WEE HUR HOLDINGS LTD.

(Company Registration Number: 200619510K)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting (the "**AGM**") of Wee Hur Holdings Ltd. (the "**Company**") will be held at Ramada Wyndham by Singapore at Zhongshan Park, Balestier Ballroom, Level 2, 16 Ah Hood Road, Singapore 329982 on Friday, 28 April 2023 at 11.30 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 2022. **Resolution 1**

2. To declare the payment of a final tax exempt (one-tier) dividend of S$0.003 per ordinary share for the financial year ended 31 December 2022. **Resolution 2**

3. To approve the payment of Directors' fees of S$180,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears. (2022: S$180,000). **Resolution 3**

4. To re-elect Mr Teo Choon Kow @ William Teo, a Director retiring pursuant to Regulation 109 of the Company's Constitution. *[See explanatory Note (a)]* **Resolution 4**

5. To re-elect Mr Wong Kwan Seng Robert, a Director retiring pursuant to Regulation 109 of the Company's Constitution. *[See explanatory Note (a)]* **Resolution 5**

6. To re-appoint PricewaterhouseCoopers LLP as Independent Auditor and to authorise the Directors 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:

7. **Share Issue Mandate** **Resolution 7**

"That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and the listing rules of the Singapore Exchange Securities Trading Limited (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 (b)]*

8. **The Proposed Renewal of the Mandate for Interested Person Transactions** **Resolution 8**

"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 13 April 2023 (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 adoption of the IPT Mandate and/or this Ordinary Resolution (including approving any amendments to the IPT Mandate or variation orders)."*[See explanatory Note (c)]*

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 2023 for the purpose of determining members' entitlement to the proposed final tax exempt (1-tier) dividend of S$0.003 per ordinary share for the financial year ended 31 December 2022 (the "**FY2022 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 2023 will be registered to determine the members' entitlement to the FY2022 Final Dividend.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("**CDP**"), the FY2022 Final Dividend will be paid by the Company to CDP which will in turn distribute the FY2022 Final Dividend entitlements to holders of shares in accordance with its practice.

The FY2022 Final Dividend, if approved, will be paid on 22 May 2023 to members registered in the books of the Company on 9 May 2023.

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

13 April 2023

Explanatory Notes:

(a) Mr Teo Choon Kow @ William Teo, who is considered an independent Director, if re-elected, will continue to serve as the Lead Independent Director, the Chairman of the Audit and the Remuneration Committees and a member of the Nominating Committee.

Mr Wong Kwan Seng Robert, who is considered an independent Director, if re-elected, will continue to serve as the Chairman of the Nominating Committee and a member of the Audit and the Remuneration Committees.

Information pursuant to Rule 720(6) of the Listing Manual on Mr Teo Choon Kow @ William Teo and Mr Wong Kwan Seng Robert is set out under the "**Information on Directors Seeking for Re-election**" on pages 178 to 183 of 2022 Annual Report of the Company.

(b) The proposed Ordinary Resolution 7, 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.

(c) 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 8 relating to the renewal of the general IPT Mandate. The proposed Ordinary Resolution 8, 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 8, please refer to the Appendix.

Notes:

1. The AGM of the Company will be held, in a wholly physical format, at Ramada Wyndham by Singapore at Zhongshan Park, Balestier Ballroom, Level 2, 16 Ah Hood Road, Singapore 329982 on Friday, 28 April 2023 at 11.30 a.m., pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **There will be no option for shareholders to participate virtually**. Printed copies of this Notice together with the proxy form will not be sent to members. Instead, these documents will be sent to members 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.

2. Arrangements relating to attendance at the AGM by shareholders, including CPF/SRS investors, submission of questions to the chairman of the meeting of the Company (the "**Chairman of the Meeting**") by shareholders, including CPF/SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by shareholders, including CPF/SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company's announcement dated 13 April 2023. This announcement may be accessed at 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.

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak 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.

   (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak 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.

4. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

   CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023.

5. A proxy need not be a member of the Company.

6. The proxy form 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.teamd@boardroomlimited.com, in either case, not less than 72 hours before the time appointed for the AGM, i.e. no later than 11.30 a.m. on 25 April 2023.

   A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

7. The 2022 Annual Report and the Appendix have been published and may be accessed at the Company's website at the URL https://www.weehur.com.sg/investor-relations/annual-reports/ and on the SGX website at the URL https://www.sgx.com/securities/company-announcements. Printed copies will not be sent to members.

8. Minutes of the AGM will be published on the Company's website and the SGX website. Members and Investors are advised to check the Company's website and/or the SGX website regularly for updates.

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.