote may (i) speak in person or by proxy or attorney at any general meeting to which a vote is called for by the Company or be represented by a representative (in the case of a corporation) to speak on its behalf; and (ii) vote in person or by proxy or attorney, and (in the case of a corporation) by a representative, and each member shall have one vote for every fully paid share of which he is the holder, provided that the rights under this Regulation shall not apply where any such Member is required to abstain from voting to approve the matter under consideration as required by the Listing Rules.</u>
64A.	<u>Where the Company has knowledge that any Member is, under the Listing Rules from time to time, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</u>

65.	Subject to the Act and the requirements of the <u>Designated Stock Exchange</u> , the poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman may direct and the result of a poll shall be deemed to be the resolution of the general meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Exchange <u>Listing Rules</u> .	
67.	Subject to the Act and the requirements of the <u>Designated Stock Exchange</u> , in the case of equality of votes, the Chairman of the general meeting shall be entitled to a second or casting vote in addition to the votes to which he may be entitled as a Member or as proxy of a Member.	
70.	(1)	Subject and without prejudice to any special privileges or restrictions as to voting for the time being attached to any special class of shares for the time being forming part of the capital of the Company and to <u>Regulation Article 6</u> , each Member is entitled to vote and may vote in person or by proxy or attorney, and (in the case of a corporation) by a representative. A person who is entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.
	(3)	Notwithstanding anything contained in these presents <u>Articles</u> , a Depositor shall not be entitled to attend any general meeting and to speak and vote thereat unless his name is certified by the Depository or a clearing house (as the case may be) to the Company as appearing on the Depository Register not later than forty-eight (48) hours before the time of the relevant general meeting (the " <u>cut-off time</u> ") as a Depositor on whose behalf the Depository holds shares in the Company. For the purpose of determining the number of votes which a Depositor or his proxy may cast on a poll, the Depositor or his proxy shall be deemed to hold or represent that number of shares entered in the Depositor's Securities Account at the cut-off time as certified by the Depository to the Company, or where a Depositor has apportioned the balance standing to his Securities Account as at the cut-off time between two (2) proxies, to apportion the said number of shares between the two (2) proxies in the same proportion as specified by the Depositor in appointing the proxies; and accordingly no instrument appointing a proxy of a Depositor shall be rendered invalid merely by reason of any discrepancy between the number of shares standing to the credit of that Depositor's Securities Account as at the cut-off time, and the true balance standing to the Securities Account of a Depositor as at the time of the relevant general meeting, if the instrument is dealt with in such manner as aforesaid.

71.	Where there are joint holders of any share any one (1) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy or by attorney or in the case of a corporation by a representative as if he were solely entitled thereto but if more than one (1) of such joint holders is so present at any meeting then the person present whose name stands first in the Register of Members or the Depository Register (as the case may be) in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any share stands shall for the purpose of this <u>Regulation Article</u> be deemed joint holders thereof.	
73.	Subject to the provisions of these <u>presents</u> Articles , every Member either personally or by proxy or by attorney or in the case of a corporation by a representative shall be entitled to be present, to speak and to vote at any general meeting and to be reckoned in the quorum thereat in respect of shares fully paid and in respect of partly paid shares where calls are not due and unpaid. In the event a member has appointed more than one (1) proxy, only one (1) proxy is counted in determining the quorum.	
73A.	Where the Company has knowledge that any Member is, under the rules of the Exchange Listing Rules , required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.	
75.	On a poll, votes may be given either personally or by proxy or by attorney or in the case of a corporation by its representative and a person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way.	
77.	A proxy or attorney <u>or corporate representative (in the case of a corporation)</u> need not be a Member, and shall be entitled to vote on any matter at any general meeting.	
78.	(1)	Any instrument appointing a proxy shall be in writing in the common form or any other form approved by the Directors, (provided always that this shall not preclude the use of the two-way form <u>or submission of proxy form by way of electronic communication</u>) and the Board of <u>Directors</u> may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. In addition, such instrument
	(1)(ii)	(A) executed under seal in accordance with its constitutional documents or under the hand of its officer duly authorised <u>officer, attorney or other person</u> or in such manner as appropriate under applicable laws if the instrument is delivered personally or by post; or

