偉合控股有限公司
WEE HUR HOLDINGS LTD

LEGACY AND FORWARD MOMENTUM

CORPORATE GOVERNANCE REPORT 2025

CORPORATE GOVERNANCE **REPORT**

For the Financial Year Ended 31 December 2025 ("**FY2025**")

Wee Hur Holdings Ltd. (the "**Company**") together with its subsidiaries (the "**Group**") is committed to a high standard of corporate governance to ensure effective self-regulation practices are in place to enhance corporate performance and accountability.

This report outlines the Company's main corporate governance practices with specific reference made to the principles and provisions of the Code of Corporate Governance 2018 (the "**2018 Code**").

Pursuant to Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors of the Company (the "**Board**" or each a "**Director**" and collectively the "**Directors**") confirms that the Company and the Group, have complied with the Principles as set out in the 2018 Code for FY2025. The Board also confirms that where there are deviations from the Provisions of the 2018 Code, explanations for the deviation and how the Group's practices are consistent with the intent of the relevant principle are provided in the sections below:

I. BOARD MATTERS

THE BOARD'S CONDUCT OF AFFAIRS

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

The Board has six members comprising three Executive Directors, one Non-Executive Director and two Independent Directors. The Board comprises the following members:

Name of Directors	Position in Board	Appointment
Goh Yeow Lian	Executive Chairman and Managing Director	Executive Director
Goh Yew Tee	Executive Director and Deputy Managing Director	Executive Director
Goh Yeo Hwa	Member	Executive Director
Goh Yew Gee	Member	Non-Executive Director
Foo Say Mui	Member	Lead Independent Director
Lye Hoong Yip Raymond	Member	Independent Director

Provision 1.1

All Directors are conscious of their obligation to consistently fulfil their duties and responsibilities as fiduciaries, always acting in the best interests of the Company. They also bear the responsibility of holding the Company's management ("**Management**") accountable for performance.

The Company has implemented a Code of Business Ethics and Conduct that outlines the fundamental principles governing the conduct of all employees within the Group. This code encompasses various aspects including workplace behaviour, business practices, safeguarding the Company's assets, confidentiality of information and managing conflicts of interest. Directors, key management personnel and employees are required to adhere to these high standards of integrity, ensuring compliance with both Company's policies and the laws and regulations of the jurisdictions in which the Company operates.

The Company's Constitution requires a Director and, Chief Executive Officer or Managing Director (or person(s) holding an equivalent position), who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 156 of the Companies Act 1967 (the "**Act**"). A Director and, Chief Executive Officer or Managing Director (or person(s) holding an equivalent position), shall not vote in respect of any contract or proposed contract or arrangement with the Company in which he has directly or indirectly a personal material interest and nor shall he be counted in the quorum present at the meeting.

The Board oversees the business affairs of the Group, approves the financial objectives and the strategies to be implemented by management and monitors standards of performance and issues of policy directly. In addition to its statutory duties, the Board's principal functions are to: *Provision 1.2*

(i) supervise the overall management of the business and affairs of the Group, approving the Group's corporate and strategic policies and direction and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives;

(ii) formulate and approving financial objectives of the Group and monitoring its performances such as reviewing and approving of results announcements and approving of annual financial statements;

(iii) establish a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders' interests and the Group's assets;

(iv) oversee the processes for evaluating the adequacy of internal controls and risk management including the review and approval of interested person transactions;

(v) assume responsibility for corporate governance and compliances with the Act and the rules and regulations of the relevant regulatory bodies;

(vi) evaluate performance of management;

(vii) approve the recommended framework of remuneration for the Board and key executives;

(viii) identify the key stakeholders groups and recognise that their perceptions affect the Group's reputation;

(ix) set the Group's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and

(x) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

The Company implements a comprehensive onboarding process for newly appointed directors. This includes induction and orientation session led by the Executive Chairman, providing insights into the Group's business activities, strategic directions, and the duties and responsibilities associated with the director role.

Furthermore, the Company offers external training programs tailored to the needs of first-time directors. These programs cover essential areas such as accounting, legal matters and industry-specific knowledge as appropriate. Notably, if a newly-appointed director lacks prior experience in the SGX-ST listed company, he is required to participate in courses and training organised by institutions, including the Singapore Institute of Directors ("**SID**"), the Accounting and Corporate Regulatory Authority ("**ACRA**") and the SGX-ST. The Company bears the expenses associated with this training, underscoring its commitment to professional development and regulatory compliance. This proactive approach ensures that directors are well-equipped to contribute effectively to the company's governance and success.

Directors are encouraged to stay informed about advancements in corporate, financial, legal, and compliance requirements by participating in relevant courses, conferences, and seminars. The Company provides funding support for such endeavors. The Company funds and arranges for the Directors to receive regular training, for Directors to develop and maintain their skills and knowledge.

Matters specifically reserved for the approval of the Board include, among others, significant acquisitions and disposals of assets, corporate or financial restructuring, share issuance and the proposal of dividends. *Provision 1.3*

The Board has adopted a set of internal guidelines outlining matters requiring the Board's approval. Additionally, specific functions have been delegated to various Board committees, namely, the Audit Committee (the "**AC**"), the Remuneration Committee (the "**RC**") and the Nominating Committee (the "**NC**") (collectively referred to as the "**Board Committees**"). The Board Committees function within clearly defined written terms of reference and operational procedures. *Provision 1.4*

For further information on the activities of the respective Board Committees, please refer to the various principles outlined in this report.

The number of the Board and Board Committees meetings and each director's attendance at such meetings held during FY2025 are as follows: *Provision 1.5*

	Board Committees			
	Board	**Audit**	**Remuneration**	**Nominating**
Number of meetings held	**6**	**3**	**2**	**1**
Attendance				
Goh Yeow Lian	6	2*	2*	1*
Goh Yew Tee	6	2*	2*	1*
Goh Yeo Hwa	6	2*	2*	1*
Goh Yew Gee	5	2	2	1
Foo Say Mui	6	3	2	1
Lye Hoong Yip Raymond	5	3	2	1

* Attendance by invitation

The Company's Constitution permits the Directors to attend meetings through the use of audio-visual communication equipment.

In between Board meetings, important matters concerning the Company are presented to the Board for decision by circulating resolutions for the Directors' approval along with supporting memoranda, enabling informed decisions.

The NC also decides if a director is able to and has been adequately carrying out his duties as a Director of the Company. As part of the assessment of the performance of each individual director, there is consideration of whether sufficient time and attention has been given by the Director to the affairs of the Company. The NC is satisfied that all Directors were able to and have adequately carried out their duties as a director of the Company for FY2025. *Provision 4.5*

The NC has noted that both Independent Directors have multiple board representations.

Nevertheless, the NC believes that while it is essential for Directors to dedicate sufficient time and attention to the affairs of the Group, the matter of multiple board representations should be left to the judgment and discretion of each Director.

The NC believes that contributions from each of the Directors can be reflected in various ways beyond attendances at formal meetings and their frequency. Directors are appointed based on their experience and his potential to contribute to the Group's guidance and business. Focusing solely on a directors' meeting attendance may overlook their broader contributions, which could include providing guidance or exchanging views with management outside formal board settings.

To ensure that the Board is able to make informed decisions and discharge their duties and responsibilities, prior to the Board meetings, Management provides members of the Board with the financial statements of the Group, relevant background information and documents pertaining to agenda items prior each scheduled Board meeting. *Provision 1.6*

All Directors receive a comprehensive set of Board papers containing explanatory materials regarding matters to be discussed, along with copies of disclosure notes, budgets, forecasts, material variances and internal Group's financial statements in a timely manner ahead of Board meetings. This practice ensures the Board members have sufficient time to seek further clarification if needed, ensuring they are thoroughly briefed and adequately prepared for discussions during Board meetings.

The Directors receive regular updates from Management as and when there are any significant developments or events relating to the Group's business operations.

Management closely monitors changes to regulations and accounting standards. To ensure alignment with regulatory requirements, Directors are briefed during Board meetings or through specially-convened sessions facilitated by professionals when these changes significantly impact the Company's disclosure obligations.

