
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Willas-Array Electronics (Holdings) Limited, you should at once forward this Circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.


WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
威雅利電子(集團)有限公司
(Incorporated in Bermuda with limited liability)
(Hong Kong stock code: 854)
(Singapore stock code: BDR)

**CIRCULAR TO SHAREHOLDERS
RELATING TO PROPOSALS IN RELATION TO:**

- (A) RE-ELECTION OF RETIRING DIRECTORS;**
- (B) GENERAL MANDATE TO ISSUE SHARES; AND**
- (C) RENEWAL OF SHARE BUYBACK MANDATE**

AND

NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this Circular (including the cover page) shall have the same respective meanings as ascribed to them in the section headed “Definitions” of this Circular.

The notice convening the 2020 AGM of Willas-Array Electronics (Holdings) Limited to be held wholly by electronic means (of which there will be a “live” webcast comprising both video (audio-visual) and audio-only feeds) on Tuesday, July 28, 2020 at 9:30 a.m. or its adjournment (if any) at which the above proposals will be considered is set out on pages 49 to 58 of this Circular. **Shareholders will not be able to attend the 2020 AGM in person.** To exercise your rights as a Shareholder, please refer to the notice of the 2020 AGM for full details on how you may pre-register online to either attend and vote (in real time) at the 2020 AGM or appoint a proxy to attend and vote (in real time) at the 2020 AGM on your behalf, or, appoint the Chairman of the 2020 AGM as your proxy to vote on your behalf. To appoint a proxy, please complete the accompanying form of proxy in accordance with the instructions printed thereon and returning it (i) via post to the Company’s share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Shareholders in Singapore); or (ii) via post to the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Shareholders in Hong Kong); or (iii) by electronic mail to srs.teamc@boardroomlimited.com (for all Shareholders) as soon as possible but in any event no later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (if any). In view of the COVID-19 situation and the related safe distancing measures, Shareholders are encouraged to submit the signed and completed proxy forms via electronic mail. Completion and return of the form of proxy will not preclude you from attending and voting via electronic means at the 2020 AGM or its adjournment (if any) should you so wish. Any appointment of proxy shall be deemed to be revoked should you attend and vote at the 2020 AGM or its adjournment (if any) via electronic means.

June 26, 2020

SPECIAL ARRANGEMENTS FOR THE 2020 AGM

Dear Shareholders

We find ourselves in unprecedented times as the world grapples with the impact of the novel coronavirus disease 2019 (the “COVID-19”) pandemic. While measures seeking to mitigate the pandemic differ from country to country, it has become globally accepted that social distancing measures are key in the fight against COVID-19.

We consider the safety and well-being of our Shareholders, staff and other members of the community to be paramount. Accordingly, in view of the safe distancing measures imposed by the Singapore Government due to the outbreak of the COVID-19 and in line with practices adopted in other markets, we are adopting special arrangements for the 2020 AGM, which are summarised below. For further details, please refer to the notice of the 2020 AGM (the “Notice”).

No physical attendance but Shareholders can attend the 2020 AGM proceedings by “live” webcast comprising both video (audio-visual) and audio-only feeds

The 2020 AGM will be held wholly by electronic means and Shareholders who wish to attend the 2020 AGM by electronic means must pre-register online at www.willas-array.com/agm2020 by **9:30 a.m. on July 24, 2020**. Shareholders will **not** be able to attend the 2020 AGM in person and should not turn up at any physical venue (whether in Singapore or Hong Kong).

Vote in real time by electronic means, or by appointing your proxy to vote on your behalf

All resolutions at the 2020 AGM will be decided by poll. Shareholders will be able to vote in real time by pre-registering online at www.willas-array.com/agm2020 by **9:30 a.m. on July 24, 2020** to attend and vote electronically at the 2020 AGM. Alternatively, a Shareholder may submit a form of proxy in connection with the 2020 AGM (the “Proxy Form”) to be received by the Company by **9:30 a.m. on July 26, 2020** (being 48 hours before the time appointed for the holding of the 2020 AGM) to appoint either (i) the chairman of the 2020 AGM, or (ii) another person, as his proxy to attend and vote at the 2020 AGM on his behalf in accordance with his instructions. If a Shareholder wishes to appoint a person other than the chairman of the 2020 AGM as his proxy, the Shareholder **must also** pre-register online at www.willas-array.com/agm2020 by **9:30 a.m. on July 24, 2020** and provide the requisite details of his proxy. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the chairman as proxy and does not intend to attend the 2020 AGM.

Shareholders will be receiving printed copies of the Proxy Form. The Proxy Form may also be accessed at the respective websites of the Company at www.willas-array.com, Singapore Exchange Securities Trading Limited at www.sgx.com/securities/company-announcements and the Hong Kong Stock Exchange at www.hkexnews.hk.

The Proxy Form should be returned in the following manner **no later than forty-eight (48) hours before the time appointed for holding the 2020 AGM or at any adjournment thereof:**

- (i) if submitted by post, by depositing the duly completed Proxy Form at the office of the Company’s Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at **50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders)**, or at the office of the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at **Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders)**; and
- (ii) if submitted electronically, by scanning and submitting the duly completed Proxy Form via email to srs.teamc@boardroomlimited.com.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for you to submit the completed Proxy Form by post, you are strongly encouraged to scan and submit the completed Proxy Form electronically via email srs.teamc@boardroomlimited.com.

Ask questions before or during the 2020 AGM

The 2020 AGM is an important opportunity for all Shareholders to express their views by asking questions and voting. Your participation in the 2020 AGM continues to be important. If you would like to submit a question on the proposed resolutions set out in the Notice or other business of the 2020 AGM in advance, please submit your questions on the pre-registration website at www.willas-array.com/agm2020 by **9:30 a.m. on July 24, 2020**. You can also submit questions during the 2020 AGM through an online chat box.

The Company will endeavour to respond to substantial and relevant questions either prior to the 2020 AGM or at the 2020 AGM.

In view of the rapidly evolving COVID-19 situation, Shareholders should note that the manner of the conduct of the 2020 AGM may be subject to further changes at short notice. Shareholders are advised to check the Hong Kong Stock Exchange’s website, SGXNET and the Company’s website regularly for updates.

For and on behalf of the Board of
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
Leung Chun Wah
Chairman and Executive Director

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This Circular is prepared in English and translated into Chinese. In the event of inconsistency, the English text of this Circular will prevail.

DEFINITIONS

In this Circular and its appendices, unless otherwise defined or the context otherwise requires, the following expressions have the following respective meanings:

“2019 AGM”	the AGM held on Friday, July 26, 2019;
“2020 AGM”	the AGM to be held on Tuesday, July 28, 2020, the notice of which is set out on pages 49 to 58 of this Circular, and its adjournment (if any);
“AGM”	the annual general meeting of the Company;
“Associate”	has the meaning ascribed to it in the SGX-ST Listing Manual and means: <ul style="list-style-type: none">(a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:<ul style="list-style-type: none">(i) his immediate family (that is, the person’s spouse, child, adopted child, step-child, sibling and parent);(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and(b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company (as defined in the Singapore Companies Act) or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more;
“Average Closing Price”	has the meaning ascribed to it in paragraph 3.4 of Appendix II to this Circular;
“Bermuda Companies Act”	the Companies Act 1981 of Bermuda, as amended, supplemented or modified from time to time;
“Board”	the board of Directors;

DEFINITIONS

“Bye-laws”	the bye-laws of the Company, as amended, supplemented or modified from time to time;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CDP”	The Central Depository (Pte) Limited, which is the securities clearing and depository house of the SGX-ST;
“Circular”	this circular dated June 26, 2020;
“close associate(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“Company”	Willas-Array Electronics (Holdings) Limited (威雅利電子(集團)有限公司), a company incorporated in Bermuda with limited liability whose issued Shares are listed and traded on the Main Board of the Hong Kong Stock Exchange (stock code: 854) and the Main Board of the SGX-ST (stock code: BDR);
“concert parties”	has the meaning ascribed to it in paragraph 8.2 of Appendix II to this Circular;
“control”	the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
“Controlling Shareholder(s)”	has the meaning ascribed to it in the SGX-ST Listing Manual and means a person who: (a) holds, directly or indirectly, 15% or more of the total voting rights in the Company, unless the SGX-ST determines otherwise; or (b) in fact exercises control over the Company;
“core connected person(s)”	has the meaning ascribed thereto under the Hong Kong Listing Rules;
“day of the making of the offer”	has the meaning ascribed to it in paragraph 3.4 of Appendix II to this Circular;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“Employee Share Option Scheme Committee”	the employee share option scheme committee of the Board;
“EPS”	earnings per share;
“ESOS III”	the Willas-Array Electronics Employee Share Option Scheme III;
“ESOS III Options”	the options granted under the ESOS III;
“Executive”	has the meaning ascribed to it in paragraph 3.3 of Appendix II to this Circular;
“FY2020”	the financial year ended March 31, 2020;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Branch Register”	the Hong Kong branch register of members;
“Hong Kong Branch Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited;
“Hong Kong CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Hong Kong Listing Rules;
“Hong Kong Companies Ordinance”	the Companies Ordinance (Chapter 622 of the laws of Hong Kong), as amended, supplemented or modified from time to time;
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or modified from time to time;
“Hong Kong Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs, as amended, supplemented or modified from time to time;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Hong Kong Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or modified from time to time by Securities and Futures Commission of Hong Kong;
“Issue Mandate”	the general and unconditional mandate granted or to be granted (as the case may be) by the Shareholders to authorise the Directors to exercise all the powers of the Company to allot and issue new Shares in accordance with the limits set out in the relevant Shareholders’ resolution approving such mandate. Details of the Issue Mandate to be proposed for Shareholders’ approval at the 2020 AGM are set out in the notice of the 2020 AGM;
“Latest Practicable Date”	June 17, 2020, being the latest practicable date prior to the finalisation of this Circular for ascertaining certain information contained herein;
“LPS”	loss per share;
“Market Day”	a day on which the SGX-ST or the Hong Kong Stock Exchange (as the case may be) is open for trading in securities;
“Maximum Price”	has the meaning ascribed to it in paragraph 3.4 of Appendix II to this Circular;
“Memorandum”	the Memorandum of Association of the Company as amended, supplemented or modified from time to time;
“Nomination Committee”	the nomination committee of the Board;
“NTA”	net tangible assets;
“Off-Market Purchases”	has the meaning ascribed to it in paragraph 3.3 of Appendix II to this Circular;
“On-Market Purchases”	has the meaning ascribed to it in paragraph 3.3 of Appendix II to this Circular;
“Principal Register”	the principal register of members in Bermuda maintained by the Principal Registrar;
“Principal Registrar”	Ocorian Management (Bermuda) Limited of Victoria Place, 5/F, 31 Victoria Street, Hamilton HM10, Bermuda, the Bermuda principal share registrar of the Company;

DEFINITIONS

“Register of Members”	any of the Principal Register, the Hong Kong Branch Register and the Singapore Branch Register;
“related expenses”	has the meaning ascribed to it in paragraph 3.4 of Appendix II to this Circular;
“Relevant Period”	the period commencing from the date of the 2020 AGM, being the date on which the Share Buyback Mandate is passed, if approved by the Shareholders, and expiring on the date on which (i) the next AGM is held or is required by applicable laws or by the Bye-laws to be held, (ii) the purchases or acquisitions of Shares are carried out to the full extent mandated, or (iii) the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting, whichever is the earliest;
“Remuneration Committee”	the remuneration committee of the Board;
“Retiring Directors”	Mr. Leung Chun Wah, Mr. Kwok Chan Cheung, Mr. Leung Chi Hang Daniel and Mr. Lim Lee Meng, who, being the Directors retiring at the 2020 AGM and, being eligible, are offering themselves for re-election at the 2020 AGM, in accordance with the Bye-laws;
“Securities Account”	a securities account maintained by a depositor with CDP, but does not include a securities sub-account maintained with a depository agent;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended, supplemented or modified from time to time;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“SGX-ST Listing Manual”	the Main Board rules of the listing manual of the SGX-ST, as amended, supplemented or modified from time to time;
“Share(s)”	ordinary share(s) of par value of HK\$1.00 each in the capital of the Company;
“Share Buyback Mandate”	the general and unconditional mandate authorising the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares on the SGX-ST or the Hong Kong Stock Exchange in accordance with the limits set out in the relevant Shareholders’ resolution approving such mandate. Details of the Share Buyback Mandate to be proposed for Shareholders’ approval at the 2020 AGM are set out in Appendix II to this Circular;

DEFINITIONS

“Shareholder(s)”	registered holder(s) of the Share(s), except that (a) where the registered holder is CDP, the term “Shareholder(s)” shall, in relation to such Shares and where the context so admits, mean the depositors in the Depository Register maintained by CDP and to whose Securities Accounts are credited with those Shares; and (b) where the registered holder is HKSCC, the term “Shareholder(s)” shall, in relation to such Shares and where the context so admits, mean the depositors whose securities accounts are maintained by HKSCC or other licensed securities dealers or registered institutions in securities, or custodian banks through CCASS, and the term “Shareholder(s)” shall be construed accordingly;
“Singapore Branch Register”	the Singapore branch register of Shareholders maintained by the Company;
“Singapore Companies Act”	the Companies Act (Chapter 50 of Singapore), as amended, supplemented or modified from time to time;
“Singapore Share Transfer Agent”	the Company’s share transfer agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd.;
“Singapore Take-over Code”	the Singapore Code on Take-overs and Mergers, as amended, supplemented or modified from time to time;
“subsidiary”	a company which is for the time being and from time to time a subsidiary of the Company (within the meaning of the Singapore Companies Act, the Hong Kong Listing Rules and the Hong Kong Companies Ordinance);
“subsidiary holdings”	has the meaning ascribed to it in the SGX-ST Listing Manual;
“Substantial Shareholder”	a person who has an interest in 5% or more of the voting Shares (excluding treasury shares) of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“S\$”	Singapore dollars, the lawful currency of Singapore; and
“%”	per cent. or percentage.

