APPENDIX DATED 13 APRIL 2023

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Appendix (as defined herein) is circulated to the Shareholders (as defined herein) of Wee Hur Holdings Ltd. (the "**Company**") together with the Company's annual report for the financial year ended 31 December 2022 (the "**2022 Annual Report**"). Its purpose is to provide the Shareholders with information relating to the proposed renewal of the IPT Mandate (as defined herein) to be tabled at the AGM (as defined herein) which will be held in a wholly physical format on 28 April 2023 at 11.30 a.m..

The AGM is conducted 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. This Appendix, together with the Notice of AGM (as defined herein), has been made available on the SGX website and may also be accessed at the Company's website at https://www.weehur.com.sg. No printed copies of this Appendix, the 2022 Annual Report, the Notice of AGM and the proxy form will be despatched to the Shareholders.

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Appendix to the purchaser or the transferee or the bank, stockbroker or agent through whom you effected the sale or transfer for onward transmission to such purchaser or transferee.

The ordinary resolution proposed to be passed in respect of the above matter is set out in the Notice of AGM, accompanying the 2022 Annual Report.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.



偉合控股有限公司

WEE HUR HOLDINGS LTD.

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

APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE IPT MANDATE

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DEFINITIONS

In this Appendix, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

"**AGM**"	:	The annual general meeting of the Company to be held in a wholly physical format on 28 April 2023.
"Appendix"	:	This appendix to shareholders dated 13 April 2023 in relation to the proposed renewal of the IPT Mandate.
"Approval Date"	:	The date of the AGM at which the proposed renewal of the IPT Mandate will be approved.
"**Associate**"	:	(a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: (i) his Immediate Family; (ii) the trustees of any trust of which he or his Immediate Family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his Immediate Family together (directly or indirectly) have an interest of 30% or more; or (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
"**Audit Committee**"	:	The audit committee of the Company for the time being, comprising Teo Choon Kow @ William Teo, Wong Kwan Seng Robert and Goh Yew Gee.
"**Board**"	:	The board of Directors of the Company.
"**Business**"	:	The business conducted by the Group being provision of construction services, property development, fund management and venture capital activities solely in relation to immovable assets, acquiring and/or leasing lands which have been approved for dormitory and developing such land into worker dormitories, in Singapore, and owning, developing and managing PBSA assets in Australia.
"**Business Model**"	:	The business model adopted by the Group in relation to joint ventures involving the establishment of special purpose vehicles held, directly or indirectly, by (i) the Company, (ii) the Goh Directors and their Associates and (iii) where applicable, unrelated third parties.
"**CDP**"	:	The Central Depository (Pte) Limited.

"**Companies Act**"	:	The Companies Act 1967 of Singapore, as may be amended or modified from time to time.
"**Construction Services**"	:	The construction services provided or to be provided by the Group to a Mandated Interested Person, in its capacity as a main contractor, in respect of development and investment projects, including the design, development, construction and completion of these projects, details of which are set out in Section 2.5 of this Appendix.
"**Controlling Shareholder**"	:	A person who: (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares and subsidiary holdings in the Company; or (b) in fact exercises control over the Company.
"**Corporate Support Services**"	:	The corporate support services provided or to be provided by the Group to a Mandated Interested Person, including administrative, company secretariat and finance services, details of which are set out in Section 2.5 of this Appendix.
"**Directors**"	:	The directors of the Company for the time being.
"**Goh Directors**"	:	Goh Yeow Lian, Goh Yew Tee, Goh Yeo Hwa and Goh Yew Gee.
"**Immediate Family**"	:	In relation to a person, means the person's spouse, child, adopted child, step-child, sibling or parent.
"**Independent Directors**"	:	The independent directors of the Company and who are also independent of the Mandated Interested Persons, namely Teo Choon Kow @ William Teo and Wong Kwan Seng Robert.
"**Independent Shareholders**"	:	Shareholders who are independent for the purpose of approving the proposed renewal of the IPT Mandate by the Company, namely Shareholders excluding the Goh Directors and their Associates.
"**Investment Management Services**"	:	The investment management services provided or to be provided by the Group to a Mandated Interested Person, including identifying investment and divestment opportunities and structuring, monitoring and managing the investments, details of which are set out in Section 2.5 of this Appendix.
"**IPT Mandate**"	:	The general mandate and its renewal thereof, by the Company pursuant to Chapter 9 of the Listing Manual, permitting companies within the Group, or any of them, to enter into any Mandated Transaction with any Mandated Interested Person on a recurring basis, provided that such Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.
"**Latest Practicable Date**"	:	31 March 2023, being the latest practicable date prior to the finalisation of this Appendix for ascertaining information included herein.

"**Listing Manual**"	:	The listing manual of the SGX-ST, as may be amended or modified from time to time.
"**Mandated Interested Persons**"	:	Means the following WH JV SPVs, being interested persons of the Company which fall within the IPT Mandate, presently in existence: (i) ASE; (ii) WH Bartley; (iii) WH Woodlands; (iv) WH PBSA Trust (including all its sub trusts); (v) WH PBSA F2 (including all its sub trusts); including any WH JV SPV to be established in the future, all of which being subject to the conditions set out in Section 2.4.3 of this Appendix.
"**Mandated Transactions**"	:	The categories of transactions with the Mandated Interested Persons for the Business, being: (i) the Construction Services; (ii) the Project Management Services; (iii) the Corporate Support Services; (iv) the Investment Management Services; and (v) the Operating Management Services, as further described in Section 2.5 of this Appendix, and for the avoidance of doubt does not include the purchase or sale of assets, undertakings or businesses under conducted by the respective WH JV SPVs under the Business Model.
"**Notice of AGM**"	:	The notice of AGM dated 13 April 2023.
"**NTA**"	:	Net tangible assets.
"**Operating Management Services**"	:	The operating management services provided or to be provided by the Group to a Mandated Interested Person, which includes developing the Y Suites Brand, providing sales and marketing services and management services to the PBSA and its residents, details of which are set out in Section 2.5 of this Appendix.
"**PBSA**"	:	Purpose-built student accommodations.
"**Project Management Services**"	:	The project management services provided or to be provided by the Group to a Mandated Interested Person in respect of development and investment projects, including managing these projects to ensure timely completion and quality delivery, details of which are set out in Section 2.5 of this Appendix.

"**Securities and Futures Act**"	:	The Securities and Futures Act 2001 of Singapore, as may be amended or modified from time to time.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Shareholders**"	:	The registered holders of Shares, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts are credited with Shares.
"**Shares**"	:	Ordinary shares in the capital of the Company.
"**Trust Special Purpose Vehicle**"	:	The private company limited by shares, incorporated in Singapore, though which each of the Goh Directors and their Associates (being interested persons) had subscribed for the units in WH PBSA Trust and/or WH PBSA F2 (as the case maybe).
"**WH JV SPV**"	:	The special purpose vehicles held, directly or indirectly, by (i) the Company, (ii) the Goh Directors and their Associates and (iii) where applicable, unrelated third parties.
"**Y Suites Brand**"		The hospitality brand for operating PBSA.
"**S$**" and "**cents**"	:	Singapore dollars and cents, respectively.
"**%**"	:	Per centum or percentage.