News releases issued by the SGX-ST and the ACRA which are relevant to the Directors are circulated to the Board by the Company Secretaries. This practice ensures that the Board remains informed about pertinent matters concerning regulatory requirements, including changes to listing rules, corporate governance standards, risk management practices financial reporting standards and the Act.

In addition, Directors are provided with the management financial statements of the Company and have unrestricted access to the records and information of the Group. The Non-Executive and Independent Directors are encouraged to engage with senior executives in the Company and other employees to seek additional information, if needed. To facilitate such communication, contact details of the senior management and the Company Secretaries have been made available to the Directors. *Provision 1.7*

The Directors maintain separate and independent access to Management and the Company Secretaries at all times. The Company Secretaries are entrusted with ensuring adherence to Board procedures and compliance with all applicable rules and regulations. At most of meetings of the Board and Board Committees, one or both Company Secretaries are in attendance. The appointment and removal of the Company Secretaries are subject to the collective decision of the Board.

The Board also has access to external advisers, where necessary, at the Company's expense. These advisers can offer specialised knowledge on specific issues, such as legal matters, financial strategies, or industry trends, helping the Board make well-informed decisions. Additionally, external advisers can offer an objective viewpoint, as they are not directly involved in the day-to-day operations of the Company. This can help prevent potential conflicts of interest and ensure that decisions are made in the best interest of the Group as a whole.

The Board has no dissenting view on the Chairman's message to the shareholders for the financial year under review as set out on pages 2 to 7 of this annual report. *Rule 708 of the Listing Manual of SGX-ST*

BOARD COMPOSITION AND GUIDANCE

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

The Board comprises six members of whom three are Executive Directors, one is Non-Executive Director and two are Independent Directors. Independent Directors comprise one third of the Board members.

The NC conducts an annual review to determine the independence of each Director. An independent director is characterised by impartial conduct, integrity, and sound judgment and maintains no relationship with the Company, its related corporations, its substantial shareholders or its officers that could compromise, or reasonably be perceived to compromise their ability to exercise independence business judgment in the best interests of the Company. *Provision 2.1*

The NC has completed its annual assessment of the directors' independence and has affirmed that the Company had complied with Rule 210(5)(c) of the Listing Manual of SGX-ST, which requires that independent directors constitute at least one-third of the Board.

Whilst the Independent Directors do not constitute a majority of the Board, and the Chairman is not independent, which deviates from Provision 2.2 of the 2018 Code, both the NC and the Board is of the view that the intent of Principle 2 was met, as the Company has implemented measures to provide for a strong independent element on the Board. These measures include: *Provision 2.2*

(a) having a lead independent Director, who is able to provide leadership in situations where the Chairman is conflicted, and who is available to shareholders if they have concerns;

(b) the AC consists of non-executive directors, majority of whom, including the Chairman are independent;

(c) all the Board Committees being chaired by independent Directors; and

(d) all the Board Committees consist entirely of non-executive Directors;

The Board's ability to exercise objective judgment independently from Management is underscored by the thorough review and robust discussion of all key issues and strategies by all Board members, with constructive challenges posed by the Independent Directors. There is no dominance by any individual or small group of individuals in the Board's decision.

The NC and the Board emphasise that the independence of Independent Directors should be grounded in their professionalism, integrity, and objectivity, rather than solely based on formal criteria such as the requirement for a majority of independent director on the Board or the duration of their service. Therefore, the NC and the Board believe that there is no requirement currently that Independent Directors constitute a majority of the Board.

Provision 2.3 and Provision 2.4

Provision 2.3 of the 2018 Code stipulates that non-executive directors must constitute a majority of the Board. The non-executive directors, which include the Lead Independent Director of the Company, constitutes half of the Board members. For the same reasons as above, there is no requirement currently that the Board must make up a majority of non-executive directors. The NC and the Board regularly assess the Board's size. The current Board, comprising six directors, is deemed appropriate, considering the nature, scope and scale of the Group's operations. The Board and the Board Committees possess a balanced and diverse range of expertise and business experience, collectively equipped with the core competencies necessary for effective leadership and governance of the Group. Each director's appointment is based on merit, experience and reputation, devoid of considerations such as gender, age or ethnicity. Every director is expected to bring valuable range of experience and expertise to contribute to the Group's strategic development and business performance. Further details of the directors' qualifications, background and professional experiences are provided in the "Board of Directors" section of this annual report.

Rule 710A of the Listing Manual of SGX-ST

The Company has formally adopted a Board Diversity Policy, outlining its commitment to foster a diverse and inclusive board that encompasses a balanced mix of skills, knowledge, experience, and perspectives relevant to its business objectives. This policy serves to counteract groupthink and harness the full spectrum of available talent, thereby enhancing the efficacy of the Group's decision making process and supporting its strategic goals for sustainable development.

In its review of board composition and succession planning, the NC places considerable emphasis on diversity, encompassing factors such as background, experience, gender, age and other pertinent considerations. This approach ensures that the board's composition aligns with the evolving needs of the Group.

An annual assessment conducted by the NC reaffirms the Company's dedication to diversity, with the current board makeup reflecting a commitment to embracing diverse perspectives and experiences.

While the Board does not prescribe specific diversity targets, its focus remains steadfast on appointing candidates who best fit the Group's needs and strategic vision, without recourse to gender or age quotas.

Progress towards diversity objectives will be transparently communicated in future Corporate Governance Reports, underscoring the Company's commitment to accountability and continual improvement.

The NC will continue to review the effectiveness of the Board Diversity Policy, advocating for necessary adjustments as circumstances evolve, and actively seeking out qualified candidates to ensure diversity, including gender diversity, is upheld within the boardroom.

Provision 2.5

The Independent Director and Non-Executive Director, led by the Lead Independent Director, meet on an as-needed basis without Management's presence. Their discussions encompass various critical matters including the Group's financial performance, corporate governance initiatives, board procedures, succession planning and the remuneration of the Executive Directors.

EXECUTIVE CHAIRMAN AND MANAGING DIRECTOR

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Mr Goh Yeow Lian ("**Mr Goh**") currently serves as the Executive Chairman and Managing Director of the Company, holding a pivotal position as one of the Group's founders. He plays an indispensable role in driving the Group's business forward and actively participates in its day-to-day operations. With a profound understanding of the built environment industry, Mr Goh not only contributes extensive expertise but also provides strong leadership and visionary guidance to the Group. Recognising the cohesive strength Mr Goh brings, the Board has determined that a unified leadership structure is optimal for the Group at its current scale of business and operations. This decision aligns with maximising efficiency and clarity in decision-making processes. *Provision 3.1 and Provision 3.2*

In his role as Executive Chairman and Managing Director, Mr Goh is responsible for the Group's day-to-day operations and holds full executive authority over its business directions and operational decisions. Mr Goh maintains oversight of the quality, quantity and timeliness of information flow between Management and the Board, ensuring adherence to Company's corporate governance guidelines. Additionally, Mr Goh arranges Board meetings and collaborates with the Company Secretaries to prepare meeting agendas.

Given Mr Goh's dual role Executive Chairman and Managing Director, the Board has designated Dr Foo Say Mui as the Lead Independent Director to uphold a balanced distribution of power, enhance accountability, and fortify the Board's capacity for independent decision-making. The Lead Independent Director serves as a point of contact for shareholders in cases where communication with the Executive Chairman and Managing Director may be unsuitable or insufficient. Throughout FY2025, no queries or requests requiring the attention of the Lead Independent Director were received. *Provision 3.3*

BOARD MEMBERSHIP

Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.

The NC comprises three Directors, the majority of whom, including the NC Chairman, are independent as follows: *Provision 4.1 and Provision 4.2*

1. Lye Hoong Yip Raymond - Chairman
2. Foo Say Mui - Member
3. Goh Yew Gee - Member

Mr Lye Hoong Yip Raymond is an Independent Director, while Dr Foo Say Mui is a Lead Independent Director. Additionally, Mr Goh Yew Gee is a Non-Executive Director.