DEFINITIONS

The terms “depositor”, “depository agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289 of Singapore) in force as at the Latest Practicable Date.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any reference in this Circular to any law or regulation (or any provision thereof), including the Bermuda Companies Act, the Hong Kong Companies Ordinance and the Singapore Companies Act (or any provision thereof), is a reference to such law or regulation (or provision) in force as at the Latest Practicable Date. Any term defined in the SGX-ST Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the SGX-ST Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day in this Circular shall be a reference to Singapore time and Hong Kong time unless otherwise stated.

LETTER FROM THE BOARD

WILLAS-ARRAY
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
威雅利電子(集團)有限公司
(Incorporated in Bermuda with limited liability)
(Hong Kong stock code: 854)
(Singapore stock code: BDR)

Executive Directors:

Leung Chun Wah (*Chairman*)
Kwok Chan Cheung (*Deputy Chairman*)
Hon Kar Chun (*Managing Director*)
Leung Hon Shing
Leung Chi Hang Daniel

Registered office:

Victoria Place, 5/F
31 Victoria Street
Hamilton HM10
Bermuda

Independent Non-executive Directors:

Jovenal R. Santiago
Wong Kwan Seng, Robert
Iu Po Chan, Eugene
Lim Lee Meng

Head office and principal

place of business:
24/F, Wyler Centre, Phase 2
200 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

June 26, 2020

To the Shareholders

Dear Sir and Madam

PROPOSALS IN RELATION TO:

- (A) RE-ELECTION OF RETIRING DIRECTORS;**
- (B) GENERAL MANDATE TO ISSUE SHARES; AND**
- (C) RENEWAL OF SHARE BUYBACK MANDATE**

INTRODUCTION

The Company will propose at the 2020 AGM, resolutions in relation to, among other matters, (i) the re-election of the Retiring Directors; (ii) the grant to the Directors of the Issue Mandate upon the expiry of the current issue mandate which was approved by Shareholders at the 2019 AGM; and (iii) the renewal of the Share Buyback Mandate upon the expiry of the existing share buyback mandate which was approved by Shareholders at the 2019 AGM.

The purpose of this Circular is to provide you with further information on the above resolutions to be proposed at the 2020 AGM.

The notice of the 2020 AGM at which the resolutions will be proposed for Shareholders to consider and, if thought fit, approve, is also set out on pages 49 to 58 of this Circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to bye-law 104 of the Bye-laws, at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third but not greater than one-third, shall retire from office by rotation provided that the Managing Director of the Company whilst holding such office, shall not be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year. The Directors to retire in every year will be those who have been in office the longest since their last election but as between the persons who became Directors on the same day, those to retire shall (unless they otherwise agree between themselves) be determined by lot. Subject to the Bermuda Companies Act and the Bye-laws, a retiring Director shall be eligible for re-election at the meeting at which he retires.

Pursuant to code provision A.4.2 of Appendix 14 to the Hong Kong Listing Rules, every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Pursuant to Rule 720(6) of the SGX-ST Listing Manual, an issuer must have all Directors submit themselves for re-nomination and re-appointment at least once every three years.

In accordance with bye-law 104 of the Bye-laws, code provision A.4.2 of Appendix 14 to the Hong Kong Listing Rules and Rule 720(6) of the SGX-ST Listing Manual, Mr. Leung Chun Wah (“**Mr. Leung**”) and Mr. Kwok Chan Cheung (“**Mr. Kwok**”), both executive Directors, will retire by rotation at the 2020 AGM and, being eligible, have offered themselves for re-election at the 2020 AGM.

Pursuant to bye-law 107(B) of the Bye-laws, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or, where a maximum number of Directors has been determined by the shareholders and the shareholders have authorised the Board to appoint additional Directors, as an additional Director. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

In accordance with bye-law 107(B) of the Bye-laws, Mr. Leung Chi Hang Daniel (“**Mr. Daniel Leung**”), an executive Director and Mr. Lim Lee Meng (“**Mr. Lim**”), an independent non-executive Director, who were both appointed on May 28, 2020, shall hold office until the forthcoming 2020 AGM and, being eligible, have offered themselves for re-election thereat.

The Nomination Committee has evaluated the performance of the Retiring Directors (except Mr. Daniel Leung and Mr. Lim who were appointed as Directors on May 28, 2020) for FY2020 based on the nomination policy of the Company which was disclosed in the annual report of the Company for FY2020 and found their performance satisfactory. The Nomination Committee is also of the view that based on Mr. Lim’s perspectives, skills and experience, he can bring further contributions to the Board and its diversity. In addition, at the nomination of the Nomination Committee, the Board has recommended that all of the Retiring Directors, namely Mr. Leung, Mr. Kwok, Mr. Daniel Leung and Mr. Lim, stand for re-election as Directors at the 2020 AGM. As a good corporate governance practice, each of the above Retiring Directors abstained from discussions and voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

The biographical information of each of Mr. Leung, Mr. Kwok, Mr. Daniel Leung and Mr. Lim as required to be disclosed under the Hong Kong Listing Rules and the SGX-ST Listing Manual is set out in Appendix I to this Circular.

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

At the 2019 AGM, Shareholders approved an issue mandate authorising the Directors to allot and issue new Shares, subject to the terms thereof. The issue mandate will lapse at the conclusion of the 2020 AGM.

At the 2020 AGM, an ordinary resolution will be proposed to grant a new Issue Mandate authorising the Directors to allot, issue and deal with such number of new Shares not exceeding 50% of the total number of Shares in issue (excluding treasury shares and subsidiary holdings, if any) as at the date of the passing of the resolution approving the Issue Mandate, and in the case of an allotment and issue of Shares other than on a *pro-rata* basis to the existing Shareholders, such number shall not exceed 10% of the total number of Shares in issue (excluding treasury shares and subsidiary holdings, if any) as at the date of the passing of the resolution approving the Issue Mandate. The Issue Mandate will provide flexibility to the Company to raise funds through the issue of Shares efficiently.

Notwithstanding the above, it must be noted that Rule 13.36(2)(b) of the Hong Kong Listing Rules provides that the general mandate obtained from the Shareholders in general meeting shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the general mandate must not exceed 20% of the number of issued Shares as at the date of the resolution granting the general mandate. Under the SGX-ST Listing Manual, the aggregate number of Shares that may be issued pursuant to a general mandate obtained from Shareholders in general meeting must not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which the aggregate number of Shares issued other than on a *pro-rata* basis to existing Shareholders must not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any). The Company shall comply with the requirements under the Hong Kong Listing Rules or the SGX-ST Listing Manual for matters relating to the general mandate, whichever is more onerous.

Based on 85,207,049 Shares (excluding treasury shares and subsidiary holdings, if any) in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be purchased or acquired and cancelled by the Company after the Latest Practicable Date and up to the date of the 2020 AGM, if the Issue Mandate is exercised in full, it will result in the Directors being authorised to issue, allot and deal with a maximum of 42,603,524 Shares, and in the case of an allotment and issue other than on a *pro-rata* basis to the existing Shareholders, with a maximum of 8,520,704 Shares.

The new Issue Mandate will, if granted, remain in effect until the earliest of (i) the conclusion of the next AGM; (ii) the date by which the next AGM is required by the applicable laws or the Bye-laws to be held; and (iii) the date on which the authority set out in the resolution approving the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

At the 2019 AGM, Shareholders approved the share buyback mandate authorising the Directors to purchase or otherwise acquire Shares, subject to the terms thereof. The share buyback mandate will lapse at the conclusion of the 2020 AGM.

The Company therefore proposes to renew the Share Buyback Mandate at the 2020 AGM. At the 2020 AGM, an ordinary resolution will be proposed to renew the Share Buyback Mandate, authorising the Directors to purchase or otherwise acquire up to the number of issued Shares representing not more than 10% of the total number of Shares in issue (excluding treasury shares and subsidiary holdings, if any) as at the date of the passing of the resolution approving the Share Buyback Mandate, unless the Company has, at any time during the Relevant Period, effected a bonus issue, reduction, consolidation or sub-division of its issued and unissued Shares in accordance with the applicable provisions under the Bermuda Companies Act, in which event the total number of the issued Shares shall be taken to be the total number of the issued Shares as altered by the bonus issue, reduction, consolidation or sub-division of Shares (as the case may be). Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit. As at the Latest Practicable Date, the Company did not have any treasury shares or subsidiary holdings.

An explanatory statement as required under the Hong Kong Listing Rules as well as the information required under the SGX-ST Listing Manual concerning the Share Buyback Mandate are set out in Appendix II to this Circular.

NOTICE OF CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2020 AGM

NOTICE IS HEREBY GIVEN that, for the purpose of determining the entitlement of the Shareholders to attend and vote at the 2020 AGM:

For Hong Kong Shareholders, the Hong Kong Branch Register will be closed from Thursday, July 23, 2020 to Tuesday, July 28, 2020, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for attending and voting at the 2020 AGM, the non-registered Hong Kong Shareholders must lodge all duly completed and stamped transfer documents accompanied by the relevant share certificates for registration with the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Wednesday, July 22, 2020.

LETTER FROM THE BOARD

For Singapore Shareholders, the share transfer books and the Singapore Branch Register will be closed at 5:00 p.m. on Friday, July 24, 2020. Duly completed registrable transfers of Shares received by the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5:00 p.m. on Friday, July 24, 2020 will be registered to determine Singapore Shareholders' entitlements to attend and vote at the 2020 AGM.

Any transfer of the Shares between the Hong Kong Branch Register and the Singapore Branch Register by way of deregistration from one branch Register of Members and registration on the other branch Register of Members has to be made not later than 4:30 p.m. on Friday, July 10, 2020 for Hong Kong Shareholders and not later than 5:00 p.m. on Friday, July 10, 2020 for Singapore Shareholders.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the 2020 AGM, which contains, among other things, the ordinary resolutions relating to the proposed re-election of the Retiring Directors, the proposed grant of the Issue Mandate and the proposed renewal of the Share Buyback Mandate is set out on pages 49 to 58 of this Circular.

The 2020 AGM will be held wholly by electronic means (of which there will be a "live" webcast comprising both video (audio-visual) and audio-only feeds). Shareholders (as defined herein) will not be able to attend the 2020 AGM in person. To exercise your rights as a Shareholder, please refer to the notice of the 2020 AGM for full details on how you may either (a) pre-register online to attend and vote (in real time) at the 2020 AGM or appoint a proxy to attend and vote (in real time) at the 2020 AGM on your behalf, or (b) appoint the Chairman of the 2020 AGM as your proxy to attend and vote at the 2020 AGM on your behalf.

Pursuant to bye-law 73 of the Bye-laws, a resolution put to the vote of the general meeting shall be voted on by a show of hands unless a poll is required by the rules of the designated stock exchange (which means, for the time being, the SGX-ST and the Hong Kong Stock Exchange on which the Shares are listed and quoted/traded) or a poll is duly demanded as provided therein.

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or an administrative matter to be voted on by a show of hands. Pursuant to Rule 730A(2) of the SGX-ST Listing Manual, all resolutions at general meetings of the Company shall be voted by poll. Accordingly, each of the resolutions set out in the notice of the 2020 AGM will be put to vote by way of a poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules and Rule 704(16) of the SGX-ST Listing Manual.

