



Securities Investors Association (Singapore)
7 Maxwell Road #05-03 MND Building Annexe B Singapore 069111
Tel: (65) 6227 2683 Fax: (65) 6220 6614
Email: admin@sias.org.sg www.sias.org.sg
UEN No: S99SS0111B
GST Reg No: M90367530Y

Issuer: Wee Hur Holdings Ltd.

Stock code: E3B

Meeting details:

Date: 3 June 2020

Time: 10.00 a.m.

Due to the current COVID-19 pandemic, SIAS encourage shareholders to participate at AGMs via other means and not to attend any AGM physically. Where the AGM is webcast, they can stay on top of their investments by watching the webcast and submitting their question to the company in advance. Senior citizens should avoid attending AGMs altogether and stay home.

Q1. As noted in the chairman’s message, the group’s development in Plot 2 of the Buranda site at Brisbane, known as Park Central, will proceed but not Park Central One, which resided on Plot 3 (page 5 of annual report; reproduced below).

Overseas Property Development

The development of **Park Central One** which comprises 168 apartment units on Plot 3 of the Buranda site at Brisbane cannot be proceeded as Department Transport and Main Road (“DTMR”) of Queensland Government has determined that not to sell their plots of land which formed part of the Plot 3 to Wee Hur. A deed of settlement and release has been entered between DTMR and Wee Hur. Upon completion of the sales and purchase contracts in April 2020 required under the deed of settlement and release, we will have full ownership of Plot 2. The development on Plot 2 named **Park Central** is a mixed development which comprises mainly residential, retail and commercial units. We target to conclude the development option on Plot 2 by 2020.

(Source: company annual report)

- (i) **Can management help shareholders understand the underlying reasons for DTMR’s refusal to complete the sale of Plot 3?**
- (ii) **As the Park Central One project was launched prior to the cancellation, what are the financial impact and penalties, if any?**

Q2. Tuas View Dormitory was declared as an isolation area under the Infectious Diseases Act, according to a notice on the Government Gazette dated 16 April 2020. The group has a 60% interest in the 16,800-bed Tuas View Dormitory, one of the largest workers’ dormitories in Singapore.

The group has not provided shareholders with an update on the situation in the dormitory nor on the operations of its construction arm.

- (i) **Would management be providing shareholders with timely updates of material development at the dormitory and in all of the group's operations as part of the company's continuous disclosure obligations?**
- (ii) **Can management help shareholders understand if the group had put in place the proper crisis/pandemic management plans prior to the outbreak in the dormitory?**
- (iii) **What was the level of oversight by management on the day-to-day running of the dormitory prior to the pandemic and now?**

The group is also building a new 10,500-bed dormitory at Soon Lee Road. To be known as Pioneer Lodge, it has 4 blocks of 4-storey and 4 blocks of 9-storey workers' dormitories. Phase 1 with 3,000 beds is expected to be complete by third quarter of 2020 while phase 2 (with the remaining 7,500 beds) set to be ready by the first quarter of 2021.

- (iv) **Does management expect the development and opening of Pioneer Lodge to remain as planned?**
- (v) **Would the board be reviewing the design and living conditions of Pioneer Lodge to ensure that it provides the workers a safe and comfortable living space?**

Q3. At the annual general meeting scheduled to be held on 3 June 2020, Mr Teo Choon Kow @ William Teo and Mr Wong Kwan Seng Robert would be retiring pursuant to Regulation 109 of the company's constitution and would be seeking their re-elections.

The two long-tenured directors are deemed independent following the particularly rigorous review by the nominating committee ("NC"). The NC comprises of the two directors and Mr Goh Yew Gee, a non-executive director. The NC has stated that Mr Teo and Mr Wong had abstained from discussion and deliberation of the review of independence of directors.

- (i) **Since Mr Teo and Mr Wong are both members of the three-member NC, can the board clarify if the "NC" that carried out the particularly rigorous review was just a single NC member (that being Mr Goh Yew Gee, a non-executive director)?**
- (ii) **Since two of the NC members were subjected to the particularly rigorous review, did the NC evaluate how effective it was at discharging its duties?**

All 6 members of the board were appointed in September/December 2007 prior to the company's listing in January 2008.

- (iii) **Can the NC help shareholders recall if it has appointed any directors to the board since the company was listed?**
- (iv) **What is the search and nomination process for director, especially independent directors?**

In August 2018, the Monetary Authority of Singapore issued a revised Code of Corporate Governance ("2018 CG Code") and the Singapore Exchange made amendments to its Listing Rules which came into effect on 1 January 2019, except for the rules on the 9-year tenure for independent directors and the requirement for independent directors to comprise one-third of the board which will come into effect on 1 January 2022.

Under the revised Listing Rules, the term of an independent director will be limited to nine years after which the long tenured directors will be subject to a two-tier vote by shareholders.

- (v) **Has the company evaluated the impact of the 2018 CG Code and the amendments to the Listing Rules on the board?**

In addition, Provision 2.2 of the 2018 CG Code requires that independent directors make up a majority of the board where the chairman is not independent. Currently, independent directors only make up 1/3 of the board.

- (vi) **Can the NC help shareholders understand the basis of their opinion that there is a strong independence element in the board and that the board is able to exercise objective judgment independently from management?** It is noted that the other four members of the board are brothers (with three being executive directors).

^Amid the global COVID-19 outbreak, issuers who choose to proceed with the AGM before 30 April 2020 must provide opportunities for shareholders to ask questions. Shareholders are encouraged to read the annual report and submit any questions they might have to the companies in advance. Issuers would then publicly address the questions at the general meeting via the issuer's website, through "live" webcast and on SGXNet.

Shareholders are welcome to use and/or adapt the questions prepared by SIAS and to forward them to the company.

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[^] Joint Statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation dated 31 Mar 2020 (<https://www.sgx.com/media-centre/20200331-acramas-and-sgx-regco-update-guidance-general-meetings>)