The NC's written terms of reference describes its responsibilities, including, among others:

(i) Review the composition of the Board annually to ensure an appropriate balance of expertise, skills, attributes and abilities;

(ii) Consider succession planning for Directors and key management personnel, including the Chairman and Chief Executive Officer;

(iii) Establish procedures for and make recommendations to the Board on nominations and re-nominations of Directors;

(iv) Identify and evaluate candidates for Board vacancies, assess the required skills and experience, and prepare role descriptions for new appointments;

(v) Use open advertising or external advisers to support the search process, consider candidates from diverse backgrounds, and assess them on merit and their ability to commit sufficient time;

(vi) Assess each Director's contribution and performance when considering re-nomination;

(vii) Determine whether Directors with multiple board representations are able to adequately discharge their duties;

(viii) Review and determine annually the independence of Directors in accordance with the Listing Rules of SGX-ST and the 2018 Code;

(ix) Propose performance evaluation criteria and conduct evaluations of the Board, its committees, and individual Directors;

(x) Ensure non-executive Directors receive formal appointment letters setting out expectations regarding time commitment, committee service and involvement;

(xi) Perform any other duties delegated by the Board or required by regulatory authorities; and

(xii) Make recommendations to the Board on succession planning, evaluation processes, training and development programmes, appointment and re-election of Directors, continuation or termination of office, and senior management appointments including Chief Executive Officer and Chief Financial Officer.

Provision 4.3

The NC is responsible for the recommendation of all appointments and re-nominations of directors to the Board. New directors undergo review and nominations by the NC before their appointment. As per the Company's Constitution, one-third of the directors retire by rotation and are subject to re-election at each AGM. Additionally, newly appointed directors must also subject themselves for retirement and re-election at the AGM immediately following their appointment. When considering the nomination of any director for re-election, the NC evaluates the performance of the director involved.

All Directors, including the Executive Chairman and Managing Director, undergo re-nomination and re-election at regular intervals, occurring at least once every three years. In accordance with the Company's Constitution, one third of the Directors are required to retire from office by rotation and are subject to re-election at the AGM of the Company.

The NC, considering the directors' contributions and performance including their attendance and participation at the Board and Board Committees' meetings, has recommended the re-election of Dr Foo Say Mui and Mr Lye Hoong Yip Raymond, at the forthcoming AGM. These two Directors are retiring under Regulation 109 of the Company's Constitution and have offered themselves for re-election. The Board has accepted the recommendations of the NC. The requisite information required under Appendix 7.4.1 of the Listing Manual of the SGX-ST pertaining to Dr Foo Say Mui and Mr Lye Hoong Yip Raymond is provided on pages 9 to 10 of this annual report.

The date of initial appointment and last re-election of each Director is set out below:

Name of Directors	Appointment	Date of Initial Appointment	Date of Last Re-election
Goh Yeow Lian	Executive Chairman and Managing Director	3 September 2007	30 April 2025
Goh Yew Tee	Executive Director and Deputy Managing Director	24 September 2007	30 April 2025
Goh Yeo Hwa	Member	24 September 2007	26 April 2024
Goh Yew Gee	Member	24 September 2007	26 April 2024
Foo Say Mui	Member	26 April 2024	N.A.
Lye Hoong Yip Raymond	Member	26 April 2024	N.A.

The search and nomination process for new directors, if required, will involve engaging search firms, leveraging contacts, and considering recommendations that undergo a comprehensive selection process. This approach ensures a broad outreach to identify suitable candidates.

The selection criterion encompass integrity, a diverse range of competencies, specialised expertise, industry experience and financial literacy. These factors are pivotal in ensuring the Board comprise individuals with the requisite skills and qualities to effectively fulfil their roles.

Annually, the NC assesses the independence of each director based on the definition of independence outlined in the 2018 Code. The NC mandates that all Independent Directors affirm their independence and disclose any relationships with the Company, its related corporations, its Directors, Management and the substantial shareholders of the Company through a written declaration on an annual basis. *Provision 4.4*

For FY2025, both Dr Foo Say Mui and Mr Lye Hoong Yip Raymond had been determined by the NC and the Board as objective and independent-minded in Board deliberations. Their extensive experience equips them to offer pertinent insights to the Board and the various Board Committees they serve which facilitates sound decision-making. The NC and the Board have observed that both Dr Foo Say Mui and Mr Lye Hoong Yip Raymond consistently contribute their own perspectives and actively seek clarifications from Management when necessary. They demonstrate the ability to exercise objective judgment on corporate matters independently, particularly from Management influence.

Following careful consideration and assessment, both the NC and the Board affirmed that both Dr Foo Say Mui and Mr Lye Hoong Yip Raymond fulfil their duties independently, with integrity and competence. Both Dr Foo Say Mui and Mr Lye Hoong Yip Raymond have voluntarily abstained themselves from all NC and Board deliberations and decisions relating to their ongoing independence.

Therefore, the NC and the Board maintained the opinion that both Dr Foo Say Mui and Mr Lye Hoong Yip Raymond remained independent, ensuring that no individual or small group of individual dominates the decision- making process of the Board in respect of FY2025.

The NC ensures that newly appointed directors are well-informed about their duties and obligations by providing them with comprehensive induction and orientation session upon their appointment to the Company's Board. *Provision 4.5*

The NC believes that while it is crucial for Directors to allocate sufficient time and attention to the affairs of the Group, decisions regarding multiple board representations should be left to the judgment and discretion of each individual Director.

The NC believes that contributions of each Director extend beyond mere attendance at Board and Board Committees' meetings as well as the frequency of such meetings. Directors are appointed based on their experience and potential to provide to the Group and its business. Focusing solely on a directors' meeting attendance may overlook the broader spectrum of their contributions. These contributions can manifest in various forms, including providing guidance or exchanging views with Management outside the formal Board environment.

BOARD PERFORMANCE

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

The NC evaluates and assesses the effectiveness of the Board, considering relevant performance criteria.

The Company has implemented a formal process to evaluate the performance and effectiveness of the Board as a whole, along with each of its Board Committees, and every individual Director on an annual basis. The evaluation of each individual Director is conducted through a self-assessment process. *Provision 5.1*

The performance criteria for the Board evaluation were recommended by the NC and approved by the Board.

All Directors were given both a board evaluation questionnaire and self-evaluation questionnaire to articulate their perspectives on various aspects of the performance of the Board, the Board Committees, and their individual contributions. This comprehensive approach aims to assess the overall effectiveness of the Board. Subsequently, the completed questionnaires were submitted to the Company Secretaries for collation. The findings of such evaluations were then presented to the NC for review before submitting to the Board for discussion, enabling the identification of areas for improvement. Recommendations were formulated and implemented to further enhance the effectiveness of the Board. *Provision 5.2*

The evaluation of both the Board and the Board Committees focus on a predefined set of performance criteria approved by the Board which includes various aspects, such as the size and composition of the Board, its independence, access to information and accountability. The evaluation also scrutinises the performance of Board Committee which includes their adherence to the responsibilities outlined in their respective terms of reference.

The Board, having delegated its authority to the NC, has made concerted efforts to ensure each Director possesses requisite experience, knowledge, and skills essential to the Group's business. This strategic approach is vital in facilitating the Board's ability to make informed and prudent decisions. In the process of considering the re-election of any Director, the NC evaluates the performance of the Director involved.

II. REMUNERATION MATTERS

PROCEDURES FOR DEVELOPING REMUNERATION POLICIES, LEVEL AND MIX OF REMUNERATION AND DISCLOSURE OF REMUNERATION

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

The RC comprises three Directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent as follows: *Provision 6.1 and Provision 6.2*

1. Foo Say Mui - Chairman
2. Lye Hoong Yip Raymond – Member
3. Goh Yew Gee - Member

Dr Foo Say Mui and Mr Lye Hoong Yip Raymond are the Independent Directors. Mr Goh Yew Gee is the Non-Executive Director.