LETTER FROM THE BOARD

INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Based on the register of substantial shareholders and the register of members maintained by the Company, the interests of the Directors and the Substantial Shareholders in the Shares as at the Latest Practicable Date (which would reflect their interests as at the date of the 2020 AGM, assuming their interests do not change between the Latest Practicable Date and the date of the 2020 AGM), as well as following the exercise of the Share Buyback Mandate, assuming that (a) the Company purchases or acquires the maximum amount of 10% of the total number of the issued Shares (excluding treasury shares and subsidiary holdings, if any) permitted under the Share Buyback Mandate; (b) there is no change in the number of Shares in which the Directors and the Substantial Shareholders have an interest; and (c) the Company does not issue any Shares pursuant to the Issue Mandate or the exercise of the ESOS III Options, are as set out below:

Name	As at the Latest Practicable Date (Number of Shares)			As at the Latest Practicable Date (%) ⁽¹⁾	After Share Buyback (%) ⁽²⁾
	Direct Interest	Deemed Interest	Total Interest		
Directors					
Leung Chun Wah ⁽³⁾	1,230,130	20,714,947	21,945,077	25.76	28.62
Kwok Chan Cheung ⁽⁴⁾	37,400	8,685,109	8,722,509	10.24	11.37
Hon Kar Chun	322,080	–	322,080	0.38	0.42
Leung Hon Shing	274,824	–	274,824	0.32	0.36
Leung Chi Hang Daniel	–	–	–	–	–
Jovenal R. Santiago	–	–	–	–	–
Wong Kwan Seng, Robert	–	–	–	–	–
Iu Po Chan, Eugene	–	–	–	–	–
Lim Lee Meng	–	–	–	–	–
Substantial Shareholders (excluding those who are also Directors)					
Global Success International Limited	8,685,109	–	8,685,109	10.19	11.33
Max Power Assets Limited	19,909,813	–	19,909,813	23.37	25.96
Cheng Wai Yin, Susana ⁽⁵⁾	805,134	21,139,943	21,945,077	25.76	28.62
Lee Woon Nin ⁽⁶⁾	–	19,909,813	19,909,813	23.37	25.96
HSBC International Trustee Limited ⁽⁷⁾	–	19,909,813	19,909,813	23.37	25.96
HSBC International Trustee (Holdings) Pte. Limited ⁽⁸⁾	–	19,909,813	19,909,813	23.37	25.96
The Hongkong and Shanghai Banking Corporation Limited ⁽⁸⁾	–	19,909,813	19,909,813	23.37	25.96
HSBC Asia Holdings Limited ⁽⁸⁾	–	19,909,813	19,909,813	23.37	25.96
HSBC Holdings Plc ⁽⁸⁾	–	19,909,813	19,909,813	23.37	25.96
Hung Yuk Choy	5,614,309	–	5,614,309	6.59	7.32
Yeo Seng Chong ⁽⁹⁾	330,000	7,489,684	7,819,684	9.18	10.20
Lim Mee Hwa ⁽⁹⁾	550,000	7,269,684	7,819,684	9.18	10.20
Yeoman Capital Management Pte Ltd ⁽¹⁰⁾	82,500	6,857,184	6,939,684	8.14	9.05
Yeoman 3-Rights Value Asia Fund ⁽¹¹⁾	6,719,684	–	6,719,684	7.89	8.76

LETTER FROM THE BOARD

Notes:

- (1) As a percentage of the total number of issued Shares as at the Latest Practicable Date, being 85,207,049 Shares. The Company did not have any treasury shares or subsidiary holdings as at the Latest Practicable Date.
- (2) As a percentage of the total number of issued Shares of 76,686,345 Shares (assuming that the Company purchases or acquires and cancels the maximum number of 8,520,704 Shares under the Share Buyback Mandate).
- (3) Leung Chun Wah, being a Director, has a direct interest in 1,230,130 Shares and is deemed to be interested in the 805,134 Shares in which his wife, Cheng Wai Yin, Susana has a direct interest. He and some of his family members are the ultimate beneficiaries of a discretionary trust, of which HSBC International Trustee Limited (“**HSBC Trustee**”) is the trustee. The 19,909,813 Shares are held by Max Power Assets Limited (“**Max Power**”), with The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) as its nominee. The entire issued share capital of Max Power is held by HSBC Trustee in its capacity as trustee of the discretionary trust. The trustee is required to obtain the consent of Leung Chun Wah in any disposal and acquisition of Shares by Max Power except under certain exceptional conditions as stipulated in the relevant trust deed.
- (4) Kwok Chan Cheung, being a Director, has a direct interest in 37,400 Shares and is deemed to be interested in the 8,685,109 Shares in which Global Success International Limited has a direct interest.
- (5) Cheng Wai Yin, Susana has a direct interest in 805,134 Shares and is deemed to be interested in the 21,139,943 Shares in which her husband, Leung Chun Wah, has direct and deemed interests.
- (6) Lee Woon Nin is deemed to be interested in the Shares in which Max Power has a direct interest.
- (7) HSBC Trustee is deemed to be interested in the Shares in which Max Power has a direct interest.
- (8) HSBC International Trustee (Holdings) Pte. Limited, HSBC, HSBC Asia Holdings Limited and HSBC Holdings Plc are each deemed to be interested in the Shares in which HSBC Trustee has an interest, as HSBC Trustee is a wholly-owned subsidiary of HSBC International Trustee (Holdings) Pte. Limited, which is a wholly-owned subsidiary of HSBC, which is a wholly-owned subsidiary of HSBC Asia Holdings Limited, which is a wholly-owned subsidiary of HSBC Holdings Plc.
- (9) Yeo Seng Chong owns 330,000 Shares directly in his own name and his wife, Lim Mee Hwa owns 550,000 Shares directly in her own name. Both of them own 50% of the equity interests in Yeoman Capital Management Pte Ltd (“**YCMPL**”) and therefore control YCMPL. YCMPL in turn controls its own direct shareholding in the Company as well as its deemed interests through its clients’ direct shareholdings in the Company. Each of Yeo Seng Chong and Lim Mee Hwa is deemed to be interested in all of the Shares held beneficially and deemed to be held by the other.
- (10) YCMPL owns 82,500 Shares directly in its own name and also controls its deemed interests through its clients’ direct shareholdings in the Company. The clients of YCMPL are Yeoman 3-Rights Value Asia Fund and Yeoman Client 1, which directly hold 6,719,684 Shares and 137,500 Shares, respectively.
- (11) Yeoman 3-Rights Value Asia Fund owns 6,719,684 Shares directly in its own name.

DIRECTORS’ RECOMMENDATIONS

Save for each of Mr. Leung, Mr. Kwok, Mr. Daniel Leung and Mr. Lim who abstains from making a recommendation on the respective ordinary resolutions 3 to 6 set out in the notice convening the 2020 AGM relating to his own re-election as a Director, the Board considers that the above proposals relating to the re-election of the Retiring Directors, the granting of the Issue Mandate and the renewal of the Share Buyback Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of each of the ordinary resolutions relating to the aforesaid matters to be proposed at the 2020 AGM.

LETTER FROM THE BOARD

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed re-election of Mr. Leung, Mr. Kwok, Mr. Daniel Leung and Mr. Lim as Directors, the proposed grant of the Issue Mandate and the proposed renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

DOCUMENTS FOR INSPECTION

Copies of the following documents of the Company are available for inspection at the Company's principal place of business in Hong Kong at 24/F, Wyler Centre, Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong and at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, between 10:00 a.m. to 4:00 p.m. from the date hereof up to and including the date of the 2020 AGM (excluding Saturdays, Sundays and public holidays):

- (a) the Memorandum and the Bye-laws; and
- (b) the annual report for FY2020.

Yours faithfully

For and on behalf of the Board of

WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED

Leung Chun Wah

Chairman and Executive Director

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Hong Kong Listing Rules, on the Retiring Directors proposed to be re-elected at the 2020 AGM.

Save as disclosed below, to the best of the knowledge of the Directors having made all reasonable enquiries, there are no other matters concerning each of the Retiring Directors that are required to be brought to the attention of the Shareholders, nor is there any other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Hong Kong Listing Rules.

Leung Chun Wah (“Mr. Leung”)

Mr. Leung, aged 70, was appointed as an Executive Director and the Chairman of the Board on January 1, 2001. He is responsible for determining the overall strategies and direction of the Group. Mr. Leung is also a director of various subsidiaries of the Company. Mr. Leung has more than 30 years of experience in the electronics industry. Mr. Leung was an inspection supervisor/process controller of Stuart Limited from 1967 to 1970 and established Willas Company Limited (a subsidiary of the Company) in 1981. Mr. Leung is the father of Mr. Leung Chi Hang Daniel, an Executive Director appointed on May 28, 2020. Mr. Leung and some of his family members are the ultimate beneficiaries of a discretionary trust held by Max Power Assets Limited, a Substantial Shareholder.

There is a service agreement between the Company and Mr. Leung for his appointment as the Chairman and an Executive Director of the Company, for a term of two (2) years from January 1, 2019 to December 31, 2020, subject to his retirement by rotation and re-election at the 2020 AGM in accordance with the Bye-laws and the Hong Kong Listing Rules. He is presently entitled to a basic annual salary of HK\$2,797,795 per annum plus a one-time bonus, which are reviewed annually by the Board and the Remuneration Committee by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. Mr. Leung’s remuneration for FY2020 was approximately HK\$3,370,000.

As at the Latest Practicable Date, Mr. Leung, being a beneficiary of a discretionary trust, had an interest in 19,909,813 Shares, representing approximately 23.37% of the issued Shares, and a deemed interest in 805,134 Shares held by his spouse, representing approximately 0.94% of the issued Shares, within the meaning of Part XV of the SFO. Mr. Leung also had a direct interest in 1,230,130 Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung:

- (a) did not hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years;
- (b) did not have any other interest in any shares, underlying shares or debentures in the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO;

- (c) did not hold any other position with the Company or any of its subsidiaries nor did he have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder (within the meaning of the Hong Kong Listing Rules) of the Company; and
- (d) has not held any other major appointments or professional qualifications.

Kwok Chan Cheung (“Mr. Kwok”)

Mr. Kwok, aged 72, is a director of Global Success International Limited (“**Global Success**”), a Substantial Shareholder, and various subsidiaries of the Company. Mr. Kwok established Array Electronics Limited (now known as Willas-Array Electronics (Hong Kong) Limited) (a subsidiary of the Company) in 1982. He was appointed as an Executive Director, the Deputy Chairman and the Managing Director on January 1, 2001 and ceased to be the Managing Director but remained as the Deputy Chairman and Executive Director with effect from July 31, 2014. He is responsible for overseeing the sales and marketing activities and determining the sales and marketing strategy of the Group.

There is a service agreement between the Company and Mr. Kwok for his appointment as the Deputy Chairman and an Executive Director of the Company, for a term of two (2) years from January 1, 2019 to December 31, 2020, subject to his retirement by rotation and re-election at the 2020 AGM in accordance with the Bye-laws and the Hong Kong Listing Rules. He is presently entitled to a basic annual salary of HK\$2,184,000 per annum plus a one-time bonus, which are reviewed annually by the Board and the Remuneration Committee by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. Mr. Kwok’s remuneration for FY2020 was approximately HK\$2,587,000.

As at the Latest Practicable Date, as Global Success, being a Substantial Shareholder, is wholly owned by Mr. Kwok, he was deemed to be interested in 8,685,109 Shares held by Global Success, representing approximately 10.19% of the issued Shares, within the meaning of Part XV of the SFO. Mr. Kwok also had a direct interest in 37,400 Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwok:

- (a) did not hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years;
- (b) did not have any other interest in any shares, underlying shares or debentures in the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO;

- (c) did not hold any other position with the Company or any of its subsidiaries nor did he have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder (within the meaning of the Hong Kong Listing Rules) of the Company; and
- (d) has not held any other major appointments or professional qualifications.

Leung Chi Hang Daniel (“Mr. Daniel Leung”)

Mr. Daniel Leung, aged 44, was appointed as an Executive Director of the Company on May 28, 2020. He is responsible for overseeing the daily operations of the human resources, information technology, logistics, and marketing communication departments. Mr. Daniel Leung obtained a bachelor of science degree in business administration from The Ohio State University, the United States of America (“USA”) in 1998 and a master’s degree in business administration from The Max M. Fisher College of Business at The Ohio State University, USA in 2004. Upon his graduation with the bachelor’s degree and prior to obtaining his master’s degree, Mr. Daniel Leung worked at a trading company in Los Angeles, USA, for four years, overseeing its daily operations. Prior to joining the Company, Mr. Daniel Leung worked at Accenture, a global management consulting, technology services and outsourcing firm. Mr. Daniel Leung joined the Company as the general manager for information technology and logistics in 2008. He was promoted as deputy managing director of information technology and logistics in April 2015. He has also been overseeing the marketing communication department since May 2016 and the human resources department since January 2018. Mr. Daniel Leung is the eldest son of Mr. Leung Chun Wah, the Chairman of the Board, an Executive Director and a Controlling Shareholder.

There is a service agreement between the Company and Mr. Daniel Leung for his appointment as an Executive Director of the Company commencing from May 28, 2020 to December 31, 2021, subject to re-election at the 2020 AGM in accordance with the Bye-laws and the Hong Kong Listing Rules. He is presently entitled to a basic annual salary of HK\$1,365,600, a discretionary end of year payment, a discretionary bonus and an incentive payment by reference to the amount of the net profit after taxation of the Group, which is reviewed annually by the Board and the Remuneration Committee by reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. Mr. Daniel Leung did not receive any Director’s remuneration for FY2020.

As at the Latest Practicable Date, Mr. Daniel Leung did not hold any Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Daniel Leung:

- (a) did not hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years;
- (b) did not have any other interest in any shares, underlying shares or debentures in the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO;

- (c) did not hold any other position with the Company or any of its subsidiaries nor did he have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder (within the meaning of the Hong Kong Listing Rules) of the Company; and
- (d) has not held any other major appointments or professional qualifications.

