

WEE HUR HOLDINGS LTD.
UEN: 200619510K
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, 26 APRIL 2024 AT 12.11 P.M. AT ALOFT SINGAPORE NOVENA, 16 AH HOOD ROAD, SINGAPORE 329982

PRESENT

- Directors : Mr Goh Yeow Lian – Executive Chairman and Managing Director
Mr Goh Yew Tee – Executive Director and Deputy Managing Director
Mr Goh Yew Gee – Non- Executive Director
Mr Goh Yeo Hwa – Executive Director
Mr Teo Choon Kow @ William Teo – Lead Independent Director
Mr Wong Kwan Seng Robert – Independent Director
- In Attendance : Ms Lim Poh Choo Janet - Chief Financial Officer
Ms Chng Chu Lan - Administration and Finance Director
Mr Goh Wee Ping – Chief Executive Officer of Wee Hur Capital Pte. Ltd.
and Chief Investment Officer of the Group
- Company Secretaries : Ms Tan Ching Chek – Company Secretary
Ms Teo Ah Hiong – Company Secretary
- Auditor : Mr Yeow Chee Keong - PricewaterhouseCoopers LLP
- Scrutineer : TS Tay Public Accounting Corporation
- Shareholders and Proxies : As set out in the attendance records maintained by the Company

Prior to the commencement of the extraordinary general meeting of the Company (the “**EGM**” or **Meeting**”), Mr Goh Yeow Lian, the Executive Chairman and Managing Director of the Company, gave a presentation to the shareholders of the Company (collectively, the “**Shareholders**” or individually, the “**Shareholder**”) to provide an overview of the proposed business diversification, interested person transactions on the proposed disposal, proposed joint venture and shareholders’ loans and proposed provision of services, including the rationale and their benefits so that shareholders would have a better understanding of the resolutions to be tabled at the EGM. A copy of the presentation slides is annexed as the Appendix to these minutes.

1.0 CHAIRMAN AND QUORUM

- 1.1 As the quorum was present, Mr Goh Yeow Lian, Chairman of the Board (the “**Chairman**”), took the chair and called the meeting to order at 12.27 p.m., and extended a warm welcome to all present at the Meeting.

2.0 NOTICE

- 2.1 As the notice of the EGM dated 11 April 2024 (the “**Notice**”) had been sent to all Shareholders and published on the SGXNet and the Company’s website as well as advertised in the press, the Chairman proposed that the Notice to be taken as read. As there was no objection, the Meeting proceeded to business.

- 2.2 The Chairman informed the Meeting that there were no substantial and relevant questions received from the Shareholders in advance of the EGM.
- 2.3 The Chairman also informed the Meeting that shareholders and proxies in attendance would have the opportunity to ask questions during the EGM after each resolution had been proposed and seconded.

3.0 DEMAND FOR POLL

- 3.1 In order to achieve a transparent and clear result and in accordance with Regulation 78 of the Constitution of the Company, all the resolutions put to the EGM were voted by poll.
- 3.2 The Chairman informed the Meeting that T S Tay Public Accounting Corporation had been appointed as the Scrutineer and Central Management Services Pte Ltd had been appointed as the Polling Agent.
- 3.3 Upon request of the Chairman, the representative of T S Tay Public Accounting Corporation briefed the Meeting on the voting procedures.
- 3.4 The Chairman also briefed the Shareholders on the procedures of the meeting. Each resolution would be proposed and seconded before opening the floor to Shareholders for questions. The Shareholders and proxies would then vote by completing the Poll Voting Slips once each of the resolution had been proposed and seconded. The results of the polls would be released at the end of the Meeting.
- 3.5 The Chairman informed the Meeting that he had been appointed as proxy by several Shareholders and would vote in accordance with their specific instructions.

4.0 BUSINESS OF MEETING

- 4.1 The Chairman proceeded with the business of the EGM.

