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JOINT ANNOUNCEMENT

(1) ELECTRONIC DESPATCH OF OFFER DOCUMENT RELATING TO THE VOLUNTARY CONDITIONAL CASH OFFERS BY GUOSEN SECURITIES (HK) CAPITAL COMPANY LIMITED AND EVOLVE CAPITAL ADVISORY PRIVATE LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT); AND

(2) DESPATCH OF NOTIFICATION TO SHAREHOLDERS AND OPTION HOLDERS REGARDING ELECTRONIC DESPATCH OF OFFER DOCUMENT AND RELATED DOCUMENTS

**Offer Agent and Financial Adviser
to the Offeror in Hong Kong**



**Guosen Securities (HK) Capital Company Limited
國信證券(香港)融資有限公司**

**Offer Agent and Financial Adviser
to the Offeror in Singapore**



**Evolve Capital Advisory Private Limited
晉化資本私人有限公司**

**Independent Financial Adviser
to the Company in Hong Kong**



South China Capital Limited

**Independent Financial Adviser
to the Company in Singapore**



ZICO Capital Pte. Ltd.

ELECTRONIC DESPATCH OF OFFER DOCUMENT

Pursuant to the Public Statement and Rule 8.7 of the Takeovers Code, the Offeror has opted to electronically despatch the Offer Document. Accordingly, subject to any request from any Shareholder or Option Holder for a physical copy of the Offer Document, please note that no printed copies of the Offer Document will be despatched to Shareholders or the Option Holders.

An electronic copy of the Offer Document and the Acceptance Forms have, as of the date of this joint announcement, been published on the website of the SGX-ST, the Stock Exchange and the websites of the Offeror and the Company.

Pursuant to Rule 22.2 of the SG Code, the Company is required to send the Board Circular within 14 days after the posting of the Offer Document. Pursuant to Rule 8.4 of the Takeovers Code, the Company is required to send the Board Circular containing, inter alia, a letter of recommendation from the independent board committee of the Company (the “**Independent Board Committee**”) to the Independent Shareholders and the Option Holders regarding the Offers and letters of advice from the independent financial advisers appointed by the Company (the “**Independent Financial Advisers**”) to the Independent Board Committee as to whether the Offers are fair and reasonable and as to the acceptance of the Offers within 14 days after the date of the Offer Document or such later date as the Executive may approve. Further announcement will be made when the Board Circular is despatched.

The Independent Shareholders and the Option Holders are encouraged to read the Offer Document and the Board Circular carefully, including the advice of the Independent Financial Advisers to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders and the Option Holders as to whether the terms of the Offers are fair and reasonable in respect of the Independent Shareholders and the Option Holders and whether the Offers are in the interests of the Company, the Shareholders and the Option Holders as a whole and their acceptance, before deciding whether or not to accept the Offers.

DESPATCH OF NOTIFICATION LETTER AND ACCEPTANCE FORMS

In accordance with the Public Statement, the Notification and the relevant Acceptance Form(s) have been despatched to the Shareholders and Option Holders on 1 August 2024.

CLOSING DATE

Shareholders and Option Holders are to note that the Offers will close at 4:00 p.m. on Thursday, 29 August 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Details of the indicative timetable of the Offers are also set out in the section headed “Expected Timetable” in this joint announcement and in the Offer Document.

PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offers are set out in Appendix I to the Offer Document and in the accompanying Acceptance Forms.

WARNING

Shareholders, Option Holders and potential investors of the Company should note that the Share Offer is subject to the Offer Condition, with the Option Offer conditional upon the Share Offer becoming unconditional or being declared unconditional in all respects. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement.

Shareholders and Option Holders should read carefully and consider the recommendations of the Independent Board Committee and the Independent Financial Advisers to be set out in the Board Circular before deciding whether or nor to accept the Offers.

Shareholders, Option Holders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders, Option Holders and potential investors are in any doubt about their position, they should consult their professional advisers.