Lim Lee Meng (“Mr. Lim”)

Mr. Lim, aged 64, was appointed as an independent non-executive Director of the Company on May 28, 2020. He graduated with a bachelor’s degree of Commerce (Accountancy) from the Nanyang University, Singapore in 1980. He also holds a Master Degree in Business Administration from the University of Hull, United Kingdom in 1992 and a Diploma in Business Law from the National University of Singapore in 1989. He is a fellow member of the Singapore Institute of Chartered Accountants in Singapore, a fellow member of the Singapore Institute of Directors in Singapore and an associate member of The Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators) in United Kingdom. Mr. Lim is an executive director of LeeMeng Capital Pte. Ltd. He is an independent non-executive director of Tye Soon Limited and Teckwah Industrial Corporation Limited, both of which are listed on the SGX-ST. He is also an independent non-executive director of ARA LOGOS Logistics Trust Management Limited which is the manager of ARA LOGOS Logistics Trust (a real estate investment trust listed on the SGX-ST).

There is a letter of appointment between the Company and Mr. Lim for his appointment as an independent non-executive Director, for a period from May 28, 2020 to March 31, 2022, subject to re-election at the 2020 AGM in accordance with the Bye-laws and the Hong Kong Listing Rules. He is entitled to a director’s fee which is reviewed annually by the Board and the Remuneration Committee by reference to his duties and responsibilities with the Company, and subject to shareholders’ approval. Mr. Lim did not receive any Director’s remuneration for FY2020.

As at the Latest Practicable Date, Mr. Lim did not hold any Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lim:

- (a) did not hold any other directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three (3) years;
- (b) did not have any other interest in any shares, underlying shares or debentures in the Company or any of its associated corporations required to be disclosed pursuant to Part XV of the SFO;
- (c) did not hold any other position with the Company or any of its subsidiaries nor did he have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder (within the meaning of the Hong Kong Listing Rules) of the Company; and
- (d) has not held any other major appointments or professional qualifications.

ADDITIONAL INFORMATION ON DIRECTORS PURSUANT TO SGX-ST LISTING MANUAL

Name of Director	Leung Chun Wah	Kwok Chan Cheung
Date of Appointment	January 1, 2001	January 1, 2001
Date of last re-appointment (if applicable)	July 28, 2017	July 28, 2017
Age	70	72
Country of principal residence	Hong Kong SAR	Hong Kong SAR
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	<p>The Board had considered the Nomination Committee's recommendation and assessment on Mr. Leung's background, experience and commitment in the discharge of his duties as a Director of Willas-Array Electronics (Holdings) Limited, and is satisfied that he will continue to contribute to the Board.</p>	<p>The Board had considered the Nomination Committee's recommendation and assessment on Mr. Kwok's background, experience and commitment in the discharge of his duties as a Director of Willas-Array Electronics (Holdings) Limited, and is satisfied that he will continue to contribute to the Board.</p>
Whether appointment is executive, and if so, the area of responsibility	Executive	Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> • Executive Director • Chairman • Chairman of the Employee Share Option Scheme Committee ("ESOSC") 	<ul style="list-style-type: none"> • Executive Director • Deputy Chairman • Member of ESOSC
Professional qualifications	<ul style="list-style-type: none"> • Not applicable 	<ul style="list-style-type: none"> • Not applicable
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none"> • Executive Director and Chairman of Willas-Array Electronics (Holdings) Limited • Mr. Leung currently serves as a director of various subsidiaries of Willas-Array Electronics (Holdings) Limited. Please refer to his present directorships provided below for further information. 	<ul style="list-style-type: none"> • Executive Director and Deputy Chairman of Willas-Array Electronics (Holdings) Limited • Mr. Kwok currently serves as a director of various subsidiaries of Willas-Array Electronics (Holdings) Limited. Please refer to his present directorships provided below for further information.

APPENDIX I

INFORMATION ON RETIRING DIRECTORS FOR RE-ELECTION

Name of Director	Leung Chun Wah	Kwok Chan Cheung
Shareholding interest in the listed issuer and its subsidiaries (as at the Latest Practicable Date)	<p>Yes</p> <ol style="list-style-type: none"> Interests in ordinary shares in the Company: 1,230,130 shares (personal interests, held as beneficial owner); 805,134 shares (interest of spouse); and 19,909,813 shares (beneficiary of a discretionary trust); being 21,945,077 shares in total. Interests in Willas Company Limited, a subsidiary of the Company, of 35,001,000 deferred non-voting shares. Shares held as nominee by declaration of trust, for and on behalf of Cleverway Profits Limited, in subsidiaries of the Company: <ol style="list-style-type: none"> Array Electronics (China) Limited Array Electronics Limited Bestime Corporation Limited Brightway Transportation Limited Elite Vantage Limited Full Link Investment Limited Joy Port Limited Kind Faith Limited Willas Company Limited Willas-Array Electronics (Hong Kong) Limited Willas-Array Investments Limited Willas-Array Electronics Management Limited 	<p>Yes</p> <ol style="list-style-type: none"> Interests in ordinary shares in the Company: 37,400 shares (personal interests, held as beneficial owner); and 8,685,109 shares (interest in a controlled corporation); being 8,722,509 shares in total. Interests in Willas-Array Electronics (Hong Kong) Limited, a subsidiary of the Company, of 1,001,000 deferred non-voting shares.
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Father of Mr. Leung Chi Hang Daniel, an Executive Director of the Company.	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 of the SGX-ST Listing Manual) under Rule 720(1) of the SGX-ST Listing Manual has been submitted to the listed issuer	Yes	Yes

Name of Director

Leung Chun Wah

Kwok Chan Cheung

Other Principal Commitments* Including Directorships

* “Principal Commitments” has the same meaning as defined in the Singapore Code of Corporate Governance 2018.

Past (for the last 5 years)

Director of:

Director of:

- (1) Array Electronics (China) Limited
- (2) Array Electronics Limited
- (3) Bestime Corporation Limited
- (4) Brightway Transportation Limited
- (5) Cleverway Profits Limited
- (6) Elite Vantage Limited
- (7) Full Link Investment Limited
- (8) GW Electronics Company Limited
- (9) Joy Port Limited
- (10) Kind Faith Limited
- (11) Pinerise Limited
- (12) Starling Pacific Limited
- (13) Willas Company Limited
- (14) Willas-Array Electronics (Hong Kong) Limited
- (15) Willas-Array Electronics (Taiwan) Inc.
- (16) Willas-Array Investments Limited
- (17) Willas-Array Electronics Management Limited
- (18) Willas-Array Electronics (Shanghai) Limited
- (19) Willas-Array Electronics (Shenzhen) Limited
- (20) 茲雅電子(深圳)有限公司
- (21) 茲雅電子(上海)有限公司

- (1) Array Electronics (China) Limited
- (2) Array Electronics Limited
- (3) ASP Microelectronics Limited
- (4) Bestime Corporation Limited
- (5) Brightway Transportation Limited
- (6) Cleverway Profits Limited
- (7) Elite Vantage Limited
- (8) Full Link Investment Limited
- (9) Global Success International Limited
- (10) GW Electronics Company Limited
- (11) Joy Port Limited
- (12) Kind Faith Limited
- (13) Leader First Limited
- (14) LEC Electronic Components Limited
- (15) Noblehigh Enterprises Inc
- (16) Pinerise Limited
- (17) Starling Pacific Limited
- (18) Valence Semiconductor Design Limited
- (19) Valence Technology Limited
- (20) Valencetech Limited
- (21) Willas Company Limited
- (22) Willas-Array Electronics (Hong Kong) Limited
- (23) Willas-Array Electronics (Taiwan) Inc.
- (24) Willas-Array Investments Limited
- (25) Willas-Array Electronics Management Limited
- (26) Willas-Array Electronics (Shanghai) Limited
- (27) Willas-Array Electronics (Shenzhen) Limited
- (28) 茲雅電子(深圳)有限公司
- (29) 茲雅電子(上海)有限公司

Name of Director	Leung Chun Wah	Kwok Chan Cheung
Present	Director of:	Director of:
	(1) Array Electronics (China) Limited	(1) Array Electronics (China) Limited
	(2) Array Electronics Limited	(2) Array Electronics Limited
	(3) Bestime Corporation Limited	(3) Bestime Corporation Limited
	(4) Brightway Transportation Limited	(4) Brightway Transportation Limited
	(5) Cleverway Profits Limited	(5) Cleverway Profits Limited
	(6) Elite Vantage Limited	(6) Elite Vantage Limited
	(7) Full Link Investment Limited	(7) Full Link Investment Limited
	(8) Joy Port Limited	(8) Global Success International Limited
	(9) Kind Faith Limited	(9) GW Electronics Company Limited
	(10) Pinerise Limited	(10) Joy Port Limited
	(11) Starling Pacific Limited	(11) Kind Faith Limited
	(12) Willas Company Limited	(12) Leader First Limited
	(13) Willas-Array Electronics (Hong Kong) Limited	(13) Pinerise Limited
	(14) Willas-Array Electronics (Taiwan) Inc.	(14) Starling Pacific Limited
	(15) Willas-Array Investments Limited	(15) Willas Company Limited
	(16) Willas-Array Electronics Management Limited	(16) Willas-Array Electronics (Hong Kong) Limited
	(17) Willas-Array Electronics (Shanghai) Limited	(17) Willas-Array Electronics (Taiwan) Inc.
	(18) Willas-Array Electronics (Shenzhen) Limited	(18) Willas-Array Investments Limited
		(19) Willas-Array Electronics Management Limited
		(20) Willas-Array Electronics (Shanghai) Limited
		(21) Willas-Array Electronics (Shenzhen) Limited

Information required

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
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APPENDIX I

INFORMATION ON RETIRING DIRECTORS FOR RE-ELECTION

Name of Director	Leung Chun Wah	Kwok Chan Cheung
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	Yes	Yes
	<ul style="list-style-type: none"> • As announced by the Company on January 10, 2017, an associated company of the Company, GW Electronics Company Limited (“GW”) was ordered to be wound up and the Official Receiver was appointed as the provisional liquidator pursuant to a winding up order (the “Winding-up Order”) granted by the High Court of Hong Kong (the “High Court”), in connection with a winding up petition filed by a major supplier of GW against GW. • On February 2, 2017, GW filed: (i) an appeal against the Winding-up Order (the “Appeal”) to the Court of Appeal of the High Court (the “Court of Appeal”); and (ii) a stay of all proceedings in relation to the Winding-up Order to the High Court. • On March 27, 2017, the High Court ordered all proceedings in relation to the Winding-up Order against GW to be stayed until the determination or other disposal of the Appeal or until further order, subject to certain conditions as set out in the Company’s announcement dated April 7, 2017 (the “Stay”). • The Appeal was heard by the Court of Appeal on January 18 & 19, 2018 and judgment was reserved. • On October 10, 2018, the High Court made a declaration order that control over the affairs of GW will revert to its board of directors for as long as the Stay remains in operation. • The judgement for the Appeal was handed down by the Court of Appeal on April 2, 2020 (the “Judgement”). According to the Judgement, GW may apply to the court to discharge the Winding-up Order within 7 days of the handing down of the Judgement in light of the subsequent change of circumstances. • GW had made submissions to the Court of Appeal on April 15, 2020 regarding the Application to Discharge the Winding-up Order and the Court of Appeal had made order on May 20, 2020 to the effect that, among others, the Winding-up Order is stayed for 28 days to allow an interested party (e.g. a contributory) to make an application for permanent stay of the Winding-up Order (“Permanent Stay Application”). • Leader First Limited, an indirectly wholly-owned subsidiary of the Company and being one of the contributories of GW, had made the Permanent Stay Application by way of summons (“Permanent Stay Summons”) to the Court of First Instance of High Court of Hong Kong (the “CFI”) on June 17, 2020. A hearing date for the Permanent Stay Summons had been fixed on June 29, 2020 in the CFI. <p>Please refer to the Company’s announcements on SGXNET for further details.</p>	
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

Name of Director	Leung Chun Wah	Kwok Chan Cheung
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

Name of Director	Leung Chun Wah	Kwok Chan Cheung
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or		
(ii) any entity (not being a corporation) which has been investigated for a breach for any law or regulatory requirement governing such entities in Singapore or elsewhere; or		
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or		
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