Entities

"**Company**"	:	Wee Hur Holdings Ltd.
"**Group**"	:	The Company and its subsidiaries.

Wholly-owned subsidiaries of the Company

"**WH Capital**"	:	Wee Hur Capital Pte. Ltd., being an entity at risk.
"**WH Construction**"	:	Wee Hur Construction Pte. Ltd., being an entity at risk.
"**WH Development**"	:	Wee Hur Development Pte. Ltd., being an entity at risk.
"**WH Dormitory**"	:	Wee Hur Dormitory Pte. Ltd., being an entity at risk.
"**WH Hospitality**"	:	Wee Hur Hospitality Pte. Ltd., being an entity at risk.

WH JV SPVs

"**ASE**"	:	Active System Engineering Pte. Ltd., being both an entity at risk and a Mandated Interested Person.
"**WH Bartley**"	:	Wee Hur (Bartley) Pte. Ltd., being both an entity at risk and a Mandated Interested Person.
"**WH JV SPVs**"	:	The joint venture special purpose vehicles held, directly or indirectly, by (i) the Company, (ii) the Goh Directors and their Associates and (iii) where applicable, unrelated third parties.

"**WH Woodlands**"	:	Wee Hur (Woodlands 12) Pte. Ltd., being both an entity at risk and a Mandated Interested Person.
"**WH PBSA Trust**"	:	Wee Hur PBSA Master Trust, being both an entity at risk and a Mandated Interested Person.
"**WH PBSA F2**"	:	Wee Hur PBSA Fund II, being both an entity at risk and a Mandated Interested Person.

Entitles directly held by the Goh Directors and their Associates

"**WM Bartley**"	:	WM (Bartley) Pte. Ltd.
"**WM Dormitory**"	:	WM Dormitory Pte. Ltd.
"**WM Kaki Bukit**"	:	WM (Kaki Bukit) Pte. Ltd.

The terms "**Depositor**", "**Depository**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The terms "**subsidiary**", "**subsidiary holdings**" and "**related company**" shall have the meaning ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

Words importing persons include corporations.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning ascribed to it under the Companies Act or any statutory modification thereof, as the case may be.

All percentages included in this Appendix are rounded to the nearest two (2) decimal places.

Harry Elias Partnership LLP has been appointed as the legal adviser to the Company in respect of the proposed renewal of the IPT Mandate.

WEE HUR HOLDINGS LTD.
(Company Registration Number 200619510K)
(Incorporated in the Republic of Singapore)

Directors:
Goh Yeow Lian *(Executive Chairman and Managing Director)*
Goh Yew Tee *(Executive Director and Deputy Managing Director)*
Goh Yeo Hwa *(Executive Director)*
Goh Yew Gee *(Non-Executive Director)*
Teo Choon Kow @ William Teo *(Lead Independent Director)*
Wong Kwan Seng Robert *(Independent Director)*

Registered Office:
39 Kim Keat Road
Wee Hur Building
Singapore 328814

13 April 2023

To: The Shareholders of Wee Hur Holdings Ltd.

Dear Sir/Madam

THE PROPOSED RENEWAL OF THE IPT MANDATE

1. INTRODUCTION

We refer to (a) the Notice of AGM; and (b) Ordinary Resolution 8 under the heading "Special Business" in the Notice of AGM which relates to the proposed renewal of the IPT Mandate.

The purpose of this Appendix is to provide the Shareholders with information relating to, and to seek their approval for, the proposed renewal of the IPT Mandate at the AGM.

The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix.

2. THE PROPOSED RENEWAL OF THE IPT MANDATE

2.1 Background

The IPT Mandate was originally approved by the Shareholders at the extraordinary general meeting of the Company held on 11 February 2022. The IPT Mandate was subsequently renewed at the annual general meeting of the Company held on 29 April 2022.

The current IPT Mandate was amended pursuant to an extraordinary general meeting of the Company held on 12 October 2022 by amending the definition of "Mandated Interested Persons" to include all sub trusts under the WH PBSA Trust and WH PBSA F2 as follows (additions in underline):

"Means the following WH JV SPVs (excluding WH Kaki Bukit and WH Punggol Central), being interested persons of the Company which fall within the IPT Mandate, presently in existence:

(i) ASE;
(ii) WH Bartley;
(iii) WH Woodlands;
(iv) WH PBSA Trust <u>(including all its sub trusts)</u>; and
(v) WH PBSA F2 <u>(including all its sub trusts)</u>,

including any WH JV SPV to be established in the future, all of which being subject to the conditions set out in Section 2.4.3 of this Circular."

The current IPT Mandate will expire at the conclusion of the Company's AGM. Accordingly, the Company is seeking the Shareholders' approval for the proposed renewal of the IPT Mandate at the AGM.

If the resolution for the proposed renewal of the IPT Mandate is approved by the Shareholders at the AGM, the authority conferred by the IPT Mandate will take effect from the Approval Date and continue to be in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is earlier.

2.2 Chapter 9 of the Listing Manual

Chapter 9 of the Listing Manual governs transactions in which a listed company or any of its subsidiaries or associated companies enters into or proposes to enter into with a party who is an interested person of the listed company.

Under the Listing Manual:

(a) the term "**entity at risk**" means:

(i) the issuer;

(ii) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or

(iii) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the issuer and/or its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company;

(b) the term "**interested person**", in the case of a company, means:

(i) a director, chief executive officer or Controlling Shareholder of the issuer; or

(ii) an Associate of such director, chief executive officer or Controlling Shareholder.

(c) the term "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9 of the Listing Manual; and

(d) the term "**interested person transaction**" means a transaction between an entity at risk and an interested person.

Under Rule 905 of the Listing Manual, the Company will be required to make an immediate announcement of any interested person transaction if the value of that transaction is equal to or exceeds 3% of the value of the Group's latest audited NTA or the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group's latest audited NTA.

Under Rule 906 of the Listing Manual, shareholders' approval is required in respect of any interested person transaction if the value of that transaction is equal to or exceeds 5% of the value of the Group's latest audited NTA or the transaction, when aggregated with other transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, 5% of the Group's latest audited NTA. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

The above requirements under Rule 905 of the Listing Manual for immediate announcement and/or for shareholders' approval under Rule 906 of the Listing Manual, as the case may be, do

not apply to any transaction below S$100,000, and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk and hence excluded from the ambit of Chapter 9 of the Listing Manual.

Rule 920 of the Listing Manual permits a listed company to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company's interested persons. A general mandate is also subject to annual renewal.

2.3 Rationale for the IPT Mandate and Benefits to the Group

It is envisaged that the Group, in the ordinary course of business, will continue to enter into the Mandated Transactions with the relevant Mandated Interested Persons from time to time.

In relation to the Mandated Transactions, the Directors believe that such transactions are in the interest of the Group for the following reasons[1]:

(a) Construction Services and Project Management Services – As part of the commercial agreement for the Group's establishment of a WH JV SPV in relation to a property development project, the Group in its capacity as majority shareholder of a WH JV SPV, will negotiate for its joint venture partner(s) to agree to the engagement of:

(i) WH Construction to provide Construction Services to the WH JV SPV; and/or

(ii) WH Development to provide Project Management Services to the WH JV SPV.

