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February 7, 2018

Delivered by electronic submission via EDGAR

United States Securities and Exchange Commission
Division of Corporation Finance
100 F Street, N.E., Mail Stop 3561
Washington, DC 20549
Attn: Ms. Jennifer Thompson

Re: **Weyland Tech, Inc.**^[L]_{SEP}
Form 10-K for Fiscal Year Ended December 31, 2016
Filed March 31, 2017^[L]_{SEP}
Form 10-Q for Fiscal Quarter Ended September 30, 2017
Filed November 14, 2017^[L]_{SEP}
Form 8-K, Filed April 13, 2017^[L]_{SEP}
Form 8-K, Filed May 9, 2017^[L]_{SEP}
File No. 000-51815

Dear Ms. Thompson:

On behalf of Weyland Tech, Inc. (the “Company”) and in response to the comments set forth in your letter dated December 1, 2017, we are writing to supply additional information requested from the staff of the Securities and Exchange Commission (the “Staff”) in such letter.

Set forth below are the Company’s responses to the Staff’s comments. Factual information provided herein has been provided to us by the Company. The numbering of the responses corresponds to the numbering of comments in the letter from the Staff.

Form 10-K for the Fiscal Year Ended December 31, 2016

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Overview, page 11

United States Securities and Exchange Commission
Division of Corporation Finance
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Comment 1. In future filings, please provide additional disclosure about the agreements referenced on pages 11-12, to the extent they are important to your business. In doing so, please briefly describe your obligations under each such agreement and the counter-party's obligations to you. If material, please file these agreements as exhibits to your next periodic report. Please refer to Item 601(b)(10) of Regulation S-K.

Response 1. None of the agreements referenced on pages 11 and 12 are, individually, material to the Company. They are described to provide investors a more complete understanding of the Company's business activities and scope of the its business operations. Nevertheless, the Company will provide the requested information about the agreements in future filings, including the amendment to be filed to the Company's 10-K referenced below.

Results of Operation for the Fiscal Year Ended December 31, 2016, page 14

Comment 2. In future filings, please quantify to the extent practicable the factors you cite as impacting your results of operations. For example, please quantify the increase in revenues attributable to additional subscription sales through existing Cooperation Agreements and the revenues attributable to new subscriptions sold to existing customers. Please also provide narrative or quantitative disclosure, to the extent practicable, that provides investors with insight as to the primary geographic regions from which you derive revenue. Please refer to Item 303 of Regulation S-K.

Response 2. The Company will provide the requested information in future filings, including the amendment to be filed to the Company's 10-K referenced below.

Financial Statements for the Year Ended December 31, 2016

Note 2 – Summary of Significant Accounting Policies

Revenue Recognition, page F-8

Comment 3. Please tell us in more detail how you generate revenue. In doing so, please respond to the following:

- You indicate on page 11 that you have entered into several types of agreements, including software licensing agreements to provide a "white label" rollout of your CreateApp platform in certain geographies, software licensing agreements to distribute your CreateApp platform in certain geographies, certain strategic cooperation agreements, an exclu

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sive customer agreement, and a master service agreement. You also refer at the bottom of page 13 to generating sales through a direct sales model, a reseller model, and a white label sales model. Please tell us whether the disclosures on pages 11 and 13 are using different terminology to refer to the same type of contracts or whether these represent distinct types of contracts. ^[L]_[SEP]

Response 3. The disclosures on pages 11 and 13 are using different terminology to refer to the same type of contracts. In future filings the Company will use more consistent terminology to avoid confusion.

- For each type of contract that contributed a significant portion of your revenue in 2016 or the nine months ended September 30, 2017, please tell us in more detail what services you are providing your customer, how and when you generate revenue from the contract, and what types of cost of services you incur. If your customer is a reseller or distributor, also tell us what services, if any, the reseller or distributor is providing to the end user and whether the reseller or distributor receives any compensation for those services. Additionally, please tell us if resellers or distributors pay you a fee independent of their sales to end users or whether your revenue is solely dependent on their sales to end users.

Response 3 (con't). Our customers are 'resellers and distributors' either selling the CreateApp branded app OR a 'white-label' version which is branded under their product line brand. The IP behind the platform was created by us and ongoing functionality, modules and upgrades/enhancements are built by our tech team. Resellers and distributors provide 'Level One Service' which is their end customer facing sales and support. They also provide help desks, technical support, mobile and website design, marketing and promotions to the end customers, customers. They receive compensation for those services.

The Company's revenues are solely dependent on their sales to end users and the Company receives no fee independent of sales to end users. The Company is paid on sales on a monthly basis based on overall sales which are either new subscription based 'sign-ups' paid monthly or annually, up front at a discount.

The Company has direct sales to customers which are invoiced and collected when the CreateApp platform service is provided

- Your accounting policy refers to multiple-element arrangements, such as instances where you design a custom website and separately offer

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other services. If multiple- element arrangements comprise a significant portion of your revenue, please tell us the methodology that you use to allocate revenue to the various elements.

Response 3 (con't). Although we utilize resellers and distributors, we also sell and license our CreateApp branded and also several other branded applications. In the latter instance, we either pay our in-house staff or sub-contract out the work should there be a larger/greater need for deadlines.

We do not actually design customers web-site but assist in their development and integration to our CreateApp platform. In fiscal 2016, there were only 2 instances where the Company billed Development income, namely Auchan Holdings S.A. and Fusion Tech. All development work is contracted with a fixed fee from both income and cost from sub-contractors. Development income comprised 18% of total revenue in fiscal 2016. The Company does not have any other material multiple-element fee income from other services.

Our CreateApp platform is billed to our customers on a usage Software as a service (SaaS) basis. The maintenance of our platform is maintained by our team at our own cost, either in-house or sub-contracted basis.

- Please tell us the typical length of your software licenses or whether they are perpetual licenses. Also tell us whether your software licenses typically include other deliverables such as when-and-if-available upgrades or post-contract customer support, and if so, how you account for these other deliverables.

Response 3 (con't). The typical length of the Company's software licenses are 1-2 years, renewable upon mutual agreement. The Company provides a Software as a Service (SaaS) platform in which its software is licensed and delivered on a subscription basis and is centrally hosted by the Company. As such, the Company's customers pay a monthly fee and all upgrades or post-contract customer support are performed at its cost to maintain and upgrade its platform at no cost to its customers. SaaS has been incorporated into the strategy of nearly all leading enterprise software companies.

Item 9 A(T). Controls and Procedures, page 16

Comment 4. We note your disclosure that as of the end of the period covered by your 10-K you carried out an evaluation as required by Rule 13a-15 under the Exchange Act of the effectiveness of the design and operation of your disclosure controls and procedures. However, you have not provided your princi

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pal executive and financial officer's conclusions regarding whether your disclosure controls and procedures are effective. Please amend your filing and revise your disclosure to state in clear and unqualified language the conclusions reached by your chief executive officer and your chief financial officer on the effectiveness of your disclosure controls and procedures. This comment is also applicable to your September 30, 2017 Form 10-Q.

Response 4. The referenced reports, including the Company's 10-K, will be amended promptly following the date of this letter to, among other things described herein, state the conclusions reached by the chief executive officer and chief financial officer on the effectiveness of the Company's disclosure controls and procedures.

Comment 5. If your conclusion is that your disclosure controls and procedures were effective at either December 31, 2016 or September 30, 2017, please tell us how your certifying officers were able to conclude that your disclosure controls and procedures were effective in light of the material weakness you identified in your discussion of internal control over financial reporting.

Response 5. The referenced amendment to be filed to the Company's 10-K will clarify that internal controls and procedures were effective to detect the inappropriate application of US GAAP rules. The disclosure that deficiencies existed in the design or operation of internal controls was erroneously included from the prior year's disclosure. The stated deficiencies, which existed in fiscal 2015, were corrected during fiscal 2016.

Comment 6. We note your disclosure that you have enhanced your current procedures and will fully comply with the disclosure controls and procedures and internal controls over financial reporting in fiscal year 2017. Please revise your disclosures to specifically identify and describe any change in your internal control over financial reporting, made during your most recent fiscal quarter, which has materially affected, or is reasonably likely to materially affect, your internal control over financial reporting. Refer to Item 308(c) of Regulation S-K.

Response 6. The referenced amendment to be filed to the Company's 10-K will clarify that internal controls and procedures were effective to detect the inappropriate application of US GAAP rules during 2016.

Annual Report of Management on Internal Control over Financial Reporting, page 16

Comment 7. We note your disclosure that your management assessed the effectiveness of your internal control over financial reporting and, based on that evalua

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tion, they concluded that during the period covered by your Form 10-K, your internal controls and procedures were effective to detect the inappropriate application of US GAAP rules. However, we also note you disclose that the deficiencies that existed in the design or operation of your internal controls over financial reporting that adversely affected your internal controls represent material weaknesses, and that these material weaknesses have not been remediated. Please note that management is precluded from determining that internal control over financial reporting is effective if one or more material weaknesses in internal control over financial reporting have been identified. Please amend your filing to revise your management's conclusion as to the effectiveness of your internal control over financial reporting. Refer to SEC Release No. 33-8238, available on our website at <https://www.sec.gov/rules/final/33-8238.htm#iib3c>.

Response 7. The referenced amendment to be filed to the Company's 10-K will clarify that internal controls and procedures were effective to detect the inappropriate application of US GAAP rules. The disclosure that deficiencies existed in the design or operation of internal controls was erroneously included from the prior year's disclosure. The stated deficiencies, which existed in fiscal 2015, were corrected during fiscal 2016.

Comment 8. Please also revise your Management's Report on Internal Control over Financial Reporting to disclose the framework you used in your evaluation of internal control over financial reporting. Please refer to SEC Release No. 33-8238, Section B.3a. for guidance on selecting an appropriate framework..

Response 8. The referenced amendment to be filed to the Company's 10-K will clarify that management based its evaluation of the effectiveness of the company's internal control over financial reporting on the COSO Framework.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Transactions with Related Persons, page 23

Comment 9. Your disclosure elsewhere identifies Mr. Foong as a named executive officer and the creator of CreateApp, a platform licensed to the company. In future filings, please include discussion of the CreateApp transactions, including the "Global Exclusive Licensing" agreement referenced on page 13, pursuant to Item 404 of Regulation S-K, or advise why you believe such disclosure is not required.

Response 9. The Company will provide the requested information in future filings, including the amendment to be filed to the Company's 10-K.

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Current Reports on Form 8-K, Filed April 13, 2017 and May 9, 2017

Comment 10. It appears that information is redacted from the agreements filed as exhibits 4.1, 4.2 and 10.1 to the aforementioned current reports. It does not appear, however, that you have sought confidential treatment for this information. Please file complete, unredacted copies of each of those agreements with your next current or periodic report. Alternatively, if you believe that confidential treatment of particular information is warranted, you may request confidential treatment pursuant to Rule 24b-2 of the Exchange Act. For guidance in preparing a confidential treatment request, please refer to Staff Legal Bulletin No. 1A (Feb. 28, 1997 with the July 11, 2001 addendum).

Response 10. The Company will file complete, unredacted copies of the referenced agreements in the amendment to be filed to the Company's 10-K.

The Company acknowledges that:

1. the Company is responsible for the adequacy and accuracy of the disclosure in the filing;
2. staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
3. the Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Should you have any questions with respect to the above responses, please contact me.

Very truly yours,

Kline Law Group, PC
/s/ Scott C. Kline
Scott C. Kline

cc: Brent Suen, CEO



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3561

March 6, 2018

Mr. Brent Y. Suen
Chief Executive Officer
Weyland Tech, Inc.
198 Wellington Street
8/F The Wellington
Central, Hong Kong SAR
Hong Kong HKSAR

Re: Weyland Tech, Inc.
Form 10-K for Fiscal Year Ended December 31, 2016
Filed March 31, 2017
File No. 000-51815

Dear Mr. Suen:

We have reviewed your February 7, 2018 response to our comment letter and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our December 1, 2017 letter.

Form 10-K for Fiscal Year Ended December 31, 2016

Financial Statements for the Year Ended December 31, 2016

Note 2 – Summary of Significant Accounting Policies

Revenue Recognition, page F-8

1. We note you indicate in your response to comment 3 that the contracts you describe on pages 11 and 13 all represent the same types of contracts for which you used different terminology. However, we also note from your response that under your reseller model your resellers and distributors provide “Level One Service” consisting of the resellers’ or

distributors' end customer facing sales and support including help desks, technical support, mobile and website design, marketing and promotions to such end users and that they receive compensation for those services. It also appears that you may provide these services for your direct sales. To help us better understand how you generate revenue, please respond to the following:

- Please tell us whether you compensate the resellers and distributors for providing these services, or whether the end user customer pays the reseller/distributor directly for these services. If you compensate your reseller/distributor customers for providing these services, please tell us how you considered this when recognizing the revenues and costs associated with these contracts and explain how you considered the guidance in ASC 605-10-25 and 605-25-25 in recognizing revenues for these contracts. Specifically please address whether these contracts represent multiple element arrangements, and if so, how you determined whether any of these deliverables represent a separate unit of account and why, or why not. If you determined that any of these deliverables represent a separate unit of account please tell us and disclose how you allocated revenues to the various deliverables. Please provide your basis in GAAP for your accounting.
- For your direct sales of the CreateApp platform, please tell us and disclose whether you provide the same types of services to your customers that your resellers/distributors provide to their end user customers. If so, please tell us how you recognize revenues for these services and how you considered the guidance in ASC 605-10-25 and 605-25-25. Please specifically address whether these contracts represent multiple element arrangements, and if so, how you determined whether any of these deliverables represent a separate unit of account and why, or why not. If you determined that any of these deliverables represent a separate unit of account please tell us and disclose how you allocated revenues to the various deliverables. Please provide your basis in GAAP for your accounting.
- We note from your response that approximately 18% of your revenues were comprised of income from providing development services. Please tell us whether you or your reseller/distributor customers customize the "white-label" versions for certain of your CreateApp platform resellers/distributors. For contracts where you provide these customization services for your reseller/distributor customers or your direct customers, tell us what compensation you receive for these services, whether these services are bundled with software licenses and other services and how you recognize related revenues. Please refer to ASC 605-35-25. Please also expand your accounting policy footnote to disclose in more detail your accounting for such revenues and related costs.
- It appears from your response that you do not sell software licenses and instead you generate revenue solely through the Software as a Service model. Please revise future filings to more clearly explain this to your readers, as your previous filings contained

references to license sales that suggested you generated revenue in part from selling software licenses.

Note 3 – Intangible Assets, page F-10

2. In light of the fact that approximately 39 percent of your total assets are intangible assets consisting almost entirely of software developed by you, please provide an accounting policy which addresses your criteria for capitalizing these assets. Please refer to ASC 985-20-25.

Item 9 A(T). Controls and Procedures

Evaluation of Disclosure Controls and Procedures, page 16

3. Your response to comment 5 indicates that you believe your “internal controls and procedures” were effective as of December 31, 2016. We have the following comments:
 - When you amend your Form 10-K, please revise your disclosures to either refer to disclosure controls and procedures or to separately refer to internal control over financial reporting. Please note the phrase “internal controls and procedures” should not be used in your disclosures under Item 9A as it appears to be a combination of the terms “disclosure controls and procedures” and “internal control over financial reporting,” and using the phrase “internal controls and procedures” does not satisfy your disclosure requirements under Items 307 and 308 of Regulation S-K.
 - Since your Form 10-K did not contain the conclusions of your management regarding the effectiveness of your disclosure controls and procedures as required by Item 307 of Regulation S-K, it appears your disclosure controls and procedures were not effective to ensure that all information required to be disclosed in your Form 10-K was disclosed within the time periods specified in our rules and forms. It further appears from your response to comment 5 that the disclosure you made regarding your identification of material weaknesses was incorrect as it erroneously repeated the prior year’s disclosure despite the fact that those deficiencies were corrected during 2016. This appears to provide further evidence that your disclosure controls and procedures were not effective to ensure that all information required to be disclosed in your Form 10-K was disclosed within the time periods specified in our rules and forms. As such, it appears your amended Form 10-K should state that your disclosure controls and procedures were not effective as of December 31, 2016.

Mr. Brent Suen
Weyland Tech, Inc.
March 6, 2018
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You may contact Sondra Snyder, Staff Accountant at (202) 551-3332 or me, at (202) 551-3737 if you have questions regarding comments on the financial statements and related matters. Please contact Courtney Haseley, Staff Attorney at (202) 551-7689 or Lisa Kohl, Legal Branch Chief at (202) 551-3252 with any other questions.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products

**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File Number: **000-51815**

☒ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D ☐ Form N-SAR ☐ Form N-CSR

For period ended: **December 31, 2017**

☐ Transition Report on Form 10-K

☐ Transition Report on Form 20-F

☐ Transition Report on Form 11-K

☐ Transition Report on Form 10-Q

☐ Transition Report on Form N-SAR

For the Transition Period Ended: **N/A**

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

PART I - REGISTRANT INFORMATION

Full Name of Registrant:

WEYLAND TECH, INC.

Address of Principal Executive Office (Street and Number):

**85 Broad Street, 16-079
New York, NY 10004**

PART II - RULES 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached, if applicable.

PART III - NARRATIVE

The Company could not complete the filing of its Annual Report on Form 10-K for the year ended December 31, 2017, due to a delay in obtaining and compiling information required to be included in the Company's Form 10-K, which delay could not be eliminated by the Company without unreasonable effort and expense. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, as amended, the Company will file its Form 10-K no later than the fifteenth calendar day following the prescribed due date.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

<u>Brent Suen</u>	<u>(808)</u>	<u>829-1057</u>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes ☒ No ☐

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes ☐ No ☒

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

WEYLAND TECH, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 30, 2018

By: /s/ Brent Suen
Brent Suen
CEO

www.klinelg.com

Kline Law Group, PC
15615 Alton Parkway, Suite 450
Irvine, CA 92618
T – 949.271.6355
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April 11, 2018

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products
Division of Corporate Finance
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Weyland Tech, Inc.*^[L]_[SEP]
Form 10-K for Fiscal Year Ended December 31, 2016
Filed March 31, 2017^[L]_[SEP]
File No. 000-51815

Dear Ms. Thompson:

We write on behalf of our client, Weyland Tech, Inc. (the “Company”), regarding the above-referenced matter. The Company requested us, as its legal counsel, to respond to your March 6, 2018, letter written on behalf of the United States Securities and Exchange Commission (the “Commission”).