APPENDIX I**INFORMATION ON RETIRING DIRECTORS
FOR RE-ELECTION**

Name of Director	Leung Chi Hang Daniel	Lim Lee Meng
Date of Appointment	May 28, 2020	May 28, 2020
Date of last re-appointment (if applicable)	Not applicable	Not applicable
Age	44	64
Country of principal residence	Hong Kong SAR	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board had considered the Nomination Committee's recommendation and assessment on Mr. Daniel Leung's background, qualifications, experience and commitment in the discharge of his duties as a Director of Willas-Array Electronics (Holdings) Limited, and is satisfied that he will continue to contribute to the Board.	The Board had considered the Nomination Committee's recommendation and assessment on Mr. Lim's background, qualifications, experience, independence and commitment in the discharge of his duties as a Director of Willas-Array Electronics (Holdings) Limited, and is satisfied that he will continue to contribute to the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none">• Executive Director	<ul style="list-style-type: none">• Independent Non-Executive Director
Professional qualifications	<ul style="list-style-type: none">• Bachelor of Science Degree in Business Administration, The Ohio State University, United States of America• Master's Degree in Business Administration, The Max M. Fisher College of Business, The Ohio State University, United States of America	<ul style="list-style-type: none">• Bachelor's Degree of Commerce, Nanyang University, Singapore• Master's Degree in Business Administration, University of Hull, United Kingdom• Diploma in Business Law, National University of Singapore, Singapore• Fellow, Singapore Institute of Chartered Accountants, Singapore• Fellow, Singapore Institute of Directors, Singapore• Associate, Institute of Chartered Secretaries & Administrators, United Kingdom
Working experience and occupation(s) during the past 10 years	<ul style="list-style-type: none">• Deputy Managing Director – Human Resources / Information Technology / Logistics / Marketing Communication (from January 2018 to May 28, 2020)• Deputy Managing Director of Information Technology / Logistics / Marketing Communication (from May 2016 to December 2017)• Deputy Managing Director of Information Technology and Logistics (from April 2015 to April 2016)• General Manager for Information Technology and Logistics (from September 2008 to March 2015)	<ul style="list-style-type: none">• Executive Director, LeeMeng Capital Pte. Ltd. (from September 2016 to present)• Senior Partner, RSM Chio Lim LLP (from January 1988 to September 2016)

APPENDIX I**INFORMATION ON RETIRING DIRECTORS
FOR RE-ELECTION**

Name of Director	Leung Chi Hang Daniel	Lim Lee Meng
Shareholding interest in the listed issuer and its subsidiaries (as at the Latest Practicable Date)	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Yes, he is the eldest son of Mr. Leung Chun Wah, the Chairman, an executive director, and a Controlling Shareholder of the Company.	Nil
Conflict of interest (including any competing business)	Nil	Nil
Undertaking (in the format set out in Appendix 7.7 of the SGX-ST Listing Manual) under Rule 720(1) of the SGX-ST Listing Manual has been submitted to the listed issuer	Yes	Yes
Other Principal Commitments* Including Directorships		
* "Principal Commitments" has the same meaning as defined in the Singapore Code of Corporate Governance 2018.		
Past (for the last 5 years)	Nil	Director of: (1) AccountStaff (Malaysia) Sdn Bhd (2) ARA Trust Management (Dynasty) Limited (3) ARA Trust Management (Fortune) Limited (4) ARA Trust Management (Suntec) Limited (5) CLSF LLP (6) RSM Chio Lim LLP (7) RSM Tax Pte. Ltd. (8) SBA Stone Forest (China) Pte. Ltd. (9) SBA Stone Forest Corporate Advisory (Shanghai) Co., Ltd (10) SF Capital Investment Pte. Ltd. (11) SF Consulting Pte. Ltd. (12) SF Ventures Pte. Ltd. (13) Stone Forest Academy Pte. Ltd. (14) Stone Forest IT Pte. Ltd. (15) Stone Forest Management Consultants Sdn Bhd (16) Stone Forest Pte. Ltd. (17) Sunshine Capital Group Ltd (18) Sunshine Capital Group Pte. Ltd. (19) Sunshine Ventures Pte. Ltd.

APPENDIX I**INFORMATION ON RETIRING DIRECTORS
FOR RE-ELECTION**

Name of Director	Leung Chi Hang Daniel	Lim Lee Meng
Present	Nil	1. Executive director of: (1) 5S Property Sdn Bhd (2) G5 Property Sdn Bhd (3) LeeMeng Capital Pte. Ltd. 2. Independent non-executive director of: (1) ARA Manager (AMT) Sdn Bhd (2) ARA LOGOS Logistics Trust Management Limited (3) Teckwah Industrial Corporation Limited (4) Tye Soon Limited

Information required

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is “yes”, full details must be given.

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No

Name of Director	Leung Chi Hang Daniel	Lim Lee Meng
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No

Name of Director	Leung Chi Hang Daniel	Lim Lee Meng
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or		
(ii) any entity (not being a corporation) which has been investigated for a breach for any law or regulatory requirement governing such entities in Singapore or elsewhere; or		
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or		
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?		
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

1. Renewal of the Share Buyback Mandate

As a company incorporated in Bermuda and listed on the Main Board of the SGX-ST and the Hong Kong Stock Exchange, any purchases or acquisitions of Shares by the Company will have to be made in accordance with, and subject to the provisions of, the SGX-ST Listing Manual, the Singapore Take-over Code, the Bermuda Companies Act, the Memorandum and the Bye-laws, the Hong Kong Listing Rules, the Hong Kong Share Buy-backs Code and the Hong Kong Takeovers Code and such other laws and regulations as may from time to time be applicable.

Under the Bermuda Companies Act, a company incorporated in Bermuda may, if authorised to do so by its memorandum of association or bye-laws, purchase or acquire its own shares provided that no such purchase or acquisition may be effected if, on the date on which the purchase or acquisition is to be effected, there are reasonable grounds for believing that the company is, or after the purchase or acquisition would be, unable to pay its liabilities as they become due. The Memorandum and the Bye-laws provide that the Company may purchase or acquire its own Shares.

It is also a requirement under the SGX-ST Listing Manual and the Hong Kong Listing Rules that a company which wishes to purchase or acquire its own shares should obtain the prior specific approval of or general mandate from its shareholders at a general meeting.

Accordingly, the Directors propose that the renewal of the Share Buyback Mandate be tabled to the Shareholders for approval at the 2020 AGM as ordinary resolution 9.

2. Rationale of the Share Buyback Mandate

The renewal of the Share Buyback Mandate authorising the Company to purchase or otherwise acquire its Shares would give the Company the flexibility to undertake share purchases up to the 10% limit described in paragraph 3.1 of this Appendix II at any time, during the period when the Share Buyback Mandate is in force.

The rationale for the Company to undertake the purchase or acquisition of its issued Shares is as follows:

- (a) in managing the business of the Group, the management team strives to increase Shareholders' value by improving, among other matters, the net assets and/or EPS of the Group. A share purchase is one of the ways in which the net assets and/or EPS of the Group may be enhanced;
- (b) share purchases are an expedient, effective and cost-efficient way for the Company to return to Shareholders any surplus cash/funds which is/are over and above its ordinary capital requirements and in excess of the financial and investment needs of the Group, if any; and
- (c) share purchases may help mitigate short-term market volatility, offset the effects of short-term speculation and bolster Shareholders' confidence.

While the Share Buyback Mandate would authorise a purchase or acquisition of Shares up to the said 10% limit during the period when the Share Buyback Mandate is in force, Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Buyback Mandate may not be carried out to the full 10% limit as authorised and the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will be made only as and when the Directors consider them to be in the best interests of the Company and/or Shareholders as a whole and in circumstances which they believe will not result in any material adverse effect on the financial condition of the Company or the Group, or result in the Company being delisted from the SGX-ST or in breach of the Hong Kong Listing Rules or the Bye-laws. The Directors will use their best efforts to ensure that after a purchase or acquisition of Shares pursuant to the Share Buyback Mandate, the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or adversely affect the orderly trading and listing status of the Shares on the SGX-ST or the Hong Kong Stock Exchange.

3. Authority and Limits of the Share Buyback Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate are summarised below:

3.1 *Maximum Number of Shares*

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares which may be purchased or otherwise acquired pursuant to the Share Buyback Mandate is limited to that number of Shares representing not more than 10% of the total number of the issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the passing of the resolution approving the Share Buyback Mandate, unless the Company has, at any time during the Relevant Period, effected a bonus issue, reduction, consolidation or sub-division of its issued and unissued Shares in accordance with the applicable provisions under the Bermuda Companies Act, in which event the total number of the issued Shares shall be taken to be the total number of issued Shares as altered by the bonus issue, reduction, consolidation or sub-division of Shares (as the case may be). Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit. As at the Latest Practicable Date, the Company did not have any treasury shares or subsidiary holdings.

For illustrative purposes only, on the basis of 85,207,049 Shares (excluding treasury shares and subsidiary holdings, if any) in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be purchased or acquired and cancelled by the Company after the Latest Practicable Date and up to the date of the 2020 AGM, not more than 8,520,704 Shares (representing approximately 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate during the period in which the Share Buyback Mandate is in force.

3.2 *Duration of Authority*

If the proposed Share Buyback Mandate is approved by the Shareholders at the 2020 AGM, purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the 2020 AGM up to:

- (a) the date on which the next AGM is held (up to the time of conclusion of the said AGM), or the date by which the next AGM is required by applicable laws or by the Bye-laws to be held;
- (b) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority conferred by the Share Buyback Mandate,

whichever is the earliest.

The authority conferred on the Directors under the Share Buyback Mandate may be renewed by the Shareholders in general meeting. When seeking the approval of the Shareholders for the renewal of the Share Buyback Mandate, the Company is required to disclose details pertaining to purchases or acquisitions of Shares pursuant to the Share Buyback Mandate made during the previous 12 months, including the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such purchases or acquisitions of Shares, where relevant, and the total consideration paid for such purchases or acquisitions.

3.3 *Manner of Purchase or Acquisition of Shares*

The Share Buyback Mandate provides that purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchases (“**On-Market Purchases**”) on the SGX-ST or the Hong Kong Stock Exchange (as the case may be); and/or
- (b) off-market purchases (“**Off-Market Purchases**”) effected otherwise than on the SGX-ST or the Hong Kong Stock Exchange, pursuant to an equal access scheme as may be determined or formulated by the Directors as they consider fit,

in accordance with all laws and regulations applicable to the Company, including but not limited to the provisions of the SGX-ST Listing Manual, the Singapore Take-over Code, the Bermuda Companies Act, the Memorandum and the Bye-laws, the Hong Kong Listing Rules, the Hong Kong Share Buy-backs Code and the Hong Kong Takeovers Code. Further details on the requirements relating to Off-Market Purchases are set out below.

The Directors may impose such terms and conditions which are not inconsistent with the SGX-ST Listing Manual, the Singapore Take-over Code, the Bermuda Companies Act, the Memorandum and the Bye-laws, the Hong Kong Listing Rules, the Hong Kong Share Buy-backs Code and the Hong Kong Takeovers Code, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme. For the purposes of the SGX-ST Listing Manual, an Off-Market Purchase must, however, satisfy all of the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements, differences in consideration attributable to the fact that offers may relate to Shares with different amounts remaining unpaid (if applicable) and differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Pursuant to the SGX-ST Listing Manual, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it must issue an offer document to all Shareholders containing at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed purchase or acquisition of Shares;
- (4) the consequences, if any, of the purchases or acquisitions of Shares by the Company that will arise under the Singapore Take-over Code or other applicable take-over rules;
- (5) whether the purchases or acquisitions of Shares, if made, would have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any purchases or acquisitions of Shares made by the Company in the previous 12 months (whether On-Market Purchases or Off-Market Purchases), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for the purchases or acquisitions of Shares, where relevant, and the total consideration paid for the purchases or acquisitions; and
- (7) whether the Shares purchased or acquired by the Company will be cancelled or kept as treasury shares.

In Hong Kong, companies with a primary listing of its equity securities on the Hong Kong Stock Exchange may only engage in an Off-Market Purchase approved in accordance with Rule 2 of the Hong Kong Share Buy-backs Code. According to the Hong Kong Share Buy-backs Code, Off-Market Purchases must be approved by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (the “**Executive**”) (or any delegate of such Executives) before a purchasing company acquires any shares pursuant to such purchase or acquisition of shares. Such approval will normally be conditional upon, amongst others, approval of the proposed Off-Market Purchase by at least three-fourths of the votes cast on a poll by disinterested shareholders in attendance in person or by proxy at a general meeting of shareholders duly convened and held to consider the proposed transaction. The purchasing company should also comply with such other applicable requirements under the Hong Kong Share Buy-backs Code, and the offer document to be issued to shareholders shall contain in addition to the information required under the SGX-ST Listing Manual, the information required under the Hong Kong Share Buy-backs Code.

Even if the Share Buyback Mandate is approved by Shareholders at a general meeting of the Company, the Company will still be required to convene a general meeting to seek specific approval from Shareholders in the event that it wishes to conduct an Off-Market Purchase in compliance with the applicable requirements of the Hong Kong Share Buy-backs Code.

3.4 Maximum Price

The price (excluding brokerage, stamp duties, commission, transaction levy, trading fee, applicable goods and services tax and other related expenses (collectively, “**related expenses**”)) to be paid for a Share will be determined by the Directors. However, the price to be paid for the Shares pursuant to the purchases or acquisitions of the Shares must not exceed:

- (a) in the case of an On-Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

(the “**Maximum Price**”) in either case, excluding related expenses.

For the above purposes:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days, and (in the case of an On-Market Purchase) on the day on which the On-Market Purchase is made¹. In the case of an On-Market Purchase, the relevant closing market prices shall be taken from the securities exchange on which the relevant trade is to be conducted, and in the case of an Off-Market Purchase effected otherwise than on the SGX-ST or the Hong Kong Stock Exchange, the relevant closing market prices shall be taken from both the SGX-ST and the Hong Kong Stock Exchange; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase.