Such engagement allows the Group to control and maintain the quality of the development and investment projects by leveraging off its forty-two (42) years of track record, experience and licences that the Group (through WH Construction) holds. The Group expects to achieve an increase in revenue and earning streams of WH Construction based on past track records. In appointing WH Construction as the main contractor, the Group is able to afford preferential treatment to the Group such as negotiating for a waiver from the requirement to provide a performance bond (equivalent to 10% of the contract sum) unlike in its construction contracts with unrelated third parties where waivers of performance bonds are non-negotiable. Please refer to Section 2.5(a) of this Appendix for the scope of the Construction Services.

In appointing WH Development as the project manager, the Group is able to maintain effective control over these subsidiaries (being a WH JV SPV) as the project manager is responsible for the overall project management (such as the scope of work as described in Section 2.5(b) of this Appendix) with a primary focus to ensure that the project is implemented in accordance with the contractual requirements. Just like WH Construction, the Group expects to achieve an increase in revenue and earning streams of WH Development based on past track records. Please refer to Section 2.5(b) of this Appendix for the scope of the Project Management Services.

(b) Corporate Support Services - These services, which constitutes the usual inter-company services for their day-to-day operations, permit the sharing of resources, economies of scale and reduce duplication of efforts. Please refer to Section 2.5(c) of this Appendix for the scope of the Corporate Support Services.

(c) Investment Management Services – The fund management business of the Group is undertaken by WH Capital, a wholly owned subsidiary of the Company. The role of WH Capital is to proactively manage each stage of a fund's real estate life cycle through expertise in acquisition, development and asset management, including but not limited to

[1] As the scope of services in relation to the Construction Services, Project Management Services, Corporate Support Services, Investment Management Services and Operating Management Services are clearly differentiated and distinct from each other, there are no overlaps. Please refer to Section 2.5 of this Appendix for details on the scope of each of such services.

identifying suitable plots of land for acquisition and development into PBSA. The scope and nature of these services enable the Group to maintain effective control over the WH JV SPV. The Group expects to achieve an increase in revenue and earning streams of WH Capital based on past track records. In addition to having the Company as sponsor, the appointment of WH Capital as the fund manager to each of WH PBSA Trust and WH PBSA F2, together with its track record and the past performance of WH PBSA Trust, facilitate fund-raising from third-party investors in respect of such funds. Please refer to Section 2.5(d) of this Appendix for details on the scope of the Investment Management Services.

(d) Operating Management Services for PBSA - The portfolio of PBSA held by these Mandated Interested Persons is able to operate under the Y Suites Brand. The Y Suites Brand was developed and is owned by WH Hospitality (a wholly owned subsidiary of the Company). The Y Suites Brand was registered by WH Hospitality as a trademark with the Intellectual Property Office of Singapore in February 2020 and launched in October 2020. The first PBSA to be managed by WH Hospitality is Y Suites on Waymounth, Adelaide, which was completed in December 2020. As at the Latest Practicable Date, the Group has commenced the provision of Operating Management Services. Please refer to Section 2.5(e) of this Appendix for details on the scope of the Operating Management Services.

(e) The Company views the presence of the Goh Directors and their Immediate Families (being interested persons) as investors in the Mandated Interested Persons to be advantageous to the Group as it facilitates the fundraising process and accelerates the realisation of the Group's business plans.

In view of the time-sensitive and recurrent nature of commercial transactions, the proposed renewal of the IPT Mandate pursuant to Chapter 9 of the Listing Manual will enable the Group, in the ordinary course of business, to enter into the categories of transactions set out in Section 2.5 of this Appendix, with the Mandated Interested Persons as set out in Section 2.4 of this Appendix, without being separately subject to Rules 905 and 906 of the Listing Manual, provided such Mandated Transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The IPT Mandate will also enhance the Group's ability to pursue business opportunities which are time-sensitive in nature, as it will eliminate the need for the Company to announce and convene separate general meetings on each occasion to seek Shareholders' prior approval for the entry by the relevant entity in the Group into such Mandated Transactions. As such Mandated Transactions are also carried out by the Group in its ordinary course of business and/or which are necessary for its day-to-day operations (but not in respect of the purchase or sale of assets, undertakings or businesses), the IPT Mandate will substantially reduce the expenses associated with the convening of general meetings on an *ad hoc* basis, improve administrative efficiency considerably, and allow manpower resources and time to be channelled towards attaining other corporate objectives without compromising existing corporate objectives and adversely affecting the business opportunities available to the Company owing to the time-sensitive nature of commercial transactions.

The IPT Mandate is intended to facilitate the Mandated Transactions in the day-to-day operations of the Group that may be transacted from time to time with the Mandated Interested Persons, provided that they are carried out on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.

2.4 Classes of Mandated Interested Persons

2.4.1 Background of Business Model with Mandated Interested Persons

The business model of the Group ("**Business Model**") in relation to joint ventures involves establishment of special purpose vehicles held, directly or indirectly, by (i) the Company, (ii) the Goh Directors and their Associates and (iii) where applicable, unrelated third parties ("**WH JV SPVs**").

Under the Business Model, (a) the Group is typically the biggest stakeholder holding at least 30% equity interests; and (b) the Goh Directors and their Associates together (directly or indirectly)[2] generally hold not less than 30% or more equity interests in such WH JV SPVs. Accordingly, each WH JV SPV, once established in accordance with the above, is considered an Associate of the Goh Directors and constitutes an interested person for the purposes of Chapter 9 of the Listing Manual. The WH JV SPV may constitute a subsidiary of the Company (in the case where the Company holds more than 50% equity interest) or an associated company of the Company (in the case where the Company holds between 30% to 50% equity interest).

The Group has adopted this Business Model since 2010 and intends to continue adopting the Business Model. The Business Model has proven beneficial to the Group as it:

(a) offers assurance to unrelated third-party investors as the Company and the Goh Directors commit to holding significant equity stakes in the WH JV SPV;

(b) allows the Group to undertake risks and rewards of the WH JV SPV in proportion to the equity contribution of the Group; and

(c) generates revenue for the Group.

The Company manages the WH JV SPVs by ensuring that the Company exercises control over the WH JV SPVs by way of the following practices adopted under its Business Model:

(a) where the WH JV SPV is a subsidiary or an associated company of the Company, the Company controls more than half of the voting power of the subsidiary or exercises its voting rights as the single largest shareholder respectively;

(b) where the WH JV SPV is a subsidiary of the Company, representatives of the Company constitute a majority of the board composition and accordingly, the Company, through its board representatives, directs the management and policies of each WH JV SPV, where the WH JV SPV is an associated company of the Company, the Company maintains such board representation that is proportionate to its equity interests in such WH JV SPV;

(c) where the WH JV SPV is constituted as a fund structure (for example, in the case of WH PBSA Trust and WH PBSA F2, which are constituted as unit trusts), WH Capital (being a wholly owned subsidiary) is appointed as the fund manager to manage such WH JV SPV; and

(d) where the WH JV SPV is constituted for the purposes of a property development project, WH Development (being a wholly owned subsidiary) is appointed as the project manager to manage the development properties and investment properties for such WH JV SPV.