Set forth below are the Company’s responses to the Staff’s comments. Factual information provided herein has been provided to us by the Company. The numbering of the responses corresponds to the numbering of comments in the letter from the Staff.

Form 10-K for Fiscal Year Ended December 31, 2016

Financial Statements for the Year Ended December 31, 2016

Note 2 – Summary of Significant Accounting Policies

Revenue Recognition, page F-8

Comment 1. We note you indicate in your response to comment 3 that the contracts you describe on pages 11 and 13 all represent the same types of contracts for which you used different terminology. However, we also note from your response that under your reseller model your resellers and distributors provide “Level One Service” consisting of the resellers’ or distributors’ end customer facing sales and support

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
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including help desks, technical support, mobile and website design, marketing and promotions to such end users and that they receive compensation for those services. It also appears that you may provide these services for your direct sales. To help us better understand how you generate revenue, please respond to the following:

- Please tell us whether you compensate the resellers and distributors for providing these services, or whether the end user customer pays the reseller/distributor directly for these services. If you compensate your reseller/distributor customers for providing these services, please tell us how you considered this when recognizing the revenues and costs associated with these contracts and explain how you considered the guidance in ASC 605-10-25 and 605-25-25 in recognizing revenues for these contracts. Specifically please address whether these contracts represent multiple element arrangements, and if so, how you determined whether any of these deliverables represent a separate unit of account and why, or why not. If you determined that any of these deliverables represent a separate unit of account please tell us and disclose how you allocated revenues to the various deliverables. Please provide your basis in GAAP for your accounting. [REDACTED]

Response: We do not compensate resellers and distributors, instead the end user pays the reseller/distributor directly as well as paying for our services, for which we or our reseller/distributor in licensed territories bill the end user separately. As a result, our revenue recognition model is simple and is based on the separate billing of end users for services on a usage basis, and is not a multiple element arrangement.

In addition, we note that there may be some confusion as to 'level 1' and 'level 2' when describing customer support - this is not a 'multi-level marketing' approach. This is a level 1 and 2 customer support which means level 1 is where our partner/reseller supports the end customers and level 2 is where we support the partner/reseller on training and technical support. The number of customer support people that the partner/resellers has is significantly higher and more costly to maintain. Weyland Tech has a small team of customer support to train/provide technical guidance to the partner/resellers team leaders which they then use as a baseplate to service larger end-user base. Smaller companies are unable to provide level 1 support unless they bring on a major cost center and charge for it. We do not.

- For your direct sales of the CreateApp platform, please tell us and disclose whether you provide the same types of services to your customers that your resellers/distributors provide to their end user customers. If so, please

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
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tell us how you recognize revenues for these services and how you considered the guidance in ASC 605-10-25 and 605-25-25. Please specifically address whether these contracts represent multiple element arrangements, and if so, how you determined whether any of these deliverables represent a separate unit of account and why, or why not. If you determined that any of these deliverables represent a separate unit of account please tell us and disclose how you allocated revenues to the various deliverables. Please provide your basis in GAAP for your accounting. ^[1]_[SEP]

Response: We do not have any direct sales of the CreateApp platform. We have clarified our revenue recognition in our FY2017 as follows:

Weyland Tech's CreateApp platform, offered as a Platform as a Service ("PaaS"), enables small-medium-sized businesses ("SMB's") to create a mobile application ("app") without the need of technical knowledge, high investment or background in IT. The Company recognizes revenue on a pay to use subscription basis when our customers use our platform.

For the territories licensed to our distributors and on a white label basis, we derive royalty income from the end user use of our platform on a white label basis.

- We note from your response that approximately 18% of your revenues were comprised of income from providing development services. Please tell us whether you or your reseller/distributor customers customize the "white-label" versions for certain of your CreateApp platform resellers/distributors. For contracts where you provide these customization services for your reseller/distributor customers or your direct customers, tell us what compensation you receive for these services, whether these services are bundled with software licenses and other services and how you recognize related revenues. Please refer to ASC 605-35-25. Please also expand your accounting policy footnote to disclose in more detail your accounting for such revenues and related costs.

Response: In fiscal 2016, we were requested by two customers to provide a customized development on our CreateApp platform to meet their needs. In these cases, we provided a budget for each development and billed this to the customer and recognized revenue on a billed basis. In these cases, the customer paid a 50% deposit upfront and balance on completion of the development. This was an isolated business opportunity and not consistent with our normal business model or practice.

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
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We maintain our CreateApp platform as our own cost and any enhancements/customization for our reseller/distributors are not separately billed for.

- It appears from your response that you do not sell software licenses and instead you generate revenue solely through the Software as a Service model. Please revise future filings to more clearly explain this to your readers, as your previous filings contained references to license sales that suggested you generated revenue in part from selling software licenses.

Response: Future filings will be drafted accordingly. Refer to FY2017 revenue recognition basis in comment 1 above.

Note 3 – Intangible Assets, page F-10

Comment 2. In light of the fact that approximately 39 percent of your total assets are intangible assets consisting almost entirely of software developed by you, please provide an accounting policy which addresses your criteria for capitalizing these assets. Please refer to ASC 985-20-25.

Response: The applicable accounting policy to which we subscribe is as follows:

IDENTIFIABLE INTANGIBLE ASSETS

Identifiable intangible assets are recorded at cost and are amortized over 3-10 years. Similar to tangible property and equipment, the Company periodically evaluates identifiable intangible assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Item 9 A(T). Controls and Procedures^[1]

Evaluation of Disclosure Controls and Procedures, page 16

Comment 3. Your response to comment 5 indicates that you believe your “internal controls and procedures” were effective as of December 31, 2016. We have the following comments:

- When you amend your Form 10-K, please revise your disclosures to either refer to disclosure controls and procedures or to separately refer to internal

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 5 of 10

control over financial reporting. Please note the phrase “internal controls and procedures” should not be used in your disclosures under Item 9A as it appears to be a combination of the terms “disclosure controls and procedures” and “internal control over financial reporting,” and using the phrase “internal controls and procedures” does not satisfy your disclosure requirements under Items 307 and 308 of Regulation S-K. [L] [SEP]

- Since your Form 10-K did not contain the conclusions of your management regarding the effectiveness of your disclosure controls and procedures as required by Item 307 of Regulation S-K, it appears your disclosure controls and procedures were not effective to ensure that all information required to be disclosed in your Form 10-K was disclosed within the time periods specified in our rules and forms. It further appears from your response to comment 5 that the disclosure you made regarding your identification of material weaknesses was incorrect as it erroneously repeated the prior year’s disclosure despite the fact that those deficiencies were corrected during 2016. This appears to provide further evidence that your disclosure controls and procedures were not effective to ensure that all information required to be disclosed in your Form 10-K was disclosed within the time periods specified in our rules and forms. As such, it appears your amended Form 10-K should state that your disclosure controls and procedures were not effective as of December 31, 2016. [L] [SEP]

Response: Our response to Item 9A, Controls and Procedures, consists of two sections, which we believe follows the format of most reporting companies and complies with Items 307 and 308. In the first section, entitled “Evaluation of Disclosure Controls and Procedures”, we refer only to “disclosure controls and procedures” with the exception of the final sentence stating that we expect both disclosure controls and internal controls over financial reporting to be effective in 2017. If you deem this cross-reference to both internal controls and internal controls over financial reporting confusing, we will separate the statement into two statements, one referencing only disclosure controls and the other referencing internal controls over financial reporting, which we will place in the section entitled “Annual Report of Management on Internal Control over Financial Reporting”.

The second section, entitled “Annual Report of Management on Internal Control over Financial Reporting”, included references only to “internal control over financial reporting” except for one reference to “internal control and procedures” in a paragraph clearly describing the elements of material weakness identified by management. Nevertheless, that phrase will be changed to “internal control over financial reporting” to avoid confusion.

Otherwise we note no inappropriate references or cross references to the two control elements.

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 6 of 10

In addition, we implied by the statement that “We have enhanced our current procedures and [they] will comply fully with the disclosure controls and procedures and internal control over financial reporting in fiscal year 2017” that such disclosure controls and procedures, as well as the internal control over financial reporting, were not effective in 2016. To clarify, we will add the additional phrase “however, our disclosure controls and procedures were not yet fully effective in fiscal 2016.”

Finally, in the section, entitled “Annual Report of Management on Internal Control over Financial Reporting”, we have corrected a mis-reference to December 31, 2015, which was obviously intended to be 2016 and was a typographical error, and the omission of the word “not” in the conclusion paragraph.

As a result, our corrected disclosure will be as follows (changes in italics and underlined):

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining a system of disclosure controls and procedures (as defined in Rule 13a-15(e)) under the Exchange Act) that is designed to ensure that information required to be disclosed by the Company in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive officer or officers and principal financial officer or officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as of the end of the period covered by this report, we have carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures.

With the appointment on July 15, 2015 of Lionel Choong, our present acting Chief Financial Officer, procedures over the timely reporting of financial quarterly results for the September 2015 quarter were introduced and are be

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 7 of 10

ing used for the annual reporting of the Company's annual 10-K. With the current procedures in place, we have increased our ability to identify significant transactions that require disclosure under the Securities Exchange Act of 1934. We have enhanced our current procedures and they will comply fully with the disclosure controls in fiscal year 2017, however, our disclosure controls and procedures were not yet effective in fiscal 2016.

Annual Report of Management on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

1. Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

3. Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 8 of 10

the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

As of December 31, 2016, management assessed the effectiveness of our internal control over financial reporting and based on that evaluation, they concluded that, during the period covered by this report, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal controls over financial reporting that adversely affected our internal controls and that may be considered to be material weaknesses.

The matters involving internal control over financial reporting that our management considered to be material weaknesses under the standards of the Public Company Accounting Oversight Board were: (1) lack of a functioning audit committee due to a lack of a majority of independent members and a lack of a majority of outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures; and (2) inadequate segregation of duties consistent with control objectives. The aforementioned material weaknesses were identified by our prior Chief Executive Officer and prior Chief Financial Officer in connection with the review of our financial statements as of December 31, 2016.

Management believes that the material weakness set forth in item (2) above did not have an effect on our financial results. However, management believes that the lack of a functioning audit committee and the lack of a majority of outside directors on our board of directors results in ineffective oversight in the establishment and monitoring of required internal controls and procedures, which could result in a material misstatement in our financial statements in future periods. As a result, we have enhanced our current procedures during 2017 and believe that our internal control over financial reporting will be effective in fiscal year 2017.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only the management's report in this annual report.

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 9 of 10

The Company acknowledges that:

1. The Company is responsible for the adequacy and accuracy of the disclosure in the filing;
2. Staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
3. The Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Please feel free to contact us directly with any questions or comments. Thank you in advance for your assistance.

Very Truly Yours,

/s/ Scott Kline, Esq.

Scott Kline, Esq.

cc: Weyland Tech, Inc.
Mr. Brent Suen

Enclosure

Jennifer Thompson
Accounting Branch Chief
United States Securities and Exchange Commission
April 11, 2018
Page 10 of 10

Kline Law Group PC
Securities and Exchange Commission
Response Letter Dated April 10, 2018

CERTIFICATION SIGNED

In connection with this letter, the Company hereby acknowledges the following:

1. The Company is responsible for the adequacy and accuracy of the disclosure in the filing;
2. Staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
3. The Company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Very truly yours,

/s/ Brent Suen
Brent Suen,
Chief Executive Officer
Weyland Tech, Inc.



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Mail Stop 3561

June 6, 2018

Mr. Brent Y. Suen
Chief Executive Officer
Weyland Tech, Inc.
85 Broad Street, 16-079
New York, NY 10004

Re: Weyland Tech, Inc.
Form 10-K for Fiscal Year Ended December 31, 2017
Filed April 17, 2018
Form 10-K for Fiscal Year Ended December 31, 2016
Filed March 31, 2017
Forms 8-K, Filed April 13, 2017 and May 9, 2017
Response Letter Dated April 11, 2018, Filed May 7, 2018
File No. 000-51815

Dear Mr. Suen:

We have reviewed your response dated April 11, 2018, filed May 7, 2018 to our comment letter and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our March 6, 2018 letter.

Form 10-K for Fiscal Year Ended December 31, 2017

General

1. We note that you checked the box on the cover page of your Form 10-K for the fiscal year ended December 31, 2017 indicating that you are an Emerging Growth Company. However, it does not appear that you qualify as an Emerging Growth Company because it appears that your first sale of common equity securities occurred prior to December 8, 2011. In this regard, we note your disclosure in the Form 10-QSB filed on August 17, 2006 that on May 30, 2006 you successfully completed the offering

registered in September 2005. In future filings, do not check the box indicating that you are an emerging growth company, or provide us with your analysis as to why you believe you qualify. Please refer to Jumpstart Our Business Startups Act, Frequently Asked Questions, Question and Answer No. 2.

2. We also note that by not checking the box indicating that you have elected not to use the extended transition period for complying with new or revised financial accounting standards, you appear to be indicating that you are planning to take advantage of the extended transition period for complying with new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. However, as noted in comment 1 above, you do not appear to be eligible to be an Emerging Growth Company due to your offering in 2006. Please confirm to us that you have not taken advantage of any extended transition periods for complying with new or revised accounting standards.

Results of Operation for the Fiscal Year Ended December 31, 2017, page 19

3. We note that in response to comment 2 to our letter dated December 1, 2017, you undertook in your response letter dated February 7, 2018, to provide the requested disclosure in future filings. It does not appear that you provided such disclosure in your Form 10-K for the fiscal year ended December 31, 2017. Please tell us why you did not provide the requested disclosure, and confirm that you will provide this disclosure in future filings, as requested.

Form 10-K for Fiscal Year Ended December 31, 2016

Financial Statements for the Year Ended December 31, 2016

General

4. In your letter to us dated February 7, 2018, you agreed to amend your Form 10-K for the fiscal year ended December 31, 2016 to revise the disclosures in Item 9A. Please tell us when you plan to file this amended Form 10-K.

Current Reports on Form 8-K, Filed April 13, 2017 and May 9, 2017

5. In response to comment 10 to our letter dated December 1, 2017, you undertook to file three unredacted exhibits to replace exhibits from which you redacted information but did not seek confidential treatment. Please file the unredacted exhibits as soon as possible, and tell us why you did not file the unredacted versions of these exhibits with either your Form 10-K for the fiscal year ended December 31, 2017 or the Form 10-Q for the fiscal period ended March 31, 2018.

Mr. Brent Suen
Weyland Tech, Inc.
June 6, 2018
Page 3

You may contact Sondra Snyder, Staff Accountant at (202) 551-3332 or me, at (202) 551-3737 if you have questions regarding comments on the financial statements and related matters. Please contact Scott Anderegg, Staff Attorney at (202) 551-3342 or Lisa Kohl, Legal Branch Chief at (202) 551-3252 with any other questions.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3561

September 27, 2018

Mr. Brent Y. Suen
Chief Executive Officer
Weyland Tech, Inc.
85 Broad Street, 16-079
New York, NY 10004

**Re: Weyland Tech, Inc.
Amendment No. 1 to Form 10-K for Fiscal Year Ended December 31, 2016
Filed September 12, 2018
Form 10-Q for Fiscal Quarter Ended June 30, 2018
Filed August 14, 2018
File No. 000-51815**

Dear Mr. Suen:

We have reviewed your filings and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our March 6, 2018 letter.

Form 10-K for Fiscal Year Ended December 31, 2016, as amended

Item 9A. Controls and Procedures, page 3

1. We note your revised disclosure that your Chief Executive Officer and Chief Financial Officer concluded your disclosure controls and procedures were effective as of December 31, 2016. However, the disclosure in your original Form 10-K implied that your disclosure controls and procedures were not effective as of December 31, 2016, and you confirmed to us in your response dated April 11, 2018 to comment 3 in our March 6, 2018 comment letter that your management concluded your disclosure controls and procedures were not effective as of December 31, 2016. Please file a further amendment to your December 31, 2016 Form 10-K to revise your Disclosure Controls and

Procedures conclusion to be consistent with your April 11, 2018 response or advise us in detail why you believe no such revision is required.

2. We note that in your revised Management's Report on Internal Control over Financial Reporting your management concluded that your internal controls over financial reporting were effective as of December 31, 2016. However, the disclosure in your original Form 10-K indicated that you had identified material weaknesses in your internal controls over financial reporting as of December 31, 2016, and you confirmed to us in your response dated April 11, 2018 to comment 3 in our March 6, 2018 comment letter that your management concluded your internal controls over financial reporting were not effective as of December 31, 2016. Please file a further amendment to your December 31, 2016 Form 10-K to revise your Management's Report on Internal Control over Financial Reporting to be consistent with your April 11, 2018 response or advise us in detail why you believe no such revision is required.

Form 10-Q for the Fiscal Quarter Ended June 30, 2018

Item 4. Controls and Procedures, page 22

3. We note your disclosure that as of the end of the period covered by this Annual Report on Form 10-K, your Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of your disclosure controls and procedures and based on this evaluation they concluded that your disclosure controls and procedures were effective as of December 31, 2017. We further note your disclosure on page 23 that there were no changes in your internal control over financial reporting that occurred during the quarter ended December 31, 2017 that have materially affected your internal control over financial reporting. These disclosures do not satisfy the requirements of Item 4 to Part I of Form 10-Q since they do not provide the information required by Item 307 and Item 308(c) of Regulation S-K as of the quarter end. Please amend your Form 10-Q to provide these disclosures as of June 30, 2018. Additionally, please confirm to us that all future interim reports will provide management's conclusion regarding the effectiveness of your disclosure controls and procedures and will disclose whether any changes occurred in your internal control over financial reporting that materially affected your internal control over financial reporting as of the quarter end.

Mr. Brent Suen
Weyland Tech, Inc.
September 27, 2018
Page 3

You may contact Sondra Snyder, Staff Accountant at (202) 551-3332 or me, at (202) 551-3737 with any questions.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3561

September 27, 2018

Mr. Brent Y. Suen
Chief Executive Officer
Weyland Tech, Inc.
85 Broad Street, 16-079
New York, NY 10004

**Re: Weyland Tech, Inc.
Amendment No. 1 to Form 10-K for Fiscal Year Ended December 31, 2016
Filed September 12, 2018
Form 10-Q for Fiscal Quarter Ended June 30, 2018
Filed August 14, 2018
File No. 000-51815**

Dear Mr. Suen:

We have reviewed your filings and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to these comments within ten business days by providing the requested information or advise us as soon as possible when you will respond. If you do not believe our comments apply to your facts and circumstances, please tell us why in your response.