INTRODUCTION

Reference is made to:

- (a) the joint announcement dated 1 February 2024 jointly published by the Offeror and the Company in relation to the pre-conditional voluntary conditional cash offers to be made by Guosen Capital and Evolve Capital on behalf of the Offeror to acquire all the Shares and to cancel all outstanding Share Options (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it);
- (b) the announcement dated 22 February 2024 jointly published by the Offeror and the Company in relation to the extension of time for the despatch of the Offer Document;
- (c) the announcements dated 22 March 2024 and 22 April 2024 jointly published by the Offeror and the Company in relation to the status of satisfaction of the Pre-conditions and monthly update;
- (d) the Company's announcement dated 19 April 2024 in respect of the appointment of South China Capital Limited and ZICO Capital Pte. Ltd. as the independent financial advisers to the Company in Hong Kong and Singapore respectively;

- (e) the Company’s announcement dated 24 April 2024 pursuant to Rule 3.8 of the Takeovers Code and Rule 12 of the SG Code;
- (f) the Company’s announcement dated 25 April 2024 on the overseas regulatory announcement;
- (g) the announcements dated 29 April 2024 and 29 May 2024 jointly published by the Offeror and the Company in relation to the announcements published by Shanghai YCT on the Shenzhen Stock Exchange;
- (h) the announcement dated 22 May 2024 jointly published by the Offeror and the Company in relation to the status of satisfaction of the Pre-conditions and monthly update;
- (i) the announcement dated 17 June 2024 jointly published by the Offeror and the Company in relation to the further extension of time for the despatch of the Offer Document;
- (j) the joint announcement dated 11 July 2024 jointly published by the Offeror and the Company in relation to the fulfillment of the Pre-conditions and the Offeror’s firm intention to make the Offers, in compliance with the Takeovers Code and the SG Code; and
- (k) the offer document dated 1 August 2024 (the “**Offer Document**”) jointly issued by Guosen Capital as the HK Offer Agent and Evolve Capital as the SG Offer Agent for and on behalf of the Offeror in relation to the Offers.

Unless otherwise defined, all capitalised terms used herein shall have the same meaning as those defined in the Offer Document.

ELECTRONIC DESPATCH OF OFFER DOCUMENT

Pursuant to the public statement on the further extension of the temporary measures to allow for electronic despatch of take-over documents under the SG Code issued by SIC on 29 June 2021 (the “**Public Statement**”) and Rule 8.7 of the Takeovers Code, the Offeror has opted to electronically despatch the Offer Document. Accordingly, subject to any request from any Shareholder or Option Holder for a physical copy of the Offer Document, please note that no printed copies of the Offer Document will be despatched to Shareholders or the Option Holders.

An electronic copy of the Offer Document, the Acceptance Forms have, as of the date of this joint announcement, been published on the website of the SGX-ST, the Stock Exchange and the websites of the Offeror and the Company. To access the electronic version of the Offer Document and the Acceptance Forms:

- (a) Shareholders and Option Holders may access the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements>. Type the name of the Company “*Willas-Array Electronics (Holdings) Limited*” in the box titled “*Filter by Company/Security Name*”. “*Willas-Array Electronics (Holdings) Limited*” will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 1 August 2024 titled “*Electronic Dispatch of Offer Document*”. The Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the section titled “*Attachments*” at the bottom of the announcement;

- (b) Shareholders and Option Holders may also access the website of the Stock Exchange at <https://www.hkexnews.hk/index.htm>. Type the name of the Company “*Willas-Array*” in the box titled “*Stock Code/Stock Name*”. “*Willas-Array*” will appear as a drop-down item below the filter box.