Under the above circumstances, each WH JV SPV is deemed both an entity at risk (in its capacity as a subsidiary or associated company of the Company) and an interested person (in its capacity as an Associate of the Goh Directors).

Given that the WH JV SPVs are established as part of the Business Model of the Group and such WH JV SPVs (which are either presently in existence or to be established in the future) would ordinarily constitute either a subsidiary or (in the case of WH PBSA F2) an associated company of the Group, the Company is of the view that there is no change in the risk profile brought on by such WH JV SPVs (which are either presently in existence or to be established in the future) in respect of the Mandated Transactions between the Group and such WH JV SPVs.

[2] By virtue of Section 4 of the Securities and Futures Act, the Goh Directors are deemed to be interested in the Company's entire equity interests in the WH JV SPVs as the Goh Directors and their Associates hold (directly and indirectly) approximately 60.08% equity interests in the Company.

The WH JV SPVs (which are either presently in existence or to be established in the future) undertake projects for development properties and investment properties and accordingly, the members of the Group (being the entities at risks) and the WH JV SPVs (being the Mandated Interested Persons) will enter into the Mandated Transactions for the purposes of facilitating such projects.

2.4.2 Classes of Mandated Interested Persons

The Goh Directors, being Directors, and their respective Associates are treated as interested persons under Chapter 9 of the Listing Manual.

Due to the Goh Directors' deemed interests[3] in the WH JV SPVs, each of the WH JV SPVs is deemed an "Associate" of the Goh Directors and would constitute an interested person for the purposes of Chapter 9 of the Listing Manual. Therefore, any transaction entered into between the Group and any of the WH JV SPVs will each constitute an interested person transaction, and will be subject to Chapter 9 of the Listing Manual.

The IPT Mandate applies to the Mandated Transactions (as defined below) to be carried out between the Group (being the entities at risks) and any Associates of the Goh Directors (being the interested persons) which are WH JV SPVs established pursuant to the Business Model where the risks and rewards are in proportion to the equity of each joint venture partner.

Such WH JV SPVs[4] are as follows:

(a) ASE

WH Dormitory, a wholly owned subsidiary of the Company, holds 60% of the equity interest in ASE, with the balance held by WM Dormitory (10%), an entity wholly owned by the Goh Directors and their Associates, Lucrum Dormitory Pte. Ltd. (10%), and TS Management Services Pte. Ltd. (20%), both unrelated third parties.

(b) WH Bartley

WH Development, a wholly owned subsidiary of the Company, holds 75% of the equity interest in WH Bartley, with the balance held by WM Bartley (25%), an entity wholly owned by the Goh Directors and their Associates.

(c) WH Woodlands

WH Development, a wholly owned subsidiary of the Company, holds 60% of the equity interest in WH Woodlands, with the balance held by WM Kaki Bukit (15%), an entity wholly owned by the Goh Directors and their Associates, and by ZACD (Woodlands12) Pte. Ltd. (25%), an unrelated third party.

(d) WH PBSA Trust

The Company holds 60% unitholding interests in WH PBSA Trust with the balance held by the Goh Directors and their Associates through their respective Trust Special Purpose Vehicles (12.40%), and by third parties (27.60%) as passive investors.

[3] By virtue of Section 4 of the Securities and Futures Act, the Goh Directors are deemed to be interested in 2,000,000 ordinary shares (representing the entire equity interest) in WH Bartley held by WH Development and WM Bartley as the Goh Directors and their Associates hold (directly and indirectly) (i) approximately 60.08% equity interests in the Company and (ii) 100% equity interests in WM Bartley.

[4] The Company had previously entered into IPTs with Wee Hur (Kaki Bukit) Pte. Ltd. ("**WH Kaki Bukit**") and Wee Hur (Punggol Central) Pte. Ltd. ("**WH Punggol Central**"). These IPTs were ratified by the Shareholders at the extraordinary general meeting of the Company held on 11 February 2022. As the Company has no intention to enter into any future transactions with WH Kaki Bukit and WH Punggol Central, such entities do not constitute Mandated Interested Persons for the purposes of the IPT Mandate. As at the Latest Practicable Date, WH Kaki Bukit has been struck off the Registrar of Companies with effect from 6 February 2023.

(e) WH PBSA F2

The Company holds 33.26% unitholding interests in WH PBSA F2 with the balance held by the Goh Directors and their Associates, through their respective Trust Special Purpose Vehicles (17.74%), and by third parties as passive investors (49%).

(f) Any WH JV SPV to be established in the future

For the avoidance of doubt, the Associates of the Goh Directors would include such entities who may, during such period while the IPT Mandate is in effect, become an Associate of the Goh Directors where previously they were not so. For example, Mandated Interested Persons would include any WH JV SPV not yet identified as at the Latest Practicable Date but may be established in the future (either by way of a corporation or a private fund structure in line with the Business Model, and in which the Goh Directors and their Associates together (directly or indirectly) would hold 30% or more equity interests).

(Collectively, the "**Mandated Interested Persons**").

2.4.3 Conditions to Definition of Mandated Interested Persons

The Company's definition of Mandated Interested Persons under the IPT Mandate is subject to the following conditions:

(a) the Mandated Interested Persons will be limited to the WH JV SPVs that are established pursuant to the Business Model where the risks and rewards are in proportion to the equity of each joint venture partner;

(b) all WH JV SPVs which have been incorporated/established under the definition of Mandated Interested Persons must be named in the circulars for the proposed adoption of the general mandate for interested person transactions and subsequent renewals of the IPT Mandate (please refer to section 2.4.2 for the names of the Mandated Interested Persons); and

(c) the Company must immediately announce the establishment of any WH JV SPV that is covered under the definition of Mandated Interested Persons and in such announcement, disclose that such WH JV SPV is established for purposes under the Business Model and will be covered under the IPT Mandate.

2.5 Categories and Nature of the Mandated Transactions under the IPT Mandate

It is envisaged that the Group, in the ordinary course of business, will have transactions with the Mandated Interested Persons from time to time. The Group therefore wishes to obtain the Shareholders' approval for the IPT Mandate, under which the Group may enter into recurrent transactions of a trading or revenue nature or those necessary for its day-to-day operations with the Mandated Interested Persons in respect of the following (collectively, the "**Mandated Transactions**"):

(a) provision of construction services ("**Construction Services**") in the capacity of a main contractor by the Group to a Mandated Interested Person in respect of projects for development and investment properties. Services contemplated under this category include:

(i) design and development of the projects including appointing the various consultants comprising architects, engineers, and other relevant professionals;

(ii) construction and completion of the projects including piling, structure, architectural work, mechanical and electrical services and landscaping works; and

(iii) provision of such other services which are incidental to or in connection with the provision of the services described in sub-paragraphs (i) and (ii) above;

(b) provision of project management services ("**Project Management Services**") by the Group to a Mandated Interested Person in respect of development and investment properties. Services contemplated under this category include:

(i) to prepare project design briefs and proposals taking into account the requirements of the relevant stakeholders and the authorities;

(ii) to appoint and manage the main contractor and relevant consultants for the projects;

(iii) to manage the projects to ensure timely completion and quality delivery of such projects;

(iv) to manage completion, handover processes and to secure the relevant completion certifications from the authorities;

(v) to establish a defects management system to oversee rectification of defects;

(vi) to establish sales and marketing strategies and manage sales and marketing agencies;

(vii) to manage the design and construction of the show flats; and

(viii) to provide such other services which are incidental to or in connection with the provision of the services described in sub-paragraphs (i) and (vii) above;

(c) provision of corporate support services ("**Corporate Support Services**") by the Group to a Mandated Interested Person. Services contemplated under this category include administrative, company secretariat, finance, treasury, accounting, legal and taxation, internal audit, procurement, information technology and communications, insurance, human resources and staff secondment, management and advisory services, payroll processing, investor relations, and organisation and development services, investment risk review, governmental relations, business development and other administrative services;

(d) provision of investment management services ("**Investment Management Services**") by the Group to a Mandated Interested Person. Services contemplated under this category include:

(i) to identify and procure investment opportunities that meet the funds' investment objectives and conduct or outsource and oversee the necessary due diligence, legal and tax work to give effect to such approved investments;

(ii) to do all necessary work to monitor, supervise, review and manage the investments, including identifying suitable divestment opportunities at the end of the investment cycle to ensure outsized performance of the funds;

(iii) to manage and handle all tax and legal compliance of the funds;

(iv) to manage the finances of the funds, including account preparations, capital management, budgeting, forecasting, performance analysis and reporting to relevant stakeholders, corporate treasury functions and ongoing financial market analysis;

(v) to assist the funds in raising capital from investors and to call for contributions made by such investors, as well as to cause such investors to receive income, dividends, returns on capital and other funds arising from the investments;

(vi) to develop and maintain investor relations to the investors of the funds;

(vii) to procure, manage and supervise all service providers that will provide value-added services to the funds to ensure a smooth operation and performance of the funds; and

(viii) to carry on any other activities in connection with, or incidental to any of the foregoing and other activities of the funds, for example, development management, project management, facilities management, retail and commercial tenancy management, carpark management, property management and sourcing of debt financing; and

(e) provision of operating management services ("**Operating Management Services**") by the Group to a Mandated Interested Person. Services contemplated under this category include:

(i) to develop the Y Suites Brand and license the brand to the portfolio of PBSA held by these Mandated Interested Persons;

(ii) to provide sales and marketing services to the portfolio of PBSA held by these Mandated Interested Persons and trading under the Y Suites Brand;

(iii) to provide management services to the PBSA and its residents including commissioning services, operational management services, occupancy and administrative services, pastoral care services, security, cleaning and waste services; and

(iv) to carry on any other activities in connection with, or incidental to the marketing, business development and operations of such PBSA.

For the avoidance of doubt, the IPT Mandate will not include the purchase or sale of assets, undertakings or businesses between the Group and the Mandated Interested Persons.

The IPT Mandate will also not cover any Mandated Transactions that is below S$100,000 in value as the threshold and aggregation requirements of Chapter 9 of the Listing Manual would not apply to such transactions. However, the IPT Mandate would, cover Mandated Transactions with values below S$100,000 entered into during the same financial year and which are aggregated by the SGX-ST under Chapter 9 of the Listing Manual and treated as if they were one Mandated Transaction which has a value of S$100,000 or more.

For the avoidance of doubt, pursuant to Rule 916 of the Listing Manual, investments into joint venture with Mandated Interested Persons as well as the provision of loans to a joint venture with Mandated Interested Persons are, subject to compliance with the relevant conditions specified in the Listing Manual, exempted from complying with Rule 906 of the Listing Manual.

All transactions that do not fall within the ambit of the IPT Mandate will be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

2.6 Methods and Procedures for the Mandated Transactions

2.6.1 Methods and Procedures

The Company is of the view that there are independent and sufficient internal control systems, review and approval procedures to ensure that the Mandated Transactions between the Group and each Mandated Interested Person are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the minority Shareholders as:

(i) All such Mandated Transactions shall require the prior written approval of the Audit Committee in accordance with Section 2.6.2 of this Appendix. In particular, as part of the approval process, the Audit Committee will have to review and be satisfied that the

methods and procedures for Mandated Transactions set out in this Section 2.6 of this Appendix are adhered to by the Group, and the Audit Committee shall provide its feedback to the Board as appropriate.

(ii) All such Mandated Transactions are subject to an annual review by the Company's internal auditor in accordance with Section 2.6.3 of this Appendix.

(iii) The Group also has in place a whistle-blowing policy which provides well-defined and accessible channels in the Group through which employees and third parties may raise concerns about improper conduct within the Group.

(iv) As at the Latest Practicable Date, the Goh Directors and their Associates hold (directly and indirectly) approximately 60.08% equity interests in the Company. By way of comparison, in the Business Model, the collective interests of the Goh Directors and their Associates in the Company would generally surpass their collective interests in a WH JV SPV (not taking into account their deemed interests in such WH JV SPV held through their interests in the Company). Just by virtue of the greater collective interests in the Company, there would be an inherent disincentive for the Goh Directors to offer the Mandated Transactions on terms prejudicial to interests of the Group in order to benefit the Mandated Interested Persons.

To ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, and on terms which are not more favourable than the usual commercial terms extended to unrelated third parties, the Company will implement the following methods and procedures for the review and approval of each type of Mandated Transactions under the IPT Mandate.

(a) Construction Services and Project Management Services

Following the successful award of a public tender in relation to a property development project to WH Development, the management team of WH Construction will determine the material terms of the Construction Services (including the construction costs) for the said project taking into account the following factors to align with the developer's requirements:

(i) Design proposal by the independent third-party professionals such as architects and consultants, and other relevant information;

(ii) the Group's usual business practices and pricing policies; and

(iii) prevailing market prices and data of comparable projects (if any),

("**Project Construction Costs**").

An independent third-party professional quantity surveyor ("**Quantity Surveyor**") will be appointed to verify, based on its expertise and experience, that the Project Construction Costs is at least comparable to or higher than the market rates for substantially similar projects or projects contemporaneous in time ("**QS Report**") to ensure that the Project Construction Costs are on normal commercial terms and on arm's length basis.

Simultaneously, the management team of WH Development will determine the material terms of the Project Management Services in relation to the said project (including the project management fees) to be entered into between WH Development (as project manager) and the WH JV SPV, taking into account the Project Construction Costs, complexity of the project, duration of the development and prevailing market practice ("**Project Management Proposal**").

The fees which are charged by WH Development for the provision of Project Management Services to the WH JV SPV, are generally equivalent to approximately 1% to 3% of the construction costs which is in accordance with prevailing market practice based on comparable projects with other unrelated third parties.