	(3)	An instrument of proxy shall be deemed to include the power to speak at the meeting, and to demand or join in demanding a poll. Unless otherwise instructed, a <u>A proxy or an attorney or a corporate representative (in the case of a corporation)</u> shall <u>have to right to attend and vote at any general meeting of the Company</u> as he thinks fit . The signature on an instrument appointing a proxy need not be witnessed. The instrument of proxy, shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.
80.		A vote given in accordance with the terms of an instrument of proxy (which for the purposes of these presents <u>Articles</u> shall also include a power of attorney) shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy, or of the authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the Office (or such other place as may be specified for the deposit of instruments appointing proxies) before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used.
80A.		Subject to these presents <u>Articles</u> and the Act, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.
81.		Any corporation which is a Member may by resolution of its directors or other governing body <u>or by power of attorney</u> authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members and the persons so <u>duly</u> authorised shall be entitled to <u>vote and to exercise the same powers on behalf of the corporation which he represents as that the corporation could exercise if it was a</u> were an individual <u>Member who is an individual of the Company</u> . The Company shall be entitled to treat an original certificate under the seal of the corporation as conclusive evidence of the appointment or revocation of appointment of a representative under this Regulation <u>Article</u> . <u>References in these presents to a Member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Member represented at the meeting by such duly authorised representative.</u>

81A.	<p>If a clearing house (or its nominee(s)), being a corporation, is a Member, it may <u>appoint one or more proxies or authorise</u> such persons as it thinks fit to act as its representatives or proxies at any <u>general</u> meeting of the Company, or at any meeting of any class of Members or any meeting of creditors, and each of those <u>proxies or representatives shall enjoy rights equivalent to the rights of other Members.</u> PROVIDED ALWAYS THAT, if more than one person is so authorised, the authorisation or proxy form shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this <u>Regulation Article 81A</u> shall be deemed to have been duly authorised without the need to produce any further documents of title, notarised authorisation and/or other evidence of fact to substantiate that such person is duly authorised, and shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) <u>including, the right to vote and the right to speak.</u></p>	
83.	<p>The Company in general meeting may, subject to the provisions of these <u>presents Articles</u>, from time to time remove any Director before the expiration of his period of office (notwithstanding anything in these <u>presents Articles</u> or in any agreement between the Company and such Director) and appoint another person in place of a Director so removed, and may increase or reduce the number of Directors, and may alter their share qualifications. Until otherwise determined by a general meeting, there shall be no maximum number.</p>	
85.	(2)	<p>Any Director who is appointed to any executive office or serves on any committee or who otherwise performs or renders services, which, in the opinion of the Directors, are outside his ordinary duties as a Director, may be paid such extra remuneration as the Directors may determine, subject however as is hereinafter provided in this <u>Regulation Article</u>.</p>
	(3)	<p>The fees (including any remuneration under <u>Regulation Article 85(2)</u> above) in the case of a Director other than an Executive Director shall be payable by a fixed sum and shall not at any time be by commission on or percentage of the profits or turnover, and no Director whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.</p>

89.	(1)	<p>A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the <u>Board of Directors</u> at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the <u>Board of Directors</u> after he knows that he is or has become so interested. For the purposes of this Regulation Article, a general notice to the <u>Board of Directors</u> to the effect that (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm, or (b) he is to be regarded as interested in any contract or arrangement, which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Regulation Article in relation to any such contract or arrangement, provided always that no such notice shall be effective unless either it is given at a meeting of the <u>Board of Directors</u> or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting of the Board of Directors after it is given.</p>
	(2)	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 505 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as in force at the date of adoption of these presents Articles, and except as permitted under the Relevant Laws, the Company shall not directly or indirectly: (i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the <u>Designated Stock Exchange</u>); (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company. Regulation Article 89(2) shall only have effect for so long as the shares of the Company are listed on the Hong Kong Stock Exchange.</p>
	(3)	<p>A Director shall not vote (nor be counted in the quorum) on any resolution of the <u>Board of Directors</u> approving any transaction, contract or arrangement or any other proposal in which he or any of his close associates directly or indirectly has a personal material interest.</p>

	<p>If any question shall arise at any meeting of the Board of <u>Directors</u> as to the materiality of the interest of a Director or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting (or, where question relates to the interest of the chairman of the meeting, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to such other Director (or, as appropriate, the chairman of the meeting) shall be final and conclusive except in a case where the nature or extent of the interest of the Director concerned (or, as appropriate, the chairman of the meeting) as known to such Director (or, as appropriate, the chairman of the meeting) has not been fairly disclosed to the Board of <u>Directors</u>. Upon approval by a majority of the independent non-executive Directors, professional advisors at the cost of the Company can be engaged without the need to obtain prior approval from other members of the Board of <u>Directors</u>.</p>
(4)	<p>The provisions of this Regulation Article may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by the Company in general meeting, and any particular contract, arrangement or transaction carried out in contravention of this Regulation Article may be ratified by ordinary resolution of the Company, subject to the Act and any applicable laws, provided that a Director whose action is being ratified by this ordinary resolution shall refrain from voting on this ordinary resolution as a shareholder at that general meeting.</p>