Thereafter, the Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled “*FAT HK for Share Offer*”, “*FAOO and Cancellation of Share Options*”, “*Form of Acceptance and Transfer for Offer Shares (SG)*”, “*Form of Acceptance and Authorisation for Offer Shares (SG)*” and “*Offer Document relating to the voluntary conditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it)*” respectively;

- (c) Shareholders and Option Holders may also access the Offeror’s website at <https://www.yctexin.com/>. Click on “*News*” accessible from the navigation bar and select “*Company News*” from the drop-down item. The Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled “*Form of Acceptance and Transfer for Offer Shares*”, “*Form of Acceptance of Option Offer*” and “*Offer Document relating to the voluntary conditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it)*” respectively; and

- (d) Shareholders and Option Holders may also access the Company’s website at <https://www.willas-array.com.cn/>. Click on “***Investor Relations***” accessible from the navigation bar and select “***SEHK Investors***” from the drop-down item (for Hong Kong shareholders) or “***SGX Investors***” from the drop-down item (for Singapore shareholders). Under “***Corporate News***”, the Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled “***Form of Acceptance and Transfer for Offer Shares***”, “***Form of Acceptance of Option Offer***” and “***Offer Document relating to the voluntary conditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it)***” respectively.

Pursuant to the mandatory electronic dissemination of corporate communications adopted by the Company on 15 March 2024 pursuant to the amended Rules 2.07A and 2.07B of the Listing Rules and the Memorandum and Bye-Laws of the Company, the Acceptance Forms, which constitute actionable corporate communications, will be sent to Shareholders and Option Holders in electronic form if their email addresses have been provided to the Company. If no email address is given by the Shareholder (or the Option Holder, as the case may be) or the email address provided is not functional, the Company will send the Shareholder (or the Option Holder, as the case may be) a printed copy of the actionable corporate communication by post, together with a request form for soliciting the functional email address of the Shareholder (or the Option Holder, as the case may be) to facilitate electronic dissemination of actionable corporate communications in the future at the address of the Shareholder (or the Option Holder, as the case may be) as it appears in the Company’s register of members. For the avoidance of doubt, Shareholders and Option Holders are entitled at any time by reasonable notice in writing to the Company c/o the Registrar HK or by email to ir@willas-array.com to request for a hard copy of the Offer Document.

Pursuant to Rule 22.2 of the SG Code, the Company is required to send the Board Circular within 14 days after the posting of the Offer Document. Pursuant to Rule 8.4 of the Takeovers Code, the Company is required to send the Board Circular containing, inter alia, a letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Option Holders regarding the Offers and letters of advice from the Independent Financial Advisers to the Independent Board Committee as to whether the Offers are fair and reasonable and as to the acceptance of the Offers within 14 days after the date of the Offer Document or such later date as the Executive may approve. Further announcement will be made when the Board Circular is despatched.

The Independent Shareholders and the Option Holders are encouraged to read the Offer Document and the Board Circular carefully, including the advice of the Independent Financial Advisers to the Independent Board Committee and the recommendation from the Independent Board Committee to the Independent Shareholders and the Option Holders as to whether the terms of the Offers are fair and reasonable in respect of the Independent Shareholders and the Option Holders and whether the Offers are in the interests of the Company, the Shareholders and the Option Holders as a whole and their acceptance, before deciding whether or not to accept the Offers.

DESPATCH OF NOTIFICATION LETTER AND ACCEPTANCE FORMS

In accordance with the Public Statement, the notification containing the instructions for the electronic retrieval of the Offer Document dated 1 August 2024 containing the terms and conditions of the Offers (the “**Notification**”) and the relevant Acceptance Form(s) have been despatched to the Shareholders and Option Holders on 1 August 2024.

EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to changes. Further announcement(s) will be made as and when appropriate.

Despatch Date and commencement date
of the Offers ^(Note 1) Thursday, 1 August 2024

Latest date for posting of the Board Circular ^(Note 2) Thursday, 15 August 2024

Latest time and date for acceptance of the
Offers in the first Closing Date ^(Notes 3 and 7) by 4:00 p.m. on Thursday,
29 August 2024

First Closing Date ^(Notes 3 and 7) Thursday, 29 August 2024

Announcement of the results of the Offers
as at the first Closing Date to be posted
on the websites of the Stock Exchange,
the SGX-ST and the Company ^(Notes 4 and 7) by 7:00 p.m. on Thursday,
29 August 2024