The Project Construction Costs, Project Management Proposal, QS Report (collectively the "**Proposal**"), and the terms of the joint venture in respect of the WH JV SPV shall be submitted by a representative who is a senior executive of WH Development and who does not have any interest (directly or indirectly) in the transaction, to the Audit Committee for approval of:

(i) the entry into of the joint venture in respect of the WH JV SPV including the terms of such joint venture;

(ii) the terms of the construction contract to be entered into between WH Construction (as main contractor) and the WH JV SPV; and

(iii) the terms of the project management contract to be entered into between WH Development (as project manager) and the WH JV SPV.

Such senior executive shall be available to the Audit Committee to address any queries that the Audit Committee may have in respect of the Proposal without the presence of the relevant interested person.

Any subsequent variations in the Project Construction Costs will be reviewed and approved by a senior executive of WH Development (who does not have any interest (direct or indirect) in the transaction), taking into consideration the terms of the construction contract under (iii) above, and reviewed by the Audit Committee on a half-yearly basis in accordance with paragraph 2.6.3(g) of this Appendix.

(b) Corporate Support Services

The Corporate Support Services fees are charged to a Mandated Interested Person on a cost-recovery basis based on an allocation of the overheads of the Group's manpower to such Mandated Interested Persons taking into consideration their respective estimated resource requirements.

Such allocation is conducted in accordance with a transfer pricing policy[5] ("**Transfer Pricing Policy**") prepared by the Group's external tax consultant and approved by the Audit Committee, where time cost is used as the indicator to fairly and sufficiently allocate the actual time spent for each service rendered by the Group to the Mandated Interested Persons.

This allows the Company to keep track of the allocation of the Group's manpower to ensure that the allocation will not be at the expense of the Group's requirements or be prejudicial to the Group's interests. The manpower allocation and time costs (including the rates and any revisions thereof) are reviewed by the Chief Financial Officer ("**CFO**") on a monthly basis, and reviewed by the internal auditors on an annual basis in accordance with Section 2.6.3(h) of this Appendix.

Any discrepancies or significant variances from the Transfer Pricing Policy shall be reported to the Audit Committee.

(c) Investment Management Services

The management team of WH Capital shall prepare a proposal ("**WHC Management Proposal**") containing the material terms of the Investment Management Services including the rates and types of fees that WH Capital (in its capacity as fund manager) may

[5] The transfer pricing policy adopts the Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations issued by the Organization for Economic Co-operation and Development ("**OECD**") and Singapore transfer pricing rules and regulations. The mark-up percentage is derived from a set of 91 comparables covering companies involved in the following services: management (19 companies), human resources (20 companies), finance and accounting (23 companies) and marketing (29 companies).

charge such as base management fees[6], development management fees[7], project management fees[8], acquisition and disposal fees[9] and performance fees[10] ("**Chargeable Fees**"), taking into account the Group's usual business practices and all other relevant factors, including but not limited to:

(i) the complexity of the services rendered;

(ii) the nature, size and risk profile of the fund;

(iii) the nature of the asset under management;

(iv) the profile of the investors;

(v) the target rate of returns;

(vi) the technical expertise required and prevailing market fee structures;

(vii) negotiations with and feedback from potential third-party investors; and

(viii) information from comparable funds including fees charged by other third-party fund managers for funds that these third-party fund managers manage which are similar in terms of nature, size and risk profile ("**Comparable Funds Information**") to ensure that the fees charged by WH Capital will be on normal commercial terms and on arm's length basis.

The WHC Management Proposal (which includes the Comparable Funds Information) shall be submitted by a representative, who is a senior executive of WH Capital and who does not have any interest (directly or indirectly) in the transaction, to the Audit Committee for approval. Such senior executive shall be available to the Audit Committee to address any queries that the Audit Committee may have in respect of the WHC Management Proposal without the presence of the relevant interested persons.

Upon approval by the Audit Committee, the material terms of the Investment Management Services (including the Chargeable Fees) will be disclosed in the fund offer documentation (in particular, the private placement memorandums) which are provided to the potential investors of the relevant Mandated Interested Persons, which are agreed upon by investors prior to any investments in the fund.

(d) Operating Management Services

The management team of WH Hospitality shall prepare a proposal ("**WHH Hospitality Proposal**") containing the material terms of the Operating Management Services including the rates and types of fees that WH Hospitality may charge such as royalty fees, sales and marketing fees, and other relevant fees, taking into account the Group's usual business practices and pricing policies, market practice and all other relevant factors, including:

(i) consultations with WH Capital (in its capacity as trust manager);

(ii) the fees charged by the incumbent property manager for the existing operational PBSA; and

[6] Base management fees are charged by a fund manager for managing an investment fund.

[7] Development management fees are charged by a fund manager for undertaking a development project on behalf of the fund.

[8] Project management fees are charged by a fund manager for managing projects on behalf of the fund.

[9] Acquisition and/or disposal fees are charged by a fund manager for structuring and negotiating documentation for closing of or divestment of investments (as the case may be).

[10] Performance fees are charged by a fund manager to align the interests of the fund manager and their investors and incentive the fund manager to generate positive returns for the fund.

(iii) the benchmarking survey for royalty fees and sales and marketing fees conducted by independent third-party professionals engaged by WH Capital to ensure that the fees charged by WH Hospitality will be on normal commercial terms and on arm's length basis.

The WHH Hospitality Proposal shall be submitted by a representative who is a senior executive of WH Hospitality and who does not have any interest (directly or indirectly) in the transaction, to the Audit Committee for approval. Such senior executive shall be available to the Audit Committee to address any queries that the Audit Committee may have in respect of the WHH Hospitality Proposal without the presence of the relevant interested persons.

If the Audit Committee does not approve any of the terms in (a) to (d) above, the relevant contract(s) with the Mandated Interested Person will not be entered into by the Group.

2.6.2 Approval Threshold for Mandated Transactions with Mandated Interested Person

In respect of any Mandated Transaction less than or equal to S$100,000 with a Mandated Interested Person, each of such transactions shall require prior written approval of the CFO. The Company shall disclose such transactions in the IPT Register to be tabled at the half yearly meeting of the Audit Committee, where the Audit Committee shall review the IPT Register in accordance with the periodic review procedures set in out Section 2.6.3(g) of this Appendix.

In respect of any Mandated Transaction greater than S$100,000 with a Mandated Interested Person, each of such transactions shall require the prior written approval of the Audit Committee. The Audit Committee may at its discretion obtain additional independent expert advice.

If any of the approving personnel or any member of the Audit Committee has an interest in a Mandated Transaction, he or she will disclose his interests (such disclosures shall be documented) and abstain from any review, deliberation or decision making in respect of that Mandated Transaction. For the avoidance of doubt, the Goh Directors and their respective Associates are deemed to be interested in the Mandated Transactions and are required to abstain from reviewing and approving any Mandated Transaction.