90.	(1)	A Director may hold any other office or place of profit under the Company (except that of <u>Auditor</u> auditor) and he or any firm of which he is a member may act in a professional capacity for the Company in conjunction with his office of Director, and on such terms as to remuneration and otherwise as the Directors shall determine. A Director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as vendor, purchaser, shareholder or otherwise, and no such Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise directs. For the avoidance of doubt, as long as the shares of the Company are listed on the Hong Kong Stock Exchange, an independent non-executive Director or any firm of which he is a member shall not be allowed to act in any professional capacity for the Company during the tenure of his office as an independent non-executive Director and at any time during the twelve (12) months immediately preceding his appointment.
93.	The remuneration of a Chief Executive Officer/Managing Director (or any Director holding an equivalent appointment) shall from time to time be fixed by the Directors and may subject to these <u>presents Articles</u> be by way of salary or commission or participating in profits or by any or all of these modes but he shall not under any circumstances be remunerated by a commission on or a percentage of turnover.	
94.	A Chief Executive Officer/Managing Director (or any Director holding an equivalent appointment) shall at all times be subject to the control of the Directors but subject thereto the Directors may from time to time entrust to and confer upon a Chief Executive Officer/ Managing Director (or any Director holding an equivalent appointment) for the time being such of the powers exercisable under these <u>presents Articles</u> by the Directors as they may think fit and may confer such powers for such time and to be exercised on such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.	
95.	(1)	<p data-bbox="502 1619 1396 1783">(v) an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board <u>of Directors</u> resolves that his office be vacated;</p> <p data-bbox="502 1789 1396 1864">(vii) if he is removed by a resolution of the Company in general meeting pursuant to these <u>presents Articles</u>;</p>

	(2)	The Company may by ordinary resolution of which special notice has been given remove any Director <u>(including a managing director or other executive director)</u> before the expiration of his period of office, notwithstanding any provision of these presents Articles or of any agreement between the Company and such Director but without prejudice to any claim he may have for damages for breach of any such agreement. In default of such appointment, the vacancy so arising may be filled by the Directors as a casual vacancy.
97.		Subject to these presents Articles and to the Act, at each Annual General Meeting at least one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation. For the avoidance of doubt, each Director shall retire from office at least once every three (3) years. Any Director appointed pursuant to Regulation Article 95(2) or Regulation Article 101 shall not be taken into account when determining which Directors are to retire by rotation.
99.		The Company at the meeting at which a Director retires under any provision of these presents Articles may by ordinary resolution fill up the vacated office by electing a person thereto. In default the retiring Director shall be deemed to have been re-elected, unless:–
101.		The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but the total number of Directors shall not at any time exceed the maximum number (if any) fixed by these presents Articles . Any Director so appointed shall hold office only until the <u>first next</u> Annual General Meeting <u>after his appointment</u> and shall then be subject to eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
102.	(6)	An alternate Director shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being under these presents Articles but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote. Provided that he shall not constitute a quorum if he is the only person present at the meeting notwithstanding that he may be an alternate to more than one director.

105.	The Directors may act notwithstanding any vacancies provided that if the number of Directors is reduced below the minimum number fixed by or pursuant to these presents Articles as the necessary quorum of Directors, the remaining Directors or Director may, except in an emergency, act only for the purpose of increasing the number of Directors to such minimum number or to summon a general meeting of the Company. If there are no Directors or Director able or willing to act, then any two (2) Members may summon a general meeting for the purpose of appointing Directors.
107.	A resolution in writing, a copy of which has been sent to each Director and which is approved on any date by a majority of the Directors for the time being in Singapore or elsewhere on that date (who are not prohibited by the law or these presents Articles from voting on such resolutions) shall be as effective as a resolution passed at a meeting of the Directors duly convened and held, and may consist of several documents in the like form each signed by one (1) or more Directors. The expressions “sent”, “in writing”, “signed” and “approved” include, respectively, transmission to and approval by any such Director by any form of Electronic Communication approved by the Directors for such purpose from time to time incorporating, if the Directors deem necessary, the use of security and/or identification procedures and devices approved by the Directors.
112.	The management of the business of the Company shall be vested in the Directors who (in addition to the powers and authorities by these presents Articles or otherwise expressly conferred upon them) may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by the Act expressly directed or required to be exercised or done by the Company in general meeting. Provided that the Directors shall not carry into effect any proposals for selling or disposing of the whole or substantially the whole of the Company’s undertaking unless such proposals have been approved by the Company in general meeting. The general powers given by this <u>Regulation Article</u> shall not be limited or restricted by any special authority or power given to the Directors by any other <u>Regulation Article</u> .
114.	The Directors may from time to time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents Articles) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney as the Directors may think fit and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