Latest date for posting of remittances for the amount
due in respect of valid acceptances received under
the Offers at or before 4:00 p.m. on the first Closing
Date (assuming the Offers become or are declared
unconditional on the first Closing Date) ^(Notes 5 and 7) Monday, 9 September 2024

Latest time and date for the Offers remaining open for acceptance on the final Closing Date (assuming the Offers become or are declared unconditional on the first Closing Date) ^(Notes 6 and 7) by 4:00 p.m. on Thursday, 19 September 2024

Final Closing Date of the Offers (assuming the Offers become or are declared unconditional on the first Closing Date) Thursday, 19 September 2024

Announcement of the results of the Offers as at the final Closing Date to be posted on the websites of the Stock Exchange, the SGX-ST and the Company ^(Note 6) by 7:00 p.m. Thursday, 19 September 2024

Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offers at or before 4:00 p.m. on the final Closing Date (assuming the Offers become or are declared unconditional in all respects on the first Closing Date) ^(Notes 6 and 7) Monday, 30 September 2024

Latest time and date by which the Offers can become or be declared unconditional ^(Note 8) by 5:30 p.m. Monday, 30 September 2024

Notes:

1. The Offers are being made on Thursday, 1 August 2024, being the date of the Offer Document, and are capable of acceptance from that date.
2. The Company is required to send the Board Circular to the Shareholders no later than 14 days after the date of the Offer Document in accordance with the Takeovers Code, unless the Executive consents to a later date and the Offeror agrees to extend the Closing Date. Pursuant to Rule 22.2 of the SG Code, the Company is required to send the Board Circular within 14 days after the Despatch Date.
3. The Offers, which are conditional, will close on Thursday, 29 August 2024 and the latest time for acceptance is 4:00 p.m. on Thursday, 29 August 2024, unless the Offeror revises or extends the Offers, with the consent of the Executive and the SIC, in accordance with the Takeovers Code and the SG Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

4. An announcement will be published on the websites of the Stock Exchange, the SGX-ST and the Company by 7:00 p.m. on Thursday, 29 August 2024 stating whether the Offers have closed, or been revised or extended. In the event that the Offeror decides to extend or revise the Offers, the announcement will state the next Closing Date of the Offers or, if the Offers are unconditional, a statement may be made that the Offers will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing, by way of an announcement, will be given before the Offers are closed to those Shareholders and Option Holders who have not accepted the Offers.
5. Subject to the Offers becoming unconditional, a cheque for the amount due to each of the Shareholders who validly accepts the Share Offer (less sellers' Hong Kong ad valorem stamp duty payable for the Offer Shares tendered by him or her under the Share Offer) will be despatched to the accepting Shareholder by ordinary post at his or her or its own risk as soon as possible (or, in the case of accepting Singapore Shareholders, in such manner as described in the section headed "Method of settlement for Singapore Shareholders" in Appendix I of the Offer Document) but in any event no later than seven (7) Business Days after (i) the Date of Receipt (where the relevant duly completed Acceptance Form(s) and all related documents were tendered after the Offers have become unconditional or are declared unconditional in all respects), or (ii) the date on which the Offers have become or are declared unconditional in all respects, whichever is later. Subject to the Share Offer becoming or being declared unconditional in all respects, and provided that a valid FAOO and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and in good order in all respects and have been received by the company secretary of the Company before the close of the Option Offer, a cheque for the amount (rounding up to the nearest cent) due to the Option Holders in respect of the Share Options tendered by him/her under the Option Offer will be despatched to such Option Holders by ordinary post at his/her own risk as soon as possible but in any event no later than seven (7) Business Days after the date of receipt by the company secretary of the Company of the duly completed acceptances of the Option Offer and all relevant documents which render such acceptance complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code.
6. Pursuant to Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional, the Offers should remain open for acceptance for not less than fourteen (14) days thereafter. When the Offers become or are declared unconditional in all respects, at least fourteen (14) days' notice in writing must be given before the Offers are closed to Shareholders and Option Holders who have not accepted the Offers. Pursuant to Rule 22.6 of the SG Code, where the Share Offer becomes or is declared unconditional as to acceptances, the Share Offer must remain open for acceptance for not less than 14 days after the date on which the Share Offer would otherwise have closed. According to the expected timetable (and assuming that the Offers become or are declared unconditional on the first Closing Date), the final Closing Date, which is set as 21 days after the first Closing Date, is in compliance with the relevant rules of the Takeovers Code and the SG Code, respectively. For the avoidance of doubt, the Offeror will comply with the more stringent requirement as between the Takeovers Code and the SG Code (that is, the Share Offer will remain open for a longer period as provided for under the Takeovers Code and the SG Code).

