

WEE HUR HOLDINGS LTD.

UEN: 200619510K

(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting (the “**AGM**”) of Wee Hur Holdings Ltd. (the “**Company**”) will be held at Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982 on Friday, 26 April 2024 at 11.00 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement, Auditor’s Report and Audited Financial Statements for the financial year ended 31 December 2023. **Resolution 1**
2. To declare the payment of a final tax exempt (one-tier) dividend of \$0.004 per ordinary share for the financial year ended 31 December 2023. **Resolution 2**
3. To approve the payment of Directors’ fees of \$183,757 for the financial year ending 31 December 2024, to be paid quarterly in arrears. (2023: \$180,000). **Resolution 3**
4. To re-elect Mr Goh Yeo Hwa, a Director of the Company retiring pursuant to Regulation 109 of the Company’s Constitution. *[See Explanatory Note (a)]* **Resolution 4**
5. To re-elect Mr Goh Yew Gee, a Director of the Company retiring pursuant to Regulation 109 of the Company’s Constitution. *[See explanatory Note (a)]* **Resolution 5**
6. To note the stepping down of the following Directors of the Company, in compliance with Rule 210(5)(d)(iv) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”):
 - (i) Mr Teo Choon Kow @ William Teo; and
 - (ii) Mr Wong Kwan Seng Robert*[See explanatory Note (b)]*
7. To re-appoint PricewaterhouseCoopers LLP as Independent Auditor and to authorise the Directors of the Company to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications, as Ordinary Resolutions:

8. “That Dr Foo Say Mui be and is hereby appointed as Director of the Company pursuant to Regulation 120 of the Company’s Constitution.” **Resolution 7**
[See Explanatory Note (c)]
9. “That Mr Lye Hoong Yip Raymond be and is hereby appointed as Director of the Company pursuant to Regulation 120 of the Company’s Constitution.” **Resolution 8**
[See Explanatory Note (d)]
10. **Share Issue Mandate** **Resolution 9**
“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and the listing rules of the SGX-ST authority be and is hereby given to the Directors of the Company to:
 - (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed, after adjusting for:
- (i)* new Shares arising from the conversion or exercise of any convertible securities;
 - (ii)* new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

**Adjustments in accordance with (i) or (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution approving the mandate.*

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.” [See explanatory Note (e)]

11. The Proposed Renewal of the Mandate for Interested Person Transactions

Resolution 10

“That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into the Mandated Transactions as defined in the Appendix in relation to the proposed renewal of the IPT Mandate dated 11 April 2024 (the “**Appendix**”) with the Mandated Interested Person (as defined in the Appendix), provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such Mandated Transactions (as defined in the Appendix) (the “**IPT Mandate**”);

- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST, which may be prescribed by the SGX-ST from time to time, and such other applicable laws and rules; and
- (d) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, to negotiate, sign, execute and deliver all documents, approve any amendments, alteration or modification to any document and affix the Common Seal of the Company to any such documents if required) as they or he may consider expedient or necessary in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the proposed renewal of the IPT Mandate and/or this Ordinary Resolution (including approving any amendments to the IPT Mandate or variation orders)." *[See explanatory Note (f)]*

NOTICE IS HEREBY GIVEN that, subject to the members' approval at the AGM of the Company, the Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 9 May 2024 for the purpose of determining members' entitlement to the proposed final tax exempt (1-tier) dividend of \$0.004 per ordinary share for the financial year ended 31 December 2023 (the "**FY2023 Final Dividend**").

Duly completed transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. Of 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 up to the close of business at 5.00 p.m. on 9 May 2024 will be registered to determine the members' entitlement to the FY2023 Final Dividend.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("**CDP**"), the FY2023 Final Dividend will be paid by the Company to CDP which will in turn distribute the FY2023 Final Dividend entitlements to holders of shares in accordance with its practice.

The FY2023 Final Dividend, if approved, will be paid on 23 May 2024 to members registered in the books of the Company on 9 May 2024.

By Order of the Board
Tan Ching Chek and Teo Ah Hiong
Joint Company Secretaries

11 April 2024

Explanatory Notes:

- (a) Information pursuant to Rule 720(6) of the Listing Manual on Mr Goh Yeo Hwa and Mr Goh Yew Gee is set out under the "Information on Directors Seeking for Re-election" on pages 178 to 182 of Annual Report 2023 of the Company.

Mr Goh Yew Gee, will, upon re-election as a Non-Executive Director of the Company, continue to serve as a member of the Audit, Nominating and Remuneration Committees.

- (b) Mr Teo Choon Kow @ William Teo ("**Mr Teo**") and Mr Wong Kwan Seng Robert ("**Mr Wong**"), both have served as Independent Directors of the Company for an aggregate period of more than nine years will no longer be eligible to be designated as Independent Directors of the Company, will therefore step down from the Board of Directors at the conclusion of the AGM in compliance with Rule 210(5)(d)(iv) of the Listing Manual of SGX-ST.

Following his retirement from the Board of Directors as at the conclusion of the AGM, Mr Teo will step down as the Chairman of the Audit Committee ("**AC**") and Remuneration Committees ("**RC**") and member of the Nominating Committee ("**NC**").