5.0 ORDINARY RESOLUTION 1

THE PROPOSED BUSINESS DIVERSIFICATION INTO THE FUND MANAGEMENT BUSINESS AND THE ALTERNATIVE INVESTMENT BUSINESS

- 5.1 The Chairman proposed that the Ordinary Resolution 1 on the proposed business diversification into the fund management business and the alternative investment business as set out in the Notice of the EGM be approved. The resolution was seconded by the Shareholder present at the Meeting. The Chairman invited Shareholders to raise questions before putting the resolution to a vote.
- 5.2 The comment made by the Shareholder was replied as follows:

Comment : The Shareholder commented on the track record of the Wee Hur Group on diversification. He felt that the Group did not have a good record on diversification in relation to its share price. When the Group diversified into PBSA about 10 years ago, the share price then was about 40 cents per share. However, the share price now was about 17.9 cents per share. He commented that the share price is beyond the control of the Board of Directors in the short term but 10 years is not a short time. He said that his concern was that if the shareholders supported the proposed diversification, the share price might drop by another 50% 10 years later. He suggested that the Board of Directors spare a little thought on the share prices. He also suggested that instead of kept investing,

some of the money could be better used to declare as dividend to the shareholders. The Chairman had said in his presentation at the Annual General Meeting held earlier that the dividend had increased for the financial year ended 31 December 2023. However, he noted that the increase was only 0.1 cent per share. The Company used to pay dividend of between 1 to 2 cents per share 10 years ago.

Reply : The Chairman clarified that the performance of the Group could be much worse if the Group had remained solely as a contractor and did not diversify its business then. The Company and the Board of Directors do not have control over the Company's share prices. The main focus of the Board of Directors and Management is to remain profitable and declare dividends every year. For record purposes, the Chairman said that the Company has been declaring and paying similar amount of dividend consistently every year including 2022 when the Group recorded its lowest profit due to the pandemic situation then. The Board of Directors decided to recommend a slight increase in dividend for the year ended 31 December 2023 as the Group had successfully completed the partial disposal of the Master Trust last year.

- 5.3 There being no further questions or comments, the Chairman proceeded to put the resolution to a vote by poll.
- 5.4 The Chairman informed the Meeting that Ordinary Resolutions 2, 3 and 4 are inter-conditional. This meant that if any of Ordinary Resolutions 2, 3 and 4 was not approved, none of Ordinary Resolutions 2, 3 and 4 would be passed.
- 5.5 The Chairman also informed the Meeting that the following interested persons and their respective associates had abstained themselves from voting on the Ordinary Resolutions 2, 3 and 4:

- (i) Mr Goh Yeow Lian;
- (ii) Mr Goh Yew Tee;
- (iii) Mr Goh Yeo Hwa;
- (iv) Mr Goh Yew Gee;
- (v) Mr Goh Yeu Toh;
- (vi) Mr Goh Yew Lay;
- (vii) GSC Holdings Pte Ltd;
- (viii) Madam Tan Ah Hio;
- (ix) Madam Liew Siew Keok;
- (x) Madam Liu Li;
- (xi) Madam Yu Siok Gek;
- (xii) Madam Gaw Chu Lan;
- (xiii) Mr Goh Wee Ping;
- (xiv) Mr Goh Wee Shian;
- (xv) Ms Goh Shi Hui; and
- (xvi) Ms Goh Liyan.

6.0 ORDINARY RESOLUTION 2 THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION

- 6.1 The Chairman referred the Meeting to the Ordinary Resolution 2 on the proposed disposal of 7,500 ordinary shares representing 15% of the issued and paid-up capital of Active System Development Pte. Ltd. for a consideration of S\$7,500 as an interested person transaction, subject to and conditional upon the passing of Ordinary Resolutions 3 and 4.

6.2 Upon invitation of the Chairman, the Ordinary Resolution 2 was duly proposed and seconded by shareholders present. The Chairman invited Shareholders to raise questions before putting the resolution to a vote.