3.5 Status of Purchased or Acquired Shares

Shares purchased or acquired by the Company under the Share Buyback Mandate shall be deemed cancelled immediately on purchase or acquisition and shall not be held in treasury, and all rights and privileges attached to each of those Shares will immediately expire on cancellation. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and the total issued share capital will be diminished by the nominal value of the Shares purchased or acquired but the cancellation of the purchased or acquired Shares shall not be taken as reducing the amount of the Company’s authorised share capital. The listing of all Shares which are purchased or acquired by the Company shall be automatically cancelled upon purchase or acquisition under the Hong Kong Listing Rules.

4. Reporting Requirements

The SGX-ST Listing Manual specifies that a listed company shall notify the SGX-ST of all purchases or acquisitions of its Shares no later than 9:00 a.m.:

- (a) in the case of an On-Market Purchase, on the Market Day following the day on which the On-Market Purchase was made; and
- (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer for the Off-Market Purchase.

The notification of such purchase or acquisition of Shares to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the necessary notifications to the SGX-ST. To ensure parity of information, the Company will also release the same announcement on the Hong Kong Stock Exchange as appropriate.

1. The definition of “Average Closing Price” has been amended to align with the amendments to Rule 884(2) of the SGX-ST Listing Manual, which came into effect on February 7, 2020

5. Sources of Funds

The Company may only apply funds for the purchase or acquisition of Shares as provided in the Memorandum, the Bye-laws and the applicable laws and regulations in Bermuda, as well as in accordance with the applicable rules of the SGX-ST and the Hong Kong Stock Exchange.

Any purchase or acquisition of Shares pursuant to the Share Buyback Mandate may only be paid out of the capital paid up on the Shares to be purchased or acquired, or out of the reserve or undivided profits of the Company (including any contributed surplus account and also including any share premium account or other non-distributable reserve) not required for payment or provision of the dividend on any shares with a preferential right to dividend, or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or acquisition. Currently, the Company does not intend to fund any purchase or acquisition of Shares out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or acquisition.

Any premium payable on such a purchase or acquisition over the nominal value of the Shares to be purchased or acquired must be provided for out of the reserve or undivided profits of the Company (including any contributed surplus account and also including any share premium account or other undistributable reserve) not required for payment or provision of the dividend on any shares with a preferential right to dividend before the Shares are purchased or acquired. The funds for making any proposed purchase or acquisition shall be from funds legally available for such purpose in accordance with the Bye-laws and the laws of Bermuda.

However, no purchase or acquisition by the Company of its Shares may be effected, if, on the date on which the purchase or acquisition is to be effected, there are reasonable grounds for believing that the Company is, or after the purchase or acquisition would be, unable to pay its liabilities as they become due.

The Company may not purchase or acquire its Shares for a consideration other than in cash or, in the case of an On-Market Purchase, for settlement otherwise than in accordance with the trading rules of the SGX-ST or the Hong Kong Stock Exchange (as the case may be) from time to time.

The Company currently intends to use internal sources of funds or external borrowings or a combination of both to finance the Company's purchase or acquisition of Shares pursuant to the Share Buyback Mandate. It is possible that the exercise of the Share Buyback Mandate to its full extent may have a potential material adverse impact on the working capital or gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for FY2020. The Directors are mindful of this and do not propose to exercise the Share Buyback Mandate to such an extent that it would have the above-mentioned material adverse effect.

6. Illustrative Financial Effects

It is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions of Shares that may be made pursuant to the Share Buyback Mandate on the NTA and EPS as the resultant effect would depend on, among other things, the aggregate number of Shares purchased or acquired, whether the purchase or acquisition is made out of capital or profits, the purchase prices paid for such Shares and the amount (if any) borrowed by the Company to fund the purchases or acquisitions.

As any Shares purchased or acquired under the Share Buyback Mandate shall be cancelled, the Company's total number of issued Shares and total issued share capital will be diminished by the number and the nominal value of the Shares purchased or acquired. The NTA of the Group will be reduced by the aggregate purchase price or consideration paid by the Company for the Shares.

The purchase or acquisition of Shares will only be effected after considering relevant factors such as the working capital requirements, the availability of financial resources, the expansion and investment plans of the Group, and the prevailing market conditions.

For illustrative purposes only, assuming that:

- (a) based on 85,207,049 Shares (excluding treasury shares and subsidiary holdings, if any) in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be purchased or acquired and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, not more than 8,520,704 Shares (representing approximately 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate;
- (b) in the case of On-Market Purchases by the Company, the Company purchases or acquires 8,520,704 Shares at the Maximum Price of approximately S\$0.359 for each Share (being the price equivalent to 5% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST and the Hong Kong Stock Exchange immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 8,520,704 Shares (excluding related expenses) is approximately S\$3.1 million (approximately HK\$17.0 million assuming an exchange rate of S\$1: HK\$5.5556);
- (c) in the case of Off-Market Purchases by the Company, the Company purchases or acquires 8,520,704 Shares at the Maximum Price of approximately S\$0.410 for each Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST and the Hong Kong Stock Exchange immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 8,520,704 Shares (excluding related expenses) is approximately S\$3.5 million (approximately HK\$19.4 million assuming an exchange rate of S\$1: HK\$5.5556);

**APPENDIX II EXPLANATORY STATEMENT FOR AND ADDITIONAL
INFORMATION ON THE SHARE BUYBACK MANDATE**

- (d) such purchase or acquisition of Shares is financed solely by internal sources of funds;
- (e) the Share Buyback Mandate had been effective on April 1, 2019; and
- (f) the Company had purchased or acquired 8,520,704 Shares and cancelled the same,

the financial effects of the purchase or acquisition of 8,520,704 Shares by the Company on the audited consolidated financial statements of the Company and the Group for FY2020 pursuant to the Share Buyback Mandate are as follows:

Figure A1: Purchases or acquisitions made out of capital and cancelled

	Group			Company		
	Immediately after Share Buyback assuming On-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming On-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)
As at March 31, 2020						
Share capital	85,207	76,686	76,686	85,207	76,686	76,686
Shareholders' funds	570,708	553,709	551,281	363,412	346,413	343,985
NTA	570,708	553,709	551,281	363,412	346,413	343,985
Current assets	1,322,183	1,305,184	1,302,756	186,337	169,338	166,910
Current liabilities	1,020,218	1,020,218	1,020,218	11,782	11,782	11,782
Working capital	301,965	284,966	282,538	174,555	157,556	155,128
Cash and cash equivalents	269,245	252,246	249,818	1,181	1,181	1,181
(Loss) profit after tax	(72,553)	(72,553)	(72,553)	14,522	14,522	14,522
Number of issued Shares*	85,207,049	76,686,345	76,686,345	85,207,049	76,686,345	76,686,345
Financial ratios						
NTA/Share (HK cents)	669.79	722.04	718.88	426.50	451.73	448.56
(LPS) EPS (HK cents)	(85.15)	(94.61)	(94.61)	17.04	18.94	18.94
Current ratio (times)	1.30	1.28	1.28	15.82	14.37	14.17
Return on equity (%)	(12.71%)	(13.10%)	(13.16%)	4.00%	4.19%	4.22%

Figure A2: Purchases or acquisitions made out of profit and cancelled

	Group			Company		
	Immediately before Share Buyback (HK\$'000)	Immediately after Share Buyback assuming On-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)	Immediately before Share Buyback (HK\$'000)	Immediately after Share Buyback assuming On-Market Purchase (HK\$'000)	Immediately after Share Buyback assuming Off-Market Purchase (HK\$'000)
As at March 31, 2020						
Share capital	85,207	85,207	85,207	85,207	85,207	85,207
Shareholders' funds	570,708	553,709	551,281	363,412	346,413	343,985
NTA	570,708	553,709	551,281	363,412	346,413	343,985
Current assets	1,322,183	1,305,184	1,302,756	186,337	169,338	166,910
Current liabilities	1,020,218	1,020,218	1,020,218	11,782	11,782	11,782
Working capital	301,965	284,966	282,538	174,555	157,556	155,128
Cash and cash equivalents	269,245	252,246	249,818	1,181	1,181	1,181
(Loss) profit after tax	(72,553)	(72,553)	(72,553)	14,522	14,522	14,522
Number of issued Shares*	85,207,049	76,686,345	76,686,345	85,207,049	76,686,345	76,686,345
Financial ratios						
NTA/Share (HK cents)	669.79	722.04	718.88	426.50	451.73	448.56
(LPS) EPS (HK cents)	(85.15)	(94.61)	(94.61)	17.04	18.94	18.94
Current ratio (times)	1.30	1.28	1.28	15.82	14.37	14.17
Return on equity (%)	(12.71%)	(13.10%)	(13.16%)	4.00%	4.19%	4.22%

Note on Figures A1 and A2:

* As the number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the Latest Practicable Date was 85,207,049, the above illustrative financial effects were prepared on the assumption that the number of issued Shares (a) immediately prior to the share buyback was 85,207,049, and (b) immediately after the share buyback was 76,686,345.

Shareholders should note that the financial effects set out above are purely for illustrative purposes and based only on the above-mentioned assumptions. Although the proposed Share Buyback Mandate would authorise the Company to purchase or acquire up to 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings, if any), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the total number of its issued Shares (excluding treasury shares and subsidiary holdings, if any).

Shareholders who are in doubt as to their tax positions or any tax implications for the holding, acquisition, disposal or other dealing in the Shares in their respective jurisdictions should consult their own professional advisers.

7. Relevant Provisions of the SGX-ST Listing Manual and the Hong Kong Listing Rules**7.1 Dealing Restrictions**

While the SGX-ST Listing Manual does not expressly prohibit the purchase or acquisition of shares by a listed company during any particular time or times, because a listed company would be considered an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not purchase or acquire any Shares pursuant to the Share Buyback Mandate after a development which could have a material effect on the price of the Shares has occurred or has been the subject of a consideration and/or a decision of the Board until such time as such information has been publicly announced. In particular, in line with Rule 1207(19)(c) of the SGX-ST Listing Manual, for as long as the Company continues to announce its quarterly financial statements (in the format as set out in Appendix 7.2 of the SGX-ST Listing Manual), the Company will not purchase or acquire any Shares through On-Market Purchases during the period of:

- (a) one (1) month immediately preceding the announcement of the Company’s full-year financial statements; and
- (b) two (2) weeks immediately preceding the announcement of the Company’s financial statements for each of the first three quarters of its financial year.

If the Company is not required to comply with Rule 705(2) of the SGX-ST Listing Manual and does not announce its quarterly financial statements (in the format as set out in Appendix 7.2 of the SGX-ST Listing Manual), the Company will not purchase or acquire any Shares through On-Market Purchases during the period of one (1) month immediately preceding the announcement of the Company’s half-year and full-year financial statements.

In line with Rule 10.06(2)(e) of the Hong Kong Listing Rules, the Company will not purchase or acquire any Shares through On-Market Purchases at any time after inside information has come to its knowledge until the information is publicly available. In particular, during the period of one (1) month preceding the earlier of:

- (i) the date of the Board meeting (as such date is first notified to the Hong Kong Stock Exchange in accordance with the Hong Kong Listing Rules) for the approval of the Company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Hong Kong Listing Rules); and
- (ii) the deadline for the Company to announce its results for any year or half-year under the Hong Kong Listing Rules, or quarterly or any other interim period (whether or not required under the Hong Kong Listing Rules),

and ending on the date of the results announcement, the Company will not purchase or acquire its Shares on the Hong Kong Stock Exchange, unless the circumstances are exceptional.

Further, under the Hong Kong Listing Rules, the Company may not make a new issue of Shares or announce a proposed new issue of Shares for a period of 30 days after any purchase or acquisition of Shares by it, whether on the Hong Kong Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to that purchase or acquisition of its own securities), without the prior approval of the Hong Kong Stock Exchange.

The Company is required to comply with the SGX-ST Listing Manual and the Hong Kong Listing Rules at all times and this is regardless of whether the purchase or acquisition by the Company of any Shares under the Share Buyback Mandate occurs on the SGX-ST or the Hong Kong Stock Exchange, and in the event that the above-mentioned periods specified under the SGX-ST Listing Manual and the Hong Kong Listing Rules in which On-Market Purchases are restricted are not identical, the Company will comply with the more onerous of the two.

7.2 Public Float

The Company is required under Rule 723 of the SGX-ST Listing Manual to ensure that at least 10% of its Shares (excluding treasury shares) are in the hands of the public. The “public”, as defined under the SGX-ST Listing Manual, are persons other than the Directors, chief executive officer, Substantial Shareholders or Controlling Shareholders of the Company and its subsidiaries, as well as the Associates of such aforementioned persons.

The Company is also required under Rule 8.08 of the Hong Kong Listing Rules to ensure that at least 25% of its total number of issued Shares are in the hands of the “public”. The Hong Kong Stock Exchange will not regard any core connected person of the Company as a member of the “public” or shares held by a core connected person as being “in public hands”. In addition, the Hong Kong Stock Exchange will not recognise as a member of “the public”: (i) any person whose acquisition of securities has been financed directly or indirectly by a core connected person; and (ii) any person who is accustomed to take instructions from a core connected person in relation to the acquisition, disposal, voting or other disposition of securities of the issuer registered in his name or otherwise held by him. “Core connected person”, as defined under the Hong Kong Listing Rules, means a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or a close associate of any of them.

