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 Fourteenth Annual General Meeting (the "**AGM**") of Wee Hur Holdings Ltd. (the "**Company**") will be convened and held by electronic means on Wednesday, 28 April 2021 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 2020. **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 2020. **Resolution 2**

3. To approve the payment of Directors' fees of S$180,000 for the financial year ending 31 December 2021, to be paid quarterly in arrears. (2020: S$180,000). **Resolution 3**

4. To re-elect Mr Goh Yeo Hwa, a Director retiring pursuant to Regulation 109 of the Company's Constitution. [*See explanatory Note (a)(i)*] **Resolution 4**

5. To re-elect Mr Goh Yew Gee, a Director retiring pursuant to Regulation 109 of the Company's Constitution. [*See explanatory Note (a)(i) and (ii)*] **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. That, subject to and contingent upon passing of Resolution 8 by shareholders of the Company by appointing the Chairman of the Meeting to vote at the AGM, excluding the Directors and the chief executive officer of the Company, and their respective associates [as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**")]: **Resolution 7**

   (a) the continued appointment of Mr Teo Choon Kow @ William Teo, as an independent director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

   (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Teo Choon Kow @ William Teo as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution.

8. That, subject to and contingent upon the passing of Resolution 7: **Resolution 8**

   (a) the continued appointment of Mr Teo Choon Kow @ William Teo, as an independent director, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

   (b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Teo Choon Kow @ William Teo as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution,

   provided that this Resolution shall only be proposed and voted upon if Resolution 7 is passed by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM.

   [*See explanatory Note (b)(i) and (ii)*]

9. That, subject to and contingent upon passing of Resolution 10 by shareholders of the Company by appointing the Chairman of the Meeting to vote at the AGM, excluding the Directors and the chief executive officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST): **Resolution 9**

(a) the continued appointment of Mr Wong Kwan Seng Robert, as an independent director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

(b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Wong Kwan Seng Robert as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution.

10. That, subject to and contingent upon the passing of Resolution 9: **Resolution 10**

(a) the continued appointment of Mr Wong Kwan Seng Robert, as an independent director, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) be and is hereby approved; and

(b) the authority conferred by this Resolution shall continue in force until the earlier of the following: (i) the retirement or resignation of Mr Wong Kwan Seng Robert as a Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of this Resolution,

provided that this Resolution shall only be proposed and voted upon if Resolution 9 is passed by shareholders of the Company by appointing the Chairman of the Meeting as proxy to vote at the AGM.

[See explanatory Note (b)(i) and (iii)]

11. **Share Issue Mandate** **Resolution 11**

"That pursuant to Section 161 of the Companies Act, Chapter 50 (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 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 (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 7 May 2021 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 2020 (the "**FY2020 Final Dividend**").

Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte Ltd of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to the close of business at 5.00 p.m. on 7 May 2021 will be registered to determine the members' entitlement to the FY2020 Final Dividend.

In respect of shares in securities accounts with the Central Depository (Pte) Limited ("**CDP**"), the FY2020 Final Dividend will be paid by the Company to CDP which will in turn distribute the FY2020 Final Dividend entitlements to holders of shares in accordance with its practice.

The FY2020 Final Dividend, if approved, will be paid on 21 May 2021 to members registered in the books of the Company on 7 May 2021.

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

12 April 2021

Explanatory Notes:

(a) (i) Information pursuant to Rule 720(6) of the Listing Manual on Mr Goh Yeo Hwa and Mr Goh Yew Gee is set out under the "Information on Directors Seeking for Re-election" on pages 160 to 164 of 2020 Annual Report of the Company.

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

(b) (i) Ordinary Resolutions 7, 8, 9, and 10 are proposed in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022.

With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST stipulates that a director is not independent if he has been a director for an aggregate period of more than nine years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders excluding the directors and the chief executive officer of the company, and their respective associates. For the purpose of the resolution referred to in (B), the directors and the chief executive officer of the company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

Each of Mr Teo Choon Kow @ William Teo and Mr Wong Kwan Seng Robert is an Independent Director who has served as a Director of the Company for more than nine years.