118.	<p>The Secretary or Secretaries shall, and a Deputy or Assistant Secretary or Secretaries may, be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary, Deputy or Assistant Secretary so appointed may be removed by them. Anything required or authorised by these <u>presents</u> Articles or the Relevant Laws to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Directors, provided always that any provision of these <u>presents</u> Articles or the Relevant Laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the Secretary.</p>	
119.	(1)	<p>The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or a committee of Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall (subject to the provisions of these <u>presents</u> Articles as to certificates for shares) be signed autographically by two (2) Directors, or by a Director and by the Secretary or some other person appointed by the Directors in place of the Secretary for the purpose.</p>
121.	<p>A document purporting to be a copy of a resolution of the Directors or an extract from the minutes of a meeting of Directors which is certified as such in accordance with the provisions of the last preceding <u>Regulation</u> Article shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors. Any authentication or certification made pursuant to this <u>Regulation</u> Article or the last preceding <u>Regulation</u> Article may be made by any electronic or other means approved by the Directors from time to time for such purpose, incorporating, if the Directors deem necessary, the use of security procedures or devices approved by the Directors.</p>	

123.	<p>Subject to any rights or restrictions attached to any shares or class of shares and except as otherwise provided by the Act:</p> <p>(a) all dividends in respect of shares must be paid in proportion to the number of shares held by a Member but where shares are partly paid all dividends must be apportioned and paid proportionately to the amounts paid or credited as paid on the partly paid shares; and</p> <p>(b) all dividends must be apportioned and paid proportionately to the amounts so paid or credited as paid during any portion or portions of the period in respect of which the dividend is paid.</p> <p>For the purposes of this <u>Regulation Article</u>, an amount paid or credited as paid on a share in advance of a call is to be ignored and shall not entitle the holder of such share to participate in respect thereof in a dividend subsequently declared.</p>	
124.	<p>Without the need for sanction of the Company under <u>Regulation Article</u> 122, if, and so far as in the opinion of the Directors, the profits of the Company justify such payments, the Directors may pay fixed preferential dividends on any express class of shares carrying a fixed preferential dividend expressed to be payable on a fixed date on the half-yearly or other dates (if any) prescribed for the payment thereof by the terms of issue of the shares, and may also from time to time pay to the holders of any class of shares interim dividends thereon of such amounts and on such dates as they may think fit.</p>	
128.	<p>The Directors may retain the dividends payable on shares in respect of which any person is under these <u>presents</u> Articles, as to the transmission of shares, entitled to become a Member, or which any person under these <u>presents</u> Articles is entitled to transfer, until such person shall become a Member in respect of such shares or shall duly transfer the same.</p>	
131.	(1)	<p>(ii) the Directors shall determine the manner in which Members shall be entitled to elect to receive an allotment of ordinary shares credited as fully paid in lieu of cash in respect of the whole or such part of any dividend in respect of which the Directors shall have passed such a resolution as aforesaid, and the Directors may make such arrangements as to the giving of notice to Members, providing for forms of election for completion by Members (whether in respect of a particular dividend or dividends or generally), determining the procedure for making such election or revoking the same and the place at which and the latest date and time by which any forms of election or other documents by which elections are made or revoked must be lodged, and otherwise make all such arrangements and do all such things, as the Directors consider necessary or expedient in connection with the provisions of this <u>Regulation Article</u>;</p>

	<p>(iv) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on ordinary shares in respect whereof the share election has been duly exercised (the <i>elected ordinary shares</i>) and in lieu and in satisfaction thereof ordinary shares shall be allotted and credited as fully paid to the holders of the elected ordinary shares on the basis of allotment determined as aforesaid and for such purpose and notwithstanding the provisions of <u>Regulation Article</u> 135, the Directors shall (a) capitalise and apply the amount standing to the credit of any of the Company’s reserve accounts or any sum standing to the credit of the profit and loss account or otherwise for distribution as the Directors may determine, such sum as may be required to pay up in full the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis or (b) apply the sum which would otherwise have been payable in cash to the holders of the elected ordinary shares towards payment of the appropriate number of ordinary shares for allotment and distribution to and among the holders of the elected ordinary shares on such basis.</p>
(2)	<p>(i) The ordinary shares allotted pursuant to the provisions of <u>Regulation Article</u> 131(1) shall rank pari passu in all respects with the ordinary shares then in issue save only as regards participation in the dividend which is the subject of the election referred to above (including the right to make the election referred to above) or any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneous with the payment or declaration of the dividend which is the subject of the election referred to above, unless the Directors shall otherwise specify.</p>
	<p>(ii) The Directors may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of <u>Regulation Article</u> 131(1) with full power to make such provisions as they think fit in the case of shares becoming distributable in fractions (including, notwithstanding any provision to the contrary in these <u>presents</u> Articles, provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down, or whereby the benefit of fractional entitlements accrues to the Company rather than to the Members concerned).</p>

