INTERESTED PERSON TRANSACTION::PROVISION OF PROPORTIONATE GUARANTEE TO UOB AND OCBC

Issuer & Securities

Issuer/ Manager

WEE HUR HOLDINGS LTD.

Securities

WEE HUR HOLDINGS LTD. - SG1W55939399 - E3B

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Announcement Details

Announcement Title

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Submitted By (Co./ Ind. Name)

Tan Ching Chek

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attached announcement.

Additional Details

Interested Person Details

Please refer to the attached announcement.

Attachments

Proportionate Guarantee to Banks WHTR and WHTC.pdf

Total size =24K MB

偉合控股有限公司

WEE HUR HOLDINGS LTD.

(UEN: 200619510K)
(Incorporated in the Republic of Singapore)

INTERESTED PERSON TRANSACTION – PROVISION OF PROPORTIONATE GUARANTEE TO UNITED OVERSEAS BANK LIMITED AND OVERSEA-CHINESE BANKING CORPORATION LIMITED

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1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of Wee Hur Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refer to the announcement made to the Singapore Exchange Securities Trading Limited on 4 December 2025 in relation to the joint ventures in Wee Hur Thomson (Residential) Pte. Ltd. and Wee Hur Thomson (Commercial) Pte. Ltd. in relation to the Land Parcel (the "**Previous Announcement**").

Unless otherwise defined, all capitalised terms used in this announcement shall have the same meaning ascribed to them in the Previous Announcement.

The Board of the Company wishes to update that pursuant to the JVAs, both Wee Hur Thomson (Residential) Pte. Ltd. and Wee Hur Thomson (Commercial) Pte. Ltd. have been incorporated on 8 December 2025. The shareholdings of the JV Parties in each of the Developers are as follows:

Residential JV Company

Name of Residential JV Party	Number of Shares	Shareholding percentage
WH Property	2,000,000	50%
GSC Holdings	520,000	13%
Capital Development Pte. Ltd.	400,000	10%
TBP Thomson A Pte. Ltd.	480,000	12%
Avavest SG Robin Investments Pte. Ltd. [f.k.a. ARA (ECO)(26CB) Pte. Ltd.]	280,000	7%
Thomson Invesco Pte. Ltd.	200,000	5%
TKS International Investment Pte. Ltd.	120,000	3%
Total	**4,000,000**	**100%**

Commercial JV Company

Name of Commercial JV Party	Number of Shares	Shareholding percentage
WH Property	2,000,000	50%
GSC Holdings	520,000	13%
Capital Development Pte. Ltd.	400,000	10%
TBP Thomson A Pte. Ltd.	480,000	12%
Avavest SG Robin Investments Pte. Ltd. [f.k.a. ARA (ECO)(26CB) Pte. Ltd.]	280,000	7%
Thomson Invesco Pte. Ltd.	200,000	5%
TKS International Investment Pte. Ltd.	120,000	3%
Total	**4,000,000**	**100%**

The Board of the Company also wishes to announce that in accordance with the JVAs, the Developers have obtained banking facilities totalling S$748,522,000 (the "**Facilities**") from United Overseas Bank Limited and Oversea-Chinese Banking Corporation Limited (collectively, the "**Banks**") for the purpose of financing the Development.

In consideration of the Banks granting the Facilities to the Developers, each of the JV Parties and/or their respective holding companies/guarantor, has provided a proportionate corporate guarantee to the Banks based on their respective shareholdings in each of the Developers, in accordance with the terms of the JVAs. Accordingly, the Company, as the holding company of WH Property, has provided a proportionate corporate guarantee in the amount of S$374,261,000 (the "**Proportionate Guarantee**").

2. PROVISION OF THE PROPORTIONATE GUARANTEE AS AN INTERESTED PERSON TRANSACTION

GSC Holdings is a private company incorporated in Singapore and Mr. Goh Yeo Hwa, Mr. Goh Yeow Lian, Mr. Goh Yew Gee and Mr. Goh Yew Tee (collectively, the "**Goh Directors**") are the directors of GSC Holdings. The Goh Directors directly hold 55% equity interests of GSC Holdings, and together with their associates hold an aggregate of 72% equity interests in GSC Holdings. GSC Holdings is therefore regarded to be an "associate" of the Goh Directors, and in addition, GSC Holdings is a controlling shareholder of the Company and as such, would be regarded as an "interested person" within the meaning defined in Chapter 9 of the Listing Manual.

By virtue of Section 4 of the Securities and Futures Act 2001, the Goh Directors are deemed to be interested in the shareholding interests held in each of the Developers held by WH Property (50%) and GSC Holdings (13%) as the Goh Directors and their associates hold (directly and indirectly) (i) approximately 58.59% equity interests in the Company and (ii) 72% shareholding interests in GSC Holdings. As such, each of the Developers is deemed an "associate" of the Goh Directors and would constitute an "interested person" for the purposes of Chapter 9 of the Listing Manual. Each of the Developers is deemed both an entity at risk (in its capacity as an indirect associated company of the Company) and an interested person (in its capacity as an associate of the Goh Directors) within the meaning defined in Chapter 9 of the Listing Manual.