The RC's terms of reference describe its responsibilities, including, among others:

(i) Recommend to the Board the remuneration framework and guidelines for Directors and key management personnel;

(ii) Ensure the remuneration policy provides appropriate incentives for performance, rewards contributions fairly, and ensures non-executive Director's remuneration is appropriate;

(iii) Review the relevance and appropriateness of remuneration policies on an ongoing basis;

(iv) Consider compensation terms in service contracts to avoid rewarding poor performance and ensure mitigation of loss;

(v) Approve performance targets and recommend individual remuneration packages for key management personnel for Board endorsement;

(vi) Periodically review remuneration packages to ensure competitiveness and alignment with company and shareholder interests;

(vii) Administer share incentive plans, if any according to plan rules and regulatory requirements;

(viii) Review and recommend remuneration packages for Directors and key management, covering all components including fees, salaries, bonuses, benefits and share awards;

(ix) Consider legal requirements, the 2018 Code, and Listing Manual of SGX-ST in determining remuneration;

(x) Review annual remuneration trends across the Company or Group;

(xi) Oversee major changes in employee benefits structures;

(xii) Set policies for authorising Chief Executive Officer and Chairman expense claims;

(xiii) Ensure compliance with remuneration disclosure requirements under the 2018 Code;

(xiv) Select and set terms for remuneration consultants and obtain up-to-date market remuneration data;

(xv) Commission external reports or surveys as required; and

(xvi) Ensure RC members abstain from decisions relating to their own remuneration and where conflicts of interest exist.

While recommendations are made in consultation with the Executive Chairman and Managing Director of the Company, remuneration packages are ultimately approved by the entire Board. To uphold impartiality and transparency, no Director participates in determining their own remuneration.

Provision 7.1

The Company has implemented a remuneration policy for employees, comprising a fixed component and a variable component. The fixed component is structured as a base salary, while the variable component is in the form of a bonus tied the performance of the Group as a whole and individual employees' performance. This approach is designed to align remuneration with the interests of shareholders, ensuring that rewards are directly linked to corporate and individual performance, thereby fostering the long-term sustainability of the Group. The remuneration packages of the Executive Chairman and Managing Director and the Executive Directors include a variable performance bonus. Each of these individual maintains has a distinct service agreement with the Company, structured for a specified fixed term.

Provision 6.3

The RC conducts reviews of the service contracts for the Executive Chairman and Managing Director and the Executive Directors, and key management personnel. The RC ensures that these contracts include termination clauses that are fair and reasonable, avoiding excessive generosity in the Company's obligations in the event of termination.

Provision 6.4

The RC has explicit authority to seek appropriate expert advice in the field of executive compensation outside the Company on remuneration matters when necessary.

Provision 7.3

Furthermore, the RC conducts annual reviews of the compensation and performance of the Executive Chairman and Managing Director, Executive Directors, key management personnel and staff who are related to the Executive Chairman and Managing Director and the Executive Directors. These reviews ensure that their remuneration aligns with both individual performance and the overall performance of the Group, providing fair and commensurate rewards.

Currently, the Company does not employ contractual provisions to recoup incentive components of remuneration from the Executive Chairman and Managing Director, Executive Directors and key management personnel in exceptional circumstances such as financial misstatements or misconduct leading to financial loss to the Company. The RC will assess, if necessary, the need to introduce such contractual provisions to enable the Company to recover incentive components of the remuneration previously awarded to the Executive Chairman and Managing Director, Executive Directors and key management personnel in such exceptional circumstances.

Provision 7.2

Directors' fees for Independent Directors and Non-Executive Director adhere to a remuneration framework comprising basic fees and additional fees for chairing Board Committees as recommended by the external remuneration consultant. Following consultation with the RC, the Board recommends directors' fees for approval by shareholders at the AGM of the Company. Once approved, these fees are disbursed quarterly in arrears. Executive Directors including the Executive Chairman and Managing Director do not receive directors' fees as they are compensated as members of Management. The Board concurred with the RC that the proposed directors' fees for FY2025 are both appropriate and reasonable. This assessment considers factors such as directors' contribution, time and effort in Board and Board Committees service, as well as the associated responsibilities and obligations.

Provision 8.1 and Provision 8.3

While the Board values transparency, it has deliberated and concluded that complete disclosure of the specific remuneration of each individual Group's key management personnel (who are not directors) is not in the best interests of the Group. Among other factors, the Board has considered the sensitive nature of this information, the Group's relative size, the highly competitiveness of its business environment and the potential irreversible negative consequences that such disclosure could have on the Group.

Rule 1207(10D) of the Listing Manual of SGX-ST

Details of remuneration and benefits of Directors pursuant to the Rule1207 (10D) of the Listing Manual of SGX-ST and key management personnel for FY2025 which provides sufficient overview of the remuneration of Directors and key management personnel are set out below:

Name of Directors	Fees $	Salary $	Bonus $	Other $	Total $
Non-Executive Director					
Goh Yew Gee[1]	55,000 (100%)	–	–	–	55,000 (100%)
Foo Say Mui[1]	70,000 (100%)	–	–	–	70,000 (100%)
Lye Hoong Yip Raymond[1]	60,000 (100%)	–	–	–	60,000 (100%)
Executive Director					
Goh Yeow Lian*	–	726,660 (18%)	3,264,795 (80.7%)	54,000 (1.3%)	4,045,455 (100%)
Goh Yew Tee*	–	463,992 (23.8%)	1,437,887 (73.7%)	48,000 (2.5%)	1,949,879 (100%)
Goh Yeo Hwa*	–	264,660 (23%)	842,536 (73.3%)	42,000 (3.7%)	1,149,196 (100%)

(1) The non-executive directors, their remuneration is paid solely in the form of Directors' fees which are approved by shareholders at each annual general meeting of the Company.

Remuneration Bands and Name	Fees (%)	Salary (%)	Bonus (%)	Others (%)	Total (%)
Key Executives					
$2,000,001 to $2,250,000					
Goh Wee Ping[1]*	–	15.7	83	1.3	100
$750,001 to $1,000,000					
Goh Cheng Huah	–	30.8	66.3	2.9	100
$500,001 to $750,000					
Lu Tze Chern	–	50.4	45	4.6	100
Sua Chen Shiua[2]*	–	50.6	44.9	4.5	100
Peter William Scott	1.6	49.7	42.7	6	100
$250,001 to $500,000					
Goh Cheng Yu[3]	–	58.7	39.3	2	100
Lim Poh Choo Janet	–	54.1	45.7	0.2	100
Below $250,000					
Gaw Chu Lan*	–	64	35.3	0.7	100
Gao Yifei	–	77.1	22.4	0.5	100
Goh Yeu Toh[2]*	–	59.4	21.2	19.4	100
Cheng Kiang Huat[2]*	–	59.4	21.2	19.4	100
Sua Nam Heng[2]*	100	–	–	–	100

(1) Goh Wee Ping is the Chief Executive Officer of Wee Hur Capital Pte. Ltd., a wholly owned subsidiary of the Company. He is also the Chief Investment Officer of the Company.

(2) Goh Yeu Toh, Cheng Kiang Huat, Sua Nam Heng and Sua Chen Shiua are Executive Directors of Wee Hur Construction Pte Ltd, a wholly-owned subsidiary of the Company.

(3) Goh Chengyu is a Director of Wee Hur (Bartley) Pte. Ltd., an indirect 75%-owned subsidiary of the Company. He is also the Chief Executive Officer of Wee Hur Property Pte Ltd, a wholly owned subsidiary of the Company.

* Goh Yeow Lian, Goh Yew Tee, Goh Yeo Hwa, Goh Yew Gee and Goh Yeu Toh ("**Messrs Goh**") are brothers. Cheng Kiang Huat and Sua Nam Heng are brothers-in-law of Messrs Goh. Gaw Chu Lan is the sister of Messrs Goh. Goh Wee Ping is the son of Goh Yeow Lian and are the nephews of Goh Yew Tee, Goh Yeo Hwa, Goh Yew Gee and Goh Yeu Toh. Goh Chengyu is the son of Goh Yeo Hwa and is the nephew of Goh Yeow Lian, Goh Yew Tee, Goh Yew Gee and Goh Yeu Toh. Sua Chen Shiua is the son of Sua Nam Heng, the brother-in-law of Messrs Goh, and is the nephew of Messrs Goh.