The Company is proposing to seek the requisite approval for their continued appointment as Independent Directors via a Two-Tier Voting process. For the purpose of the Ordinary Resolutions 8 and 10, the Directors and the Chief Executive Officer of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

If such requisite approval is not obtained prior to 1 January 2022, the relevant Director (if he continues to hold office as of 1 January 2022) will be regarded as non-independent as of 1 January 2022 and will be re-designated as a non-independent Director.

The requisite approval, if obtained, will remain in force until the earlier of the following: (i) the retirement or resignation of the relevant Director; or (ii) the conclusion of the third annual general meeting of the Company following the passing of the relevant Ordinary Resolutions.

(ii) Mr Teo Choon Kow @ William Teo will continue to serve as the Chairman of the Audit and the Remuneration Committees and a member of the Nominating Committee once the requisite approval is obtained under Two-Tier Voting process.

(iii) Mr Wong Kwan Seng Robert will continue to serve as the Chairman of the Nominating Committee and a member of the Audit and the Remuneration Committees once the requisite approval is obtained under Two-Tier Voting process.

(c) The proposed Ordinary Resolution 11, 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.

Notes:

1. The AGM of the Company will be held, by electronic means 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. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at https://www.weehur.com.sg/investor-relations/announcements-and-press-release/ and on the SGX website at https://www.sgx.com/securities/company-announcements.

2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the chairman of the meeting of the Company (the "**Chairman of the Meeting**") in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company's announcement dated 12 April 2021.

3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. Members may watch the AGM proceedings through a live webcast using their computers, tablets or mobile phones or listening to the proceedings through live audio-only stream via telephone.

   To access the live webcast and the audio-only stream, members need to register by no later than 11.30 a.m. on 25 April 2021, being 72 hours before the time fixed for the AGM ("**Registration Deadline**") to enable the Company to verify their status. Authenticated members will receive an email a day before the AGM, containing the link and the telephone number through which the live webcast and the live audio-only stream can be accessed, and the login details and credentials.

   Members can register by clicking on the Wee Hur's Registration Portal Url link: http://weehur.availeasemgdwebinar.com and we advise all members to register as early as possible. Members are advised to also check the Junk folder of their email in case the emails are directed there instead of Inbox. Members who registered by the Registration Deadline but do not receive an email response by 11.30 a.m. on 27 April 2021, may contact the Company at general@weehur.com.sg or Tel: 6258 1002.

4. **A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM**. Please note that a member may not vote at the AGM otherwise than by way of appointing the Chairman of the Meeting as the member's proxy. The accompanying proxy form for the AGM will be published on the Company's website at https://www.weehur.com.sg/investor-relations/announcements-and-press-release/ and on the SGX website at https://www.sgx.com/securities/company-announcements.

5. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

   The proxy form is not valid for use by persons holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50) (including CPF/SRS investors) ("**Investors**") and shall be ineffective for all intents and purposes if used or purported to be used by them. Investors who wish to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 16 April 2021.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.

7. The instrument appointing the Chairman of the Meeting as proxy 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., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; 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 2021. 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.

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

8. A member who pre-registers to watch the live webcast or listen to the audio-only stream may also submit questions relating to the business of this AGM in the following manner: (a) via the pre-registration website by clicking on the Wee Hur's Registration Portal Url link: http://weehur.availeasemgdwebinar.com; (b) by email to the Company's Share Registrar at srs.teamd@boardroomlimited.com; or (c) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, 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 2021.

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit questions by post, members are strongly encouraged to submit their questions via the pre-registration website or email. The Company will endeavour to address all substantial and relevant questions prior to the AGM by publishing the responses to questions on the SGXNet and the Company's website.

9. The Annual Report 2020 may be accessed at the Company's website at https://www.weehur.com.sg/investor-relations/annual-reports/ by clicking on the hyperlink for "Annual Report 2020".

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

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.