2.6.3 Periodic Review Procedures

The Company will also implement the following procedures for the identification of Mandated Interested Persons and the record of all Mandated Transactions:

(a) the finance department of the Group ("**Group Finance Team**") will maintain a list of all interested persons and their Associates (which is to be updated immediately if there are any changes) to enable identification of the Mandated Interested Persons. In this regard, the CFO will proactively seek written confirmation from each of the Directors, CEO and Controlling Shareholders on a half yearly basis on their respective list of interested persons. The Directors, CEO and Controlling Shareholders are also required to inform the CFO as and when there is any change in the information with respect to their Associates that they had previously disclosed to the Company. The list of Mandated Interested Persons shall be reviewed on a half yearly basis by the CFO and the Audit Committee and shall be disseminated to all staff of the Group that the Group Finance Team considers relevant;

(b) Subsidiaries and associated companies of the Group are required to inform the Group Finance Team of any upcoming Mandated Transactions so that the procedures of the relevant Mandated Transactions can be complied with and prior approvals obtained in accordance with the IPT Mandate;

(c) the Group Finance Team will maintain a register of interested person transactions carried out with all existing and future interested persons, including the Mandated Transactions ("**IPT Register**"). The IPT Register shall record all information pertinent to the evaluation of the Mandated Transactions, including but not limited to the price or value of the

transaction, the key terms, the key documents (including subsequent variation orders thereof) as reviewed by the Audit Committee, invoices and payment vouchers in relation to the Mandated Transactions, and all other documents of all existing and future Mandated Transactions;

(d) the Group Finance Team will conduct a review and update of internal procedures to ensure that all management and finance teams of the Group (i) are fully informed of and familiar with the nature and classification of interested person transactions, the disclosure and compliance obligations under the Listing Manual and applicable laws, and the established methods and procedures for entering into the Mandated Transactions, and (ii) closely monitor transactions which are or may be deemed to be Mandated Transactions, so that they can promptly report the same back to the Group Finance Team, to facilitate timely updates of the IPT Register;

(e) the Group Finance Team will disclose the IPT Register to relevant personnel (such as the board or management of each subsidiary and associated company) to facilitate the identification of the Mandated Interested Persons;

(f) the CFO (or in the absence of the CFO, the Group Finance Team) shall review the IPT Register on a monthly basis;

(g) the Audit Committee shall review the IPT Register on a half yearly basis (or such other more frequent basis as may be required or as the Audit Committee may deem necessary) to ascertain that the established methods and procedures to review and approve the Mandated Transactions have been complied with. Such review includes the examination of the transactions and its supporting documents or such other data deemed necessary by the Audit Committee. The Audit Committee may request for any additional information pertaining to the transactions under review from independent sources, advisers or valuers as it deems fit;

(h) the Company's annual internal audit plan shall incorporate a review of the Mandated Transactions entered into during the current financial year, including the established methods and procedures pursuant to the IPT Mandate (including a review of the Group's implementation of the Transfer Pricing Policy). The Company's internal auditor will, on an annual basis, review the Mandated Transactions in the IPT Register entered into during the current financial year to ascertain that the methods and procedures established for entering into the Mandated Transactions as set out in Section 2.6 of this Appendix have been adhered to. Any discrepancies or significant variances from the Group's usual business practices will be highlighted to the Audit Committee;

(i) if, during these reviews by the Audit Committee, the Audit Committee is of the view that the established methods and procedures as stated above have become inappropriate or insufficient in view of changes to the nature of, or the manner in which, the business activities of the Company are conducted, it will take such actions as it deems appropriate and/or institute additional procedures as necessary (such as, where relevant, to obtain a fresh Shareholders' general mandate for the Mandated Transactions) to ensure that the Mandated Transactions will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and the minority Shareholders;

(j) in circumstances where it is impractical or impossible to obtain comparable prices of contemporaneous transactions of similar goods or services due to the nature of the goods or services to be purchased or provided, any two Directors with no interest, direct or indirect, in the proposed Mandated Transaction will, subject to the approval thresholds as set out in paragraph 2.6.2 above, take such necessary steps which would include but are not limited to (i) relying on corroborative inputs from reasonably experienced market practitioners in order to determine that the terms provided to the Mandated Interested Persons are fair and reasonable; and (ii) evaluate and weigh the benefits of, and rationale for transacting with the Mandated Interested Persons, taking into account factors such as, but not limited to, the nature of the services, track record, delivery schedules, requirements and specifications of the Group or the customer, duration of contract, quality, reliability,

previous working experience taking into account mobilisation cost and timely response, specifications, complexity and resources required for implementation of the projects for which Mandated Interested Persons are provided goods or services, array of services including its specialists nature, track record, risks of such transactions and the attendant cost in managing such risks and the results of and returns from the underlying projects; and

(k) for the purposes of the above review and approval process, any Director, who has an interest in the Mandated Transaction under review and is not considered to be independent, will abstain from participating and voting on any resolution relating to such Mandated Transaction.

2.6.4 Review of Non-Mandated Interested Person Transactions and Review by Audit Committee

All other existing and future interested person transactions not subject to the IPT Mandate will be reviewed and approved in accordance with the threshold limits as set out under Chapter 9 of the Listing Manual, to ensure that they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The Audit Committee will also review all interested person transactions to ensure that the prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Listing Manual) are complied with.

2.6.5 Validity Period of the Renewal of the IPT Mandate

The renewal of the IPT Mandate is subject to the Independent Shareholders' approval at the AGM. If approved by the Independent Shareholders at the AGM, the IPT Mandate will take effect from the Approval Date and continue in force until the conclusion of the next annual general meeting of the Company (unless revoked or varied by the Company in general meeting) or the date by which the next annual general meeting is required by law to be held, whichever is earlier. Approval from the Shareholders will be sought for the renewal of the IPT Mandate at each subsequent annual general meeting, subject to satisfactory review by the Audit Committee of the continued relevance of the IPT Mandate and the continued sufficiency of the methods and procedures to ensure that the transactions with Mandated Interested Person will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

2.6.6 Disclosure

The Company will announce the aggregate value of transactions conducted with the Mandated Interested Persons for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual and within the time required for the announcement of such reports.

Disclosure will also be made in the Company's annual report of the aggregate value of transactions conducted with the Mandated Interested Persons during the financial year, and in the annual reports for subsequent financial years that the IPT Mandate continues to be in force, in accordance with the requirements of Chapter 9 of the Listing Manual.

2.6.7 Further Compliance

The Directors will ensure that all disclosures, approvals and other requirements in respect of the IPT Mandate, including those required by prevailing legislation, the Listing Manual and relevant accounting standards, are complied with.

3. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee comprises Teo Choon Kow @ William Teo, Wong Kwan Seng Robert and Goh Yew Gee.

Goh Yew Gee had abstained from making any recommendation as he is one of the interested persons.