6.3 There being no question, the Chairman proceeded to put the resolution to a vote by poll.

7.0 ORDINARY RESOLUTION 3
THE PROPOSED JOINT VENTURE AS AN INTERESTED PERSON TRANSACTION

7.1 The Chairman referred the Meeting to the Ordinary Resolution 3 on the proposed joint venture in Active System Development Pte. Ltd. among Wee Hur Dormitory Pte. Ltd., WM Dormitory (Soon Lee) Pte. Ltd. and TS Management Services Pte. Ltd. and the provision of shareholder's loans in the aggregate value of S\$33,180,000 as an interested person transaction, subject to and conditional upon the passing of Ordinary Resolutions 2 and 4.

7.2 Upon invitation of the Chairman, Ordinary Resolution 3 was duly proposed and seconded by shareholders present. The Chairman invited Shareholders to raise questions before putting the resolution to a vote.

7.3 There being no question, the Chairman proceeded to put the resolution to a vote by poll.

8.0 ORDINARY RESOLUTION 4
THE PROPOSED PROVISION OF SERVICES AS AN INTERESTED PERSON TRANSACTION

8.1 The Chairman referred the Meeting to the Ordinary Resolution 4 on the proposed provision of services by the Group to Active System Development Pte. Ltd. in relation to the proposed joint venture in the aggregate value of S\$153,289,000 as an interested person transaction, subject to and conditional upon the passing of Ordinary Resolutions 2 and 3.

8.2 Upon invitation of the Chairman, Ordinary Resolution 4 was duly proposed and seconded by shareholders present. The Chairman invited Shareholders to raise questions before putting the resolution to a vote.

8.3 There being no question, the Chairman proceeded to put the resolution to a vote by poll.

8.4 After the collection of the poll slips, the Chairman, at 12.45 p.m., declared that the Meeting be adjourned for the counting of votes by the Scrutineer.

9.0 RESUMPTION OF MEETING

9.1 The proceedings of the Meeting resumed at 1.24 p.m. with a quorum present. The Chairman informed the Meeting that the votes had been counted and verified.

10.0 DECLARATION OF POLL RESULTS

10.1 The Chairman thanked the Scrutineer for the work done. The poll results for Ordinary Resolution 1 on the proposed business diversification into the fund management business and the alternative investment business as detailed below was displayed on the screen and read out by the Chairman of the Meeting:

No. of Shares	For		Against	
	No. of Shares	%	No. of Shares	%
588,794,559	587,627,559	99.80	1,167,000	0.20

10.2 The Chairman declared that the following Ordinary Resolution 1 – The Proposed Business Diversification into the Fund Management Business and the Alternative Investment Business carried:

“THAT:

- (a) approval be and is hereby given, for the Proposed Business Diversification and for the Company and its subsidiaries to engage in the Fund Management Business and the Alternative Investment business, and any other activities necessary or desirable in connection therewith; and**
- (b) 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 Proposed Business Diversification and any other transactions contemplated by this Ordinary Resolution.”**

10.3 The poll results for Ordinary Resolution 2 on the proposed disposal of 7,500 ordinary shares representing 15% of the issued and paid-up capital of Active System Development Pte. Ltd. for a consideration of S\$7,500 as an interested person transaction as detailed below was displayed on the screen and read out by the Chairman of the Meeting:

No. of Shares	For		Against	
	No. of Shares	%	No. of Shares	%
88,765,414	88,598,414	99.81	167,000	0.19

10.4 The Chairman declared that the following Ordinary Resolution 2 – The Proposed Disposal as an Interested Person Transaction carried:

“THAT SUBJECT TO AND CONDITIONAL UPON THE PASSING OF ORDINARY RESOLUTION 3 AND ORDINARY RESOLUTION 4:

- (a) approval be and is hereby given, for the Proposed Disposal (as defined in the Circular) on the terms and conditions of the Sale and Purchase Agreement, the principal terms of which are set out in the Circular; and**
- (b) the Independent 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 Proposed Disposal and any other transactions contemplated by this Ordinary Resolution.”**