The provision of the Proportionate Guarantee by the Company to the Banks, in its capacity as the holding company of WH Property, is therefore regarded as the Company being an "entity at risk" within the meaning defined in Chapter 9 of the Listing Manual.

Under Rule 909(2) of the Listing Manual, in the case of a joint venture, the value of the transaction includes the equity participation, shareholders' loans and guarantees given by the entity at risk.

Accordingly, the provision of the Proportionate Guarantee by the Company is regarded as an interested person transaction, and the requirements under Chapter 9 of the Listing Manual are applicable. The Proportionate Guarantee of S$374,261,000 represents approximately 56.53% of the Group's audited net tangible assets ("**NTA**") as at 31 December 2024.

Save for GSC Holdings, none of the JV Parties are related to any of the directors and controlling shareholders of the Company and is therefore not regarded as an "interested person" within the meaning defined in Chapter 9 of the Listing Manual.

3. TOTAL VALUE OF ALL INTERESTED PERSON TRANSACTIONS

The current total value of all interested person transactions excluding the transactions less than S$100,000.00, and the transactions which have been approved by the shareholders of the Company, with (i) Goh Directors and their Associates and (ii) all interested persons of the Company, for the period from 1 January 2026 up to the date of this resolution and the percentage of the Group's latest audited NTA of the Group as at 31 December 2024 represented by such values, are as follows:

	Prior to the Proportionate Guarantee		Including the Proportionate Guarantee	
	Amount (S$)	**Percentage of audited NTA of the Group (%)**[(1)]	**Amount (S$)**	**Percentage of audited NTA of the Group (%)**[(1)]
Total value of all transactions with Goh Directors, and their associates	3,600,000[(2)]	0.54	377,861,000	57.07
Total value of all transactions with all interested persons of the Company	3,600,000[(2)]	0.54	377,861,000	57.07

Notes:

(1) Based on the latest audited NTA of the Group of S$662,058,000 as at 31 December 2024.

(2) The amount comprises the following:

(i) Total contribution and rental pursuant to the lease agreement between LivingMenu SG Pte. Ltd. and 2K Property Pte. Ltd. in respect of the property known as 114 Lavender Street #01-68 CT Hub 2, Singapore 338729 of S$3,600,000.

4. EXCEPTIONS TO THE REQUIREMENT FOR SHAREHOLDERS' APPROVAL AND STATEMENT OF THE AUDIT COMMITTEE

Under Rule 905 of the Listing Manual, the issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group' latest audited NTA. If 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, the issuer must make an immediate announcement of the latest transaction and all future transactions entered into with the same interested person during that financial year.

Under Rule 906 of the Listing Manual, the issuer must obtain shareholder's approval for any interested person transaction of a value equal to, or more than 5% of the group's latest NTA or 5% of the group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year.

Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a guarantee to a joint venture with an interested person if:

(a) the guarantee is extended by all joint venture partners in proportion to their equity and on the same terms;

(b) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture; and

(c) the issuer confirms by an announcement that its audit committee is of the view that:

(i) the provision of the guarantee is not prejudicial to the interests of the issuer and its minority shareholders; and

(ii) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders.

The provision of the Proportionate Guarantee has met the exception under Rule 916(3) of the Listing Manual. Accordingly, the Company is exempted from the requirement of seeking shareholders' approval for the provision of the Proportionate Guarantee.

The audit committee of the Company (the "**Audit Committee**") has reviewed the terms of the Proportionate Guarantee and is of the view that:

(i) the provision of the Proportionate Guarantee by the Company to the Banks in respect of the Facilities granted to the Developers is not prejudicial to the interests of the Company and its minority shareholders; and

(ii) the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders.

5. FINANCIAL EFFECTS OF THE PROPORTIONATE GUARANTEE

The provision of the Proportionate Guarantee is not expected to have a material impact on the consolidated net tangible assets per share and consolidated earnings per share of the Group for the financial year ending 31 December 2026.

6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Mr Goh Yeow Lian, Mr Goh Yew Tee, Mr Goh Yeo Hwa, Mr Goh Yew Gee, being directors of the Company and also Interested Persons, have abstained from deliberating, making recommendation and approving the Proportionate Guarantee.

Save as disclosed in this announcement, none of the other directors has any interest, direct or indirect, in the Proportionate Guarantee.

As at the date hereof, the controlling shareholders of the Company are GSC Holdings and Mr Goh Yeow Lian through his interest in GSC Holdings. As Mr Goh Yeow Lian is one of the Interested Persons, GSC Holdings and Mr Goh Yeow Lian are therefore deemed interested in the Proportionate Guarantee.

By Order of the Board

Dr Foo Say Mui, Bill
Lead Independent Director
4 February 2026