	(3)	The Directors may, on any occasion when they resolve as provided in <u>Regulation Article</u> 131(1) determine that rights of election under that paragraph shall not be made available to the persons who are registered as holders of ordinary shares in the Register of Members or (as the case may be) in the Depository Register, or in respect of ordinary shares the transfer of which is registered, after such date as the Directors may fix subject to such exceptions as the Directors think fit, and in such event the provisions of this <u>Regulation Article</u> shall be read and construed subject to such determination.
	(4)	The Directors may, on any occasion when they resolve as provided in <u>Regulation Article</u> 131(1) further determine that no allotment of shares or rights of election for shares under that paragraph shall be made available or made to Members whose registered addresses entered in the Register of Members or (as the case may be) the Depository Register are outside Singapore or Hong Kong or to such other Members or class of Members as the Directors may in their sole discretion decide and in such event the only entitlement of the Members aforesaid shall be to receive in cash the relevant dividend resolved or proposed to be paid or declared.
	(5)	Notwithstanding the foregoing provisions of this <u>Regulation Article</u> , if at any time after the Directors' resolution to apply the provisions of <u>Regulation Article</u> 131(1) in relation to any dividend but prior to the allotment of ordinary shares pursuant thereto, the Directors shall consider that by reason of any event or circumstance (whether arising before or after such resolution) or by reason of any matter whatsoever it is no longer expedient or appropriate to implement that proposal, the Directors may at their absolute discretion and without assigning any reason therefor, cancel the proposed application of <u>Regulation Article</u> 131(1).
135.	(1)	The Directors may, with the sanction of an ordinary resolution of the Company (including any ordinary resolution passed pursuant to <u>Regulation Article</u> 47(2):
	(1)(a)	(ii) (in the case of an ordinary resolution passed pursuant to <u>Regulation Article</u> 47(2)) such other date as may be determined by the Directors,
	(1)(b)	(ii) (in the case of an ordinary resolution passed pursuant to <u>Regulation Article</u> 47(2)) such other date as may be determined by the Directors,

	(2)	In addition and without prejudice to the powers provided for by Regulation Article 135(1) and 137, the Directors shall have power to issue shares for which no consideration is payable and to capitalise any undivided profits or other moneys of the Company not required for the payment or provision of any dividend on any shares entitled to cumulative or non-cumulative preferential dividends (including profits or other moneys carried and standing to any reserve or reserves) and to apply such profits or other moneys in paying up such shares in full, in each case on terms that such shares shall, upon issue, be held by or for the benefit of participants of any share incentive or option scheme or plan implemented by the Company and approved by shareholders in general meeting and on such terms as the Directors shall think fit.
140.		Any register, index, minute book, book of accounts or other book required by these presents Articles or by the Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating discovery.
143.		In accordance with the provisions of the Act, the Directors shall cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as may be necessary. The interval between the close of a financial year of the Company and the Company's Annual General Meeting shall not exceed four (4) months (or such other period as may be prescribed by the Act and the byelaws and Listing Rules listing rules of the Exchange.
144.		A copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by the Relevant Laws to be annexed thereto) together with a copy of every report of the Auditors auditors relating thereto and of the Directors' report shall not less than 21 days before the date of the meeting be sent by post to the registered address of every Member of, and every holder of debentures (if any) of, the Company and to every other person who is entitled to receive notices from the Company under the provisions of the Act or of these presents Articles ; provided that this Regulation Article shall not require a copy of these documents to be sent to any person of whose address the Company is not aware or to more than one (1) of the joint holders of a share in the Company or the several persons entitled thereto in consequence of the death or bankruptcy of the holder or otherwise but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office.