10.5 The poll results for Ordinary Resolution 3 on the proposed joint venture in Active System Development Pte. Ltd. among Wee Hur Dormitory Pte. Ltd., WM Dormitory (Soon Lee) Pte. Ltd. and TS Management Services Pte. Ltd. and the provision of shareholder’s loans in the aggregate value of S\$33,180,000 as an interested person transaction as detailed below was displayed on the screen and read out by the Chairman of the meeting:

No. of Shares	For		Against	
	No. of Shares	%	No. of Shares	%
88,765,414	88,598,414	99.81	167,000	0.19

10.6 The Chairman declared that the following Ordinary Resolution 3 – The Proposed Joint Venture as an Interested Person Transaction carried:

“THAT SUBJECT TO AND CONDITIONAL UPON THE PASSING OF ORDINARY RESOLUTION 2 AND ORDINARY RESOLUTION 4:

- (a) approval be and is hereby given, for the Proposed Joint Venture (as defined in the Circular) on the terms and conditions of the Shareholders’ Agreement, the principal terms of which are set out in the Circular; and
- (b) the Independent 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 Proposed Joint Venture and any other transactions contemplated by this Ordinary Resolution.”

10.7 The poll results for Ordinary Resolution 4 on the proposed provision of services by the Group to Active System Development Pte. Ltd. in relation to the proposed joint venture in the aggregate value of S\$153,289,000 as an interested person transaction as detailed below was displayed on the screen and read out by the Chairman of the Meeting:

No. of Shares	For		Against	
	No. of Shares	%	No. of Shares	%
88,763,414	88,596,414	99.81	167,000	0.19

10.8 The Chairman declared that the following Ordinary Resolution 4 – The Proposed Provision of Services as an Interested Person Transaction carried:

“THAT SUBJECT TO AND CONDITIONAL UPON THE PASSING OF ORDINARY RESOLUTION 2 AND ORDINARY RESOLUTION 3:

- (a) approval be and is hereby given, for the Proposed Provision of Services (as defined in the Circular) on the terms and conditions of the Construction Services Agreement, the Project Management Services Agreement and the Corporate Support Services Agreement, the principal terms of which are set out in the Circular; and
- (b) the Independent 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 Proposed Provision of Services and any other transactions contemplated by this Ordinary Resolution.”

11.0 CLOSURE

11.1 There being no other business, the Chairman thanked the shareholders for their attendance at this EGM and their support. He wished everyone good health and stay safe.

The Chairman declared the meeting closed at 1.25 p.m.

