INTERESTED PERSON TRANSACTION::PROVISION OF PROPORTIONATE GUARANTEE TO THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

Issuer & Securities

Issuer/ Manager

WEE HUR HOLDINGS LTD.

Securities

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PROVISION OF PROPORTIONATE GUARANTEE TO THE HONGKONG AND SHANGHAI BANKING CORPORATION LIMITED

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Submitted By (Co./ Ind. Name)

Teo Ah Hiong

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

Ann IPT Proportionate Guarantee to HSBC - WH Belmont.pdf

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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 THE HONGKONG AND SHANGHAI 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**") refers to the announcement made to the Singapore Exchange Securities Trading Limited on 29 July 2026 in relation to the joint venture in Wee Hur Bedford Pte. Ltd. (the "**SPV Company**") with the Joint Venture Party for the development of the Property into PBSA (the "**Development**") through Wee Hur Belmont, a wholly owned subsidiary of the SPV Company, and which disclosed, *inter alia*, the respective shareholdings of the Joint Venture Parties (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 shareholdings of the Joint Venture Parties in the SPV Company as of the date of this announcement are as follows:

Name of Joint Venture Parties	Number of Ordinary Shares Held	Percentage Shareholdings
Wee Hur Hong Kong	90	90%
WM Hong Kong	10	10%
Total	**100**	**100%**

The Board of the Company wishes to announce that Wee Hur Belmont has obtained banking facilities totalling HK$662,405,850 (equivalent to approximately S$108,303,356) (the "**Facilities**") from The Hongkong and Shanghai Banking Corporation Limited (the "**Bank**") for the purpose of financing the Development.

In consideration of the Bank granting the Facilities to Wee Hur Belmont, each of the Joint Venture Parties and/or their respective holding companies/guarantor, has provided a proportionate corporate guarantee in favour of the Bank based on their respective shareholdings in the SPV Company, in accordance with the terms of the JVA. Accordingly, the Company, as the ultimate holding company of Wee Hur Belmont, has provided a proportionate corporate guarantee in the amount of HK$596,165,265 (equivalent to approximately S$97,473,021), representing 90% of the aggregate principal amount of the Facilities (the "**Proportionate Guarantee**").

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

WM Hong Kong is a private company incorporated in Singapore and its directors are Mr. Goh Yeo Hwa, Mr. Goh Yeow Lian, Mr. Goh Yew Gee and Mr. Goh Yew Tee (collectively, the "**Goh Directors**"). The Goh Directors together with their Associates (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) (the "**Listing Manual**") hold an aggregate equity interest of 88% in WM Hong Kong. The remaining 12% equity interest are held as follows: (a) 10% by Sua Investment Pte. Ltd., an entity wholly owned by an Associate of the Goh Directors and her immediate family; and (b) 2% by an unrelated third party. The Goh Directors are also directors and shareholders of the Company. Mr. Goh Yeow Lian is a

controlling shareholder of the Company. WM Hong Kong is therefore regarded to be an "associate" of the Goh Directors 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 100% of the equity interests in the Wee Hur Belmont through the SPV Company, which is held by Wee Hur Hong Kong (90%) and WM Hong Kong (10%) as the Goh Directors and their associates hold (directly and indirectly) (i) approximately 58.40% equity interests in the Company and (ii) 88% equity interests in WM Hong Kong. As such, Wee Hur Belmont is deemed an "associate" of the Goh Directors and would constitute an "interested person" for the purposes of Chapter 9 of the Listing Manual. Wee Hur Belmont is deemed both an entity at risk (in its capacity as an indirect subsidiary 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.

Wee Hur Hong Kong is a wholly owned subsidiary of the Company and is therefore regarded to be an "entity at risk" within the meaning defined in Chapter 9 of the Listing Manual.

The provision of the Proportionate Guarantee by the Company to the Bank, in its capacity as the ultimate holding company of Wee Hur Belmont, through Wee Hur Hong Kong, 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 HK$596,165,265 (equivalent to approximately S$97,473,021) represents approximately 15.31% of the Group's audited net tangible assets ("**NTA**") as at 31 December 2025.

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 announcement and the percentage of the Group's latest audited NTA of the Group as at 31 December 2025 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	470,334,755[2]	73.88[3]	567,807,776	89.19
Total value of all transactions with all interested persons of the Company	470,334,755[2]	73.88[3]	567,807,776	89.19

Notes:

(1) Based on the latest audited NTA of the Group of S$636,582,000 as at 31 December 2025.

(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, amounting to S$3,600,000.

(ii) Provision of a proportionate corporate guarantee, amounting to S$374,261,000, to UOB and OCBC in respect of the banking facilities granted to Wee Hur Thomson (Commercial) Pte. Ltd. and Wee Hur Thomson (Residential) Pte. Ltd.

(iii) Provision of a proportionate corporate guarantee of S$12,137,923 to UOB in respect of the banking facilities granted to Wee Hur Thomson (Commercial) Pte. Ltd. and Wee Hur Thomson (Residential) Pte. Ltd.

(iv) Amount of investment into Wee Hur Bedford Pte. Ltd. which comprises paid up share capital of HK$90 (equivalent to S$15) and proportionate shareholders' loan of HK$486,000,000 (equivalent to S$80,335,800) by Wee Hur (Hong Kong) Pte. Ltd.. Consideration paid by Wee Hur Bedford Pte. Ltd. to Wee Hur (Hong Kong) Pte. Ltd. of HK$100 (equivalent to S$17) towards the share transfer in Wee Hur Belmont Limited.

(3) The total value of the interested person transactions listed in Notes (2)(ii) to (iv) represents 73.32% of the Group's latest audited NTA as at 31 December 2025. These transactions are exempt from the requirements of seeking shareholders' approval under Rules 916(2) and (3) of the Listing Manual. The total value of the interested person transactions (excluding the transactions exempt under Rule 916 of the Listing Manual, being 73.32%) listed in Notes 2(i) represents 0.56% of the Group's latest audited NTA as at 31 December 2025.

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**"), save for Mr. Goh Yew Gee who has abstained from making any recommendation, 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 Bank in respect of the Facilities granted to Wee Hur Belmont 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.

By Order of the Board

Dr Foo Say Mui, Bill
Lead Independent Director
21 August 2026