Following his retirement from the Board of Directors at the conclusion of the AGM, Mr Wong will step down as the Chairman of the NC and member of the AC and RC.

- (c) The proposed Ordinary Resolution 7 relates to the appointment of Dr Foo Say Mui ("**Dr Foo**") as a Director of the Company. The Board considers Dr Foo to be independent for the purpose of Rule 704(7) of the Listing Manual of SGX-ST. Information pursuant to Rule 720(6) of the Listing Manual on Dr Foo is set out under the "Information on the Appointment of Directors" on pages 183 to 187 of Annual Report 2023 of the Company.

Dr Foo, will, upon the passing of Ordinary Resolution 7, shall be appointed as a Lead Independent Director, the Chairman of the AC and RC and a member of the NC.

- (d) The proposed Ordinary Resolution 8 relates to the appointment of Mr Lye Hoong Yip Raymond (“**Mr Lye**”) as a Director of the Company. The Board considers Mr Lye to be independent for the purpose of Rule 704(7) of the Listing Manual of SGX-ST. Information pursuant to Rule 720(6) of the Listing Manual on Mr Lye is set out under the “Information on the Appointment of Directors” on pages 183 to 187 of Annual Report 2023 of the Company.

Mr Lye will, upon the passing of Ordinary Resolution 8, shall be appointed as the Chairman of the NC and member of the AC and RC.

- (e) The proposed Ordinary Resolution 9, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting to issue shares in the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next annual general meeting of the Company, unless previously revoked or varied at a general meeting.
- (f) Mr Goh Yeow Lian, Mr Goh Yew Tee, Mr Goh Yeo Hwa and Mr Goh Yew Gee and their respective Associates, being interested persons, will abstain and have undertaken to ensure that each of their Associates (as defined in the Appendix) will abstain from voting on the proposed Ordinary Resolution 10 relating to the proposed renewal of the IPT Mandate. The proposed Ordinary Resolution 10, if passed, will empower the Directors of the Company from the date of the AGM until the next annual general meeting to do all acts and things as they or he may consider necessary or expedient in the interests of the Company to give effect to the transactions contemplated and/or authorised by and/or in connection with the proposed renewal of the IPT Mandate. This authority will continue in force until the next annual general meeting of the Company, unless previously revoked or varied at a general meeting. For more information relating to Ordinary Resolution 10, please refer to the Appendix.

IMPORTANT

As the Company has opted for electronic dissemination, the following documents will be sent to shareholders of the Company (the “Shareholders”) by electronic means via publication on the Company’s website at the URL <https://www.weehur.com.sg/investor-relations/announcements-and-press-release/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>:

- **Annual Report 2023**
- **Notice of AGM**
- **Proxy Form**
- **Appendix**
- **The request form for printed copies of the Annual Report 2023 and Appendix (the “Request Form”)**

Printed copies of the Notice of AGM, Proxy Form along with the Request Form will still be sent to the Shareholders by post.

There will be no option for members to participate the AGM virtually. Members are able to participate at the AGM in person in the following manners set out in the paragraphs below:

Submission of Instrument Appointing a Proxy (“Proxy Form”) to Vote:

1. A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the AGM. Where such member’s proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
2. A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s proxy form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.”

3. For Supplementary Retirement Scheme (“SRS”) investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act (including holders under depository agents) and who wish to appoint the Chairman of the AGM as proxy should approach their respective relevant intermediaries (including their respective SRS Operators or depository agents) to submit their voting instructions in the Proxy Forms at least seven (7) working days before the AGM, 5.00 p.m. on 17 April 2024.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at srs.proxy@boardroomlimited.com.

in either case not less than seventy-two (72) hours before the time appointed for the AGM, i.e. no later than 11.00 a.m. on 23 April 2024. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the AGM if he so wishes in place of the proxy. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form, to the AGM.

A member who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed Proxy Forms electronically via email.

6. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.

Submission of Questions in Advance:

1. Shareholders including CPF/SRS Investors may also submit questions related to resolutions to be tabled at the AGM in the following manner:
 - (a) via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.proxy@boardroomlimited.com.
 - (b) by post. Shareholders may also submit their questions by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

All questions for the AGM must be submitted by 11.00 a.m. on 19 April 2024.

2. A member who wishes to submit the questions in hard copy by mail is required to indicate the full name (for individuals)/ company name (for corporates), NRIC/Passport No./Company Registration No., email address, contact number, shareholding type and number of shares held together with their submission, before submitting it by post to the address provided.
3. The Board of Directors of the Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to those questions on the Company's website at the URL <https://www.weehur.com.sg/investor-relations/announcements-and-press-release/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> at least forty-eight hours prior to the closing date and time for the lodgment of the proxy forms on 23 April 2024. Where substantial relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received.
4. The Company will publish the minutes of AGM on the Company's website at the URL <https://www.weehur.com.sg/investor-relations/announcements-and-press-release/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> not later than the expiry of one month after the date of AGM.

Personal Data Privacy:

By submitting the proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.