After reviewing your response to these comments, we may have additional comments. Unless we note otherwise, our references to prior comments are to comments in our March 6, 2018 letter.

Form 10-K for Fiscal Year Ended December 31, 2016, as amended

Item 9A. Controls and Procedures, page 3

1. We note your revised disclosure that your Chief Executive Officer and Chief Financial Officer concluded your disclosure controls and procedures were effective as of December 31, 2016. However, the disclosure in your original Form 10-K implied that your disclosure controls and procedures were not effective as of December 31, 2016, and you confirmed to us in your response dated April 11, 2018 to comment 3 in our March 6, 2018 comment letter that your management concluded your disclosure controls and procedures were not effective as of December 31, 2016. Please file a further amendment to your December 31, 2016 Form 10-K to revise your Disclosure Controls and

Procedures conclusion to be consistent with your April 11, 2018 response or advise us in detail why you believe no such revision is required.

2. We note that in your revised Management's Report on Internal Control over Financial Reporting your management concluded that your internal controls over financial reporting were effective as of December 31, 2016. However, the disclosure in your original Form 10-K indicated that you had identified material weaknesses in your internal controls over financial reporting as of December 31, 2016, and you confirmed to us in your response dated April 11, 2018 to comment 3 in our March 6, 2018 comment letter that your management concluded your internal controls over financial reporting were not effective as of December 31, 2016. Please file a further amendment to your December 31, 2016 Form 10-K to revise your Management's Report on Internal Control over Financial Reporting to be consistent with your April 11, 2018 response or advise us in detail why you believe no such revision is required.

Form 10-Q for the Fiscal Quarter Ended June 30, 2018

Item 4. Controls and Procedures, page 22

3. We note your disclosure that as of the end of the period covered by this Annual Report on Form 10-K, your Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of your disclosure controls and procedures and based on this evaluation they concluded that your disclosure controls and procedures were effective as of December 31, 2017. We further note your disclosure on page 23 that there were no changes in your internal control over financial reporting that occurred during the quarter ended December 31, 2017 that have materially affected your internal control over financial reporting. These disclosures do not satisfy the requirements of Item 4 to Part I of Form 10-Q since they do not provide the information required by Item 307 and Item 308(c) of Regulation S-K as of the quarter end. Please amend your Form 10-Q to provide these disclosures as of June 30, 2018. Additionally, please confirm to us that all future interim reports will provide management's conclusion regarding the effectiveness of your disclosure controls and procedures and will disclose whether any changes occurred in your internal control over financial reporting that materially affected your internal control over financial reporting as of the quarter end.

Mr. Brent Suen
Weyland Tech, Inc.
September 27, 2018
Page 3

You may contact Sondra Snyder, Staff Accountant at (202) 551-3332 or me, at (202) 551-3737 with any questions.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

Mail Stop 3561

December 11, 2018

Mr. Brent Y. Suen
Chief Executive Officer
Weyland Tech, Inc.
85 Broad Street, 16-079
New York, NY 10004

Re: Weyland Tech, Inc.
Form 10-K for Fiscal Year Ended December 31, 2017
Filed April 17, 2018
Form 10-K for Fiscal Year Ended December 31, 2016
Filed March 31, 2017
File No. 000-51815

Dear Mr. Suen:

We have completed our review of your filings. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Jennifer Thompson

Jennifer Thompson
Accounting Branch Chief
Office of Consumer Products

SC 13D 1 ea119606-sc13dconversion_vey.htm SCHEDULE 13D

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Weyland Tech, Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

962193108
(CUSIP Number)

Raghunath Kilambi
18400 Von Karman Avenue,
Suite 1000, Irvine, CA 92612
888-706-6764
(Name, Address and Telephone Number of Persons
Authorized to Receive Notices and Communications)

January 8, 2020
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 962193108

1	NAME OF REPORTING PERSONS ConversionPoint Technologies Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)		(a) ☐ (b) ☒
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) AF		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)		☐
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 27,857,142(1)	
	8	SHARED VOTING POWER 0(1)	
	9	SOLE DISPOSITIVE POWER 27,857,142(1)	
	10	SHARED DISPOSITIVE POWER 0(1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,857,142(1)		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)		☐
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 18.2%(2)		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

(1) Excludes an additional 7,142,857 shares of common stock which were deposited into escrow at the closing of the Transaction (as defined below) and will be released to the Reporting Person once the Reporting Person achieves certain milestone requirements, subject to offset for indemnification purposes, in accordance with the terms of the Purchase Agreement and the Escrow Agreement (as defined below), as further described in Item 3 below. While such shares are held in escrow, the Reporting Person does not have any voting rights or any other rights as a stockholder with respect to such shares. Also excludes an additional 714,286 shares of common stock transferred to Bridgewater Capital Corporation for consulting services rendered in connection with the Transaction.

(2) Assumes 152,765,104 shares of common stock outstanding as of the date of this statement on Schedule 13D, based on 152,765,104 shares of common stock deemed to be issued and outstanding as of January 31, 2020.

ITEM 1. SECURITY AND ISSUER

This statement on Schedule 13D ("Schedule 13D") relates to the common stock, par value \$0.0001 per share (the "Common Stock") of Weyland Tech, Inc., a Delaware corporation (the "Issuer").

The address of the principal executive offices of the Issuer is: 85 Broad Street, 16-079, New York, New York 10004.

ITEM 2. IDENTITY AND BACKGROUND

(a) *Name*

This Schedule 13D is filed by ConversionPoint Technologies Inc., a Delaware corporation (the "Reporting Person").

(b) *Residence or Business Address*

The address of the principal business and principal office for the Reporting Person is: 18400 Von Karman Avenue, Suite 1000, Irvine, CA 92612.

(c) *Present Principal Occupation or Employment and the Name, Principal Business and Address of any Corporation or Other Organization in Which Such Employment Is Conducted*

The Reporting Person is a holding company that holds shares of Common Stock of the Issuer.

(d) *Criminal Convictions*

During the past five years, neither the Reporting Person nor, to the best of the Reporting Person's knowledge, any of its directors or executive officers has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) *Civil Proceedings*

During the past five years, neither the Reporting Person nor, to the best of the Reporting Person's knowledge, any of its directors or executive officers has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) *Citizenship*

The Reporting Person is organized under the laws of the State of Delaware. The citizenship of each of the Reporting Person's directors and executive officers is listed on Schedule A.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Asset Purchase Agreement and Related Transactions

On December 16, 2019, the Issuer and its wholly-owned subsidiary, Origin8, Inc. ("Origin8"), entered into an Asset Purchase Agreement (the "Purchase Agreement") with the Reporting Person and its wholly-owned subsidiary Push Holdings, Inc. ("Push"), whereby Origin8 would acquire substantially all of the assets of Push in exchange for up to 35,714,285 shares of Common Stock of the Issuer (the "Transaction").

On January 8, 2020, the Issuer completed the Transaction (the "Closing"). Under the terms of the Purchase Agreement, the Issuer issued 28,571,428 shares of Common Stock to the Reporting Person at Closing, and an additional 7,142,857 shares of Common Stock (the "Holdback Shares") were issued but placed in an independent third-party escrow subject to certain transfer restrictions for up to one and a half years following the Closing, pursuant to the terms of an Escrow Agreement, dated January 8, 2020, by and among the Issuer, Origin8, Push, the Reporting Person and the escrow agent thereto (the "Escrow Agreement") and the Purchase Agreement. Such Holdback Shares will be released to the Reporting Person once the Reporting Person achieves certain milestone requirements, subject to offset for indemnification purposes. The Reporting Person does not have any voting rights or any other rights as a stockholder while the Holdback Shares are in escrow.

On February 19, 2020, the Reporting Person transferred 714,286 shares of Common Stock of the Issuer to Bridgewater Capital Corporation for consulting services rendered in connection with the Transaction.

The descriptions of the Purchase Agreement and Escrow Agreement contained herein do not purport to be complete and are qualified in their entirety by reference to the full text of each of the Purchase Agreement and Escrow Agreement, copies of which are attached hereto as Exhibit 1 and 2, respectively, and are incorporated herein by reference.

ITEM 4. PURPOSE OF TRANSACTION

The Reporting Person acquired the securities described in this Schedule 13D for investment purposes, and the Reporting Person intends to review its investment in the Issuer on a continuing basis. Any actions the Reporting Person might undertake may be made at any time and from time to time without prior notice and will be dependent upon the Reporting Person's review of numerous factors, including, but not limited to: an ongoing evaluation of the Issuer's business, financial condition, operations and prospects; price levels of the Issuer's securities; general market, industry and economic conditions; the relative attractiveness of alternative business and investment opportunities; and other future developments.

The information set forth above under Item 3 of this Schedule 13D is incorporated herein by reference.

Except as set forth in the Purchase Agreement, and to the extent the foregoing may be deemed a plan or proposal, the Reporting Person has no present plan or proposal which relates to, or could result in, any of the events referred to in paragraphs (a) through (j), inclusive, of Item 4 of Schedule 13D. The Reporting Person may, at any time and from time to time, review or reconsider its position and/or change its purpose.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The beneficial ownership of the Issuer's Common stock is based on 152,765,104 shares of common stock deemed to be issued and outstanding as of January 31, 2020.

(a) and (b) The responses of the Reporting Person to rows 7, 8, 9, 10, 11, and 13 on the cover page of this Schedule 13D are incorporated herein by reference.

(c) Neither the Reporting Person, nor any of the persons listed in Schedule A, has effected any transactions in the Issuer's securities within the past 60 days.

(d) Not Applicable.

(e) Not Applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Other than as set forth in Item 3 of this Schedule 13D, the Reporting Person is not subject to any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following documents are filed as exhibits

Exhibit No.	Description
1	<u>Asset Purchase Agreement, dated as of December 16, 2019, by and among Weyland Tech, Inc., Origin8, Inc., Push Holdings, Inc., and ConversionPoint Technologies Inc. (incorporated by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K, filed with the Commission on December 18, 2019).</u>
2	<u>Escrow Agreement, dated as of January 8, 2020, by and among Weyland Tech, Inc., Origin8, Inc., Push Holdings, Inc., ConversionPoint Technologies Inc., and Colonial Stock Transfer Co. Inc. (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K, filed with the Commission on January 9, 2020).</u>

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 13, 2020

CONVERSIONPOINT TECHNOLOGIES INC.

By: /s/ Raghunath Kilambi

Name: Raghunath Kilambi

Title: President and Chief Financial Officer

Schedule A

DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSON**CONVERSIONPOINT TECHNOLOGIES INC.**

Name and Position	Principal Occupation or Employment Name and Position and Principal Business Address*	Citizenship	Transactions effected during the past 60 days
Raghunath Kilambi (President and CFO, Director)	CPT	Canada	None
Christopher Jahnke (Director)	CPT	USA	None
Robert Tallack (Director)	CPT	Canada	None
Haig Newton (Director)	CPT	USA	None

* For each individual with a principal occupation at ConversionPoint Technologies Inc. ("CPT"), their position is listed below their name, and their principal business address is the address of CPT provided above.

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC File Number: **000-51815**

☒ Form 10-K ☐ Form 20-F ☐ Form 11-K ☐ Form 10-Q ☐ Form 10-D ☐ Form N-SAR ☐ Form N-CSR

For period ended: **December 31, 2018**

☐ Transition Report on Form 10-K

☐ Transition Report on Form 20-F

☐ Transition Report on Form 11-K

☐ Transition Report on Form 10-Q

☐ Transition Report on Form N-SAR

For the Transition Period Ended: **N/A**

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

PART I - REGISTRANT INFORMATION

Full Name of Registrant:

WEYLAND TECH, INC.

Address of Principal Executive Office (Street and Number):

85 Broad Street, 16-079
New York, NY 10004

PART II - RULES 12b-25 (b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached, if applicable.

PART III - NARRATIVE

The Company could not complete the filing of its Annual Report on Form 10-K for the year ended December 31, 2018, due to a delay in obtaining and compiling information required to be included in the Company's Form 10-K, which delay could not be eliminated by the Company without unreasonable effort and expense. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, as amended, the Company will file its Form 10-K no later than the fifteenth calendar day following the prescribed due date.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

<u>Brent Suen</u>	<u>(808)</u>	<u>829-1057</u>
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes ☒ No ☐

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes ☐ No ☒

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

WEYLAND TECH, INC.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 28, 2019

By: /s/ Brent Suen
Brent Suen
CEO

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names ☐ None	Entity Type
0001335112	Seratosa Inc.	☒ Corporation
Name of Issuer	Sitoa Global Inc.	☐ Limited Partnership
WEYLAND TECH, INC.	SINOBIOMED INC	☐ Limited Liability Company
Jurisdiction of Incorporation/Organization	Sitoa Global Inc	☐ General Partnership
DELAWARE		☐ Business Trust
Year of Incorporation/Organization		☐ Other (Specify)
☒ Over Five Years Ago		
☐ Within Last Five Years (Specify Year)		
☐ Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
WEYLAND TECH, INC.			
Street Address 1		Street Address 2	
85 BROAD STREET, 16-079			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
NEW YORK	NEW YORK	10004	(808) 829-1057

3. Related Persons

Last Name	First Name	Middle Name
Suen	Brent	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004
Relationship: ☒ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CHOONG	LIONEL	
Street Address 1	Street Address 2	

85 Broad Street, 16-079

City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
FOONG	EDDIE	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BURLAGE	MATTHEW	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
O'BRIEN	ROSS	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LAY	BRETT	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
RONDINI III	WILSON	
Street Address 1	Street Address 2	

85 Broad Street, 16-079

City

State/Province/Country

ZIP/PostalCode

NEW YORK

NEW YORK

10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture	Health Care	☐ Retailing
☐ Banking & Financial Services	☐ Biotechnology	☐ Restaurants
☐ Commercial Banking	☐ Health Insurance	☐ Technology
☐ Insurance	☐ Hospitals & Physicians	☐ Computers
☐ Investing	☐ Pharmaceuticals	☐ Telecommunications
☐ Investment Banking	☐ Other Health Care	☒ Other Technology
☐ Pooled Investment Fund	☐ Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	☐ Airlines & Airports
☐ Yes ☐ No	☐ Commercial	☐ Lodging & Conventions
☐ Other Banking & Financial Services	☐ Construction	☐ Tourism & Travel Services
☐ Business Services	☐ REITS & Finance	☐ Other Travel
Energy	☐ Residential	☐ Other
☐ Coal Mining	☐ Other Real Estate	
☐ Electric Utilities		
☐ Energy Conservation		
☐ Environmental Services		
☐ Oil & Gas		
☐ Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☐ No Revenues		☐ No Aggregate Net Asset Value
☐ \$1 - \$1,000,000		☐ \$1 - \$5,000,000
☐ \$1,000,001 - \$5,000,000		☐ \$5,000,001 - \$25,000,000
☐ \$5,000,001 - \$25,000,000		☐ \$25,000,001 - \$50,000,000
☐ \$25,000,001 - \$100,000,000		☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000		☐ Over \$100,000,000
☒ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| ☐ Rule 504(b)(1) (not (i), (ii) or (iii)) | ☐ Investment Company Act Section 3(c) | |
| ☐ Rule 504 (b)(1)(i) | ☐ Section 3(c)(1) | ☐ Section 3(c)(9) |
| ☐ Rule 504 (b)(1)(ii) | ☐ Section 3(c)(2) | ☐ Section 3(c)(10) |
| ☐ Rule 504 (b)(1)(iii) | ☐ Section 3(c)(3) | ☐ Section 3(c)(11) |
| ☒ Rule 506(b) | ☐ Section 3(c)(4) | ☐ Section 3(c)(12) |
| ☐ Rule 506(c) | ☐ Section 3(c)(5) | ☐ Section 3(c)(13) |
| ☐ Securities Act Section 4(a)(5) | ☐ Section 3(c)(6) | ☐ Section 3(c)(14) |
| | ☐ Section 3(c)(7) | |

7. Type of Filing

- ☒ New Notice Date of First Sale **2020-01-08** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| ☒ Equity | ☐ Pooled Investment Fund Interests |
| ☐ Debt | ☐ Tenant-in-Common Securities |
| ☐ Option, Warrant or Other Right to Acquire Another Security | ☐ Mineral Property Securities |
| ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | ☐ Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☒ Yes ☐ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$**0** USD

12. Sales Compensation

Recipient	Recipient CRD Number ☒ None	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number	☒ None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)	☐ All States ☐ Foreign/non-US	

Check "All States" or check individual States

☐

13. Offering and Sales Amounts

Total Offering Amount \$14,285,714 USD or ☐ Indefinite

Total Amount Sold \$14,285,714 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

The Company issued a total of 35,714,285 shares of common stock pursuant to that certain Asset Purchase Agreement, dated as of December 16, 2019, in exchange for assets of the target company (the "Transaction"). The Transaction closed on January 8, 2020.