7. If there is a tropical cyclone warning signal number 8 or above or “extreme conditions” caused by super typhoon or a black rainstorm warning (collectively, “**severe weather conditions**”) on any of the following deadlines (“**Key Deadlines**”):
- (a) the Closing Date and the latest time for acceptance of the Offers;
 - (b) the latest time and date by which the Offers can become or be declared unconditional;
 - (c) the final time for the acceptor to exercise the Withdrawal Right;
 - (d) the last day for the Offeror to despatch or post relevant share certificates or make the share certificates available for collection; and
 - (e) the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances,
 - (i) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on any Key Deadline, such Key Deadline will remain at 4:00 p.m. on the same Business Day; or
 - (ii) in case any severe weather condition is in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on any Key Deadline, such Key Deadline will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 12:00 noon and 4:00 p.m.
8. Pursuant to Rule 15.5 of the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the date of the Offer Document, being 30 September 2024. Pursuant to Rule 22.9 of the SG Code, the Share Offer will not be capable of becoming or being declared unconditional as to acceptances after 5.30 p.m. on the 60th day after the date the Offer Document is initially posted nor of being kept open after the expiry of such period unless it has previously become or been declared unconditional as to acceptances. The Share Offer may be extended beyond that period of 60 days with the permission of the SIC.

Pursuant to Rule 15.1 of the Takeovers Code, the Offers shall be deemed to have lapsed where the Offers close without having become unconditional. If the Share Offer lapses, the Option Offer will lapse accordingly.

For the avoidance of doubt, the Offeror will comply with the more stringent requirement as between the Takeovers Code and the SG Code, and in this case, for compliance with both Rule 15.5 of the Takeovers Code and Rule 22.9 of the SG Code, the latest time and day by which the Share Offer can become or declared unconditional as to acceptance is 5.30 p.m. on Monday, 30 September 2024 (being the 60th day after the date the Offer Document is initially posted).

All time and date references contained in this Offer Document and the accompanying relevant Acceptance Forms refer to Hong Kong and Singapore times and dates.

CLOSING DATE

Shareholders and Option Holders are to note that the Offers will close at 4:00 p.m. on Thursday, 29 August 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Details of the indicative timetable of the Offers are also set out in the section headed “Expected Timetable” in this joint announcement and in the Offer Document.

PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offers are set out in Appendix I to the Offer Document and in the accompanying relevant Acceptance Forms.

CPFIS Investors should receive further information on how to accept the Share Offer from their respective CPF Agent Banks shortly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice.

CPFIS Investors who wish to accept the Share Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Share Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

GENERAL

Guosen Capital and Evolve Capital are acting for and on behalf of the Offeror and do not purport to advise the Shareholders, the Option Holders and/or any other person. In preparing the Offer Document for and on behalf of the Offeror, Guosen Capital and Evolve Capital have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and/or constraints of any Shareholder or any Option Holder.

The views of the directors of the Company who are considered independent for the purposes of the Offers and the independent financial adviser to the Company will be made available to Shareholders and Option Holders in due course by the Company. Shareholders and Option Holders may wish to consider their views before taking any action in relation to the Offers.

Persons (including Option Holders) who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

OVERSEAS SHAREHOLDERS AND OVERSEAS OPTION HOLDERS

The Offer Document will not be filed under the applicable securities or equivalent legislation or rules of any jurisdiction other than Hong Kong and Singapore.