Given the highly competitive industry conditions and in the interest of maintaining good morale and a strong spirit of teamwork within the Group, the Company discloses the remuneration of the top ten key management personnel (who are not directors of the Company) of the Group in bands of $250,000 as set out above. For the same reason, the Company does not disclose the aggregate remuneration paid to the top thirteen key management personnel (who are not directors of the Company) of the Group.

Other than those disclosed above, remuneration of employees who are substantial shareholders of the Group, or are immediate family members of Chairman/Directors who received remuneration which exceeded $100,000 for FY2025 are as follows: *Provision 8.2*

Remuneration Bands and Name

$150,001 to $200,000

Sua Teng Jah(1)

Cheng Song Seng(1)

Goh Kong Li(1)

John Chng Kheng Pheng(2)

$100,001 to $150,000

Goh Chey Teck(1)

(1) Goh Chey Teck is the brother of Messrs Goh. Sua Teng Jah is the daughter of Sua Nam Heng, Cheng Song Seng is the son of Cheng Kiang Huat and they are all nephews and niece of Messrs Goh. Goh Kong Li is the daughter of Goh Yew Tee and is the niece of Goh Yeow Lian, Goh Yeo Hwa, Goh Yew Gee and Goh Yeu Toh.

(2) John Chng Kheng Pheng is the son-in-law of Goh Yeow Lian, the Executive Chairman and Managing Director of the Company.

The Wee Hur Employee Share Option Scheme ("**ESOS**") and Wee Hur Performance Share Plan ("**PSP**"), both were approved by shareholders of the Company at the Extraordinary General Meeting held on 19 May 2009, have lapsed. No share options or performance shares have been issued since the inception of the ESOS and PSP. *Provision 8.3*

III. ACCOUNTABILITY AND AUDIT

RISK MANAGEMENT AND INTERNAL CONTROLS AND AUDIT COMMITTEE

Principle 9: The Board is responsible for governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

Principle 10: The Board has an Audit Committee which discharges its duties objectively.

The Board, with support from the AC, oversees the Group's risk management system. Risk management activities are conducted by the Executive Directors and key management personnel, with the oversight of the AC and the Board. Management conducts regular reviews of the Group's business and operational activities to identify significant business risks. They then implement appropriate measures to control and mitigate these risks in accordance with the Group's risk policies and strategies. Additionally, Management reviews all significant control policies and procedures, highlighting any important matters to the Board and the AC. *Provision 9.1*

Furthermore, with the assistance of external consultant, the Group has established a Risk Governance and Internal Control Framework. This framework is designed to monitor, manage and enhance awareness within the Group of the various risks it faces.

Under the Risk Governance and Internal Control Framework, all levels of Management are expected to continuously review the Group's business operations and its operating environment to identify areas of risk. Mitigating measures are promptly developed to address these identified risks. This framework outlines the Group's approach to managing enterprise-wide risks, establishing a systematic process for identifying, evaluating, managing and monitoring risks encountered by the Group.

The Company's system of internal controls and risk management offers reasonable, though not absolute, assurance that the Group will not be adversely affected by foreseeable events as it pursues its business objectives. However, the Board acknowledges that no system of internal controls and risk management can provide absolute assurance in this regard. Furthermore, absolute assurance against the occurrence of material errors, poor judgment in decision-making, human errors, losses, frauds or other irregularities cannot be guaranteed by any internal control or risk management system.

The Executive Chairman and Managing Director, and the Chief Financial Officer at the financial year end, have provided a letter of assurance. This letter affirms (a) the proper maintenance of financial records and the accuracy of the financial statements, ensuring they present a true and fair view of the Company's operations and finances, and (b) address the adequacy and effectiveness of the Company's risk management and internal control systems. *Provision 9.2*

The AC comprises three Directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent as follows: *Provision 10.2*

1. Foo Say Mui – Chairman
2 Lye Hoong Yip Raymond – Member
3. Goh Yew Gee - Member

Dr Foo Say Mui and Mr Lye Hoong Yip Raymond are the Independent Directors. Mr Goh Yew Gee is the Non-Executive Director. No former partner or director of the Company's existing auditing firm or auditing corporation is a member of the AC. *Provision 10.3*

The Board considers Dr Foo Say Mui who has extensive financial management expertise and experience, is well qualified to chair the AC.

The Board satisfies that the AC members, collectively, have relevant accounting and related financial management expertise and experience to discharge their duties and responsibilities.

The role of the AC is to assist the Board in overseeing the adequacy of the overall internal control functions, the internal audit functions within the Group, the relationship of those functions to external audit, the scope of audit by the external auditor as well as their independence. The functions of the AC include the following: *Provision 10.1*

(i) Review the external auditor's scope of work, audit results, internal control observations, representation letter, management letter, and management responses;

(ii) Assess the adequacy, effectiveness, independence, scope and results of the external audit and internal audit function;

(iii) Review non-audit services to ensure auditor independence is not compromised;

(iv) Recommend the appointment or reappointment of the external auditor;

(v) Review and monitor the integrity of the financial statements, including annual and interim reports and results announcements, with attention to significant reporting issues and judgments;

(vi) Review internal audit scope and results to ensure all necessary precautions are taken to prevent irregularities;

(vii) Review internal audit reports and monitor management's remediation actions;

(viii) Review the risk management structure and oversee the Group's processes for identifying, mitigating, and managing risks;

(ix) Review interested person transactions in accordance with SGX-ST Listing Rules;

(x) Review the whistle-blowing framework and ensure appropriate follow-up actions; and

(xi) Review and evaluate the Group's tax risk profile and tax appetite.

Provision 10.4

The Company has outsourced its internal audit function to an outsourced provider, CLA Global TS Risk Advisory Pte Ltd (the "**Internal Auditors**") for FY2025. The Internal Auditors collaborates with Management to formulate internal audit schedules, which are presented to the AC for endorsement and approval. The AC meticulously evaluates and approves the internal audit plans and ensuring appropriate allocation resources. Moreover, the AC ensures that the Internal Auditor possesses sufficient resources, including qualified and experienced personnel, to effectively discharge its duties.

Rule 1207(10C) of the Listing Manual of SGX-ST

The AC has conducted a thorough review and is confident in the independence and credibility of the Internal Auditors, affirming that they have the appropriate standing and adequately resourced to perform its functions effectively. The Internal Auditors have unfettered access to all the Company documents, records, assets, and personnel, including members of the AC. The AC annually evaluates the adequacy and effectiveness of the internal audit function. The assessment is guided by the Standards for the Professional Practice of Internal Auditing, ensuring that the internal audit function operates in accordance with established professional standards.

The system of internal controls is designed to offer reasonable assurance that the Company can effectively mitigate risks and achieve business objectives. However, it is important to recognise that no system can provide absolute assurance against all foreseeable events. The Board acknowledges that despite robust controls, the possibility of material errors, lapses poor judgment, human errors, losses, frauds or other irregularities cannot be entirely eliminated.

Rule 1207(10) of the Listing Manual of SGX-ST

Based on the aforementioned factors, including the statutory audit conducted by the External Auditor and the internal audit by the Internal Auditors and reviews performed by Management, written representation made by the Managing Director, Executive Directors, the Group Chief Financial Officer and the various heads of department, the Board, with the concurrence of the AC, is satisfied that the system of internal controls, including financial, operational, compliance and information technology controls as well as the risk management framework, are adequate and effective to meet the needs of the Group's existing business objectives, and critical risk areas for FY2025. The Board recognises their responsibility for the system of internal controls but understand that they are designed to manage rather than eliminate risks entirely. Therefore, they acknowledge that while the controls are robust, they cannot guarantee absolute assurance against material errors or misstatements, poor judgment in decision-making, human errors, losses, frauds or other irregularities.

