
WEE POH HOLDINGS LIMITED

(Company Registration No.: 199502355R)

US\$7,000,000 MULTI-CURRENCY TERM AND REVOLVING FACILITIES AGREEMENT

The Directors (the "Directors") of Wee Poh Holdings Limited (the "Company") are pleased to announce that the Company, its wholly-owned subsidiary Winning Metal Products Manufacturing Company Limited ("Winning Metal") and Winning Metal's wholly-owned subsidiary, Grand Ocean Industrial Limited ("Grand Ocean") had on 20 December 2005 entered into a US\$7,000,000 multi-currency term and revolving facilities (the "Loan Facilities") agreement (the "Facilities Agreement") with Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A. ("Rabobank Singapore"). The Loan Facilities are granted to Winning Metal with the Company and Grand Ocean acting as guarantors.

The Loan Facilities

The Loan Facilities comprise:-

- (i) a US\$3,000,000 multi-currency term loan facility (the "Term Loan Facility"); and
- (ii) a US\$4,000,000 multi-currency revolving facility (the "Revolving Facility").

The maturity date of each of the Term Loan Facility and the Revolving Facility will be three (3) years from the date (the "Availability Date") on the Loan Facilities are available for utilization by Winning Metal in accordance with the Facilities Agreement.

The proceeds raised from the Term Loan Facility will be utilized to finance Winning Metal's long term funding requirements while the proceeds raised from the Revolving Facility will be utilized to finance Winning Metal's working capital purposes and to refinance its existing facilities.

The Charge

As security for the performance of all its liabilities under the Facilities Agreement, Winning Metal had, pursuant to a charge over account (the "Charge") executed on 20 December 2005, pledged a cash deposit amounting to US\$800,000 to Rabobank Singapore.

The Call Option

In connection with the Facilities Agreement, the Company had also entered into a call option agreement (the "Call Option Agreement") with Rabobank Singapore on 20 December 2005 pursuant to which the Company has granted Rabobank Singapore a right (the "Call Option") from time to time for a period of three (3) years beginning on the Availability Date, subject to certain terms and conditions, to subscribe for such number of shares of par value S\$0.005 each in the capital of the Company ("Shares") at the subscription price of S\$0.015 each (the "Exercise Price") (the "Option Shares"). The Exercise Price is subject to certain rules of adjustments as set out in the Call Option Agreement. The total aggregate number of Option Shares that can be issued pursuant to the Call Option Agreement is obtained by dividing US\$3,000,000 (or its equivalent in

Singapore Dollars based on the exchange rate that that particular time) with the Exercise Price at the relevant time, rounded up to the nearest ten, subject always to a maximum limit of 600,000,000 Shares.

The net proceeds received by the Company from the issue and allotment of the Option Shares will be utilized towards prepayment of firstly, the Term Loan Facility and thereafter, the Revolving Facility.

The Call Option will be granted and the Option Shares (upon any exercise of the Call Option) will be issued by the Directors pursuant to the general mandate to issue Shares or securities convertible into Shares passed by way of an ordinary resolution by the shareholders of the Company at its annual general meeting held on 21 October 2005.

The Exercise Price of S\$0.015 represents a premium of 200% from the weighted average traded price of S\$0.005 on 20 December 2005, the full market day (on which trades in the Shares are done) immediately prior to the signing of the Call Option Agreement.

Save for their shareholding interest in the Company, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect in the Loan Facilities, the Charge and the Call Option.

The Company will be making an application to the Singapore Exchange Securities Trading Limited ("SGX-ST") for the listing and quotation of the Option Shares on the SGX-ST Dealing and Automated Quotation System.

The Company will make other announcements on the Facility Agreement, the Call Option and other related matters in due course.

By Order of the Board
20 December 2005

Deloitte & Touche Corporate Finance Pte Ltd was the Financial Adviser to Wee Poh Holdings Limited in relation to the acquisition of Winning Metal Products Company Limited.