Confirmed as a correct record

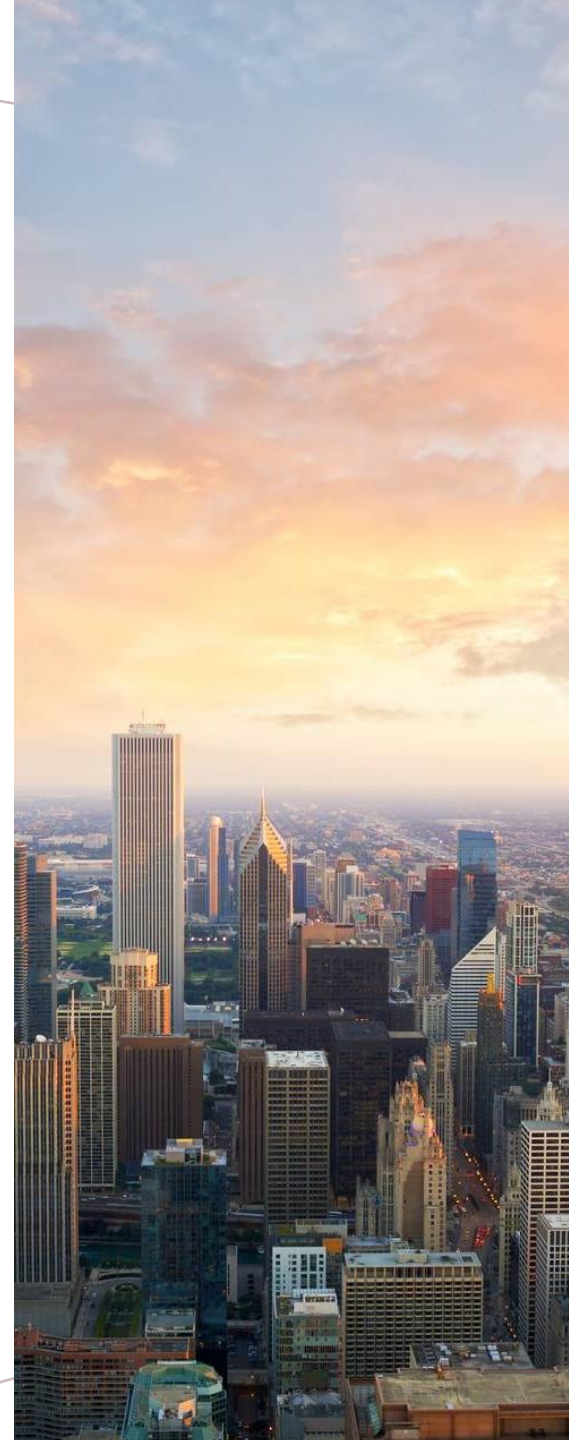
Signed
Goh Yeow Lian
Chairman

EXTRAORDINARY GENERAL MEETING

PRESENTATION SLIDES
26 APRIL 2024

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- Resolution 1 – The Proposed Diversification
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- Directors' Recommendation



GENERAL

- The purpose of this PowerPoint presentation is to provide an overview of the Circular for shareholders to have a better understanding of the EGM before casting their votes.
- Shareholders are advised to run through the contents of the Circular before voting.
- Capitalised terms used in this PowerPoint presentation, unless otherwise defined, shall have the meanings ascribed to them in the Circular.

THE AGENDA OF THE EGM



THE AGENDA OF THE EGM

To seek shareholders' approval for the following resolutions:

Resolution 1: the Proposed Business Diversification

Resolution 2: the Proposed Disposal

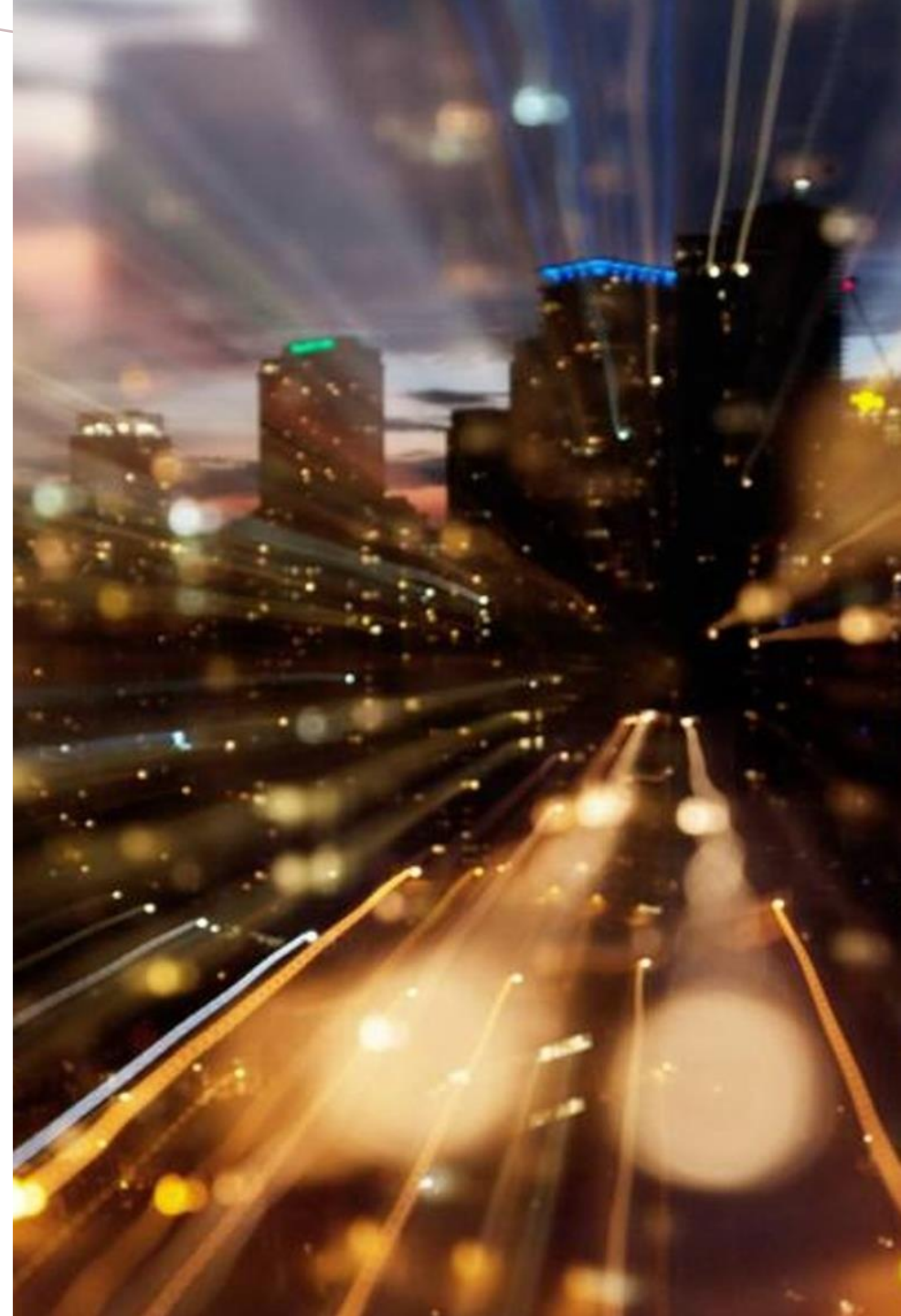
Resolution 3: the Proposed Joint Venture