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

1

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking **SUBMIT** below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any

Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
WEYLAND TECH, INC.	/S/ BRENT SUEN	BRENT SUEN	CHIEF EXECUTIVE OFFICER	2020-01-23

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.
The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

Notice of Exempt Offering of Securities

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

1. Issuer's Identity

CIK (Filer ID Number)	Previous Names ☐ None	Entity Type
0001335112	Seratosa Inc.	☒ Corporation
Name of Issuer	Sitoa Global Inc.	☐ Limited Partnership
WEYLAND TECH, INC.	SINOBIOMED INC	☐ Limited Liability Company
Jurisdiction of Incorporation/Organization	Seratosa, Inc.	☐ General Partnership
DELAWARE		☐ Business Trust
Year of Incorporation/Organization		☐ Other (Specify)
☒ Over Five Years Ago		
☐ Within Last Five Years (Specify Year)		
☐ Yet to Be Formed		

2. Principal Place of Business and Contact Information

Name of Issuer			
WEYLAND TECH, INC.			
Street Address 1		Street Address 2	
85 BROAD STREET, 16-079			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
NEW YORK	NEW YORK	10004	(808) 829-1057

3. Related Persons

Last Name	First Name	Middle Name
SUEN	BRENT	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004
Relationship: ☒ Executive Officer ☒ Director ☐ Promoter		

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
CHOONG	LIONEL	
Street Address 1	Street Address 2	

85 Broad Street, 16-079

City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
FOONG	EDDIE	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
BURLAGE	MATTHEW	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
O'BRIEN	ROSS	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
LAY	BRETT	
Street Address 1	Street Address 2	
85 Broad Street, 16-079		
City	State/Province/Country	ZIP/PostalCode
NEW YORK	NEW YORK	10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
RONDINI III	WILSON	
Street Address 1	Street Address 2	

85 Broad Street, 16-079

City

State/Province/Country

ZIP/PostalCode

NEW YORK

NEW YORK

10004

Relationship: ☐ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary):

4. Industry Group

☐ Agriculture	Health Care	☐ Retailing
☐ Banking & Financial Services	☐ Biotechnology	☐ Restaurants
☐ Commercial Banking	☐ Health Insurance	☐ Technology
☐ Insurance	☐ Hospitals & Physicians	☐ Computers
☐ Investing	☐ Pharmaceuticals	☐ Telecommunications
☐ Investment Banking	☐ Other Health Care	☒ Other Technology
☐ Pooled Investment Fund	☐ Manufacturing	Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?	Real Estate	☐ Airlines & Airports
☐ Yes ☐ No	☐ Commercial	☐ Lodging & Conventions
☐ Other Banking & Financial Services	☐ Construction	☐ Tourism & Travel Services
☐ Business Services	☐ REITS & Finance	☐ Other Travel
Energy	☐ Residential	☐ Other
☐ Coal Mining	☐ Other Real Estate	
☐ Electric Utilities		
☐ Energy Conservation		
☐ Environmental Services		
☐ Oil & Gas		
☐ Other Energy		

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
☐ No Revenues		☐ No Aggregate Net Asset Value
☐ \$1 - \$1,000,000		☐ \$1 - \$5,000,000
☐ \$1,000,001 - \$5,000,000		☐ \$5,000,001 - \$25,000,000
☒ \$5,000,001 - \$25,000,000		☐ \$25,000,001 - \$50,000,000
☐ \$25,000,001 - \$100,000,000		☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000		☐ Over \$100,000,000
☐ Decline to Disclose		☐ Decline to Disclose
☐ Not Applicable		☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- | | | |
|--|--|---|
| ☐ Rule 504(b)(1) (not (i), (ii) or (iii)) | ☐ Investment Company Act Section 3(c) | |
| ☐ Rule 504 (b)(1)(i) | ☐ Section 3(c)(1) | ☐ Section 3(c)(9) |
| ☐ Rule 504 (b)(1)(ii) | ☐ Section 3(c)(2) | ☐ Section 3(c)(10) |
| ☐ Rule 504 (b)(1)(iii) | ☐ Section 3(c)(3) | ☐ Section 3(c)(11) |
| ☒ Rule 506(b) | ☐ Section 3(c)(4) | ☐ Section 3(c)(12) |
| ☐ Rule 506(c) | ☐ Section 3(c)(5) | ☐ Section 3(c)(13) |
| ☐ Securities Act Section 4(a)(5) | ☐ Section 3(c)(6) | ☐ Section 3(c)(14) |
| | ☐ Section 3(c)(7) | |

7. Type of Filing

- ☒ New Notice Date of First Sale **2019-08-19** ☐ First Sale Yet to Occur
- ☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

- | | |
|--|---|
| ☒ Equity | ☐ Pooled Investment Fund Interests |
| ☐ Debt | ☐ Tenant-in-Common Securities |
| ☐ Option, Warrant or Other Right to Acquire Another Security | ☐ Mineral Property Securities |
| ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | ☐ Other (describe) |

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number ☒ None	
(Associated) Broker or Dealer ☒ None	(Associated) Broker or Dealer CRD Number	☒ None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply)	☐ All States ☐ Foreign/non-US	

Check "All States" or check individual States

☐

13. Offering and Sales Amounts

Total Offering Amount \$285,000 USD or ☐ Indefinite

Total Amount Sold \$285,000 USD

Total Remaining to be Sold \$0 USD or ☐ Indefinite

Clarification of Response (if Necessary):

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

10

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD ☐ Estimate

Finders' Fees \$0 USD ☐ Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD ☐ Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions

of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
WEYLAND TECH, INC.	/S/ BRENT SUEN	BRENT SUEN	CHIEF EXECUTIVE OFFICER	2019-09-03

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☒ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☐ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

WEYLAND TECH, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- ☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

**WEYLAND TECH, INC.
85 BROAD STREET, 16-079
NEW YORK, NY 10004**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 15, 2019**

TO THE STOCKHOLDERS OF WEYLAND TECH INC.:

You are cordially invited to attend the Special Meeting of Stockholders ("Special Meeting") of Weyland Tech, Inc., a Delaware corporation ("Weyland" or the "Company"), to be held at the offices of The Crone Law Group, P.C., 500 Fifth Avenue, Suite 938, New York, New York 10110, on November 15, 2019, at 12:00 p.m. local time, for the following purposes:

1. To approve a proposal to grant the Company's Board of Directors (the "Board") discretionary authority to amend the Company's certificate of incorporation to effectuate a reverse stock split of the Company's common stock, \$0.0001 par value ("Common Stock"), by a ratio of no less than 1-for-5 and no more than 1-for-20, with such ratio to be determined by the Board in its sole discretion (the "Reverse Split"), and with such Reverse Split to be effective at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of the Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market; and
2. To transact such other business as may properly come before the Special Meeting and any adjournments or postponements thereof.

The Board has fixed the close of business on September 27, 2019, as the record date for the Special Meeting. This means that only holders of record of the Company's Common Stock at the close of business on that date will be entitled to notice of, and to vote at, the Special Meeting, or at any adjournment or postponement of the Special Meeting.

All stockholders are cordially invited to attend the Special Meeting in person. Your vote is important. Your shares can be voted at the Special Meeting only if you are present in person or represented by proxy. If you are not planning to attend the Special Meeting, we urge you to authorize your proxy in advance. You may authorize your vote by proxy over the Internet through the Company's transfer agent, Nevada Agency and Transfer Company at their website at <https://stocktrack.simplyvoting.com/>. If you complete your proxy electronically over the Internet you do not need to return a proxy card. If you hold your shares beneficially in street name through a nominee, you should follow the instructions you receive from your nominee to vote these shares.

WHETHER OR NOT YOU PLAN ON ATTENDING THE SPECIAL MEETING IN PERSON, PLEASE VOTE AS PROMPTLY AS POSSIBLE TO ENSURE THAT YOUR VOTE IS COUNTED.

By Order of the Board of Directors

/s/ Brent Y. Suen

Brent Y. Suen
Chief Executive Officer

New York, NY
October __, 2019

WEYLAND TECH, INC.
85 Broad Street, 16-079
New York, NY 10004

PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS
NOVEMBER 15, 2019

This Proxy Statement is furnished to the holders of common stock, \$0.0001 par value ("Common Stock"), of Weyland Tech, Inc., a Delaware corporation ("Weyland," the "Company," "we," "our" or "us"), in connection with the solicitation of proxies on behalf of the Board of Directors ("Board") for use at the Company's Special Meeting of Stockholders (the "Special Meeting") to be held on November 15, 2019, at 12:00 p.m. local time, at the offices of The Crone Law Group, P.C., 500 Fifth Avenue, Suite 938, New York, New York 10110, or for use at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying notice of special meeting of stockholders. Only stockholders of record at the close of business on September 27, 2019, the record date for the Special Meeting (the "Record Date"), are entitled to notice of and to vote at the Special Meeting.

This Proxy Statement and enclosed proxy card were first mailed on or about October __, 2019 to stockholders entitled to vote at the Special Meeting. Each holder of our Common Stock is entitled to one vote for each share held as of the Record Date with respect to all matters that may be considered at the Special Meeting. Stockholder votes will be tabulated by the person(s) appointed by the Board to act as inspector(s) of election for the Special Meeting.

We will bear the expense of soliciting proxies. Our directors, officers and employees may solicit proxies personally or by telephone, facsimile, email or other means of communication, and we do not intend to pay additional compensation for doing so. In addition, we may reimburse banks, brokerage firms, and other custodians, nominees and fiduciaries representing beneficial owners of our Common Stock for their expenses in forwarding soliciting materials to those beneficial owners.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

Q: Who may vote at the Special Meeting?

A: The Board has established September 27, 2019 as the Record Date for the Special Meeting. If you owned our Common Stock at the close of business on the Record Date, you may attend and vote at the Special Meeting. Each stockholder is entitled to one vote for each share of our Common Stock held on all matters to be voted on. As of the Record Date, there were 96,821,494 shares of our Common Stock outstanding and entitled to vote at the Special Meeting.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with our transfer agent, Nevada Agency and Transfer Company, you are considered, with respect to those shares, a "stockholder of record." If you are a stockholder of record, we have sent these proxy materials to you directly.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of shares held in street name. In that case, these proxy materials have been forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing.

Q: What is the quorum requirement for the Special Meeting?

A: The holders of a majority of our outstanding shares of capital stock entitled to vote as of the Record Date must be present at the Special Meeting in order for us to hold the meeting and conduct business. This is called a quorum. Your shares will be counted as present at the meeting if you:

- Are present and entitled to vote in person at the Special Meeting; or
- Have properly submitted a proxy card or voter instruction card in advance of or at the Special Meeting.

If you are present in person or by proxy at the Special Meeting, but abstain from voting on any or all proposals, your shares are still counted as present and entitled to vote. Abstentions and broker non-votes are counted as present at the Special Meeting for determining whether we have a quorum. A broker non-vote occurs when a broker returns a proxy but does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner. With respect to broker non-votes, the shares will not be considered entitled to vote at the Special Meeting on non-routine matters, which means your broker may not vote your shares on Proposal 1 if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

Q: What proposals will be voted on at the Special Meeting?

A: The proposals to be voted on at the Special Meeting are as follows:

Proposal 1 - To approve a proposal to grant our Board discretionary authority to amend the Company’s certificate of incorporation (the “Certificate of Amendment”) to effectuate a reverse stock split of the Company’s Common Stock, by a ratio of no less than 1-for-5 and no more than 1-for-20, with such ratio to be determined by our Board in its sole discretion (the “Reverse Split”), and with such Reverse Split to be effective at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of such Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market (the “Reverse Split Proposal”).

We will also consider any other business that properly comes before the Special Meeting. As of the Record Date, we are not aware of any other matters to be submitted for consideration at the Special Meeting. If any other matters are properly brought before the Special Meeting, the persons named in the enclosed proxy card or voter instruction card will vote the shares they represent using their best judgment.

Q: What vote is required to approve each item to be voted on at the Special Meeting?

A: With respect to the Reverse Split Proposal, approval will be determined by the vote of a majority of the shares of our Common Stock issued and outstanding. With respect to an abstention, the shares will be considered present and entitled to vote at the Special Meeting and they will have the same

effect as a vote against the matters. With respect to broker non-votes, the shares will not be considered entitled to vote at the Special Meeting for such matter and they are not counted in the vote.

Approval of any other matter that may come before the Special Meeting will be determined by the vote of a majority of the shares of our Common Stock present in person or by proxy at the Special Meeting and voting on such matters. With respect to an abstention, the shares will be considered present and entitled to vote at the Special Meeting and they will have the same effect as votes against the matter.

Our Board has not received timely notice (and does not know) of any matters that are to be brought before the Special Meeting other than as set forth in the Notice of Special Meeting.

Q: How does the Board recommend that I vote?

A: Our Board recommends that you vote FOR the approval of the Reverse Split Proposal.

Q: Can I access these proxy materials on the Internet?

A: Yes. The Notice of Special Meeting, Proxy Statement, and form of proxy card are available under the “Investors” section of the Company’s website at www.weyl-tech.com. All materials will remain posted on www.weyl-tech.com until the conclusion of the Special Meeting.

Q: How may I vote my shares in person at the Special Meeting?

A: If your shares are registered directly in your name with our transfer agent, Nevada Agency and Transfer Company, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote in person at the Special Meeting. If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the Special Meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a “legal proxy” from your broker, nominee or trustee that holds your shares, giving you the right to vote the shares at the Special Meeting.

Q: How can I vote my shares without attending the Special Meeting?

A: Whether you hold shares directly as a registered stockholder of record or beneficially in street name, you may vote without attending the Special Meeting.

Vote by Mail: If you are the stockholder of record, you may submit your proxy by mail by signing and dating your proxy card and submitting it in the postage-paid envelope enclosed with this proxy statement. If you are the beneficial owner of the shares, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing.

Vote by Internet: You can vote via the Internet by following the instructions on your proxy card. It will instruct you to vote by proxy over the Internet through the Company’s transfer agent, Nevada Agency and Transfer Company, at their website at <https://stocktrack.simplyvoting.com/>. You will need to use the control number appearing on your proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 p.m. Eastern time on November 14, 2019. Internet voting is available 24 hours a day. If you vote via the Internet, you do not need to vote in person or return a proxy card.

Q: How can I change my vote after submitting it?

A: If you are a stockholder of record, you can revoke your proxy before your shares are voted at the Special Meeting by:

- Filing a written notice of revocation bearing a later date than the proxy with our corporate Secretary either before the Special Meeting, at 85 Broad Street, 16-079, New York, NY 10004, or at the Special Meeting, at our principal office address listed on the first page of this Proxy Statement; or
- Duly executing a later-dated proxy relating to the same shares and delivering it to our corporate secretary either before the Special Meeting, or at the Special Meeting and before the taking of the vote, at our principal office address listed on the first page of this Proxy Statement; or
- Attending the Special Meeting and voting in person (although attendance at the Special Meeting will not in and of itself constitute a revocation of a proxy).

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You may also vote in person at the Special Meeting if you obtain a legal proxy from your bank, broker or other holder of record as described in the answer to a previous question.

Q: Who will solicit proxies on behalf of the Company?

A: This proxy solicitation is being made on our behalf by our Board. We will bear the costs of solicitations of proxies for the Special Meeting. In addition to solicitation by mail, our directors, officers and regular employees may solicit proxies from stockholders by telephone, telegram, personal interview or otherwise. Such directors, officers and employees will not receive additional compensation, but may be reimbursed for out-of-pocket expenses in connection with such solicitation. We have requested brokers, nominees, fiduciaries and other custodians to forward soliciting material to the beneficial owners of our Common Stock held of record by them, and such custodians will be reimbursed for their reasonable expenses.

Q: Where can I find the voting results of the Special Meeting?

A: We will announce the voting results at the Special Meeting. We will also disclose the results in a Current Report on Form 8-K that will be filed with the United States Securities and Exchange Commission within four business days after the date of the Special Meeting.

INTERNET AND ELECTRONIC AVAILABILITY OF PROXY MATERIALS

Under rules adopted by the United States Securities and Exchange Commission (the “SEC”), the Company is making this Proxy Statement and the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 available on the Internet instead of mailing a printed copy of these materials to each stockholder. The Company is making these materials available under the “Investors” section of the Company’s website at www.weyl-and-tech.com. Stockholders who received a Notice of Internet Availability of Proxy Materials (the “Notice”) by mail will not receive a printed copy of these materials other than as described below. Instead, the Notice contains instructions as to how stockholders may access and review all of the important information contained in the materials on the Internet, including how stockholders may submit proxies over the Internet.

If you received the Notice by mail and would prefer to receive a printed copy of the Company’s proxy materials, please follow the instructions for requesting printed copies included in the Notice.

**GRANT THE BOARD DISCRETIONARY AUTHORITY TO AMEND THE COMPANY'S
CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE SPLIT OF THE
COMPANY'S COMMON STOCK TO RAISE THE PER SHARE TRADING PRICE OF OUR
COMMON STOCK**

(PROPOSAL 1)

General

On September 26, 2019, our Board authorized a reverse stock split at a ratio of not less than 1-for-5 and not more than 1-for-20, with such ratio to be determined by the Board and in its sole discretion with such Reverse Split to be effected at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of such Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market. The Board is now asking you to approve this amendment.

If the Board determines to effect the Reverse Split, the intent is to increase the stock price of our Common Stock, which is currently trading on the OTCQX marketplace, to a level sufficiently above the minimum bid price requirement that is required for initial listing on The Nasdaq Capital Market ("Nasdaq") such that the Board, in its sole discretion, may apply for initial listing on The Nasdaq Capital Market, at such time as we otherwise meet the other quantitative and qualitative requirements for listing. Upon determination by the Board that it will pursue listing on The Nasdaq Capital Market (and we otherwise meet the listing criteria) and the stock price of our Common Stock is trading below such minimum bid price requirement, the Board will select an appropriate ratio and file the Certificate of Amendment with the Secretary of State of the State of Delaware.

Effecting the Reverse Split requires that Article IV of our amended and restated certificate of incorporation be amended by filing the Certificate of Amendment. The form of Certificate of Amendment is attached as Appendix A to this Proxy Statement, with the Secretary of State of the State of Delaware. If approved, the amendment will be effective upon the filing of the Certificate of Amendment (or on such date and time as specified therein) substantially in the form attached as Appendix A with the Secretary of State of the State of Delaware with such filing to occur, if at all, by the Board in its sole discretion.

One principal effect of the Reverse Split would be to decrease the number of outstanding shares of our Common Stock. Except for de minimus adjustments that may result from the treatment of fractional shares as described below, the Reverse Split will not have any dilutive effect on our stockholders since each stockholder would hold the same percentage of our Common Stock outstanding immediately following the Reverse Split as such stockholder held immediately prior to the Reverse Split. The relative voting and other rights that accompany the shares of Common Stock would not be affected by the Reverse Split. The table below sets forth the number of shares of our Common Stock authorized and outstanding after the Reverse Split based on 96,821,494 shares of Common Stock outstanding as of the Record Date:

Status	Number of Shares of Common Stock Authorized	Number of Shares of Common Stock Issued and Outstanding	Number of Shares of Common Stock Authorized but Unissued
Pre-Reverse Stock Split	250,000,000	96,821,494	153,178,506
Post-Reverse Stock Split 1:5	250,000,000	19,364,299	230,635,701
Post-Reverse Stock Split 1:6	250,000,000	16,136,916	233,863,084
Post-Reverse Stock Split 1:7	250,000,000	13,831,642	236,168,358
Post-Reverse Stock Split 1:8	250,000,000	12,102,687	237,897,313
Post-Reverse Stock Split 1:9	250,000,000	10,757,944	239,242,056
Post-Reverse Stock Split 1:10	250,000,000	9,682,149	240,317,851
Post-Reverse Stock Split 1:11	250,000,000	8,801,954	241,198,046
Post-Reverse Stock Split 1:12	250,000,000	8,068,458	241,931,542
Post-Reverse Stock Split 1:13	250,000,000	7,447,807	242,552,193
Post-Reverse Stock Split 1:14	250,000,000	6,915,821	243,084,179
Post-Reverse Stock Split 1:15	250,000,000	6,454,766	243,545,234
Post-Reverse Stock Split 1:16	250,000,000	6,051,343	243,948,657
Post-Reverse Stock Split 1:17	250,000,000	5,695,382	244,304,618
Post-Reverse Stock Split 1:18	250,000,000	5,378,972	244,621,028
Post-Reverse Stock Split 1:19	250,000,000	5,095,868	244,904,132
Post-Reverse Stock Split 1:20	250,000,000	4,841,074	245,158,926

Although the Reverse Split will not have any dilutive effect on our stockholders, the proportion of shares owned by our stockholders relative to the number of shares authorized for issuance will decrease because the Reverse Split does not change the current authorized number of shares of capital stock from 250,000,000 shares, \$0.0001 par value per share. There are currently no shares of preferred stock authorized or issued and outstanding. The remaining authorized shares of Common Stock may be used for various purposes, including, without limitation, raising capital, providing equity incentives to employees, officers or directors, effecting stock dividends, establishing strategic relationships with other companies and expanding our business through the acquisition of other businesses or products.