Based on the register of substantial shareholders and the register of members maintained by the Company as at the Latest Practicable Date, approximately 40,508,566 Shares, representing approximately 47.54% of the total number of issued Shares (excluding treasury shares), were in the hands of the public. Assuming that the Company purchases or acquires its Shares up to the full 10% limit pursuant to the Share Buyback Mandate from the public, the number of Shares in the hands of the public would be reduced to 31,987,862 Shares, representing approximately 41.71% of the reduced total number of issued Shares (excluding treasury shares). Accordingly, the Company is of the view that there is a sufficient number of issued Shares held in the hands of the public, which would permit the Company to undertake purchases or acquisitions of its issued Shares up to the full 10% limit pursuant to the proposed Share Buyback Mandate without affecting the listing status of the Shares on the SGX-ST and the Hong Kong Stock Exchange, and that the number of issued Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity.

In making any purchases or acquisitions of Shares through On-Market Purchases, the Directors will use their best efforts to ensure that, notwithstanding such purchases or acquisitions, a sufficient float of the issued Shares in the hands of the public will be maintained so that the purchases or acquisitions of Shares will not adversely affect the listing status of the Shares on the SGX-ST and the Hong Kong Stock Exchange, cause market illiquidity or adversely affect the orderly trading of the Shares.

8. Take-over Implications

The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

8.1 *Obligation to Make a Take-over Offer*

If, as a result of any purchase or acquisition by the Company of the Shares, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Singapore Take-over Code. Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make an offer under Rule 14 of the Singapore Take-over Code.

8.2 *Persons Acting in Concert*

Under the Singapore Take-over Code, persons acting in concert (“**concert parties**”) comprise individuals who, or companies which, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of the company.

Unless the contrary is established, the following persons will be presumed to be acting in concert, namely:

- (a) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;

- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where the directors have reason to believe that a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and their concert parties respectively, will incur an obligation to make a take-over offer under Rule 14 of the Singapore Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Singapore Take-over Code.

8.3 Effect of Rule 14 of and Appendix 2 to the Singapore Take-over Code

In general terms, the effect of Rule 14 of and Appendix 2 to the Singapore Take-over Code containing the Share Buy-Back Guidance Note is that, unless exempted, the Directors and their concert parties will incur an obligation to make a take-over offer under Rule 14 of the Singapore Take-over Code if, as a result of the Company purchasing or acquiring Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or in the event that such Directors and their concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six (6) months.

Under Appendix 2 to the Singapore Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Singapore Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the renewal of the Share Buyback Mandate.

As at the Latest Practicable Date, none of the Directors or Substantial Shareholders of the Company would become obliged to make a general offer to other Shareholders under Rule 14 of and Appendix 2 to the Singapore Take-over Code as a result of a purchase or acquisition by the Company of the maximum limit of 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) pursuant to the proposed Share Buyback Mandate. The Directors are not aware of any potential Shareholder(s) who may have to make a general offer to the other Shareholders as a result of a purchase or acquisition of Shares by the Company pursuant to the proposed Share Buyback Mandate.

8.4 *Hong Kong Takeovers Code*

Under Rule 26 of the Hong Kong Takeovers Code, unless an applicable waiver has been obtained, a mandatory offer is required when (i) any person acquires, whether by a series of transactions over a period of time or not, 30% or more of the voting rights of a company; (ii) two (2) or more persons are acting in concert, and they collectively hold less than 30% of the voting rights of a company, and any one (1) or more of them acquires voting rights and such acquisition has the effect of increasing their collective holding of voting rights to 30% or more of the voting rights of the company; (iii) any person holds not less than 30%, but not more than 50%, of the voting rights of a company and that person acquires additional voting rights and such acquisition has the effect of increasing that person's holding of voting rights of the company by more than 2% from the lowest percentage holding of that person in the 12-month period ending on and inclusive of the date of the relevant acquisition; or (iv) two (2) or more persons are acting in concert, and they collectively hold not less than 30%, but not more than 50%, of the voting rights of a company, and any one (1) or more of them acquires additional voting rights and such acquisition has the effect of increasing their collective holding of voting rights of the company by more than 2% from the lowest collective percentage holding of such persons in the 12-month period ending on and inclusive of the date of the relevant acquisition.

Under Rule 32 of the Hong Kong Takeovers Code, if as a result of the purchase or acquisition of securities by the Company pursuant to the Share Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for purposes of the Hong Kong Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Hong Kong Takeovers Code), depending on the level of increase in the interest of the Company, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Hong Kong Takeovers Code.

As at the Latest Practicable Date, Mr. Leung Chun Wah and his Associates held 21,945,077 Shares, representing approximately 25.76% of the issued Shares. In the event that the Directors exercise in full the power to purchase or acquire Shares, which is proposed to be granted pursuant to the relevant ordinary resolution 9 of the 2020 AGM, then (if the present shareholdings otherwise remained the same) the interests of Mr. Leung Chun Wah and his Associates would increase from approximately 25.76% to approximately 28.62% of the then issued Shares. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Hong Kong Takeovers Code. Accordingly, the Directors are currently not aware of any consequences which will arise under the Hong Kong Takeovers Code as a result of a purchase or acquisition of Shares by the Company pursuant to the proposed Share Buyback Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Singapore Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the Securities Industry Council of Singapore and/or their professional advisers at the earliest opportunity.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Hong Kong Takeovers Code as a result of any purchase or acquisition of Shares by the Company should consult their professional advisers at the earliest opportunity.

9. Previous Share Buybacks

No purchase or acquisition of Shares has been made by the Company in the 12 months preceding the Latest Practicable Date.

10. Historical Share Prices

The highest and lowest prices at which the Shares were traded on the SGX-ST and the Hong Kong Stock Exchange, respectively during each of the months starting from June 2019 up to June 2020 (up to and including the Latest Practicable Date) are as follows:

	Per Share on the SGX-ST		Per Share on the Hong Kong Stock Exchange	
	Highest (S\$)	Lowest (S\$)	Highest (HK\$)	Lowest (HK\$)
2019				
June	0.630	0.610	3.40	3.30
July	0.650	0.570	3.76	3.20
August	0.630	0.500	3.29	2.72
September	0.565	0.495	2.86	2.60
October	0.535	0.470	2.80	2.60
November	0.505	0.455	2.61	2.20
December	0.460	0.450	2.60	2.60
2020				
January	0.500	0.405	2.61	2.25
February	0.405	0.380	2.30	1.93
March	0.330	0.285	1.95	1.93
April	0.430	0.280	2.00	1.90
May	0.320	0.280	2.00	1.70
June (up to and including the Latest Practicable Date)	0.330	0.186	2.00	1.70

11. Directors, their Undertakings and Close Associates and Core Connected Persons

The Directors have undertaken to the Hong Kong Stock Exchange that they will exercise the Share Buyback Mandate pursuant to the proposed resolution in accordance with the Hong Kong Listing Rules and all applicable Bermuda laws. None of the Directors and, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company under the Share Buyback Mandate if the Share Buyback Mandate is approved by the Shareholders at the 2020 AGM.

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company or has undertaken to the Company not to sell any of the Shares held by him to the Company, in the event that the Share Buyback Mandate is approved by the Shareholders at the 2020 AGM.

NOTICE OF ANNUAL GENERAL MEETING

WILLAS-ARRAY
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
威雅利電子(集團)有限公司
(Incorporated in Bermuda with limited liability)
(Hong Kong stock code: 854)
(Singapore stock code: BDR)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “2020 AGM”) of Willas-Array Electronics (Holdings) Limited (the “Company”) will be held wholly via electronic means (of which there will be a “live” webcast comprising both video (audio-visual) and audio-only feeds) on Tuesday, July 28, 2020 at 9:30 a.m., to transact the following businesses:

As Ordinary Business

ORDINARY RESOLUTIONS

1. To read, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2020 together with the Directors’ Report and Independent Auditor’s Report thereon.

【Ordinary Resolution 1】

2. To approve the proposed directors’ fees of S\$158,494/- for the financial year ending March 31, 2021. (2020: S\$180,000/-)

【Ordinary Resolution 2】

3. To re-elect Mr. Leung Chun Wah (who will retire pursuant to bye-law 104 of the Company’s Bye-laws) as an executive director of the Company.

【Ordinary Resolution 3】

4. To re-elect Mr. Kwok Chan Cheung (who will retire pursuant to bye-law 104 of the Company’s Bye-laws) as an executive director of the Company.

【Ordinary Resolution 4】

5. To re-elect Mr. Leung Chi Hang Daniel (who will retire pursuant to bye-law 107(B) of the Company’s Bye-laws) as an executive director of the Company.

【Ordinary Resolution 5】

NOTICE OF ANNUAL GENERAL MEETING

6. To re-elect Mr. Lim Lee Meng (who will retire pursuant to bye-law 107(B) of the Company's Bye-laws) as an independent non-executive director of the Company.

【Ordinary Resolution 6】

(See Explanatory Note (i))

7. To re-appoint Messrs. Deloitte Touche Tohmatsu, Hong Kong as the independent auditor of the Company and authorise the directors of the Company to fix their remuneration.

【Ordinary Resolution 7】

8. To transact any other ordinary business which may properly be transacted at the 2020 AGM.

As Special Business

To consider and, if thought fit, to pass, with or without any modifications, the following resolutions as Ordinary Resolutions:

9. Authority to allot and issue new ordinary shares in the share capital of the Company:

“THAT pursuant to Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the **“SGX-ST”** and the **“SGX-ST Listing Manual”**, respectively) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Hong Kong Stock Exchange”** and the **“Hong Kong Listing Rules”**, respectively):

- (a) subject to paragraph (c) below and pursuant to the SGX-ST Listing Manual and the Hong Kong Listing Rules, respectively, authority be and is hereby given to the directors of the Company (the **“Directors”**), 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, to exercise all the powers of the Company to allot and issue new ordinary shares of HK\$1.00 each in the share capital of the Company (the **“Shares”**) (whether by way of rights, bonus or otherwise) or securities convertible into Shares or options, warrants or similar rights to subscribe or exchange for Shares or convertible securities, and to make or grant offers, agreements, options or similar rights that might or would require Shares to be issued (the **“Instruments”**), including but not limited to, warrants or similar Instruments;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant Instruments during the Relevant Period (as defined below), which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to Instruments or otherwise) by the Directors pursuant to the approval in paragraph (a) above, shall not exceed 50% of the total number of Shares in issue (as defined below) (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with paragraph (d) below), of which the aggregate number of Shares (including the Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to Instruments or otherwise) other than on a *pro-rata* basis to the existing shareholders of the Company (the “**Shareholders**”) shall not exceed 10% of the total number of Shares in issue (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with paragraph (d) below) as at the date of passing of this Resolution provided that if any subsequent bonus issue, reduction, consolidation or sub-division of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of Shares in issue immediately before and after such bonus issue, reduction, consolidation or sub-division shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the date by which the next annual general meeting of the Company is required by applicable laws or by the bye-laws of the Company (the “**Bye-laws**”) to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

“**total number of Shares in issue**” means (subject to such manner of calculation as may be prescribed by the SGX-ST and/or the Hong Kong Stock Exchange for the purpose of determining the aggregate number of Shares that may be issued under paragraph (c) above) the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Resolution is passed, after adjusting for: (I) any new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which are outstanding or subsisting at the time this Resolution is passed; and (II) any subsequent bonus issue, reduction, consolidation or sub-division of Shares.”