Resolution 4: the Proposed Provision of Services

Ordinary Resolution 1 in relation to the Proposed Business Diversification is independent, while Resolutions 2,3 and 4 are inter-conditional.

Goh Directors and their respective Associates, will abstain from voting on Resolutions 2, 3 and 4.

RESOLUTION 1 –
THE PROPOSED DIVERSIFICATION



RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

Existing 2 **Core Business** of the Group are:

- Construction Business
- Property Development Business

- The Group began with Construction Business in 1980, accumulating 44 years of experience. The Group made its initial public offering (IPO) on 30 January 2008.
- In 2009, shareholders approved diversification into Property Development Business.
- To seek shareholders' approval to include Fund Management Business and Alternative Investment Business as core businesses ("**New Core Businesses**") alongside our existing core business.

RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

Fund Management Business

Background

On 15 March 2017, established wholly-owned subsidiary, WH Capital, for fund management activities in Australian real estate.

Its maiden fund, Wee Hur PBSA Master Trust (“**Fund I**”), an Australia-focused PBSA private trust, comprises seven properties with 5,662 beds across five major Australian cities.

In 2022, WH Capital successfully executed exit strategy by selling 49.9% stake in Fund I to Reco Weather Private Limited, a part of the GIC group. The partial disposal was completed on 20 April 2023.

Besides Fund I, WH Capital is managing Wee Hur PBSA Fund II which has a single asset in Sydney.

The Group intends to continue capitalising on PBSA opportunities in Australia and potentially expand into other jurisdictions.

RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

Fund Management Business (continued)

Background (continued)

The total Assets Under Management (AUM) amount to approximately AUD1.5 billion.

Leveraging over 7 years of fund management expertise, network and proven track record, the Group intends to broaden this business segments. Therefore, we are seeking shareholders' approval to include Fund Management as our core business.

RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

Alternative Investment Business

Background

Since 2018, The Group commenced its diversification into alternative investments spaces which includes venture capital, private credit and private equity, with focus on technology, sustainability, and education sectors.

On 14 April 2021 established wholly-owned subsidiary, KK39 to invest in venture capital funds and start-up companies.

As of 31 December 2023, invested S\$10,292,890 through KK39 in various equity funds and direct investments.