We do not currently have any plans, proposals or arrangements to issue any of the authorized shares which would become newly available as a result of the Reverse Split, as the Company currently has sufficient authorized shares to be issued in connection with any planned capital raise or outstanding securities, including options and warrants. Nevertheless, in order to support our projected need for additional equity capital and to provide flexibility to raise the capital as necessary, our Board believes the number of shares of Common Stock should be maintained at 250,000,000 shares.

Reasons for the Reverse Split

The Board's primary objective in proposing the Reverse Split is to enable the Board, if necessary, or if the Board otherwise desires, to raise the per share trading price of our Common Stock, which is currently trading only on the OTCQX marketplace, to allow for a listing of our Common Stock on either

The Nasdaq Capital Market (assuming that we will otherwise satisfy the other listing criteria for listing on The Nasdaq Capital Market). Neither our Board nor the Company currently has intentions of going private. The Reverse Split is not intended to be a first step in a going private transaction and will not have the effect of a going private transaction covered by Rule 13e-3 under the Exchange Act.

Upon receiving stockholder approval, the Board may, in its sole discretion, select an appropriate ratio and file the Certificate of Amendment with the Secretary of State of the State of Delaware. Thereafter, the Board may, in its sole discretion, seek to obtain Nasdaq's approval for listing on The Nasdaq Capital Market.

Our Board has determined that by increasing the market price per share of our Common Stock, we would meet the stock price element of the listing requirements of The Nasdaq Capital Market and our Common Stock could be listed on such exchange if we meet the other listing and corporate governance requirements of The Nasdaq Capital Market. Our Board concluded that the liquidity and marketability of our Common Stock may be adversely affected if it is not quoted on a national securities exchange as investors can find it more difficult to dispose of, or to obtain accurate quotations as to the market value of, our Common Stock. Our Board believes that current and prospective investors and the brokerage community may view an investment in our Common Stock more favorably if our Common Stock is quoted on The Nasdaq Capital Market.

Our Board also has confidence that the Reverse Split and any resulting increase in the per share price of our Common Stock should enhance the acceptability and marketability of our Common Stock to the financial community and investing public. Many institutional investors have policies prohibiting them from holding lower-priced stocks in their portfolios, which reduces the number of potential buyers of our Common Stock. Additionally, analysts at many brokerage firms are reluctant to recommend lower-priced stocks to their clients or monitor the activity of lower-priced stocks. Brokerage houses frequently have internal practices and policies that discourage individual brokers from dealing in lower-priced stocks. Further, because brokers' commissions on lower-priced stock generally represent a higher percentage of the stock price than commissions on higher priced stock, investors in lower-priced stocks pay transaction costs which are a higher percentage of their total share value, which may limit the willingness of individual investors and institutions to purchase our Common Stock.

We cannot assure you that the Board will ultimately determine to effect the Reverse Split or, if effected, that the Reverse Split will have any of the desired effects described above. More specifically, we cannot assure you that after the Reverse Split the market price of our Common Stock will increase proportionately to reflect the ratio for the Reverse Split, that the market price of our Common Stock will not decrease to its pre-split level, that our market capitalization will be equal to the market capitalization before the Reverse Split, or that we will satisfy the other listing criteria or will be listed on The Nasdaq Capital Market, or once initially listed, that we will be able to maintain such listing.

Requirements for Listing on The Nasdaq Capital Market

In order to list our Common Stock on The Nasdaq Capital Market, among other requirements, our Common Stock must maintain a minimum bid price of \$4.00 for The Nasdaq Capital Market. Our Board has considered the potential advantages to us if our Common Stock is listed on the The Nasdaq Capital Market and has concluded that even though the desired effects cannot be assured, it is in the best interests of our Company and our stockholders to effect the Reverse Split to help attain a \$4.00 bid price and ensure compliance with the listing requirements of The Nasdaq Capital Market.

Potential Disadvantages of the Reverse Split

As noted above, the principal purpose of the Reverse Split would be to help increase the per share market price of our Common Stock by up to factor of twenty. We cannot assure you, however, that the Reverse Split will accomplish this objective for any meaningful period of time. While we expect that the reduction in the number of outstanding shares of Common Stock will increase the market price of our Common Stock, we cannot assure you that the Reverse Split will increase the market price of our Common Stock by an equivalent multiple, or result in any permanent increase in the market price of our

Common Stock. The price of our Common Stock is dependent upon many factors, including our business and financial performance, general market conditions and prospects for future success. If the per share market price does not increase proportionately as a result of the Reverse Split, then the value of our Company as measured by our market capitalization will be reduced, perhaps significantly.

The number of shares held by each individual stockholder would be reduced if the Reverse Split is implemented. This may also increase the number of stockholders who hold less than a “round lot,” or 100 shares. This has two disadvantages. First, the rules of The Nasdaq Capital Market require that at least half the minimum required number of round lot holders (450) must each hold unrestricted securities with a minimum value of \$2,500 to be listed on such exchange. Second, the transaction costs to stockholders selling “odd lots” are typically higher on a per share basis. Consequently, the Reverse Split could increase the transaction costs to existing stockholders in the event they wish to sell all or a portion of their position.

Although our Board believes that the decrease in the number of shares of our Common Stock outstanding as a consequence of the Reverse Split and the anticipated increase in the market price of our Common Stock could encourage interest in our Common Stock and possibly promote greater liquidity for our stockholders, such liquidity could also be adversely affected by the reduced number of shares outstanding after the Reverse Split.

Effecting the Reverse Split

Upon receipt of stockholder approval for the amendment, if our Board concludes that it is in the best interests of our Company and our stockholders to effect the Reverse Split, the Certificate of Amendment will be filed with the Secretary of State of the State of Delaware. The actual timing of the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Reverse Split will be determined by our Board. In addition, if for any reason our Board deems it advisable to do so, the Reverse Split may be abandoned at any time prior to the filing of the Certificate of Amendment, without further action by our stockholders. In addition, our Board may deem it advisable to effect the Reverse Split even if the price of our Common Stock is above \$4.00 at the time the Reverse Split is to be effected.

The Reverse Split will be effective as of the date of filing with the Secretary of State of the State of Delaware or at such time and date as specified in the Certificate of Amendment (the “Effective Time”).

Upon the filing of the Certificate of Amendment, without further action on our part or our stockholders, the outstanding shares of Common Stock held by stockholders of record as of the Effective Time would be converted into a lesser number of shares of Common Stock based on a Reverse Split ratio as determined by the Board in its sole discretion. For example, if you presently hold 15,000 shares of our Common Stock, you would hold 3,000 shares of our Common Stock following the Reverse Split if the ratio is 1-for-5, or you would hold 750 shares of our Common Stock if the ratio is 1-for-20.

Effect on Outstanding Shares, Options and Certain Other Securities

If the Reverse Split is implemented, the number of shares our Common Stock owned by each stockholder will be reduced in the same proportion as the reduction in the total number of shares outstanding, such that the percentage of our Common Stock owned by each stockholder will remain unchanged except for any de minimus change resulting from cash in lieu of any fractional shares that such stockholder would have received as a result of the Reverse Split.

The number of shares of our Common Stock that may be purchased upon exercise of outstanding options or other securities convertible into, or exercisable or exchangeable for, shares of our Common Stock, and the exercise or conversion prices for these securities, would also be ratably adjusted in accordance with their terms as of the Effective Time. However, all outstanding options of the Company

expired as of December 31, 2018. We currently have warrants to purchase 2,137,284 shares of the Company's Common Stock, with a term of five years and an exercise price of \$0.30 per share. These warrants will be reduced proportionately with the Reverse Split.

Effect on Registration and Stock Trading

Our Common Stock is currently registered under Section 12(g) of the Exchange Act and we are subject to the periodic reporting and other requirements of the Exchange Act.

Fractional Shares; Exchange of Stock Certificates

Our Board does not intend to issue fractional shares in connection with the Reverse Split. Therefore, we do not expect to issue certificates representing fractional shares. Holders of record of our Common Stock who otherwise would be entitled to receive fractional shares because they hold, as of a date prior to the Effective Time of the Reverse Split, a number of shares of our Common Stock not evenly divisible will be entitled, upon surrender of certificate(s) representing such shares, to a cash payment in lieu thereof. The cash payment will equal the product obtained by multiplying (a) the fraction to which the stockholder would otherwise be entitled by (b) the per share closing sales price of our Common Stock on the day immediately prior to the Effective Time of the Reverse Split, as quoted on the OTCQX marketplace. The ownership of a fractional interest will not give the holder thereof any voting, dividend or other rights except to receive payment therefore as described herein.

Holders of our Common Stock should be aware that, under the escheat laws of the various jurisdictions where our stockholders reside, where we are domiciled and where the funds will be deposited, sums due for fractional interests that are not timely claimed after the Effective Time may be required to be paid to the designated agent for each such jurisdiction. Thereafter, holders of our Common Stock otherwise entitled to receive such funds may have to seek to obtain them directly from the state to which they were paid.

As of the Record Date, we had 510 holders of record of our Common Stock (although we have significantly more beneficial holders). We do not expect the Reverse Split to result in a significant reduction in the number of record holders. We presently do not intend to seek any change in our status as a reporting company for federal securities law purposes, either before or after the Reverse Split.

On or after the Effective Time, we will mail a letter of transmittal to each stockholder. Each stockholder will be able to obtain a certificate evidencing his, her or its post-Reverse Split shares only by sending Nevada Agency and Transfer Company, as the exchange agent, the stockholder's old stock certificate(s), together with the properly executed and completed letter of transmittal and such evidence of ownership of the shares as we may require. Stockholders will not receive certificates for post-Reverse Split shares unless and until their old certificates are surrendered. Stockholders should not forward their certificates to the exchange agent until they receive the letter of transmittal, and they should only send in their certificates with the letter of transmittal. The exchange agent will send each stockholder a new stock certificate after receipt of that stockholder's properly completed letter of transmittal and old stock certificate(s).

Stockholders who hold shares in street name through a nominee (such as a bank or broker) will be treated in the same manner as stockholders whose shares are registered in their names, and nominees will be instructed to effect the Reverse Split for their beneficial holders. However, nominees may have different procedures and stockholders holding shares in street name should contact their nominees.

Stockholders will not have to pay any service charges in connection with the exchange of their certificates.

Authorized Shares

If and when our Board elects to effect the Reverse Split, the authorized number of shares of our Common Stock will remain at 250,000,000. Accordingly, there will be no reduction in the number of authorized shares of our Common Stock in proportion to the Reverse Split ratio. As a result, the proportion of shares owned by our stockholders relative to the number of shares authorized for issuance will decrease and the additional authorized shares of Common Stock will be available for issuance at such times and for such purposes as our Board may deem advisable without further action by our stockholders, except as required by applicable laws and regulations. If our Common Stock is listed on The Nasdaq Capital Market, stockholder approval must be obtained, under applicable Nasdaq rules, prior to the issuance of shares for certain purposes, including the issuance of Common Stock equal to or greater than 20% of our then outstanding shares of Common Stock in connection with a private refinancing or an acquisition or merger, unless an exemption is available from such approval. Such an exemption would be available if our audit committee at that time authorized the filing of a prior written application with Nasdaq to waive the stockholder vote requirement if it believed the delay associated with securing such vote would seriously jeopardize our financial viability and Nasdaq granted us such an exemption.

In accordance with our Amended and Restated Certificate of Incorporation and Delaware law, our shareholders do not have any preemptive rights to purchase or subscribe for any of our unissued or treasury shares.

Anti-Takeover and Dilutive Effects

The purpose of maintaining our authorized Common Stock at 250,000,000 after the Reverse Split is to facilitate our ability to raise additional capital to support our operations, not to establish any barriers to a change of control or acquisition of our Company. The shares of Common Stock that are authorized but unissued provide our Board with flexibility to effect, among other transactions, public or private financings, acquisitions, stock dividends, stock splits and the granting of equity incentive awards.

However, these authorized but unissued shares may also be used by our Board, consistent with and subject to its fiduciary duties, to deter future attempts to gain control of us or make such actions more expensive and less desirable. The Reverse Split would give our Board authority to issue additional shares from time to time without delay or further action by the stockholders except as may be required by applicable law or the rules of The Nasdaq Capital Market. The Reverse Split is not being recommended in response to any specific effort of which we are aware to obtain control of us, nor does our Board have any present intent to use the authorized but unissued Common Stock to impede a takeover attempt. There are no plans or proposals to adopt other provisions or enter into any arrangements that have material anti-takeover effects.

In addition, the issuance of additional shares of Common Stock for any of the corporate purposes listed above could have a dilutive effect on earnings per share and the book or market value of our outstanding Common Stock, depending on the circumstances, and would likely dilute a stockholder's percentage voting power in us. Holders of our Common Stock are not entitled to preemptive rights or other protections against dilution. Our Board intends to take these factors into account before authorizing any new issuance of shares.

Accounting Consequences

As of the Effective Time, the stated capital attributable to Common Stock on our balance sheet will be reduced proportionately based on the Reverse Split ratio (including a retroactive adjustment of prior periods), and the additional paid-in capital account will be credited with the amount by which the stated capital is reduced. Reported per share net income or loss will be higher because there will be fewer shares of our Common Stock outstanding.

Federal Income Tax Consequences

The following summary describes certain material U.S. federal income tax consequences of the Reverse Split to holders of our Common Stock. This summary addresses the tax consequences only to a beneficial owner of our Common Stock that is a citizen or individual resident of the United States, a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia or otherwise subject to U.S. federal income taxation on a net income basis in respect of our Common Stock (a “U.S. holder”). This summary does not address all of the tax consequences that may be relevant to any particular stockholder, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by investors. This summary also does not address the tax consequences to persons that may be subject to special treatment under U.S. federal income tax law or persons that do not hold our Common Stock as “capital assets” (generally, property held for investment). This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, U.S. Treasury regulations, administrative rulings and judicial authority, all as in effect as of the date hereof. Subsequent developments in U.S. federal income tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income tax consequences of the Reverse Split.

If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our Common Stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partnerships that hold our Common Stock, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the Reverse Split.

Each stockholder should consult his, her or its own tax advisor regarding the U.S. federal, state, local and foreign income and other tax consequences of the Reverse Split.

The Reverse Split should be treated as a recapitalization for U.S. federal income tax purposes. Therefore, no gain or loss should be recognized by a U.S. holder upon the Reverse Split. Accordingly, the aggregate tax basis in the Common Stock received pursuant to the Reverse Split should equal the aggregate tax basis in the Common Stock surrendered and the holding period for the Common Stock received should include the holding period for the Common Stock surrendered.

No Appraisal Rights

Under the General Corporation Law of the State of Delaware, our stockholders are not entitled to appraisal rights with respect to the Reverse Split, and we will not independently provide our stockholders with any such rights.

Text of Proposed Amendment; Effectiveness

The text of the proposed Certificate of Amendment is set forth in Appendix A to this Proxy Statement. If and when effected by our Board, the Certificate of Amendment will become effective upon its filing with the Secretary of State of the State of Delaware.

Required Vote

Approval of the Reverse Split Proposal requires the affirmative vote of a majority of the issued and outstanding shares of Common Stock voting as one class. Abstentions are considered present for purposes of establishing a quorum but will count as a vote against the approval of the Reverse Split Proposal.

The Board of Directors unanimously recommends a vote “FOR” the approval of the Reverse Split Proposal, as disclosed in this Proxy Statement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our shares of Common Stock beneficially owned as of October 8, 2019, for (i) each stockholder known to be the beneficial owner of 5% or more of our outstanding shares of Common Stock, (ii) each Named Executive Officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (a) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (b) of which such person has the right to acquire beneficial ownership at any time within 60 days after such date upon the exercise of stock options, warrants or convertible securities. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of Common Stock that such person has the right to acquire within 60 days after October 8, 2019. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons, any shares that such person or persons has the right to acquire within 60 days after October 8, 2019 is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Unless otherwise specified, the address of each of the persons set forth below is in care of Weyland Tech Inc., 85 Broad Street, 16-079, New York, NY 10004.

Name of Beneficial Owner	Position	Amount and Nature of Beneficial Ownership	Percent of Common Stock ⁽¹⁾
Directors and Executive Officers			
Brent Suen	President, Chief Executive Officer, Director and Secretary	1,832,000	1.9%
Lionel Choong	Acting Chief Financial Officer and Director	954,000	*
Eddie Foong	Chief Operating Officer and Director	3,270,000	3.4%
Matthew Burlage	Independent Director	0	*
Ross O'Brien	Independent Director	0	*
Brett Lay	Independent Director	0	*
Wilson Rondini III	Independent Director	3,137,284 ⁽²⁾	3.2%
All Directors and Officers as a group (7 persons)		9,193,284 ⁽³⁾	9.5%
5% Shareholders			
None			
* Less than 1% Notes: (1) Applicable percentage ownership is based on 96,821,494 shares of Common Stock outstanding as of October 8, 2019. (2) Consists of (a) 1,000,000 shares of Common Stock, and (b) 2,137,284 shares of Common Stock underlying vested warrants held in the name of Falcon Capital LLP. Mr. Rondini is the Managing Partner of Falcon Capital LLP. (3) Includes 2,137,284 shares of Common Stock underlying vested warrants.			

Changes in Control

There are no existing arrangements that may result in a change in control of the Company.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS

Stockholder proposals that are intended to be presented by stockholders at a special meeting of stockholders must be received by us within the time periods described below in order to be included in the Proxy Statement and form of proxy relating to such special meeting. Under rules prescribed by the SEC, stockholders must follow certain procedures to introduce an item of business at a special meeting of stockholders. In general, to be timely under these rules, notice of such business related to a special meeting of stockholders must comply with the requirements in our bylaws and must be received by us at a reasonable time before we begin to print and mail our proxy materials. The Company has not received any stockholder proposals to be considered for presentation at the Special Meeting.

