WE Holdings Ltd.

(Company Registration No. 198600445D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the Company will be held at 10 Ubi Crescent, #02-07 Ubi Techpark Lobby A, Singapore 408564 on 29 July 2014 at 10.00 a.m. for the purpose of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S$200,000 for the financial year ending 31 March 2015, to be paid semi-annually in arrears (FY2014: S$200,000). **(Resolution 2)**
3. To re-elect Mr Tan Wee Peng Kelvin who is retiring in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offers himself for re-election.
   (See Explanatory Note 1) **(Resolution 3)**
4. To re-elect Mr Tan Soon Tien who is retiring in accordance with Article 97 of the Company's Article of Association and who, being eligible, offers himself for re-election.
   (See Explanatory Note 2) **(Resolution 4)**
5. To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Special Resolution and Ordinary Resolution, with or without modifications:-

6. **Special Resolution 1: General authority to allot and issue shares**

   "THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and subject to Rule 806 of the Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:-

   (a) allot and issue shares in the capital of the Company ("Shares") whether by way of bonus issue, rights issue or otherwise; and/or

   (b) make or grant offers, agreements or options (collectively "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into Shares; and/or

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:-

   (i) the aggregate number of Shares and convertible securities issued, whether on a pro rata or non pro rata basis, does not exceed 100% of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);

   (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Special Resolution is passed, after adjusting for:-

      (a) new Shares arising from the conversion or exercise of any convertible securities;

      (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

      (c) any subsequent bonus issue, consolidation or subdivision of Shares;

   (iii) in exercising the authority conferred by this Special Resolution, the Company shall comply with the provision of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

   (iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Special Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

   (See Explanatory Note 3) **(Resolution 6)**

7. **Ordinary Resolution 2: Authority to grant awards and issue shares under the WE Share Award Scheme**

   "THAT in accordance with the provisions of the WE Share Award Scheme ("Scheme") and pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to grant awards ("Awards") and allot and issue from time to time such number of shares in the capital of the Company ("Shares") as may be required to be issued pursuant to the vesting of the Awards provided always that the aggregate number of Shares to be issued or issuable pursuant to the Scheme and any other shares based schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) from time to time".

   (See Explanatory Note 4) **(Resolution 7)**

8. To transact any other business that may be transacted at an annual general meeting.

BY ORDER OF THE BOARD

Loh Eng Lock Kelvin
Lee Wei Hsiung
Company Secretaries

Singapore,
7 July 2014

Explanatory Notes:-

1. Ordinary Resolution 3 is for the re-election of Mr Tan Wee Peng Kelvin as a Director of the Company who retires by rotation at the Annual General Meeting. Mr Tan will, upon re-election as a Director of the Company, remain as a Non-Executive and Lead Independent Director of the Company, the Chairman of Audit and Remuneration Committees and member of Nominating Committee. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited.
2. Ordinary Resolution 4 is for the re-election of Mr Tan Soon Tien as a Director of the Company who joined the Board of the Company on 13 November 2013. Mr Tan will, upon re-election as a Director of the Company, remain as a member of Audit and Remuneration Committees. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rule of Catalist of the Singapore Exchange Securities Trading Limited.

   The Directors who have offered themselves for re-election have each confirmed that, they do not have any relationships (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. The current directorships in other listed companies and details of other principal commitments held by each of these Directors are set out on page 13 of this Annual Report.
3. Special Resolution 6, if passed, will empower the Directors of the Company to issue Shares and convertible securities, whether on a pro rata basis or non pro rata basis, up to 100% of the total number issued shares (excluding treasury shares) of the Company at the time of passing of this Special Resolution. This authority will continue to be in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.
4. Ordinary Resolution 7, if passed, will empower the Directors of the Company, to grant Awards pursuant to the provisions of the Scheme and allot and issue Shares pursuant to the vesting of the Awards under the Scheme. The Scheme was approved by the shareholders of the Company in the extraordinary general meeting on 10 May 2010. Please refer to the Circular dated 10 May 2010 for further details.

Notes:-

(1) A member of the Company entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(2) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 10 Ubi Crescent, #03-95 Ubi Techpark, Singapore 408564 not less than 48 hours before the time fixed for the AGM.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd., (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Amanda Chen, Registered Professional, RHT Capital Pte. Ltd.

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