	<p>Subject to due compliance with all applicable Relevant Laws, rules and regulations, including, without limitation, the <u>Listing Rules</u>rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of this <u>Regulation Article 144</u> shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Relevant Laws, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided always that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</p> <p>The requirement to send to a person the documents referred to in this <u>Regulation Article 144</u> shall be deemed satisfied where, in accordance with all applicable Relevant Laws, rules and regulations, including, without limitation, the rules of the Exchange<u>Listing Rules</u>, the Company publishes copies of the documents on the Company's prescribed website computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>
145.	Such number of each document as is referred to in the preceding <u>Regulation Article</u> or such other number as may be required by the <u>Designated Stock Exchange</u> shall be forwarded to the <u>Designated Stock Exchange</u> at the same time as such documents are sent to the Members.
145A.	<p><u>The appointment, removal and remuneration of Auditors shall be approved by a majority of the Members in general meeting at each Annual General Meeting by ordinary resolution, or (subject to the Act) by other body that is independent of the Board of Directors, except in that particular year the Company in general meeting (or such body independent of the Board of Directors as aforementioned) may delegate the fixing of such remuneration to the Board of Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board of Directors.</u></p>

146.	<p>Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act. Every <u>Auditor</u> auditor of the Company shall have a right of access at all times to the accounting and other records, <u>including register</u>, of the Company and <u>is entitled to require from any officer of the Company such information and explanations as the Auditor desires for the purposes of audit and shall make his report as required by the Statutes Act.</u> At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company. The remuneration of the Auditors shall be fixed by the Company in general meeting. The removal of Auditors shall be approved by an ordinary resolution. If the office of the Auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. <u>subject to the Act, the Directors shall fill the vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Regulation may be fixed by the Board of Directors. Subject to Regulation 145A, an Auditor appointed under this Regulation shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Regulation 145A at such remuneration to be determined by the Members under Regulation 145A.</u></p>
147.	<p>Subject to the provisions of the Act, all acts done by any person acting as <u>the Auditor</u> an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.</p>
148.	<p>The <u>Auditors</u> auditors shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting to which any Member is entitled and to be heard at any general meeting on any part of the business of the meeting which concerns them as <u>Auditors</u> auditors.</p>

149.	(1)	<p>Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Exchange Listing Rules), whether or not, to be given or issued under these presents Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of Electronic Communication and any such notice and document may be served or delivered by the Company upon any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his Singapore or Hong Kong registered address as appearing in the Register of Members or, in the case of a Depositor or a clearing house (as the case may be), such address as may be notified in by the Depository or a clearing house (as the case may be) to the Company for the purpose of the despatch of such notice or document, or, at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number of address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the <u>Designated Stock Exchange</u> or, to the extent permitted by the applicable laws <u>and the Listing Rules</u>, by placing it on the Company’s website or the website of the <u>Designated Stock Exchange</u>, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.</p>
149.	(2)	<p><u>Without prejudice to Regulation 149(1), but subject otherwise to the Relevant Laws relating to electronic communications, any notice or document (including, without limitation, any accounts, balance sheet, financial statements or report) which is required or permitted to be given, sent or served under the Relevant Laws or under this Constitution by the Company, or by the Directors, to a Member may be given, sent or served using electronic communications:</u></p> <p>(a) <u>to the current address of that person;</u></p> <p>(b) <u>by making it available on a website prescribed by the Company from time to time; or</u></p> <p>(c) <u>in such manner as such Member expressly consents to by giving notice in writing to the Company,</u></p> <p><u>in accordance with the Regulations of this Constitution and the Relevant Laws.</u></p>

<p><u>149.</u></p>	<p><u>(3)</u></p>	<p><u>For the purposes of Regulation 149(2) above, a Member shall be implied to have agreed to receive such notice or document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such notice or document, unless otherwise provided under the Relevant Laws.</u></p>
<p><u>149.</u></p>	<p><u>(4)</u></p>	<p><u>Notwithstanding Regulation 149(3) above, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such event have right to receive a physical copy of such notice or document, unless otherwise provided by the Relevant Laws.</u></p>
<p><u>149.</u></p>	<p><u>(5)</u></p>	<p><u>Where a notice or document is given, sent or served by electronic communications:</u></p> <p><u>(a) to the current address of a person pursuant to Regulation 149(2)(a), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or “returned mail” reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under the Relevant Laws; or</u></p> <p><u>(b) by making it available on a website pursuant to Regulation 149(2) (b), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, or unless otherwise provided under the Relevant Laws.</u></p>