【Ordinary Resolution 8】

(See Explanatory Note (ii))

NOTICE OF ANNUAL GENERAL MEETING

10. Authority to purchase or acquire ordinary shares in the share capital of the Company under the Share Buyback Mandate (as defined below):

“THAT

- (a) pursuant to the Company’s memorandum of association (the **“Memorandum”**) and the Bye-laws and subject to the Companies Act 1981 of Bermuda (the **“Bermuda Companies Act”**), the Directors be and are hereby authorised to exercise all powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as defined below) at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:
- (i) on-market purchase(s) (each an **“On-Market Purchase”**) on the SGX-ST or the Hong Kong Stock Exchange, as the case may be; and/or
 - (ii) off-market purchase(s) (each an **“Off-Market Purchase”**) effected otherwise than on the SGX-ST or the Hong Kong Stock Exchange pursuant to an equal access scheme as may be determined or formulated by the Directors as they consider fit,

in accordance with all applicable or relevant laws, rules and regulations, including but not limited to the provisions of the SGX-ST Listing Manual, the Singapore Code on Take-overs and Mergers, the Bermuda Companies Act, the Companies Act (Chapter 50 of Singapore), the Memorandum, the Bye-laws, the Hong Kong Listing Rules, and the Codes on Takeovers and Mergers and Share Buy-backs administered by the Securities and Futures Commission in Hong Kong, and such exercise be and is hereby authorised and approved generally and unconditionally (the **“Share Buyback Mandate”**), provided always that all Shares which are purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall be deemed cancelled immediately on purchase or acquisition, and shall not be held as treasury shares;

- (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing on the date of the passing of this Resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company (the **“AGM”**) is held (up to the time of conclusion of the said AGM), or the date by which the next AGM is required by applicable laws or by the Bye-laws to be held; or
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority conferred by the Share Buyback Mandate;

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution:

The expressions “**Directors**”, “**Shares**”, “**Shareholders**”, “**Bye-laws**”, “**SGX-ST**”, “**Hong Kong Stock Exchange**”, “**SGX-ST Listing Manual**” and “**Hong Kong Listing Rules**” shall have the same respective meanings as ascribed to them in Ordinary Resolution 8 set out in the notice convening this AGM;

“**Maximum Limit**” means that number of issued Shares representing not more than 10% of the total number of Shares in issue as at the date of the passing of this Resolution, unless the Company has, at any time during the Relevant Period (as defined below), effected a bonus issue, reduction, consolidation or sub-division of the issued and unissued Shares in accordance with the applicable provisions of the Bermuda Companies Act, in which event the total number of Shares in issue shall be taken to be the total number of issued Shares as altered by the bonus issue, reduction, consolidation or sub-division of Shares (as the case may be). Any Shares which are held as treasury shares or subsidiary holdings will be disregarded for the purposes of computing the 10% limit;

“**Relevant Period**” means the period commencing on the date of the AGM on which the Share Buyback Mandate is passed, if approved by the Shareholders, and expiring on the date on which (i) the next AGM is held or is required by applicable laws or by the Bye-laws to be held, (ii) the purchases or acquisitions of Shares are carried out to the full extent mandated, or (iii) the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting, whichever is the earliest;

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the price (excluding brokerage, regulatory body’s transaction levy, stock exchange trading fee, stamp duties, commission, applicable goods and services tax and other related expenses) to be paid for a Share to be determined by the Directors, which shall not exceed:

- (i) in the case of an On-Market Purchase, 105% of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price,

where:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days (as defined below), on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days, and (in the case of an On-Market Purchase) on the day on which the On-Market Purchase is made. In the case of an On-Market Purchase, the relevant closing market prices shall be taken from the securities exchange on which the relevant trade is to be conducted, and in the case of an Off-Market Purchase effected otherwise than on the SGX-ST or the Hong Kong Stock Exchange, the relevant closing market prices shall be taken from both the SGX-ST and the Hong Kong Stock Exchange;

NOTICE OF ANNUAL GENERAL MEETING

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase; and

“**Market Day**” means a day on which the SGX-ST or the Hong Kong Stock Exchange (as the case may be) is open for trading in securities; and

- (d) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including but not limited to the execution of all such documents as may be required and approval of any amendments, alterations or modifications to any documents) as they and/or he/she may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.”

【Ordinary Resolution 9】

(See Explanatory Note (iii))

BY ORDER OF THE BOARD
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED
Leung Hon Shing
Company Secretary

Hong Kong/Singapore,
June 26, 2020

Registered Office:
Victoria Place, 5/F
31 Victoria Street
Hamilton HM10
Bermuda

Head Office and Principal Place of Business:
24/F, Wyler Centre, Phase 2
200 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. In view of the safe distancing measures imposed by the Singapore Government due to the outbreak of the novel coronavirus disease 2019 (the “**COVID-19**”), the 2020 AGM will be held wholly by electronic means (of which there will be a “live” webcast comprising both video (audio-visual) and audio-only feeds) in accordance with the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on April 13, 2020 (and updated on April 27, 2020) titled “Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period”. **Accordingly, Shareholders will not be able to attend the 2020 AGM in person. For the avoidance of doubt, Shareholders should not turn up at any physical venue (whether in Singapore or Hong Kong).**
 2. **Pre-registration for “live” webcast:** Shareholders who wish to (i) attend and vote (in real time) or (ii) appoint a proxy to attend and vote (in real time) at the 2020 AGM via electronic means **must** pre-register online at www.willas-array.com/agm2020 by 9:30 a.m. on July 24, 2020 to provide the requisite details on the Shareholder and proxy (if applicable) for verification purposes. A Shareholder who wishes to appoint a proxy must also submit a proxy form in accordance with Note 4 below. A proxy is not required (and will not be able) to separately pre-register to attend and vote at the 2020 AGM. Following successful verification, Shareholders and their appointed proxies (if any) will receive email instructions on how to access the proceedings of the 2020 AGM by 9:30 a.m. on July 27, 2020. Shareholders who have validly pre-registered by the 9:30 a.m. on July 24, 2020 deadline but have not received an email (or whose appointed proxy has not received an email) by 9:30 a.m. (Singapore/Hong Kong time) on July 27, 2020, should contact: (a) in the case of Singapore Shareholders, the Company’s share transfer agent in Singapore (the “**Singapore Share Transfer Agent**”), Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5355 between 10:00 a.m. to 4:00 p.m. or email srs.teamc@boardroomlimited.com; or (b) in the case of Hong Kong Shareholders, the Company’s Hong Kong branch share registrar and transfer office (the “**Hong Kong Branch Registrar**”), Boardroom Share Registrars (HK) Limited, at +852 2153 1688 or email srinfo.hk@boardroomlimited.com.
 3. **Submission of Questions:** Shareholders who pre-register online may also submit questions related to the proposed resolutions set out in the notice convening the 2020 AGM or other business of the 2020 AGM in the following manner:
 - (a) via the pre-registration website at: www.willas-array.com/agm2020 by **9:30 a.m. on July 24, 2020;**
 - (b) via post to (i) the Company’s Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Shareholders in Singapore); or (ii) the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Shareholders in Hong Kong), and received by the Company by **9:30 a.m. on July 24, 2020;**
 - (c) during the 2020 AGM via an online chat box.
- The Company will endeavour to respond to substantial and relevant questions either prior to the 2020 AGM (via an announcement on the Hong Kong Stock Exchange’s website, SGXNET and the Company’s website) or at the 2020 AGM.
4. **Voting (in real time via electronic means (either personally or via appointment of proxy) or by the appointment of the chairman of 2020 AGM (the “Chairman”) as proxy):** Shareholders who wish to vote at the 2020 AGM can either (i) pre-register online at www.willas-array.com/agm2020 by 9:30 a.m. on July 24, 2020 to (a) attend and vote (in real time) at the 2020 AGM via electronic means; or (b) appoint a proxy to attend and vote at the 2020 AGM via electronic means on their behalf and provide the requisite details of the proxy, or (ii) if they do not wish to attend or appoint a proxy to attend and vote (in real time) at the 2020 AGM, submit a form of proxy in connection with the 2020 AGM (the “**Proxy Form**”) to appoint the Chairman to vote on their behalf. For the avoidance of doubt, Shareholders who have pre-registered to appoint a proxy to attend and vote at the 2020 AGM via electronic means on their behalf must also submit a completed proxy form for the appointment of such proxy. All proxy forms must be received by the Company by 9:30 a.m. on July 26, 2020 (being 48 hours before the time appointed for the holding of the 2020 AGM). Where a Shareholder has chosen to appoint a proxy, the Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the 2020 AGM. If no specific direction as to voting is given, the proxy (including the Chairman as proxy, where applicable) will vote or abstain from voting at his/her discretion. For the avoidance of doubt, pre-registration is not required if a Shareholder only intends to appoint the Chairman as proxy and does not intend to attend the 2020 AGM.

NOTICE OF ANNUAL GENERAL MEETING

5. To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of The Central Depository (Pte) Limited together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited (i) at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., via post at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Shareholders in Singapore), or (ii) at the office of the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Shareholders in Hong Kong), or (iii) by electronic mail to srs.teamc@boardroomlimited.com (for all Shareholders), as soon as possible but in any event no later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (if any). In view of the COVID-19 situation and the related safe distancing measures, Shareholders are encouraged to submit the completed and signed Proxy Forms via electronic mail.
6. Completion and return of the Proxy Form to the Company will not preclude a Shareholder from attending and voting (in real time) via electronic means at the 2020 AGM or its adjournment (if any). Any appointment of proxy shall be deemed to be revoked should a Shareholder attend and vote at the 2020 AGM or its adjournment (if any) via electronic means.
7. **Access to documents and information:** Shareholders will be receiving printed copies of the annual report, circular of the Company dated June 26, 2020 (the “Circular”) and the Proxy Form. Documents and information relating to the 2020 AGM (including the annual report, the Circular and the Proxy Form) may also be accessed on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk), SGXNET (www.sgx.com/securities/company-announcements) and the Company’s website (www.willas-array.com).
8. **Notice of Closure of Register of Members – Attending and Voting at 2020 AGM**

For the purpose of determining the entitlement of the Shareholders to attend and vote at the 2020 AGM via electronic means, for Hong Kong Shareholders, the Hong Kong branch register of members of the Company (the “**Hong Kong Branch Register**”) will be closed from Thursday, July 23, 2020 to Tuesday, July 28, 2020, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for attending and voting at the 2020 AGM, the non-registered Hong Kong Shareholders must lodge all duly completed and stamped transfer documents accompanied by the relevant share certificates for registration with the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Wednesday, July 22, 2020.

For Singapore Shareholders, the share transfer books and Singapore branch register of members (the “**Singapore Branch Register**”) will be closed at 5:00 p.m. on Friday, July 24, 2020. Duly completed registrable transfers of Shares received by the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to 5:00 p.m. on Friday, July 24, 2020 will be registered to determine Singapore Shareholders’ entitlements to attend and vote at the 2020 AGM via electronic means.

Any transfer of the Shares between the Hong Kong Branch Register and the Singapore Branch Register by way of deregistration from one branch register of members and registration on the other branch register of members has to be made not later than 4:30 p.m. on Friday, July 10, 2020 for Hong Kong Shareholders and not later than 5:00 p.m. on Friday, July 10, 2020 for Singapore Shareholders.
9. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Rule 730A(2) of the SGX-ST Listing Manual, all resolutions set out in this notice will be voted by poll.

NOTICE OF ANNUAL GENERAL MEETING

10. By (a) submitting the pre-registration form in accordance with Note 2 above; (b) submitting any question prior to or at the 2020 AGM in accordance with Note 3 above or (c) voting electronically or voting via the submission of a Proxy Form appointing a proxy to attend and vote at the 2020 AGM and/or any adjournment thereof, a member of the Company:
- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of:
 - I. the processing, administration and/or analyzing of information of proxies and/or representative(s) appointed by the member for the 2020 AGM (including any adjournment thereof);
 - II. processing the pre-registration forms for the purposes of granting access to the members (or their appointed proxies and/or representative(s)) to view and listen to the use "live" webcast of the 2020 AGM proceedings and providing viewers with any technical assistance, where necessary;
 - III. addressing selected substantive questions from members received before or at the 2020 AGM and if necessary, following up with the relevant members in relation to such questions;
 - IV. processing electronic voting by the member (or their appointed proxies and/or representative(s)) at the 2020 AGM;
 - V. the preparation and compilation of the attendance lists, minutes and other documents relating to the 2020 AGM (including any adjournment thereof);
 - VI. recording and transmitting images and/or voice recordings when broadcasting the 2020 AGM proceedings through webcast; and
 - VII. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
 - (ii) represents and warrants that where the member discloses the personal data of the member's proxy(ies) (who is not the Chairman of the 2020 AGM) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure, by the Company, its agents and/or service providers, of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
 - (iii) shall indemnify the Company in respect of any claims, actions, proceedings, penalties, liabilities, claims, demands, losses, damages, costs and expenses brought against the Company or suffered or incurred by the Company as a result of the member's breach of warranty set forth herein.
11. **In view of the rapidly evolving COVID-19 situation, Shareholders should note that the manner of conduct of the 2020 AGM may be subject to further changes at short notice. Shareholders are advised to check the Hong Kong Stock Exchange's website, SGXNET and the Company's website regularly for updates.**

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES:

- i. Mr. Lim Lee Meng is an independent non-executive Director. Upon re-election as a Director of the Company, he will be appointed as the Chairman of the Audit Committee as well as a member of each of the Remuneration, Nomination and Compliance Committees with effect from the conclusion of the 2020 AGM. Further information on all the retiring directors who are standing for re-election is set out in Appendix I to the circular of the Company dated June 26, 2020 (the “Circular”).**
- ii. Further information on the proposed authority to allot and issue new Shares in Ordinary Resolution 8 above is set out in the Circular, and in particular, on page 10 thereto.**
- iii. Detailed information on the Share Buyback Mandate (as defined in Ordinary Resolution 9 above), including the sources of funds to be used for such purchase or acquisition, the amount of financing (if any) and the illustrative financial impact on the Company’s financial position, is set out in the Circular, and in particular, Appendix II thereto.**

As at the date of this notice, the Board comprises five executive Directors, namely Leung Chun Wah (Chairman), Kwok Chan Cheung (Deputy Chairman), Hon Kar Chun (Managing Director), Leung Hon Shing and Leung Chi Hang Daniel; and four independent non-executive Directors, namely Jovenal R. Santiago, Wong Kwan Seng, Robert, Iu Po Chan, Eugene and Lim Lee Meng.