During the review of the financial statements of the Group for FY2025, the AC engaged in discussion with Management regarding the accounting principles applied and their assessment of items potentially impacting the accuracy and the integrity of the financial statements. The AC thoroughly examined the following significant matter(s) identified by PricewaterhouseCoopers LLP, Singapore ("**PWC**" or the "**External Auditor**") for FY2025, among other considerations:

Matter Considered	**Action**
Accounting for building construction contracts	The AC has accepted PWC's audit approach to revenue recognition, which determines the percentage of completion based on contract costs incurred to date. The AC also reviewed the auditor's work on the associated construction costs, recognising the significant judgment required in estimating total project costs, including claims and variations.
Valuation of investment properties	The AC reviewed the outcomes of the valuation process with Management, focusing on the methodologies and key assumptions used in determining the fair values of the workers' dormitories and the Australian investment properties. The AC also considered PWC's work on the valuation process, including the competency and independence of the external valuer, the appropriateness of valuation techniques, and the reasonableness of the key inputs such as capitalisation rates, adjusted price per square metre, discount rate and terminal yield. The AC discussed the sensitivities of the valuations and assessed the appropriateness of the disclosures in the financial statements regarding the estimation uncertainties and the key assumptions impacting the valuation.

The AC has been granted unrestricted access to and co-operation from Management of the Company. The AC has explicit authority to investigate any matter within its purview and has full discretion to invite any Director or executive officer to its meetings. Additionally, the AC has been allocated reasonable resources to enable it to effectively discharge its responsibilities.

The aggregate amount of fees paid to PWC and other PWC network firms for FY2025 were as follows:

Fees	**Amount $'000**
Audit fees	470
Non-audit fees	551
Total fees	**1,021**

The AC has assessed the nature and scope of non-audit services rendered by PWC as well as the fees paid for both audit and non-audit services, including the total amount of fees paid for FY2025. Following this review, the AC is of the view that the independence of the External Auditor has not been compromised.

PWC has been engaged to audit the financial statements of the Company and its Singapore incorporated subsidiaries and associated companies for FY2025. Additionally, the Group has engaged PricewaterhouseCoopers Australia as the auditor to audit the financial statements of the Company's foreign-incorporated subsidiaries and associated companies for FY2025.

The Group has one Singapore-incorporated associated company which is no longer considered significant to the Group for FY2025, is audited by Ernst & Young LLP.

Accordingly, the Group has complied with the Rules 715, 716 and 717 of the Listing Manual of the SGX-ST in relation to its auditing firm.

Provision 10.5

The AC has held meeting with PWC, the External Auditor of the Company, on an annual basis without the presence of Management. This meeting is convened to review the finding of their examinations and their evaluation of the internal accounting control systems. In addition, updates regarding changes in accounting standards and treatments are periodically prepared by the External Auditor and circulated to members of the AC for their information.

The AC has also conducted meeting with the Internal Auditors at least once a year, without the presence of Management, to review the findings and implementation of the measures recommended by the Internal Auditors.

Rules 1207(18A) and 1207 (18B) of the Listing Manual of SGX-ST

The Company has implemented a whistle-blowing policy since 2008, offering a platform for employees of the Group and third parties to report concerns regarding wrongdoing, malpractice or improper accounting activity within the Company and the Group. Complaints are directed to the AC. Comprehensive details of the whistle-blowing policy, including contact numbers and email addresses of the AC, are readily accessible to all employees of the Group. The policy entails a well-defined process ensuring independent investigations are carried out promptly and appropriately, with subsequent action taken accordingly. Importantly, it assures protection for whistleblowers from reprisals or victimisation when acting in good faith and without malice. The AC convenes biannual meetings to review any whistle-blowing complaints. Subsequently, it reports any such complaints to the Board during its meetings.

Under the whistle-blowing policy, complaints may be submitted anonymously. However, to facilitate the AC in its review and investigation of complaints, a complainant is encouraged to disclose his identity when submitting complaints. The identity of a complainant, when disclosed, shall be kept strictly confidential except in the following circumstances:

(i) the identity of the complainant, in the opinion of the AC is material to any investigation; or

(ii) it is required by law, order or direction of any court, regulatory body or stock exchange; or

(iii) the Board of the Company is of the opinion that it would be in the best interests of the Company or the Group to do so.

Safeguards are in placed to prevent harassment, victimisation of or retaliatory action against the complainant, and appropriate measures will be taken to ensure the complainant does not suffer any detriment or retaliation for raising concerns in accordance with the whistle-blowing policy.

It is noted that there were no reported incidents under the whistle-blowing policy during FY2025.

IV. SHAREHOLDER RIGHTS AND ENGAGEMENT

SHAREHOLDERS RIGHTS AND CONDUCT OF GENERAL MEETINGS AND ENGAGEMENT WITH SHAREHOLDERS

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

The Company adheres to a policy of non-selective disclosure. Price sensitive information is consistently disclosed to the SGX-ST via SGXNet after trading hours. Furthermore, the Company ensures timely disclosures of financial results and annual reports to the SGX-ST within the required timeframes. *Provision 12.1*

Shareholders are strongly encouraged to attend the general meetings to enhance shareholders' participation and stay informed about the Group's strategies and objectives. Notices of general meetings are communicated to all shareholders. To facilitate shareholder engagement, the Constitution of the Company permits shareholders to attend and vote at general meetings of the Company through proxies. Non-relevant intermediary shareholders may appoint up to two proxies, while relevant intermediary members can appoint more than two proxies, provided the proxy forms are deposited 72 hours prior to the meeting. Additionally, notices of general meetings are published in the newspapers and on the SGXNet. *Provision 11.1 and Provision 12.1*

Every matter requiring shareholders' approval is proposed as a separate resolution. For each item of special business listed in the notice of meeting is accompanied, where appropriate, by an explanatory note for the proposed resolution. Due to ongoing concerns regarding the authentication of shareholder identity and related security issues, the Company has decided, for the time being, not to introduce absentee voting by mail, fax or email. *Provision 11.2, Provision 11.3 and Provision 11.4*

Participation of shareholders is encouraged during the general meetings, particularly through an open question and answer session where shareholders can engage with the Directors, Management and External Auditor present to address any queries or concerns regarding the Group and its operations. In compliance Rule 730A(2) of the Listing Manual of the SGX-ST, and to promote greater transparency and effective participation, all resolutions are voted upon via a poll at general meetings. An external firm, independent of the firm managing the polling process, is appointed as scrutineer to oversee the voting process. Following the conclusion of general meetings, detailed voting results, including the total number of votes cast for or against each resolution, are announced both during the general meetings and via SGXNet after the general meetings.

The Company did not receive any questions from shareholders prior to the annual general meeting held on 30 April 2025 ("**2025 AGM**").

The entire Board was present in person at the 2025 AGM. Additionally, certain key executives or executives of equivalent rank also attended the 2025 AGM in person. Furthermore, the External Auditor also attended at the 2025 AGM. *Provision 11.3*

The minutes of the 2025 AGM were promptly disseminated via SGXNet and published on the Company's website within the prescribed timeframe, namely, within one month from the date of the 2025 AGM. *Provision 11.5*

While the Company has not formally established a dividend policy, it has consistently paid annual dividends to shareholders since its listing in 2008. When proposing dividend payout and determining the form, frequency and amount of such dividend payout, the Board considers a range of factor. These include the Group's financial position, retained earnings, operational results, and cash flows, as well as anticipated working capital requirements, capital expenditure, expansion plans, and investment strategies. Additionally, the Board evaluates general economic conditions and other internal or external factors that may affect the Group's business or financial performance and position of the Group. *Provision 11.6*

While the Company does not currently have a formal investor relations policy in place, shareholders are encouraged to direct any enquiries and/or feedback about the Company directly to the Board in writing via email. The contact details of such correspondence are as follows: *Provision 12.2 and Provision 12.3*

Tel: (65) 6258 1002
Email: general@weehur.com.sg

The Company prioritises open dialogue with its shareholders and is dedicated to maintaining regular, effective and equitable communication with its shareholders. The Company is committed to listening to shareholders' perspectives and addressing their concerns whenever feasible.