149.	(6)	<p><u>Where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 149(5)(b), the Company shall give separate notice to the Member of the publication of the notice or document on that website and the manner in which the notice or document may be accessed by any one or more of the following means:</u></p> <p>(a) <u>by sending such separate notice to the Member personally or through the post pursuant to Regulation 149(1);</u></p> <p>(b) <u>by sending such separate notice to the Member using Electronic Communications to his current address pursuant to Regulation 149(2)(a);</u></p> <p>(c) <u>by way of advertisement in the daily press; and/or</u></p> <p>(d) <u>by way of announcement on the Designated Stock Exchange.</u></p>
150A.	<p><u>Notwithstanding Regulation 149 allowing for electronic communication, the Company shall send specified notices and/or documents (to the extent required by the Listing Rules) to Members by way of physical copies.</u></p>	
151.	(1)	<p>Any Member with a registered address shall be entitled to have served upon him at such address or current address (as the case may be) any notice or document with which he is entitled to be served under these presents <u>Articles</u>.</p>
153.	<p>A person entitled to a share in consequence of the death or bankruptcy of a Member or otherwise upon supplying to the Company such evidence as the Directors may reasonably require to show his title to the share, and upon supplying also an address in Singapore for the service of notice, shall be entitled to have served upon him (subject to Regulation Article 150) at such address any notice or document to which the Member but for his death or bankruptcy or otherwise would be entitled and such service shall for all purposes be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Save as aforesaid, any notice or document delivered or sent by post to or left at the registered address or given, sent or served by Electronic Communication to the current address (as the case may be) of any Member in pursuance of these presents <u>Articles</u> shall (notwithstanding that such Member be then dead or bankrupt or otherwise not entitled to such share and whether or not the Company have notice of the same) be deemed to have been duly served in respect of any share registered in the name of such Member as sole or joint holder.</p>	

156.	When a given number of days' notice or notice extending over any other period is required to be given the day of service shall, unless it is otherwise provided or required by these <u>present</u> s <u>Articles</u> or by the Act, be not counted in such number of days or period.	
157.	(iii)	the <u>Auditor</u> auditor for the time being of the Company; and
	(iv)	the <u>Designated Stock Exchange</u> .
158.	(1)	Without prejudice to the rights of the Company under paragraph (2) of this <u>Regulation</u> Article , the Company may cease sending cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on three (3) consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.
	(2)	<p>The Company shall have the power to sell, in such manner as the Board of <u>Directors</u> thinks fit, any shares of a Member who is untraceable, but no such sale shall be made unless:</p> <p>(i) all cheques or warrants in respect of dividends of the shares in question, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the <u>Regulations</u> Articles have remained uncashed;</p> <p>(iii) the Company, if so required by the rules governing the listing of shares on the <u>Designated Stock Exchange</u>, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the <u>Designated Stock Exchange</u> to be made of its intention to sell such shares in the manner required by the <u>Designated Stock Exchange</u>, and a period of three (3) months or such shorter period as may be allowed by the <u>Designated Stock Exchange</u> has elapsed since the date of such advertisement.</p> <p>For the purpose of the foregoing, the "relevant period" means the period commencing twelve (<u>12</u>) years before the date of publication of the advertisement referred to in paragraph (iii) of this <u>Regulation</u> Article and ending at the expiry of the period referred to in that paragraph.</p>

	(3)	To give effect to any such sale the Board <u>of Directors</u> may authorise some person to transfer the said shares and an instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former Member for an amount equal to such net proceeds. No trust shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this <u>Regulation</u> Article shall be valid and effective notwithstanding that the Member holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.
<u>158A.</u>		<u>Subject and without prejudice to the provisions of the Insolvency, Restructuring and Dissolution Act 2018, the Company may be wound up (a) under supervision of or by the Court or (b) voluntarily by a super-majority vote of the Members in general meeting representing at least three-fourths of the total voting rights of the Members present and voting in person or by proxy or attorney and (in the case of a corporation) by a representative at the general meeting.</u>
159.		A special resolution is required to approve the voluntary winding up of the Company. The Board <u>of Directors</u> shall have the power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up (whether the liquidation is under supervision or by the Court). The liquidator may, with the authority of a special resolution, divide among the Members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like authority, vest the whole or any part of the assets in trustees upon such trusts for the benefit of Members as the liquidator with the like authority thinks fit, and the liquidation of the Company may be closed and the Company dissolved, but no Member shall be compelled to accept any shares or other securities in respect of which there is a liability.
160.	(1)	Subject to the provisions of the Act, every Director, Chief Executive Officer/Managing Director, <u>Auditor</u> auditor , Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him;