Pursuant to Rule 14a-4 under the Exchange Act, we intend to retain discretionary authority to vote proxies with respect to stockholder proposals for which the proponent does not seek inclusion of the proposed matter in our Proxy Statement for this Special Meeting, except in circumstances where (i) we receive reasonable notice of the proposed matter, and (ii) the proponent complies with the other requirements set forth in Rule 14a-4.

TRANSACTIONS OF OTHER BUSINESS AT THE SPECIAL MEETING

We do not know of any business to be presented for action at the Special Meeting other than those items listed in the notice of the Special Meeting and referred to herein. If any other matters properly come before the Special Meeting or any adjournment thereof, it is intended that the proxies will be voted in respect thereof in accordance with their best judgment pursuant to discretionary authority granted in the proxy.

WHERE YOU CAN OBTAIN ADDITIONAL INFORMATION

We file annual, quarterly, current and other reports and other information with the SEC. Certain of our SEC filings are available over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file with the SEC at its public reference room by writing to the Public Reference Room of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Callers in the United States can also call 1-800-SEC-0330 for further information on the operations of the public reference facilities.

For those registered stockholders of the Company that will receive a full set of the proxy materials in the mail, a copy of the Company's Annual Report will accompany this Proxy Statement. For those stockholders that will receive only the Notice, this Proxy Statement, our Annual Report, any amendments to the foregoing materials that are required to be furnished to stockholders, and the proxy card or voting instruction form will be available under the "Investors" section of the Company's website at www.weyland-tech.com. The Notice contains instructions on how to access the proxy materials over the Internet and vote online. These materials contain detailed information about the Meeting, the proposals to be considered, our Board's nominees for directors and other information concerning the Company.

If you received only the Notice and would like to receive a copy of the printed proxy materials, we will deliver promptly, upon written or oral request, a written copy of the Proxy Statement, the Annual Report, proxy card with voting instructions, and any amendments to the foregoing materials that are

required to be furnished to stockholders. A stockholder who wishes to receive written copies of the proxy materials, now or in the future, may obtain one, without charge, by writing to the Company at 85 Broad Street, 16-079, New York, NY 10004, Attn.: Corporate Secretary, or by telephoning us at (808) 829-1057.

ANNUAL REPORT AND OTHER MATTERS

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as amended by the Annual Report on Form 10-K/A which was filed on April 18, 2019 which was made available to stockholders preceding this proxy statement on the website of the SEC, located at www.sec.gov, contains financial and other information about our company, but is not incorporated into this Proxy Statement and is not to be considered a part of these proxy soliciting materials or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended.

WE WILL PROVIDE, WITHOUT CHARGE, A PRINTED COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018, AND THE AMENDMENT THERETO, AS FILED WITH THE SEC, TO EACH STOCKHOLDER OF RECORD AS OF THE RECORD DATE THAT REQUESTS A COPY IN WRITING. ANY EXHIBITS LISTED IN THE FORM 10-K REPORT ALSO WILL BE FURNISHED UPON REQUEST AT THE ACTUAL EXPENSE INCURRED BY US IN FURNISHING SUCH EXHIBITS. ANY SUCH REQUESTS SHOULD BE DIRECTED TO OUR COMPANY'S SECRETARY AT OUR EXECUTIVE OFFICES SET FORTH IN THIS PROXY STATEMENT.

ALL STOCKHOLDERS ARE URGED TO EXECUTE THE ACCOMPANYING PROXY AND TO RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE. STOCKHOLDERS MAY REVOKE ANY PROXY IF SO DESIRED AT ANY TIME BEFORE IT IS VOTED.

MULTIPLE STOCKHOLDERS SHARING ONE ADDRESS

IN ACCORDANCE WITH RULE 14A-3(E)(1) UNDER THE EXCHANGE ACT, ONE PROXY STATEMENT WILL BE DELIVERED TO TWO OR MORE STOCKHOLDERS WHO SHARE AN ADDRESS, UNLESS WE HAVE RECEIVED CONTRARY INSTRUCTIONS FROM ONE OR MORE OF THE STOCKHOLDERS. WE WILL DELIVER PROMPTLY UPON WRITTEN OR ORAL REQUEST A SEPARATE COPY OF THE PROXY STATEMENT TO A STOCKHOLDER AT A SHARED ADDRESS TO WHICH A SINGLE COPY OF THE PROXY STATEMENT WAS DELIVERED. REQUESTS FOR ADDITIONAL COPIES OF THE PROXY STATEMENT, AND REQUESTS THAT IN THE FUTURE SEPARATE PROXY STATEMENTS BE SENT TO STOCKHOLDERS WHO SHARE AN ADDRESS, SHOULD BE DIRECTED TO WEYLAND TECH INC., 85 BROAD STREET, 16-079, NEW YORK, NEW YORK 10004, ATTENTION: CORPORATE SECRETARY. IN ADDITION, STOCKHOLDERS WHO SHARE A SINGLE ADDRESS BUT RECEIVE MULTIPLE COPIES OF THE PROXY STATEMENT MAY REQUEST THAT IN THE FUTURE THEY RECEIVE A SINGLE COPY BY CONTACTING US AT THE ADDRESS SET FORTH IN THE PRIOR SENTENCE.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR FISCAL 2016 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (INCLUDING RELATED FINANCIAL STATEMENTS AND SCHEDULES), AS AMENDED, IS AVAILABLE TO STOCKHOLDERS WITHOUT CHARGE, UPON WRITTEN REQUEST TO WEYLAND TECH INC., 85 BROAD STREET, 16-079, NEW YORK, NEW YORK 10004, ATTENTION: CORPORATE SECRETARY.

By Order of the Board of Directors

/s/ Brent Y. Suen

Brent Y. Suen
Chief Executive Officer

New York, NY
October __, 2019

APPENDIX A

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
WEYLAND TECH INC.**

Under Section 242 of the General Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is Weyland Tech Inc.
2. The certificate of incorporation was filed with the Secretary of State of the State of Delaware on _____. Amendments to the certificate of incorporation were filed with the Secretary of State of the State of Delaware on _____.
3. This Amendment to the certificate of incorporation is filed pursuant to Section 242(a)(3) of the General Corporation Law to reflect a one-for-_____ reverse stock split so that for every _____ shares of the Corporation's issued and outstanding Common Stock, \$0.0001 par value, the holder of such shares will receive one new share of Common Stock, \$0.0001 par value. No fractional shares shall be issued and, in lieu thereof, the Corporation's transfer agent shall cancel all fractional shares and stockholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale based on the fair market value of such fractional shares on the date of the filing of this amendment.
4. Prior to the filing of this amendment, the Corporation had an authorized capital of 250,000,000 shares of capital stock, par value of \$0.0001 per share. Prior to this amendment, there were _____ shares of Common Stock issued and outstanding, _____ shares held in treasury and _____ authorized and unissued shares of Common Stock. As a result of this amendment, the _____ shares of Common Stock issued and outstanding has become _____ shares of Common Stock, \$0.0001 par value; the _____ shares of treasury stock has become _____ shares of Common Stock, \$0.0001 par value; and the _____ authorized and unissued shares of Common Stock have become _____ shares of Common Stock, \$0.0001 par value.
5. Pursuant to Section 242 of the General Corporation Law, this amendment to the Certificate of Incorporation was authorized by unanimous consent of the board of directors of the Corporation on September 26, 2019 pursuant to Section 242(b)(1) of the General Corporation Law and by a majority of the outstanding shares entitled to vote at a meeting of stockholders of the Corporation pursuant to Section 242(b)(2) of the General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company hereby executes and adopts this Certificate of Amendment to the Certificate of Incorporation this ____ day of _____, 2019.

WEYLAND TECH, INC.

Brent Y. Suen
Chief Executive Officer

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
☒ Definitive Proxy Statement
☐ Definitive Additional Materials
☐ Soliciting Material Pursuant to §240.14a-12

WEYLAND TECH, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: _____
- (2) Aggregate number of securities to which transaction applies: _____
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____
- ☐ Fee paid previously with preliminary materials.
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

**WEYLAND TECH, INC.
85 BROAD STREET, 16-079
NEW YORK, NY 10004**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON NOVEMBER 15, 2019**

TO THE STOCKHOLDERS OF WEYLAND TECH INC.:

You are cordially invited to attend the Special Meeting of Stockholders ("Special Meeting") of Weyland Tech, Inc., a Delaware corporation ("Weyland" or the "Company"), to be held at the offices of The Crone Law Group, P.C., 500 Fifth Avenue, Suite 938, New York, New York 10110, on November 15, 2019, at 12:00 p.m. local time, for the following purposes:

1. To approve a proposal to grant the Company's Board of Directors (the "Board") discretionary authority to amend the Company's certificate of incorporation to effectuate a reverse stock split of the Company's common stock, \$0.0001 par value ("Common Stock"), by a ratio of no less than 1-for-5 and no more than 1-for-20, with such ratio to be determined by the Board in its sole discretion (the "Reverse Split"), and with such Reverse Split to be effective at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of the Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market; and
2. To transact such other business as may properly come before the Special Meeting and any adjournments or postponements thereof.

The Board has fixed the close of business on September 27, 2019, as the record date for the Special Meeting. This means that only holders of record of the Company's Common Stock at the close of business on that date will be entitled to notice of, and to vote at, the Special Meeting, or at any adjournment or postponement of the Special Meeting.

All stockholders are cordially invited to attend the Special Meeting in person. Your vote is important. Your shares can be voted at the Special Meeting only if you are present in person or represented by proxy. If you are not planning to attend the Special Meeting, we urge you to authorize your proxy in advance. You may authorize your vote by proxy over the Internet through the Company's transfer agent, Nevada Agency and Transfer Company at their website at <https://stocktrack.simplyvoting.com/>. If you complete your proxy electronically over the Internet you do not need to return a proxy card. If you hold your shares beneficially in street name through a nominee, you should follow the instructions you receive from your nominee to vote these shares.

WHETHER OR NOT YOU PLAN ON ATTENDING THE SPECIAL MEETING IN PERSON, PLEASE VOTE AS PROMPTLY AS POSSIBLE TO ENSURE THAT YOUR VOTE IS COUNTED.

By Order of the Board of Directors

/s/ Brent Y. Suen

Brent Y. Suen
Chief Executive Officer

New York, NY
October 21, 2019

WEYLAND TECH, INC.
85 Broad Street, 16-079
New York, NY 10004

PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS
NOVEMBER 15, 2019

This Proxy Statement is furnished to the holders of common stock, \$0.0001 par value ("Common Stock"), of Weyland Tech, Inc., a Delaware corporation ("Weyland," the "Company," "we," "our" or "us"), in connection with the solicitation of proxies on behalf of the Board of Directors ("Board") for use at the Company's Special Meeting of Stockholders (the "Special Meeting") to be held on November 15, 2019, at 12:00 p.m. local time, at the offices of The Crone Law Group, P.C., 500 Fifth Avenue, Suite 938, New York, New York 10110, or for use at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying notice of special meeting of stockholders. Only stockholders of record at the close of business on September 27, 2019, the record date for the Special Meeting (the "Record Date"), are entitled to notice of and to vote at the Special Meeting.

This Proxy Statement and enclosed proxy card were first mailed on or about October 24, 2019 to stockholders entitled to vote at the Special Meeting. Each holder of our Common Stock is entitled to one vote for each share held as of the Record Date with respect to all matters that may be considered at the Special Meeting. Stockholder votes will be tabulated by the person(s) appointed by the Board to act as inspector(s) of election for the Special Meeting.

We will bear the expense of soliciting proxies. Our directors, officers and employees may solicit proxies personally or by telephone, facsimile, email or other means of communication, and we do not intend to pay additional compensation for doing so. In addition, we may reimburse banks, brokerage firms, and other custodians, nominees and fiduciaries representing beneficial owners of our Common Stock for their expenses in forwarding soliciting materials to those beneficial owners.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

Q: Who may vote at the Special Meeting?

A: The Board has established September 27, 2019 as the Record Date for the Special Meeting. If you owned our Common Stock at the close of business on the Record Date, you may attend and vote at the Special Meeting. Each stockholder is entitled to one vote for each share of our Common Stock held on all matters to be voted on. As of the Record Date, there were 96,821,494 shares of our Common Stock outstanding and entitled to vote at the Special Meeting.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with our transfer agent, Nevada Agency and Transfer Company, you are considered, with respect to those shares, a "stockholder of record." If you are a stockholder of record, we have sent these proxy materials to you directly.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the “beneficial owner” of shares held in street name. In that case, these proxy materials have been forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing.

Q: What is the quorum requirement for the Special Meeting?

A: The holders of a majority of our outstanding shares of capital stock entitled to vote as of the Record Date must be present at the Special Meeting in order for us to hold the meeting and conduct business. This is called a quorum. Your shares will be counted as present at the meeting if you:

- Are present and entitled to vote in person at the Special Meeting; or
- Have properly submitted a proxy card or voter instruction card in advance of or at the Special Meeting.

If you are present in person or by proxy at the Special Meeting, but abstain from voting on any or all proposals, your shares are still counted as present and entitled to vote. Abstentions and broker non-votes are counted as present at the Special Meeting for determining whether we have a quorum. A broker non-vote occurs when a broker returns a proxy but does not vote on a particular proposal because the broker does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner. With respect to broker non-votes, the shares will not be considered entitled to vote at the Special Meeting on non-routine matters, which means your broker may not vote your shares on Proposal 1 if you have not given your broker specific instructions as to how to vote. Please be sure to give specific voting instructions to your broker so that your vote can be counted.

Q: What proposals will be voted on at the Special Meeting?

A: The proposals to be voted on at the Special Meeting are as follows:

Proposal 1 - To approve a proposal to grant our Board discretionary authority to amend the Company’s certificate of incorporation (the “Certificate of Amendment”) to effectuate a reverse stock split of the Company’s Common Stock, by a ratio of no less than 1-for-5 and no more than 1-for-20, with such ratio to be determined by our Board in its sole discretion (the “Reverse Split”), and with such Reverse Split to be effective at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of such Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market (the “Reverse Split Proposal”).

We will also consider any other business that properly comes before the Special Meeting. As of the Record Date, we are not aware of any other matters to be submitted for consideration at the Special Meeting. If any other matters are properly brought before the Special Meeting, the persons named in the enclosed proxy card or voter instruction card will vote the shares they represent using their best judgment.

Q: What vote is required to approve each item to be voted on at the Special Meeting?

A: With respect to the Reverse Split Proposal, approval will be determined by the vote of a majority of the shares of our Common Stock issued and outstanding. With respect to an abstention, the shares will be considered present and entitled to vote at the Special Meeting and they will have the same

effect as a vote against the matters. With respect to broker non-votes, the shares will not be considered entitled to vote at the Special Meeting for such matter and they are not counted in the vote.

Approval of any other matter that may come before the Special Meeting will be determined by the vote of a majority of the shares of our Common Stock present in person or by proxy at the Special Meeting and voting on such matters. With respect to an abstention, the shares will be considered present and entitled to vote at the Special Meeting and they will have the same effect as votes against the matter.

Our Board has not received timely notice (and does not know) of any matters that are to be brought before the Special Meeting other than as set forth in the Notice of Special Meeting.

Q: How does the Board recommend that I vote?

A: Our Board recommends that you vote FOR the approval of the Reverse Split Proposal.

Q: Can I access these proxy materials on the Internet?

A: Yes. The Notice of Special Meeting, Proxy Statement, and form of proxy card are available under the “Investors” section of the Company’s website at www.veyland-tech.com. All materials will remain posted on www.veyland-tech.com until the conclusion of the Special Meeting.

Q: How may I vote my shares in person at the Special Meeting?

A: If your shares are registered directly in your name with our transfer agent, Nevada Agency and Transfer Company, you are considered, with respect to those shares, the stockholder of record. As the stockholder of record, you have the right to vote in person at the Special Meeting. If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the Special Meeting. Because a beneficial owner is not the stockholder of record, you may not vote these shares in person at the meeting unless you obtain a “legal proxy” from your broker, nominee or trustee that holds your shares, giving you the right to vote the shares at the Special Meeting.

Q: How can I vote my shares without attending the Special Meeting?

A: Whether you hold shares directly as a registered stockholder of record or beneficially in street name, you may vote without attending the Special Meeting.

Vote by Mail: If you are the stockholder of record, you may submit your proxy by mail by signing and dating your proxy card and submitting it in the postage-paid envelope enclosed with this proxy statement. If you are the beneficial owner of the shares, you have the right to direct your broker, bank or other holder of record on how to vote your shares by using the voting instruction card included in the mailing.

Vote by Internet: You can vote via the Internet by following the instructions on your proxy card. It will instruct you to vote by proxy over the Internet through the Company’s transfer agent, Nevada Agency and Transfer Company, at their website at <https://stocktrack.simplyvoting.com/>. You will need to use the control number appearing on your proxy card to vote via the Internet. You can use the Internet to transmit your voting instructions up until 11:59 p.m. Eastern time on November 14, 2019. Internet voting is available 24 hours a day. If you vote via the Internet, you do not need to vote in person or return a proxy card.

Q: How can I change my vote after submitting it?

A: If you are a stockholder of record, you can revoke your proxy before your shares are voted at the Special Meeting by:

- Filing a written notice of revocation bearing a later date than the proxy with our corporate Secretary either before the Special Meeting, at 85 Broad Street, 16-079, New York, NY 10004, or at the Special Meeting, at our principal office address listed on the first page of this Proxy Statement; or
- Duly executing a later-dated proxy relating to the same shares and delivering it to our corporate secretary either before the Special Meeting, or at the Special Meeting and before the taking of the vote, at our principal office address listed on the first page of this Proxy Statement; or
- Attending the Special Meeting and voting in person (although attendance at the Special Meeting will not in and of itself constitute a revocation of a proxy).

If you are a beneficial owner of shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You may also vote in person at the Special Meeting if you obtain a legal proxy from your bank, broker or other holder of record as described in the answer to a previous question.

Q: Who will solicit proxies on behalf of the Company?