V. MANAGING STAKEHOLDERS RELATIONSHIPS

ENGAGEMENT WITH STAKEHOLDERS

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

The Company places great importance on gathering input from all of its stakeholder groups and utilise a diverse range of channels and platforms to engage with them and solicit feedback. Stakeholders are defined as groups that are affected by the Company's operations or have the potential to be impacted, as well as those external organisations that possess expertise in areas deemed crucial by the Company. *Provision 13.1*

The Company's strategy and primary focus areas regarding stakeholders relationship management are elaborated in greater details in the Sustainability Report for FY2025 on pages 32 to 34 of this annual report. For a comprehensive understanding of our commitment to sustainability and stakeholder engagement, please refer to the corresponding section in this annual report. *Provision 13.2*

The Company adheres to non-selective disclosure practices, ensuring that price sensitive information is promptly disclosed to the SGX-ST via SGXNet after trading hours and in a timely manner. Financial results and annual reports are released within mandatory timeframes and are accessible on both the SGX-ST and the Company's website at the URL https://www.weehur.com.sg/investor-relations/announcements-and-press-release/. The Company's website is regularly updated from time to time with the latest announcements, financial results, annual reports and relevant information which serves as a valuable resource for investors and all stakeholders. *Provision 13.3*

VI. OTHER CORPORATE GOVERNANCE MATTERS

DEALINGS IN SECURITIES

In accordance with Rule 1207(19) of the Listing Manual of the SGX-ST, the Company has implemented an internal code which prohibits dealings in the securities of the Company by the Company and its officers (the "**Officers**") including directors and employees of the Group, while in possession of price-sensitive information. This code stipulates that the Company, its directors and employees (including their immediate family) of the Group are prohibited from dealing in the Company's securities during the one-month period preceding the announcement of the Company's half-year and full-year financial statements, extending until the announcement date, or if they possess unpublished price-sensitive information of the Group.

In addition, the Officers of the Group are required to observe insider trading laws at all times, even when dealing in securities within the permitted trading period. They are also discouraged from dealing in the Company's securities based solely on short-term considerations.

DISCLOSURE OF MATERIAL CONTRACTS

Except as disclosed under Interested Person Transactions, there is no material contract entered into by the Company or any of its subsidiaries involving the interests of any Directors or the controlling shareholder during FY2025.

INTERESTED PERSON TRANSACTIONS

The Company has set out procedures governing all interested person transactions to ensure that they are carried out on an arm's length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its shareholders.

During FY2025, the Company has obtained a renewed general mandate from shareholders pursuant to Rule 920 of the Listing Manual of the SGX-ST ("**IPT Mandate**") at the 2025 AGM.

Disclosure according to the Rule 907 of the Listing Manual of the SGX-ST in respect of interested person transactions for FY2025 is stated in the following table:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) $	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000) $
Active System Engineering Pte. Ltd.[1]	564,897[16]	2,056,129[29(i)] 479,272[29(ii)]
Active System Development Pte. Ltd.[2]	76,566,995[17(i)] 600,000[17(ii)] 285,996[17(iii)] 15,540,000[17(iv)]	Nil
Wee Hur (Bartley) Pte. Ltd.[3]	375,000[18(i)] 427,500[18(ii)]	18,408,713[30(i)] 13,334[30(ii)] 634,671[30(iii)]
Wee Hur (Woodlands 12) Pte. Ltd.[4]	Nil	132,845[31]
Wycombe Abbey School (Singapore) Pte. Ltd.[5]	550[19(i)] 66,000,000[19(ii)] 148,500,000[19(iii)]	Nil
Wee Hur Thomson (Residential) Pte. Ltd.[6]	4,000,000[20(i)]	6,111[38]
Wee Hur Thomson (Commercial) Pte. Ltd.[6]	121,000,000[20(ii)]	470[38]
Lowood One Pty Ltd[7]	1,114,673[21]	87,787[32]
Anchor Urban Development Pty Ltd[8]	5,060,380[22(i)] 5,010,000[22(ii)]	89,210[33]

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than $100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920) $	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than $100,000) $
Anchor Urban Ventures Py Ltd[8]	Nil	20,679[34]
Cryna One Pty Ltd[9]	144,261[23]	25,237[35]
Cryna Two Pty Ltd[10]	2,349,624[24]	25,237[36]
Cryna Three Pty Ltd[11]	Nil	25,237[37]
Wee Hur Australia (Land) Pte. Ltd.[12]	68[25](i) 34,120,000[25](ii)	Nil
Wee Hur PBSA Fund II[13]	96,108[26]	830,738[39]
Wee Hur PBSA Fund IIIA[14]	10,649,520[27](i) 5,807,357[27](ii) 14,227,847[27](iii) 3,973,422[27](iv) 587,131[27](v) 1,569,407[27](vi)	Nil
Goh Directors and Associates of the Goh Directors[15]	6,420,000[28]	Nil

Notes:

(1) Wee Hur Dormitory Pte. Ltd. ("**WH Dormitory**"), a wholly owned subsidiary of the Company, holds 60% of the equity interest in Active System Engineering Pte. Ltd. ("**ASE**"), and the remaining equity interest held by WM Dormitory Pte. Ltd. ("**WM Dormitory**") (10%), an entity owned by Goh Yeow Lian, Goh Yew Tee, Goh Yeo Hwa and Goh Yew Gee (collectively, the "**Goh Directors**") and their Associates (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited), Lucrum Dormitory Pte. Ltd. (10%), and TS Management Services Pte. Ltd. (20%), both being the unrelated third parties. Please refer to the announcement made by the Company on 23 October 2013 for more information.

(2) WH Dormitory holds 60% of the equity interest in Active System Development Pte. Ltd. ("**ASD**"), and the remaining equity interest held by WM Dormitory (Soon Lee) Pte. Ltd. (15%), an entity owned by the Goh Directors and their Associates, and TS Management Services Pte. Ltd. (25%), an unrelated third party. Please refer to the Circular to Shareholders dated 11 April 2024 issued by the Company for more information.

(3) Wee Hur Property Pte. Ltd. ("**WH Property**"), a wholly owned subsidiary of the Company, holds 75% of the equity interest in Wee Hur (Bartley) Pte. Ltd. ("**WH Bartley**"), and the remaining 25% equity interest held by WM (Bartley) Pte. Ltd., an entity owned by the Goh Directors and their Associates. Please refer to the announcement made by the Company on 5 February 2020 for more information.

(4) WH Property holds 60% of the equity interest in Wee Hur (Woodlands 12) Pte. Ltd. ("**WH Woodlands 12**"), and the remaining equity interest held by WM (Kaki Bukit) Pte. Ltd. ("**WM Kaki Bukit**") (15%), an entity owned by the Goh Directors and their Associates, and by ZACD (Woodlands 12) Pte. Ltd. (25%), an unrelated third party. Please refer to the announcement made by the Company on 23 July 2014 for more information.

(5) WH Property holds 49% and 60% of the equity interest and Class B Shares in Wycombe Abbey School (Singapore) Pte. Ltd. ("**Wycombe Abbey**"), respectively WA Education Service Pte. Limited, an unrelated third party, holds 51% and 30% of the equity interest and Class B Shares in Wycombe Abbey. The remaining 10% Class B Shares in Wycombe Abbey is held by WM (IS) Pte. Ltd, an entity owned by the Goh Directors and their Associates. Please refer to the announcement made by the Company on 22 October 2025 for more information.

(6) WH Property holds 50% of the equity interest in each of Wee Hur Thomson (Residential) Pte. Ltd. ("**WH Thomson Residential**") and Wee Hur Thomson (Commercial) Pte. Ltd. ("**WH Thomson Commercial**"). The remaining equity interests in WH Thomson Residential and WH Thomson Commercial are held by GSC Holdings Pte. Ltd. ("**GSC Holdings**") (13%), an entity owned by the Goh Directors and their Associates, TBP Thomson A Pte. Ltd. (12%), Capital Development Pte. Ltd. (10%), Aravest SG Robin Investments Pte. Ltd. (7%), Thomson Invesco Pte. Ltd. (5%), and by TKS International Investment Pte. Ltd. (3%). All of the aforementioned shareholders are unrelated third parties, except for GSC Holdings. Please refer to the announcement made by the Company on 4 December 2025 for more information.