The Group gained experience and capabilities in full investment process, from sourcing to divestment, including due diligence, portfolio management, and support.

Leverage on the valuable experience gained over past years, the Group intends to expand this business. Therefore, we are seeking shareholders' approval to include Alternative Investment as our core business.

RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

New Core Businesses

Rationale

Anticipate to increase revenue stream from New Core Businesses.

Revenue sources encompass recurring income from management fees and performance fees as well as capital gains from investments.

Provide the Group with a more diversified business and stable revenue stream for future growth.

Place the Group in a better position to capitalise on the growth prospects of both the Singapore and overseas markets.

RESOLUTION 1 – THE PROPOSED DIVERSIFICATION

New Core Businesses (continued)

Others

Once Shareholders approve, transactions will consider as the ordinary course of the Group's business.

Please note even with shareholders' approval obtained, if the Company engages in its first major transaction with the New Businesses exceed 20% under Rule 1006 figures, shareholders' approval will be required for the transaction.



RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS



PIONEER LODGE

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

Background

On 1 April 2024, WH Dormitory, a wholly owned subsidiary, entered a Sale and Purchase Agreement with WM Soon Lee to dispose its 15% shareholding interest in ASD.

ASD is a private limited company incorporated in Singapore, with WH Dormitory holding 75% stake and TS Management owning the remaining 25%. It serves as a Special Purpose Vehicle for the Group's second Purpose-Built Dormitory, Pioneer Lodge, designed to accommodate up to 10,500 foreign workers.

WM Soon Lee is a private limited company incorporated in Singapore and its directors are Mr. Goh Yeow Lian, Mr. Goh Yew Tee and Mr. Goh Yeo Hwa.

The Goh Directors together with their Associates hold an aggregate of 74 ordinary shares, representing 74% of the issued and paid-up share capital of WM Soon Lee.

After completion, WH Dormitory will hold 60%, WM Soon Lee will hold 15%, and TS Management will hold the remaining 25%.

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

Background (continued)

JV Partners will provide shareholders' loans to ASD, in proportion to their shareholding interest, primarily to finance the construction and completion of Pioneer Lodge, as well as for land rental purposes.

Shareholders' Agreement ("**SHA**") will be entered, detailing financial and managerial arrangements for ASD.

Under the SHA, the Group will provide the following services to ASD:

- Construction Services of S\$138,500,000
- Project Management Services of S\$2,000,000
- Corporate Support Services of S\$144,000

The Proposed Disposal, Proposed Joint Venture as well as the Proposed Provision of Services fall under IPT under Chapter 9. Hence, we are seeking independent shareholders' approval for Resolution 2, 3, and 4, respectively.

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

The Value of IPTs

The value of the Proposed Disposal, Proposed Joint Venture and the Proposed Provision of Services will be S\$186,476,500, being the aggregate of

Resolution 2: S\$7,500 (value of the consideration under the Proposed Disposal);

Resolution 3: S\$33,180,000 (value of the Proposed Provision of Shareholders' Loans); and

Resolution 4: S\$153,289,000 (value of the Proposed Provision of Services).

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

Rationale

Construction costs have surged notably to adhere to new standards, alongside increases driven by the pandemic, high-interest rates, and geopolitical tensions. This resulted substantial increase of the equity required for completion of the ASD project.

The Group seeks to reduce its equity interest in ASD to alleviate funding pressures for ASD project.