A: This proxy solicitation is being made on our behalf by our Board. We will bear the costs of solicitations of proxies for the Special Meeting. In addition to solicitation by mail, our directors, officers and regular employees may solicit proxies from stockholders by telephone, telegram, personal interview or otherwise. Such directors, officers and employees will not receive additional compensation, but may be reimbursed for out-of-pocket expenses in connection with such solicitation. We have requested brokers, nominees, fiduciaries and other custodians to forward soliciting material to the beneficial owners of our Common Stock held of record by them, and such custodians will be reimbursed for their reasonable expenses.

Q: Where can I find the voting results of the Special Meeting?

A: We will announce the voting results at the Special Meeting. We will also disclose the results in a Current Report on Form 8-K that will be filed with the United States Securities and Exchange Commission within four business days after the date of the Special Meeting.

INTERNET AND ELECTRONIC AVAILABILITY OF PROXY MATERIALS

Under rules adopted by the United States Securities and Exchange Commission (the “SEC”), the Company is making this Proxy Statement and the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 available on the Internet instead of mailing a printed copy of these materials to each stockholder. The Company is making these materials available under the “Investors” section of the Company’s website at www.weyl-and-tech.com. Stockholders who received a Notice of Internet Availability of Proxy Materials (the “Notice”) by mail will not receive a printed copy of these materials other than as described below. Instead, the Notice contains instructions as to how stockholders may access and review all of the important information contained in the materials on the Internet, including how stockholders may submit proxies over the Internet.

If you received the Notice by mail and would prefer to receive a printed copy of the Company’s proxy materials, please follow the instructions for requesting printed copies included in the Notice.

**GRANT THE BOARD DISCRETIONARY AUTHORITY TO AMEND THE COMPANY'S
CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE SPLIT OF THE
COMPANY'S COMMON STOCK TO RAISE THE PER SHARE TRADING PRICE OF OUR
COMMON STOCK**

(PROPOSAL 1)

General

On September 26, 2019, our Board authorized a reverse stock split at a ratio of not less than 1-for-5 and not more than 1-for-20, with such ratio to be determined by the Board and in its sole discretion with such Reverse Split to be effected at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of such Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market. The Board is now asking you to approve this amendment.

If the Board determines to effect the Reverse Split, the intent is to increase the stock price of our Common Stock, which is currently trading on the OTCQX marketplace, to a level sufficiently above the minimum bid price requirement that is required for initial listing on The Nasdaq Capital Market ("Nasdaq") such that the Board, in its sole discretion, may apply for initial listing on The Nasdaq Capital Market, at such time as we otherwise meet the other quantitative and qualitative requirements for listing. Upon determination by the Board that it will pursue listing on The Nasdaq Capital Market (and we otherwise meet the listing criteria) and the stock price of our Common Stock is trading below such minimum bid price requirement, the Board will select an appropriate ratio and file the Certificate of Amendment with the Secretary of State of the State of Delaware.

Effecting the Reverse Split requires that Article IV of our amended and restated certificate of incorporation be amended by filing the Certificate of Amendment. The form of Certificate of Amendment is attached as Appendix A to this Proxy Statement, with the Secretary of State of the State of Delaware. If approved, the amendment will be effective upon the filing of the Certificate of Amendment (or on such date and time as specified therein) substantially in the form attached as Appendix A with the Secretary of State of the State of Delaware with such filing to occur, if at all, by the Board in its sole discretion.

One principal effect of the Reverse Split would be to decrease the number of outstanding shares of our Common Stock. Except for de minimus adjustments that may result from the treatment of fractional shares as described below, the Reverse Split will not have any dilutive effect on our stockholders since each stockholder would hold the same percentage of our Common Stock outstanding immediately following the Reverse Split as such stockholder held immediately prior to the Reverse Split. The relative voting and other rights that accompany the shares of Common Stock would not be affected by the Reverse Split. The table below sets forth the number of shares of our Common Stock authorized and outstanding after the Reverse Split based on 96,821,494 shares of Common Stock outstanding as of the Record Date:

Status	Number of Shares of Common Stock Authorized	Number of Shares of Common Stock Issued and Outstanding	Number of Shares of Common Stock Authorized but Unissued
Pre-Reverse Stock Split	250,000,000	96,821,494	153,178,506
Post-Reverse Stock Split 1:5	250,000,000	19,364,299	230,635,701
Post-Reverse Stock Split 1:6	250,000,000	16,136,916	233,863,084
Post-Reverse Stock Split 1:7	250,000,000	13,831,642	236,168,358
Post-Reverse Stock Split 1:8	250,000,000	12,102,687	237,897,313
Post-Reverse Stock Split 1:9	250,000,000	10,757,944	239,242,056
Post-Reverse Stock Split 1:10	250,000,000	9,682,149	240,317,851
Post-Reverse Stock Split 1:11	250,000,000	8,801,954	241,198,046
Post-Reverse Stock Split 1:12	250,000,000	8,068,458	241,931,542
Post-Reverse Stock Split 1:13	250,000,000	7,447,807	242,552,193
Post-Reverse Stock Split 1:14	250,000,000	6,915,821	243,084,179
Post-Reverse Stock Split 1:15	250,000,000	6,454,766	243,545,234
Post-Reverse Stock Split 1:16	250,000,000	6,051,343	243,948,657
Post-Reverse Stock Split 1:17	250,000,000	5,695,382	244,304,618
Post-Reverse Stock Split 1:18	250,000,000	5,378,972	244,621,028
Post-Reverse Stock Split 1:19	250,000,000	5,095,868	244,904,132
Post-Reverse Stock Split 1:20	250,000,000	4,841,074	245,158,926

Although the Reverse Split will not have any dilutive effect on our stockholders, the proportion of shares owned by our stockholders relative to the number of shares authorized for issuance will decrease because the Reverse Split does not change the current authorized number of shares of capital stock from 250,000,000 shares, \$0.0001 par value per share. There are currently no shares of preferred stock authorized or issued and outstanding. The remaining authorized shares of Common Stock may be used for various purposes, including, without limitation, raising capital, providing equity incentives to employees, officers or directors, effecting stock dividends, establishing strategic relationships with other companies and expanding our business through the acquisition of other businesses or products.

We do not currently have any plans, proposals or arrangements to issue any of the authorized shares which would become newly available as a result of the Reverse Split, as the Company currently has sufficient authorized shares to be issued in connection with any planned capital raise or outstanding securities, including options and warrants. Nevertheless, in order to support our projected need for additional equity capital and to provide flexibility to raise the capital as necessary, our Board believes the number of shares of Common Stock should be maintained at 250,000,000 shares.

Reasons for the Reverse Split

The Board's primary objective in proposing the Reverse Split is to enable the Board, if necessary, or if the Board otherwise desires, to raise the per share trading price of our Common Stock, which is currently trading only on the OTCQX marketplace, to allow for a listing of our Common Stock on either

The Nasdaq Capital Market (assuming that we will otherwise satisfy the other listing criteria for listing on The Nasdaq Capital Market). Neither our Board nor the Company currently has intentions of going private. The Reverse Split is not intended to be a first step in a going private transaction and will not have the effect of a going private transaction covered by Rule 13e-3 under the Exchange Act.

Upon receiving stockholder approval, the Board may, in its sole discretion, select an appropriate ratio and file the Certificate of Amendment with the Secretary of State of the State of Delaware. Thereafter, the Board may, in its sole discretion, seek to obtain Nasdaq's approval for listing on The Nasdaq Capital Market.

Our Board has determined that by increasing the market price per share of our Common Stock, we would meet the stock price element of the listing requirements of The Nasdaq Capital Market and our Common Stock could be listed on such exchange if we meet the other listing and corporate governance requirements of The Nasdaq Capital Market. Our Board concluded that the liquidity and marketability of our Common Stock may be adversely affected if it is not quoted on a national securities exchange as investors can find it more difficult to dispose of, or to obtain accurate quotations as to the market value of, our Common Stock. Our Board believes that current and prospective investors and the brokerage community may view an investment in our Common Stock more favorably if our Common Stock is quoted on The Nasdaq Capital Market.

Our Board also has confidence that the Reverse Split and any resulting increase in the per share price of our Common Stock should enhance the acceptability and marketability of our Common Stock to the financial community and investing public. Many institutional investors have policies prohibiting them from holding lower-priced stocks in their portfolios, which reduces the number of potential buyers of our Common Stock. Additionally, analysts at many brokerage firms are reluctant to recommend lower-priced stocks to their clients or monitor the activity of lower-priced stocks. Brokerage houses frequently have internal practices and policies that discourage individual brokers from dealing in lower-priced stocks. Further, because brokers' commissions on lower-priced stock generally represent a higher percentage of the stock price than commissions on higher priced stock, investors in lower-priced stocks pay transaction costs which are a higher percentage of their total share value, which may limit the willingness of individual investors and institutions to purchase our Common Stock.

We cannot assure you that the Board will ultimately determine to effect the Reverse Split or, if effected, that the Reverse Split will have any of the desired effects described above. More specifically, we cannot assure you that after the Reverse Split the market price of our Common Stock will increase proportionately to reflect the ratio for the Reverse Split, that the market price of our Common Stock will not decrease to its pre-split level, that our market capitalization will be equal to the market capitalization before the Reverse Split, or that we will satisfy the other listing criteria or will be listed on The Nasdaq Capital Market, or once initially listed, that we will be able to maintain such listing.

Requirements for Listing on The Nasdaq Capital Market

In order to list our Common Stock on The Nasdaq Capital Market, among other requirements, our Common Stock must maintain a minimum bid price of \$4.00 for The Nasdaq Capital Market. Our Board has considered the potential advantages to us if our Common Stock is listed on the The Nasdaq Capital Market and has concluded that even though the desired effects cannot be assured, it is in the best interests of our Company and our stockholders to effect the Reverse Split to help attain a \$4.00 bid price and ensure compliance with the listing requirements of The Nasdaq Capital Market.

Potential Disadvantages of the Reverse Split

As noted above, the principal purpose of the Reverse Split would be to help increase the per share market price of our Common Stock by up to factor of twenty. We cannot assure you, however, that the Reverse Split will accomplish this objective for any meaningful period of time. While we expect that the reduction in the number of outstanding shares of Common Stock will increase the market price of our Common Stock, we cannot assure you that the Reverse Split will increase the market price of our Common Stock by an equivalent multiple, or result in any permanent increase in the market price of our

Common Stock. The price of our Common Stock is dependent upon many factors, including our business and financial performance, general market conditions and prospects for future success. If the per share market price does not increase proportionately as a result of the Reverse Split, then the value of our Company as measured by our market capitalization will be reduced, perhaps significantly.

The number of shares held by each individual stockholder would be reduced if the Reverse Split is implemented. This may also increase the number of stockholders who hold less than a “round lot,” or 100 shares. This has two disadvantages. First, the rules of The Nasdaq Capital Market require that at least half the minimum required number of round lot holders (450) must each hold unrestricted securities with a minimum value of \$2,500 to be listed on such exchange. Second, the transaction costs to stockholders selling “odd lots” are typically higher on a per share basis. Consequently, the Reverse Split could increase the transaction costs to existing stockholders in the event they wish to sell all or a portion of their position.

Although our Board believes that the decrease in the number of shares of our Common Stock outstanding as a consequence of the Reverse Split and the anticipated increase in the market price of our Common Stock could encourage interest in our Common Stock and possibly promote greater liquidity for our stockholders, such liquidity could also be adversely affected by the reduced number of shares outstanding after the Reverse Split.

Effecting the Reverse Split

Upon receipt of stockholder approval for the amendment, if our Board concludes that it is in the best interests of our Company and our stockholders to effect the Reverse Split, the Certificate of Amendment will be filed with the Secretary of State of the State of Delaware. The actual timing of the filing of the Certificate of Amendment with the Secretary of State of the State of Delaware to effect the Reverse Split will be determined by our Board. In addition, if for any reason our Board deems it advisable to do so, the Reverse Split may be abandoned at any time prior to the filing of the Certificate of Amendment, without further action by our stockholders. In addition, our Board may deem it advisable to effect the Reverse Split even if the price of our Common Stock is above \$4.00 at the time the Reverse Split is to be effected.

The Reverse Split will be effective as of the date of filing with the Secretary of State of the State of Delaware or at such time and date as specified in the Certificate of Amendment (the “Effective Time”).

Upon the filing of the Certificate of Amendment, without further action on our part or our stockholders, the outstanding shares of Common Stock held by stockholders of record as of the Effective Time would be converted into a lesser number of shares of Common Stock based on a Reverse Split ratio as determined by the Board in its sole discretion. For example, if you presently hold 15,000 shares of our Common Stock, you would hold 3,000 shares of our Common Stock following the Reverse Split if the ratio is 1-for-5, or you would hold 750 shares of our Common Stock if the ratio is 1-for-20.

Effect on Outstanding Shares, Options and Certain Other Securities

If the Reverse Split is implemented, the number of shares our Common Stock owned by each stockholder will be reduced in the same proportion as the reduction in the total number of shares outstanding, such that the percentage of our Common Stock owned by each stockholder will remain unchanged except for any de minimus change resulting from cash in lieu of any fractional shares that such stockholder would have received as a result of the Reverse Split.

The number of shares of our Common Stock that may be purchased upon exercise of outstanding options or other securities convertible into, or exercisable or exchangeable for, shares of our Common Stock, and the exercise or conversion prices for these securities, would also be ratably adjusted in accordance with their terms as of the Effective Time. However, all outstanding options of the Company

expired as of December 31, 2018. We currently have warrants to purchase 2,137,284 shares of the Company's Common Stock, with a term of five years and an exercise price of \$0.30 per share. These warrants will be reduced proportionately with the Reverse Split.

Effect on Registration and Stock Trading

Our Common Stock is currently registered under Section 12(g) of the Exchange Act and we are subject to the periodic reporting and other requirements of the Exchange Act.

Fractional Shares; Exchange of Stock Certificates

Our Board does not intend to issue fractional shares in connection with the Reverse Split. Therefore, we do not expect to issue certificates representing fractional shares. Holders of record of our Common Stock who otherwise would be entitled to receive fractional shares because they hold, as of a date prior to the Effective Time of the Reverse Split, a number of shares of our Common Stock not evenly divisible will be entitled, upon surrender of certificate(s) representing such shares, to a cash payment in lieu thereof. The cash payment will equal the product obtained by multiplying (a) the fraction to which the stockholder would otherwise be entitled by (b) the per share closing sales price of our Common Stock on the day immediately prior to the Effective Time of the Reverse Split, as quoted on the OTCQX marketplace. The ownership of a fractional interest will not give the holder thereof any voting, dividend or other rights except to receive payment therefore as described herein.

Holders of our Common Stock should be aware that, under the escheat laws of the various jurisdictions where our stockholders reside, where we are domiciled and where the funds will be deposited, sums due for fractional interests that are not timely claimed after the Effective Time may be required to be paid to the designated agent for each such jurisdiction. Thereafter, holders of our Common Stock otherwise entitled to receive such funds may have to seek to obtain them directly from the state to which they were paid.

As of the Record Date, we had 510 holders of record of our Common Stock (although we have significantly more beneficial holders). We do not expect the Reverse Split to result in a significant reduction in the number of record holders. We presently do not intend to seek any change in our status as a reporting company for federal securities law purposes, either before or after the Reverse Split.

On or after the Effective Time, we will mail a letter of transmittal to each stockholder. Each stockholder will be able to obtain a certificate evidencing his, her or its post-Reverse Split shares only by sending Nevada Agency and Transfer Company, as the exchange agent, the stockholder's old stock certificate(s), together with the properly executed and completed letter of transmittal and such evidence of ownership of the shares as we may require. Stockholders will not receive certificates for post-Reverse Split shares unless and until their old certificates are surrendered. Stockholders should not forward their certificates to the exchange agent until they receive the letter of transmittal, and they should only send in their certificates with the letter of transmittal. The exchange agent will send each stockholder a new stock certificate after receipt of that stockholder's properly completed letter of transmittal and old stock certificate(s).

Stockholders who hold shares in street name through a nominee (such as a bank or broker) will be treated in the same manner as stockholders whose shares are registered in their names, and nominees will be instructed to effect the Reverse Split for their beneficial holders. However, nominees may have different procedures and stockholders holding shares in street name should contact their nominees.

Stockholders will not have to pay any service charges in connection with the exchange of their certificates.

Authorized Shares

If and when our Board elects to effect the Reverse Split, the authorized number of shares of our Common Stock will remain at 250,000,000. Accordingly, there will be no reduction in the number of authorized shares of our Common Stock in proportion to the Reverse Split ratio. As a result, the proportion of shares owned by our stockholders relative to the number of shares authorized for issuance will decrease and the additional authorized shares of Common Stock will be available for issuance at such times and for such purposes as our Board may deem advisable without further action by our stockholders, except as required by applicable laws and regulations. If our Common Stock is listed on The Nasdaq Capital Market, stockholder approval must be obtained, under applicable Nasdaq rules, prior to the issuance of shares for certain purposes, including the issuance of Common Stock equal to or greater than 20% of our then outstanding shares of Common Stock in connection with a private refinancing or an acquisition or merger, unless an exemption is available from such approval. Such an exemption would be available if our audit committee at that time authorized the filing of a prior written application with Nasdaq to waive the stockholder vote requirement if it believed the delay associated with securing such vote would seriously jeopardize our financial viability and Nasdaq granted us such an exemption.

In accordance with our Amended and Restated Certificate of Incorporation and Delaware law, our shareholders do not have any preemptive rights to purchase or subscribe for any of our unissued or treasury shares.

Anti-Takeover and Dilutive Effects

The purpose of maintaining our authorized Common Stock at 250,000,000 after the Reverse Split is to facilitate our ability to raise additional capital to support our operations, not to establish any barriers to a change of control or acquisition of our Company. The shares of Common Stock that are authorized but unissued provide our Board with flexibility to effect, among other transactions, public or private refinancings, acquisitions, stock dividends, stock splits and the granting of equity incentive awards.

However, these authorized but unissued shares may also be used by our Board, consistent with and subject to its fiduciary duties, to deter future attempts to gain control of us or make such actions more expensive and less desirable. The Reverse Split would give our Board authority to issue additional shares from time to time without delay or further action by the stockholders except as may be required by applicable law or the rules of The Nasdaq Capital Market. The Reverse Split is not being recommended in response to any specific effort of which we are aware to obtain control of us, nor does our Board have any present intent to use the authorized but unissued Common Stock to impede a takeover attempt. There are no plans or proposals to adopt other provisions or enter into any arrangements that have material anti-takeover effects.