The Offers are in respect of a company incorporated in Bermuda and listed on the Stock Exchange in Hong Kong and the SGX-ST in Singapore and is therefore subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong and Singapore, which may be different to those in other jurisdictions.

The Independent Shareholders who are also Overseas Shareholders and Overseas Option Holders who wish to participate in the Offers are subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Offers. Overseas Shareholders and/or Overseas Option Holders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers.

It is the responsibility of the Overseas Shareholders and Overseas Option Holders who wish to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental, exchange control or other consent and any registrations or filings which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas Shareholders and/or Overseas Option Holders in respect of such jurisdictions).

The Offeror, Guosen Capital, Evolve Capital, CDP and any person involved in the Offers shall be entitled to be fully indemnified and held harmless by such accepting Overseas Shareholder or accepting Overseas Option Holder for any taxes, imposts, duties or requisite payment as such accepting Overseas Shareholder or accepting Overseas Option Holder may be required to pay.

Acceptances of the Offers by any such person will be deemed to constitute a representation and warranty by such person to the Offeror that the local laws and requirements have been complied with and such person is permitted under all applicable laws to accept the Offers and any revision thereof, and such acceptances shall be valid and binding in accordance with all applicable laws.

The Offeror reserves the right to notify any matter, including the making of the Offers, to Overseas Shareholders and Overseas Option Holders by announcement or by advertisement in a newspaper which may not be circulated in the jurisdiction in which the Overseas Shareholders and Option Holders are resident. The notice will be deemed to have been sufficiently given, despite any failure by an Overseas Shareholder and/or Overseas Option Holder to receive or see that notice.

The making of the Share Offer to Overseas Shareholders may be affected by laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. For the avoidance of doubt, the Share Offer is made to all Singapore Shareholders including those to whom the Offer Document and/or the FAA SG and/or the FAT SG have not been, or will not be, sent.

WARNING

Shareholders, Option Holders and potential investors of the Company should note that the Share Offer is subject to the fulfillment of the Offer Condition, with the Option Offer conditional upon the Share Offer becoming unconditional or being declared unconditional in all respects. The Directors make no recommendation as to the fairness or reasonableness of the Offers or as to the acceptance of the Offers in this joint announcement.

Shareholders, Option Holders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders, Option Holders and potential investors are in any doubt about their position, they should consult their professional advisers.

By order of the Board	By order of the Board
Texin (Hongkong) Electronics Co. Limited	Willas-Array Electronics (Holdings) Limited
Huang Shaoli	Fan Qinsheng
<i>Director</i>	<i>Executive Director</i>

Hong Kong/Singapore, 1 August 2024

As at the date of this joint announcement, the Board comprises two non-executive Directors, namely Xie Lishu (Chairman) and Huang Shaoli; one executive Director, Fan Qinsheng; and four independent non-executive Directors, namely Chong Eng Wee, Lau Chin Huat, Tso Sze Wai and Jiang Maolin.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Xie Lishu and Huang Shaoli.

As at the date of this joint announcement, the board of directors of Shanghai YCT comprises four non-independent directors, namely, Xie Lishu, Xu Guanghai, Huang Shaoli and Hua Liang and three independent directors, namely, Gu Jianzhong, Lu Peng and Chang Qijun.

The directors of each of the Offeror and Shanghai YCT jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors of the Company in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

Responsibility Statement pursuant to the SG Code

The Directors (including those who may have delegated detailed supervision of the preparation of this joint announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this joint announcement are fair and accurate and no material facts have been omitted from this joint announcement, and they jointly and severally accept responsibility accordingly. Where any information has been extracted from published or publicly available sources (including information relating to the Offeror), the sole responsibility of the Directors has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this joint announcement.

The directors of the Offeror (who may have delegated detailed supervision of this joint announcement) accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group or the Directors) and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this joint announcement (other than those expressed by the Company or the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading. They have taken all reasonable care to ensure that the facts stated and all opinions expressed in this joint announcement are fair and accurate and that no material facts have been omitted from this joint announcement.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company or its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this joint announcement.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.