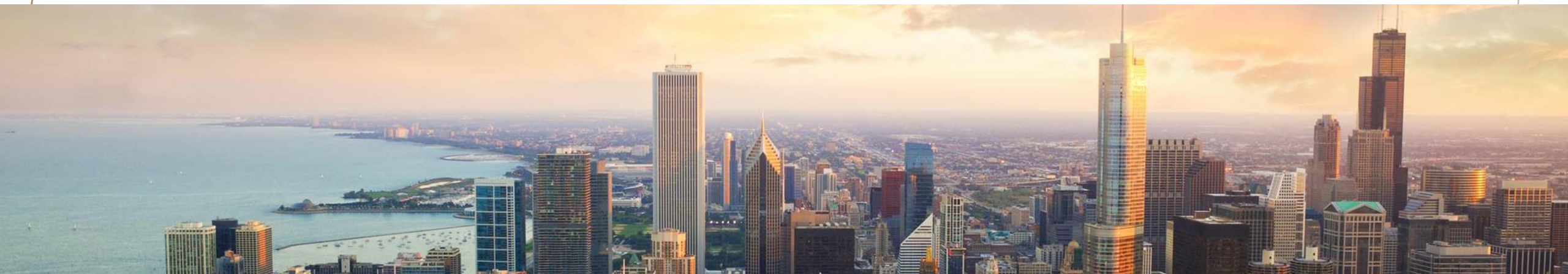
The Group is able to alleviate its financial burden for the costs incurred from the project's inception until the signing of the new tenancy agreement with BCA, as WM Soon Lee has agreed to reimburse these expenses in proportion to its shareholdings in ASD.

Reduction of the Company's stake in ASD would correspondingly reduce the Company's risk exposure.

RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

OPINION OF THE IFA

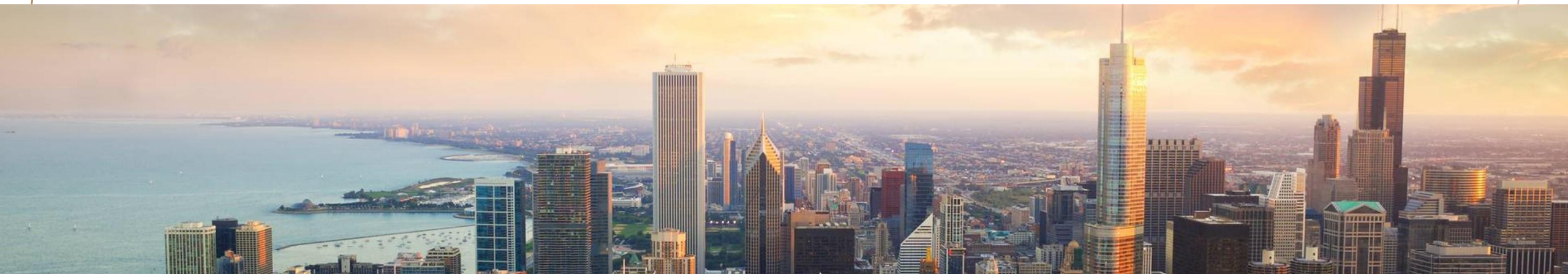
“We are of the opinion that the Proposed Disposal, the Proposed Joint Venture (including the provision of the shareholders’ loans) and the Proposed Provision of Services are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.”



RESOLUTIONS 2 TO 4 – INTERESTED PERSON TRANSACTIONS

STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee, having reviewed the terms of the Proposed Disposal and the Proposed Joint Venture, the rationale for the Proposed IPTs and all other relevant information set out in this circular, and having considered the advice of the IFA, concur with the IFA and are of the view that the Proposed Disposal, the Proposed Joint Venture and the Proposed Provision of Services are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.



DIRECTORS' RECOMMENDATION

Goh Yeow Lian, Goh Yew Tee, Goh Yeo Hwa and Goh Yew Gee, being the interested persons who are members of the Board, have abstained from the Board's review and determination, and making recommendation to Shareholders, in relation to the Proposed Disposal, the Proposed Joint Venture and the Proposed Provision of Services.

Proposed Business Diversification: The Directors believe the Proposed Business Diversification is in the Company's best interests and recommend that Shareholders vote in favor.

Proposed Disposal: The Directors believe the Proposed Disposal is in the Company's best interests and recommend that Shareholders vote in favor.

Proposed Joint Venture: The Directors believe the Proposed Joint Venture is in the Company's best interests and recommend that Shareholders vote in favor.

Proposed Provision of Services: The Directors believe the Proposed Provision of Services is in the Company's best interests and recommend that Shareholders vote in favor.

CONTACT US

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