In addition, the issuance of additional shares of Common Stock for any of the corporate purposes listed above could have a dilutive effect on earnings per share and the book or market value of our outstanding Common Stock, depending on the circumstances, and would likely dilute a stockholder's percentage voting power in us. Holders of our Common Stock are not entitled to preemptive rights or other protections against dilution. Our Board intends to take these factors into account before authorizing any new issuance of shares.

Accounting Consequences

As of the Effective Time, the stated capital attributable to Common Stock on our balance sheet will be reduced proportionately based on the Reverse Split ratio (including a retroactive adjustment of prior periods), and the additional paid-in capital account will be credited with the amount by which the stated capital is reduced. Reported per share net income or loss will be higher because there will be fewer shares of our Common Stock outstanding.

Federal Income Tax Consequences

The following summary describes certain material U.S. federal income tax consequences of the Reverse Split to holders of our Common Stock. This summary addresses the tax consequences only to a beneficial owner of our Common Stock that is a citizen or individual resident of the United States, a corporation organized in or under the laws of the United States or any state thereof or the District of Columbia or otherwise subject to U.S. federal income taxation on a net income basis in respect of our Common Stock (a “U.S. holder”). This summary does not address all of the tax consequences that may be relevant to any particular stockholder, including tax considerations that arise from rules of general application to all taxpayers or to certain classes of taxpayers or that are generally assumed to be known by investors. This summary also does not address the tax consequences to persons that may be subject to special treatment under U.S. federal income tax law or persons that do not hold our Common Stock as “capital assets” (generally, property held for investment). This summary is based on the provisions of the Internal Revenue Code of 1986, as amended, U.S. Treasury regulations, administrative rulings and judicial authority, all as in effect as of the date hereof. Subsequent developments in U.S. federal income tax law, including changes in law or differing interpretations, which may be applied retroactively, could have a material effect on the U.S. federal income tax consequences of the Reverse Split.

If a partnership (or other entity classified as a partnership for U.S. federal income tax purposes) is the beneficial owner of our Common Stock, the U.S. federal income tax treatment of a partner in the partnership will generally depend on the status of the partner and the activities of the partnership. Partnerships that hold our Common Stock, and partners in such partnerships, should consult their own tax advisors regarding the U.S. federal income tax consequences of the Reverse Split.

Each stockholder should consult his, her or its own tax advisor regarding the U.S. federal, state, local and foreign income and other tax consequences of the Reverse Split.

The Reverse Split should be treated as a recapitalization for U.S. federal income tax purposes. Therefore, no gain or loss should be recognized by a U.S. holder upon the Reverse Split. Accordingly, the aggregate tax basis in the Common Stock received pursuant to the Reverse Split should equal the aggregate tax basis in the Common Stock surrendered and the holding period for the Common Stock received should include the holding period for the Common Stock surrendered.

No Appraisal Rights

Under the General Corporation Law of the State of Delaware, our stockholders are not entitled to appraisal rights with respect to the Reverse Split, and we will not independently provide our stockholders with any such rights.

Text of Proposed Amendment; Effectiveness

The text of the proposed Certificate of Amendment is set forth in Appendix A to this Proxy Statement. If and when effected by our Board, the Certificate of Amendment will become effective upon its filing with the Secretary of State of the State of Delaware.

Required Vote

Approval of the Reverse Split Proposal requires the affirmative vote of a majority of the issued and outstanding shares of Common Stock voting as one class. Abstentions are considered present for purposes of establishing a quorum but will count as a vote against the approval of the Reverse Split Proposal.

The Board of Directors unanimously recommends a vote “FOR” the approval of the Reverse Split Proposal, as disclosed in this Proxy Statement.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding our shares of Common Stock beneficially owned as of October 21, 2019, for (i) each stockholder known to be the beneficial owner of 5% or more of our outstanding shares of Common Stock, (ii) each Named Executive Officer and director, and (iii) all executive officers and directors as a group. A person is considered to beneficially own any shares: (a) over which such person, directly or indirectly, exercises sole or shared voting or investment power, or (b) of which such person has the right to acquire beneficial ownership at any time within 60 days after such date upon the exercise of stock options, warrants or convertible securities. Unless otherwise indicated, voting and investment power relating to the shares shown in the table for our directors and executive officers is exercised solely by the beneficial owner or shared by the owner and the owner's spouse or children.

For purposes of this table, a person or group of persons is deemed to have "beneficial ownership" of any shares of Common Stock that such person has the right to acquire within 60 days after October 21, 2019. For purposes of computing the percentage of outstanding shares of common stock held by each person or group of persons, any shares that such person or persons has the right to acquire within 60 days after October 21, 2019 is deemed to be outstanding, but is not deemed to be outstanding for the purpose of computing the percentage ownership of any other person. The inclusion of any shares listed as beneficially owned does not constitute an admission of beneficial ownership.

Unless otherwise specified, the address of each of the persons set forth below is in care of Weyland Tech Inc., 85 Broad Street, 16-079, New York, NY 10004.

Name of Beneficial Owner	Position	Amount and Nature of Beneficial Ownership	Percent of Common Stock ⁽¹⁾
Directors and Executive Officers			
Brent Suen	President, Chief Executive Officer, Director and Secretary	1,832,000	1.9%
Lionel Choong	Acting Chief Financial Officer and Director	954,000	*
Eddie Foong	Chief Operating Officer and Director	3,270,000	3.4%
Matthew Burlage	Independent Director	0	*
Ross O'Brien	Independent Director	0	*
Brett Lay	Independent Director	0	*
Wilson Rondini III	Independent Director	3,137,284 ⁽²⁾	3.2%
All Directors and Officers as a group (7 persons)		9,193,284 ⁽³⁾	9.5%
5% Shareholders			
None			
* Less than 1% Notes: (1) Applicable percentage ownership is based on 96,821,494 shares of Common Stock outstanding as of October 21, 2019. (2) Consists of (a) 1,000,000 shares of Common Stock, and (b) 2,137,284 shares of Common Stock underlying vested warrants held in the name of Falcon Capital LLP. Mr. Rondini is the Managing Partner of Falcon Capital LLP. (3) Includes 2,137,284 shares of Common Stock underlying vested warrants.			

Changes in Control

There are no existing arrangements that may result in a change in control of the Company.

DEADLINE FOR RECEIPT OF STOCKHOLDER PROPOSALS

Stockholder proposals that are intended to be presented by stockholders at a special meeting of stockholders must be received by us within the time periods described below in order to be included in the Proxy Statement and form of proxy relating to such special meeting. Under rules prescribed by the SEC, stockholders must follow certain procedures to introduce an item of business at a special meeting of stockholders. In general, to be timely under these rules, notice of such business related to a special meeting of stockholders must comply with the requirements in our bylaws and must be received by us at a reasonable time before we begin to print and mail our proxy materials. The Company has not received any stockholder proposals to be considered for presentation at the Special Meeting.

Pursuant to Rule 14a-4 under the Exchange Act, we intend to retain discretionary authority to vote proxies with respect to stockholder proposals for which the proponent does not seek inclusion of the proposed matter in our Proxy Statement for this Special Meeting, except in circumstances where (i) we receive reasonable notice of the proposed matter, and (ii) the proponent complies with the other requirements set forth in Rule 14a-4.

TRANSACTIONS OF OTHER BUSINESS AT THE SPECIAL MEETING

We do not know of any business to be presented for action at the Special Meeting other than those items listed in the notice of the Special Meeting and referred to herein. If any other matters properly come before the Special Meeting or any adjournment thereof, it is intended that the proxies will be voted in respect thereof in accordance with their best judgment pursuant to discretionary authority granted in the proxy.

WHERE YOU CAN OBTAIN ADDITIONAL INFORMATION

We file annual, quarterly, current and other reports and other information with the SEC. Certain of our SEC filings are available over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file with the SEC at its public reference room by writing to the Public Reference Room of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Callers in the United States can also call 1-800-SEC-0330 for further information on the operations of the public reference facilities.

For those registered stockholders of the Company that will receive a full set of the proxy materials in the mail, a copy of the Company's Annual Report will accompany this Proxy Statement. For those stockholders that will receive only the Notice, this Proxy Statement, our Annual Report, any amendments to the foregoing materials that are required to be furnished to stockholders, and the proxy card or voting instruction form will be available under the "Investors" section of the Company's website at www.weyland-tech.com. The Notice contains instructions on how to access the proxy materials over the Internet and vote online. These materials contain detailed information about the Meeting, the proposals to be considered, our Board's nominees for directors and other information concerning the Company.

If you received only the Notice and would like to receive a copy of the printed proxy materials, we will deliver promptly, upon written or oral request, a written copy of the Proxy Statement, the Annual Report, proxy card with voting instructions, and any amendments to the foregoing materials that are

required to be furnished to stockholders. A stockholder who wishes to receive written copies of the proxy materials, now or in the future, may obtain one, without charge, by writing to the Company at 85 Broad Street, 16-079, New York, NY 10004, Attn.: Corporate Secretary, or by telephoning us at (808) 829-1057.

ANNUAL REPORT AND OTHER MATTERS

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as amended by the Annual Report on Form 10-K/A which was filed on April 18, 2019 which was made available to stockholders preceding this proxy statement on the website of the SEC, located at www.sec.gov, contains financial and other information about our company, but is not incorporated into this Proxy Statement and is not to be considered a part of these proxy soliciting materials or subject to Regulations 14A or 14C or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended.

WE WILL PROVIDE, WITHOUT CHARGE, A PRINTED COPY OF OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018, AND THE AMENDMENT THERETO, AS FILED WITH THE SEC, TO EACH STOCKHOLDER OF RECORD AS OF THE RECORD DATE THAT REQUESTS A COPY IN WRITING. ANY EXHIBITS LISTED IN THE FORM 10-K REPORT ALSO WILL BE FURNISHED UPON REQUEST AT THE ACTUAL EXPENSE INCURRED BY US IN FURNISHING SUCH EXHIBITS. ANY SUCH REQUESTS SHOULD BE DIRECTED TO OUR COMPANY'S SECRETARY AT OUR EXECUTIVE OFFICES SET FORTH IN THIS PROXY STATEMENT.

ALL STOCKHOLDERS ARE URGED TO EXECUTE THE ACCOMPANYING PROXY AND TO RETURN IT PROMPTLY IN THE ACCOMPANYING ENVELOPE. STOCKHOLDERS MAY REVOKE ANY PROXY IF SO DESIRED AT ANY TIME BEFORE IT IS VOTED.

MULTIPLE STOCKHOLDERS SHARING ONE ADDRESS

IN ACCORDANCE WITH RULE 14A-3(E)(1) UNDER THE EXCHANGE ACT, ONE PROXY STATEMENT WILL BE DELIVERED TO TWO OR MORE STOCKHOLDERS WHO SHARE AN ADDRESS, UNLESS WE HAVE RECEIVED CONTRARY INSTRUCTIONS FROM ONE OR MORE OF THE STOCKHOLDERS. WE WILL DELIVER PROMPTLY UPON WRITTEN OR ORAL REQUEST A SEPARATE COPY OF THE PROXY STATEMENT TO A STOCKHOLDER AT A SHARED ADDRESS TO WHICH A SINGLE COPY OF THE PROXY STATEMENT WAS DELIVERED. REQUESTS FOR ADDITIONAL COPIES OF THE PROXY STATEMENT, AND REQUESTS THAT IN THE FUTURE SEPARATE PROXY STATEMENTS BE SENT TO STOCKHOLDERS WHO SHARE AN ADDRESS, SHOULD BE DIRECTED TO WEYLAND TECH INC., 85 BROAD STREET, 16-079, NEW YORK, NEW YORK 10004, ATTENTION: CORPORATE SECRETARY. IN ADDITION, STOCKHOLDERS WHO SHARE A SINGLE ADDRESS BUT RECEIVE MULTIPLE COPIES OF THE PROXY STATEMENT MAY REQUEST THAT IN THE FUTURE THEY RECEIVE A SINGLE COPY BY CONTACTING US AT THE ADDRESS SET FORTH IN THE PRIOR SENTENCE.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR FISCAL 2016 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (INCLUDING RELATED FINANCIAL STATEMENTS AND SCHEDULES), AS AMENDED, IS AVAILABLE TO STOCKHOLDERS WITHOUT CHARGE, UPON WRITTEN REQUEST TO WEYLAND TECH INC., 85 BROAD STREET, 16-079, NEW YORK, NEW YORK 10004, ATTENTION: CORPORATE SECRETARY.

By Order of the Board of Directors

/s/ Brent Y. Suen

Brent Y. Suen
Chief Executive Officer

New York, NY
October 21, 2019

APPENDIX A

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
WEYLAND TECH INC.**

Under Section 242 of the General Corporation Law

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation is Weyland Tech Inc.
2. The certificate of incorporation was filed with the Secretary of State of the State of Delaware on _____. Amendments to the certificate of incorporation were filed with the Secretary of State of the State of Delaware on _____.
3. This Amendment to the certificate of incorporation is filed pursuant to Section 242(a)(3) of the General Corporation Law to reflect a one-for-_____ reverse stock split so that for every _____ shares of the Corporation's issued and outstanding Common Stock, \$0.0001 par value, the holder of such shares will receive one new share of Common Stock, \$0.0001 par value. No fractional shares shall be issued and, in lieu thereof, the Corporation's transfer agent shall cancel all fractional shares and stockholders shall receive a cash payment from the transfer agent in an amount equal to their respective pro rata shares of the total net proceeds of that sale based on the fair market value of such fractional shares on the date of the filing of this amendment.
4. Prior to the filing of this amendment, the Corporation had an authorized capital of 250,000,000 shares of capital stock, par value of \$0.0001 per share. Prior to this amendment, there were _____ shares of Common Stock issued and outstanding, _____ shares held in treasury and _____ authorized and unissued shares of Common Stock. As a result of this amendment, the _____ shares of Common Stock issued and outstanding has become _____ shares of Common Stock, \$0.0001 par value; the _____ shares of treasury stock has become _____ shares of Common Stock, \$0.0001 par value; and the _____ authorized and unissued shares of Common Stock have become _____ shares of Common Stock, \$0.0001 par value.
5. Pursuant to Section 242 of the General Corporation Law, this amendment to the Certificate of Incorporation was authorized by unanimous consent of the board of directors of the Corporation on September 26, 2019 pursuant to Section 242(b)(1) of the General Corporation Law and by a majority of the outstanding shares entitled to vote at a meeting of stockholders of the Corporation pursuant to Section 242(b)(2) of the General Corporation Law.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company hereby executes and adopts this Certificate of Amendment to the Certificate of Incorporation this ____ day of _____, 2019.

WEYLAND TECH, INC.

Brent Y. Suen
Chief Executive Officer

WEYLAND TECH, INC.

85 BROAD STREET, 16-079
NEW YORK, NY 10004

SAMPLE SHAREHOLDER NAME
101 SAMPLE STREET
APT. 999
SAMPLE CITY, XX 99999

2019 Special Meeting of Stockholders

Meeting Date: Friday, November 15, 2019

Voting Instructions**You can vote by Internet**

Instead of mailing your proxy, you may choose to vote on the Internet. Validation details including Control ID are located on this form.

Please vote immediately. Your vote is important.

Vote by Internet

Log on to the internet and go to
<https://stocktrack.simplyvoting.com>
See your Control ID below.
Follow the steps outlined on this secured Web site.

*****WE MUST RECEIVE YOUR VOTING INSTRUCTIONS PRIOR TO MIDNIGHT ET 11/14/19*****

This Proxy will be voted in accordance with the directions given herein. If no direction is given, this proxy will be voted per board of directors recommendation.

PROXY CARD

Control ID: SAMPLE999999X

(Fill in only one box per nominee or item in black or blue ink)

- | | For | Against | Abstain | |
|--|--------------------------|--------------------------|--------------------------|--|
| 1 To approve a proposal to grant the Company's Board of Directors (the "Board") discretionary authority to amend the Company's certificate of incorporation to effectuate a reverse stock split of the Company's common stock, \$0.0001 par value ("Common Stock"), by a ratio of no less than 1-for-5 and no more than 1-for-20, with such ratio to be determined by the Board in its sole discretion (the "Reverse Split"), and with such Reverse Split to be effective at such time and date, if at all, as determined by the Board in its sole discretion, it being understood that the purpose of the Reverse Split is to attempt to obtain a listing on The Nasdaq Capital Market; and | ☐ | ☐ | ☐ | Board of Directors recommendation <u>For</u> |

WEYLAND TECH, INC.

PROXY CARD

Page 2 of 2

2019 Special Meeting of Stockholders

NOTE: To transact any other business as may properly come before the meeting or any adjournments or postpones thereof.

B. Non-Voting Items

☐ I would like to receive proxy materials via email in the future

Email Address: _____

C. Authorized Signatures - This section must be completed for your vote to be counted. Date and Sign Below.

Please sign exactly as name(s) appears. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

☐ I PLAN TO ATTEND THE MEETING

Account #2

Date (mm/dd/yyyy)

Signatures:

Address Change/Comments

If voting by mail, you must complete Sections A & C and mail in the provided envelope.

RW 1 rw123019_weylandtech.htm REGISTRATION WITHDRAWAL REQUEST

December 30, 2019

VIA EDGAR

Division of Corporation Finance
Office of Telecommunications
Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Weyland Tech, Inc.
Request for Withdrawal of Registration Statement on Form S-1
File No. 333-228836

Ladies and Gentlemen:

On December 17, 2018, Weyland Tech Inc. (the “Company”) initially filed Registration Statement No. 333-228836 on Form S-1 (together with the exhibits and amendments thereto, the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”).

Pursuant to Rule 477 under the Securities Act of 1933, as amended (the “Securities Act”), the Company hereby requests that the Commission consent to the withdrawal of the Registration Statement effective as of the date hereof. The Company is seeking withdrawal of the Registration Statement because it no longer wishes to conduct a public offering of such securities at this time. The Registration Statement has not been declared effective by the Commission and no securities have been issued or sold under the Registration Statement. Based on the foregoing, the Company submits that the withdrawal of the Registration Statement is consistent with the public interest and the protection of investors, as contemplated by Rule 477(a).

The Company acknowledges that no refund will be made for fees paid to the Commission in connection with the filing of the Registration Statement. However, in accordance with Rule 457(p) under the Securities Act, the Company requests that all fees paid to the Commission in connection with the filing of the Registration Statement be credited for future use.

If you have any questions, please contact the Company’s legal counsel, Christopher L. Tinen of Procopio, Cory, Hargreaves & Savitch LLP at (858) 720-6320.

Very truly yours,

WEYLAND TECH INC.

By: /s/ Brent Suen
Name: Brent Suen
Title: President and CEO