Having reviewed and considered, *inter alia*, the terms and rationale for and benefits of the IPT Mandate to the Group, the Audit Committee (save for Goh Yew Gee) confirms that it is satisfied that the methods and procedures set out in Section 2.6 of this Appendix for determining the Mandated Transactions under the IPT Mandate, if adhered to, are sufficient to ensure that the Mandated Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The Audit Committee, pursuant to Rule 920(1)(c) of the Listing Manual, also confirms that:

(a) the methods or procedures for determining the transaction prices under the IPT Mandate have not changed since Shareholders approved the adoption of the IPT Mandate at the extraordinary general meeting of the Company held on 11 February 2022; and

(b) the methods or procedures referred to in sub-section (a) above are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

4.1 Interests in Shares

As at the Latest Practicable Date, the interests of Directors and substantial shareholders of the Company in the Shares, based on the Company's register of interest of Directors and register of substantial shareholders respectively, are as follows:

	Direct Interests		Deemed Interests	
	Number of Shares	%[(1)]	Number of Shares	%[(1)]
Directors				
Goh Yeow Lian[(2)]	7,063,000	0.77	402,194,872	43.75
Goh Yew Tee[(3)]	3,159,416	0.34	15,550,000	1.69
Goh Yeo Hwa[(4)]	11,508,900	1.25	36,799,257	4.00
Goh Yew Gee[(5)]	12,000,000	1.31	8,000,000	0.87
Teo Choon Kow @ William Teo	-	-	-	-
Wong Kwan Seng Robert	225,000	0.02	-	-
Substantial Shareholders				
Goh Yeow Lian[(2)]	7,063,000	0.77	402,194,872	43.75
Goh Yeo Hwa[(4)]	11,508,900	1.25	36,799,257	4.00
GSC Holdings Pte. Ltd.	349,159,000	37.98	-	-

Notes:

(1) Based on the issued share capital of 919,245,086 Shares (excluding 16,671,000 treasury shares) as at the Latest Practicable Date.

(2) Goh Yeow Lian is deemed to have an interest in the following shares:
- (i) 349,159,000 Shares held by GSC Holdings Pte. Ltd. through his interest in GSC Holdings Pte. Ltd. by virtue of Section 4 of the Securities and Futures Act;
- (ii) 5,300,000 Shares registered in the name of his spouse, Tan Ah Hio;
- (iii) 8,216,000 Shares held by his spouse, Tan Ah Hio (registered in the name of Citibank Nominees Singapore Pte Ltd); and
- (iv) 39,519,872 Shares registered in the name of Citibank Nominees Singapore Pte Ltd.

(3) Goh Yew Tee is deemed to have an interest in the following shares:
- (i) 5,550,000 Shares registered in the name of OCBC Securities Private Limited; and
- (ii) 10,000,000 Shares registered in the name of Bank of Singapore.

(4) Goh Yeo Hwa is deemed to have an interest in the following shares:
(i) 5,160,000 Shares registered in the name of his spouse, Liew Siew Keok; and
(ii) 31,639,257 Shares registered in the name of Raffles Nominees (Pte) Ltd.

(5) Goh Yew Gee is deemed to have an interest in the 8,000,000 Shares registered in the name of his spouse, Yu Siok Gek.

4.2 Interests of Directors and Controlling Shareholders

As at the Latest Practicable Date, the Controlling Shareholders of the Company are GSC Holdings Pte. Ltd. and Goh Yeow Lian through his interest in GSC Holdings Pte. Ltd. As Goh Yeow Lian is one of the interested persons, GSC Holdings Pte. Ltd. and Goh Yeow Lian are therefore deemed interested in the proposed renewal of the IPT Mandate.

Save for the Goh Directors and Controlling Shareholders of the Company set out above, none of the other Directors (so far as they are aware) or the other Controlling Shareholders of the Company has any interest, direct or indirect (other than through their respective directorships and shareholdings in the Company), in the proposed renewal of the IPT Mandate.

5. 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 renewal of the IPT Mandate.

Having considered, among others, the scope, the methods and procedures set out in Section 2.6 of this Appendix and the rationale and the benefits of the Group entering into the Mandated Transactions, the Independent Directors are of the opinion that the proposed renewal of the IPT Mandate is in the best interests of the Company. Accordingly, the Independent Directors recommend that the Shareholders vote in favour of the ordinary resolution relating to the proposed renewal of the IPT Mandate as set out in the Notice of AGM at the forthcoming AGM.

6. ANNUAL GENERAL MEETING

The AGM 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, for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out in the Notice of AGM including but not limited to Ordinary Resolution 8 relating to the proposed renewal of the IPT Mandate. **There will be no option for Shareholders to participate virtually.**

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the proxy form published together with the Notice of AGM in accordance with the instructions printed therein as soon as possible and submit 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., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
(b) If submitted electronically, to submit via email to the Company's share registrar at srs.teamd@boardroomlimited.com,

in either case not later than seventy-two (72) hours before the time appointed for the AGM, i.e. no later than 11.30 a.m. on 25 April 2023. 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 Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP not less than seventy-two (72) hours before the time fixed for the AGM or any adjournment thereof.

For further information, please refer to the Notice of AGM, proxy form and the Company's announcement dated 13 April 2023 which have been uploaded together with this Appendix on the SGX website and the Company's website at the URL https://www.weehur.com.sg, including the steps to be taken by Shareholders to participate at the AGM.

8. ABSTENTION FROM VOTING

Rule 919 of the Listing Manual provides that interested persons and their Associates must not vote on any shareholders' resolutions approving any mandate or renewal thereof in respect of any interested person transaction under Chapter 9 of the Listing Manual, nor accept appointments as proxies unless specific instructions as to voting are given.

Accordingly, the Goh Directors and their respective Associates, being interested persons under Chapter 9 of the Listing Manual, will abstain and have undertaken to ensure that each of their Associates[11] will abstain from voting on the ordinary resolution relating to the proposed renewal of the IPT Mandate to be tabled at the AGM.

Further, each of the interested persons undertakes to decline, and shall ensure that their Associates shall decline, to accept appointment as proxies to attend and vote at the AGM unless the Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast at the AGM.

9. COMPLIANCE WITH GOVERNING LAWS, REGULATIONS AND CONSTITUTION

The Company confirms that the terms of the IPT Mandate, once renewed, do not contravene any laws and regulations governing the Company and the Constitution.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the IPT Mandate including the methods and procedures set out in Section 2.6 of this Appendix and the Group and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

[11] As at the Latest Practicable Date, the interested persons and their Associates and who will abstain from voting are the Goh Directors, Goh Yeu Toh, Goh Yew Lay (both brothers of the Goh Directors), GSC Holdings Pte. Ltd. (a company where the interested persons collectively holds 72% of the equity interest), Tan Ah Hio (the spouse of Goh Yeow Lian), Liew Siew Keok (the spouse of Goh Yeo Hwa), Liu Li (the spouse of Goh Yew Lay), Yu Siok Gek (the spouse of Goh Yew Gee), Gaw Chu Lan (the sister of the Goh Directors), Goh Wee Ping, Goh Wee Shian and Goh Shi Hui (the sons and daughter of Goh Yeow Lian), and Goh Liyan (the daughter of Goh Yeu Toh).

11. DOCUMENT AVAILABLE FOR INSPECTION

The Constitution of the Company is available for inspection at the registered office of the Company at 39 Kim Keat Road, Wee Hur Building, Singapore 328814 during normal business hours from the date of this Appendix up to and including the date of the AGM.

The Shareholders who wish to inspect the said document should contact the Company at the email address: general@weehur.com.sg to make an appointment.

Yours faithfully
for and on behalf of the Board of Directors of
Wee Hur Holdings Ltd.

Teo Choon Kow @ William Teo
Lead Independent Director