	(i) in the execution and discharge of his duties as an officer or <u>Auditor</u> auditor of the Company , unless the same arises through his own negligence, wilful default, breach of duty or breach of trust; or
161.	No Member shall be entitled to require discovery of or any information relating to any detail of the Company's trade or any matter which may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Members of the Company to communicate to the public save as may be authorised by law or required by the listing rules of the Exchange <u>Listing Rules</u> .
162.	<p>Each of the Shareholders and Directors (from time to time) consents to the collection, use and/or disclosure of his personal data by the Company, its Shareholders and Directors (each, a "Recipient") for the purposes of, amongst other things, due diligence exercises, compliance with applicable laws, regulations and procedures and the exchange of information amongst themselves. A Recipient may collect, use and/or disclose such personal data either electronically or manually.</p> <p>The personal data that may be collected, used and/or disclosed for such purposes under this <u>Regulation Article</u> 162 shall include any information which may have a bearing on the prudence or commercial merits for investing in, or disposing of any Shares (or other investment or security) in, the Company. Save as required or permitted by law, court order or any regulatory authority, that personal data shall not be disclosed by a Recipient or any other person, except to:</p> <ol style="list-style-type: none"> (1) a Member of the same Group as the Recipient (each a "Recipient Group Company"); (2) employees, directors and professional advisers of that Recipient or any Recipient Group Company; and (3) funds managed by any of the Recipient Group Companies. <p>Each of the Shareholders and Directors consent (from time to time) to the transfer of such personal data to persons acting on behalf of any Recipient and to the offices of any Recipient, both within and outside Singapore, for the purposes stated above, where it is necessary or desirable to do so.</p>
163.	Being a company incorporated in Singapore and listed on the <u>Designated Stock Exchange</u> , the Company is required to comply with the Relevant Laws, including but not limited to the Relevant Laws of Singapore and Hong Kong. In the event of any conflict among the Relevant Laws, the Company shall comply with the most onerous Statute(s), subject to approvals from the relevant stock exchanges and/or government authorities.

164.	<p>AMENDMENT OF <u>REGULATIONS</u> ARTICLES</p> <p>No <u>Regulation Article</u> shall be rescinded, altered or amended and no new <u>Regulation Article</u> shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the <u>Constitution memorandum of association</u> or to change the name of the Company and as permitted in the circumstances provided under the Act.</p>
165.	<p>There should not be any alteration in the <u>Regulation Article</u> and the <u>Constitution memorandum of association</u> to increase an existing member's liability to the Company unless such increase is agreed by such member in writing.</p>

NOTICE OF ANNUAL GENERAL MEETING



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 (the “**Annual General Meeting**”) of Weiye Holdings Limited (the “**Company**”) will be held at Room 24C, 24th Floor, Building 1, China Phoenix Building, 2008 Shennan Avenue, Futian District, Shenzhen City, Guangdong Province, the PRC on Wednesday, 31 May 2023 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 2022 together with the Auditor’s Report thereon.

(Resolution 1)

2. To authorise the Board of Directors of the Company to fix the remuneration of the Directors of the Company for the financial year ending 31 December 2023, 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. Chen Zhiyong

(Resolution 3)

Mr. Lam Ying Hung Andy

(Resolution 4)

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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 the Annual General Meeting.

AS SPECIAL BUSINESS

6. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“**THAT** pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**SEHK**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (the “**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,

(the “**Share Issue Mandate**”)

NOTICE OF ANNUAL GENERAL MEETING

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
- (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 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 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)

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“THAT:

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase the Shares on the SEHK or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“Commission”**) and the SEHK for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the SEHK, the applicable laws of the Singapore and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 Company’s Constitution (the **“Constitution”**) or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

(Resolution 7)

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

“**THAT** subject to the passing of resolutions nos. 6 and 7 set out in the notice convening the Annual General Meeting, the authority of the Directors pursuant to resolution no. 6 set out in the notice convening the Annual General Meeting be and is hereby approved to extend to cover such amount representing the aggregate number of the issued Shares repurchased pursuant to the authority granted pursuant to resolution no. 7 set out in the notice convening the Annual General Meeting.”

(Resolution 8)

9. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing constitution of the Company, previously known as the Company’s memorandum and articles of association which were in force immediately before the Companies (Amendment) Act 2014 came into effect (the “**Constitution**”), details of which are set out in Appendix III to the circular of the Company dated 27 April 2023, be and are hereby approved;
- (b) the amended and restated constitution of the Company (the “**New Constitution**”), (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of the Annual General Meeting, be and is hereby approved and adopted as the new constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company in their entirety with immediate effect after the close of this meeting; and
- (c) any Director or company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the New Constitution.”

(Resolution 9)

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

Hong Kong, 27 April 2023

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting and holding more than one (1) share is entitled to appoint one or more than one proxy 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
4. To ascertain the members' entitlement to attend and vote (as the case may be) at the Annual General Meeting, the register of members will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote (as the case may be) 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 24 May 2023.
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 Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 Director is Mr. Chen Zhiyong; and the independent non-executive Directors are Mr. Liu Ning, Mr. Lam Ying Hung Andy and Mr. Dong Xincheng.