(7) Wee Hur (Australia) Pte. Ltd. ("**WH Australia**"), a wholly owned subsidiary of the Company holds 70% of the equity interest in Lowood One Pty Ltd. ("**Lowood One**"), and the remaining equity interest held by WM (Australia) Pte. Ltd. ("**WM Australia**") (28%) and by Peter William Scott Acting Trustee for Bellwood Investment Trust (2%), an unrelated third party. Please refer to the announcement made by the Company on 22 February 2024 for more information.

(8) WH Australia, a wholly owned subsidiary of the Company holds 80% of the equity interest in Anchor Urban Development Pty Ltd ("**ACUD**")"and Anchor Urban Ventures Pty Ltd ("**ACUV**"), and the remaining 20% equity interest are held by WM (PBSA 3) Private Limited, an entity owned by the Goh Directors and their Associates. Please refer to the announcement made by the Company on 28 August 2024 for more information.

(9) WH Australia, a wholly owned subsidiary of the Company holds 28% of the equity interest in Cryna One Pty Ltd ("**Cryna One**"), and the remaining equity interest held by WM (Australia) Pte. Ltd. ("**WM Australia**") (19%), an entity owned by the Goh Directors and their Associates, by Europa Group Pty Ltd ("**Europa Group**") (51%) and by Bellwood Professional Pty Ltd (2%), both are unrelated third parties. Please refer to the announcement made by the Company on 14 August 2023 for more information.

(10) WH Australia, a wholly owned subsidiary of the Company holds 28% of the equity interest in Cryna Two Pty Ltd ("**Cryna Two**"), and the remaining equity interest held by WM Australia (19%), an entity owned by the Goh Directors and their Associates, Europa Group (51%) and Peter William Scott Acting Trustee for Bellwood Investment Trust (2%), both are unrelated third parties. Please refer to the announcement made by the Company on 17 April 2024 for more information.

(11) WH Australia, a wholly owned subsidiary of the Company holds 28% of the equity interest in Cryna Three Pty Ltd ("**Cryna Three**"), and the remaining equity interest held by WM Australia (19%), an entity owned by the Goh Directors and their Associates, Europa Group (51%) and Peter William Scott Acting Trustee for Bellwood Investment Trust (2%), both are unrelated third parties. Please refer to the announcement made by the Company on 27 December 2024 for more information.

(12) WH Australia holds 80% of the equity interest in Wee Hur Australia (Land) Pte. Ltd. ("**WH Australia Land**"), and the remaining 20% equity interest is held by WM Australia. Please refer to the announcement made by the Company on 8 December 2025 for more information.

(13) Wee Hur PBSA Fund II ("**WH PBSA Fund II**") is a collective investment scheme, constituted as a unit trust in Singapore. The Company holds 30% unitholding interests, and the remaining unitholding interests held by the Goh Directors and their Associates, through their respective Trust Special Purpose Vehicles (16%), and by third parties as passive investors (54%). Please refer to announcement made by the Company on 3 February 2021 for more information.

(14) Wee Hur PBSA Fund IIIA ("**WH PBSA Fund IIIA**") is a collective investment scheme, constituted as a unit trust in Singapore. The Company holds 22.11% unitholding interests, and the remaining unitholding interests held by the Goh Directors and their Associates, through their respective Trust Special Purpose Vehicles (37.03%), and by third parties as passive investors (40.87%). Please refer to announcement made by the Company on 22 October 2025 for more information.

(15) The Goh Directors are Directors of the Company. Goh Yeow Lian is also a controlling shareholder of the Company.

Goh Yeu Toh, the brother of the Goh Directors, Tan Ah Hio, the spouse of Goh Yeow Lian, Goh Chengyu, the son of Goh Yeo Hwa and Goh Liyan, the daughter of Goh Yeu Toh, are associates of Goh Directors (the "**Associates of the Goh Directors**").

(16) An interest charge of $564,897 was incurred in relation to the provision of loan facility by ASE totalling $6,074,000 to WH Dormitory and WM Dormitory, in proportion to their respective shareholding in the capital of ASE. Please refer to the announcement made by the Company on 22 July 2024 for more information.

(17) Comprising:

(i) the provision of construction services by Wee Hur Construction Pte. Ltd., ("**WH Construction**"), a wholly owned subsidiary of the Company to ASD amounting to $76,566,995, out of a total contract sum of $150,965,000, for the construction of the dormitory, Pioneer Lodge.

(ii) the provision of project management services by WH Property to ASD amounting to $600,000, out of a total contract sum of $2,180,000, for the dormitory, Pioneer Lodge.

(iii) the provision of corporate support services by WH Dormitory and the Company to ASD amounting to $285,996.

(iv) a loan of $15,540,000 was drawn down by ASD, out of a total loan amount of $33,180,000. The said loan was granted by WH Dormitory, as a joint venture partner, in proportion of its shareholding in ASD and on the same terms applicable to all joint venture partners. Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person if the loan is extended by all joint venture partners in proportion to their equity and on the same terms.

(18) Comprising:

(i) a loan of $375,000 was drawn down by WH Bartley, out of a total loan amount of $2,625,000.

(ii) an additional loan of $427,500 was drawn down in August 2025.

Both loans were granted by WH Property, as a joint venture partner, in proportion of its shareholding in WH Bartley and on the same terms applicable to all joint venture partners. Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person if the loan is extended by all joint venture partners in proportion to their equity and on the same terms.

(19) Comprising:

(i) WH Property's investment of $550 in the issued share capital of Wycombe Abbey, comprising ordinary shares and Class B shares. The risks and rewards of the investment in Wycombe Abbey are proportionate to the equity interests of each joint venture partner. This investment falls within the exception under Rule 916(2) of the Listing Manual.

(ii) a loan of $66,000,000 was drawn down by Wycombe Abbey out of a total loan amount of $110,000,000. The loan was granted by WH Property, as a joint venture partner, in proportion to its shareholding in Wycombe Abbey and on the same terms applicable to all joint venture partners. Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person if the loan is extended by all joint venture partners in proportion to their equity and on the same terms.

(iii) the provision of construction services by WH Construction to Wycombe Abbey amounting to a total contract sum of $148,500,000, for the construction of the school.

Please refer to the announcements made by the Company on 22 October 2025 for more information.

(20) Comprising:

(i) WH Property's total investment of $4,000,000 in the share capital of WH Thomson Residential and WH Thomson Commercial, comprising $2,000,000 in each entity. The risks and rewards of the investment in WH Thomson Residential and WH Thomson Commercial are proportionate to the equity interests of each joint venture partner. These investments fall within the exception under Rule 916(2) of the Listing Manual.

(ii) a loan of $121,000,000 was drawn down by WH Thomson Residential and WH Thomson Commercial, out of a total loan amount of $250,000,000. The said loan was granted by WH Property, as a joint venture partner, in proportion of its shareholding in WH Thomson Residential and WH Thomson Commercial and on the same terms applicable to all joint venture partners. Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person if the loan is extended by all joint venture partners in proportion to their equity and on the same terms.

Please refer to the announcement made by the Company on 4 December 2025 for more information.

(21) A loan of A$1,330,000 (equivalent to $1,114,673) was drawn down by Lowood One, out of a total loan amount of A$6,005,900 (equivalent to $5,274,509). The said loan was granted by WH Australia, as a joint venture partner, in proportion of its shareholding in Lowood One and on the same terms applicable to all joint venture partners. Pursuant to Rule 916(3) of the Listing Manual, shareholders' approval is not required for the provision of a loan to a joint venture with an interested person if the loan is extended by all joint venture partners in proportion to their equity and on the same terms. Please refer to the announcements made by the Company on 22 February 2024 and 27 December 2024 for more information.