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**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)**

**OVERSEAS REGULATORY ANNOUNCEMENT**

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages of the document which has been published by Willas-Array Electronics (Holdings) Limited (the “Company”) on the website of Singapore Exchange Securities Trading Limited on October 21, 2024.

By Order of the Board

**Willas-Array Electronics (Holdings) Limited**

**Fan Qinsheng**

*Executive Director*

Hong Kong, October 21, 2024

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

## CHANGE - ANNOUNCEMENT OF APPOINTMENT::RE-DESIGNATION OF DIRECTOR - XIE LISHU

### Issuer & Securities

#### Issuer/ Manager

WILLAS-ARRAY ELEC (HLDGS) LTD

#### Securities

WILLAS-ARRAY ELEC (HLDGS) LTD - BMG9643L1349 - BDR

#### Stapled Security

No

### Announcement Details

#### Announcement Title

Change - Announcement of Appointment

#### Date & Time of Broadcast

21-Oct-2024 19:20:25

#### Status

New

#### Announcement Sub Title

Re-designation of Director - Xie Lishu

#### Announcement Reference

SG241021OTHRT9Z3

#### Submitted By (Co./ Ind. Name)

Fan Qinsheng

#### Designation

Executive Director

#### Description (Please provide a detailed description of the event in the box below)

Re-designation of Director

### Additional Details

#### Date Of Appointment

21/10/2024

#### Name Of Person

Xie Lishu

#### Age

52

#### Country Of Principal Residence

China

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[The Board's comments on this appointment \(including rationale, selection criteria, board diversity considerations, and the search and nomination process\)](#)

Mr. Xie is currently a non-executive director of Willas-Array Electronics (Holdings) Limited. The Board has considered the executive director's proposal and the Nominating Committee's recommendation and its assessment of Mr. Xie's background, qualifications, experience, and commitment in the discharge of his duties as a director of Willas-Array Electronics (Holdings) Limited, and being satisfied that he has the requisite capabilities to contribute to the Board, has approved his appointment.

For more details on the factors which the Nominating Committee took into consideration, please refer to the re-designation announcement for Mr. Xie released by the Company on SGXNET dated 21 October 2024.

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[Whether appointment is executive, and if so, the area of responsibility](#)

The appointment is executive. He is responsible for determining the Group's overall strategies and direction, and overseeing the sales and marketing operations of the Group.

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[Job Title \(e.g. Lead ID, AC Chairman, AC Member etc.\)](#)

Executive Director, Chairman of the Board as well as Chairman of the Employee Share Option Scheme Committee

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[Professional qualifications](#)

Bachelor Degree in Applied Chemistry, Tongji University (from 1992 to 1996)

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[Any relationship \(including immediate family relationships\) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or any of its principal subsidiaries](#)

Yes, he is the husband of Ms. Huang Shaoli ("Ms. Huang"), a non-executive director and a substantial shareholder of the Company.

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[Conflict of interests \(including any competing business\)](#)

Mr. Xie and Ms. Huang (collectively, the "Appointed Directors") are directors and substantial shareholders of Shanghai YCT. Since the Company and Shanghai YCT (including their respective underlying entities) are in the same industry (i.e., an authorised distributor of electronic components for use in various industries as well as provision of engineering solutions), have the same or similar business model, operate in the same geographical region and have overlapping upstream suppliers and end customers, the Appointed Directors may face potential conflicts of interests.

The Company has adopted measures to implement effective conflicts of interests management and delineate the business of the Company from that of Shanghai YCT, including obtaining an enforceable non-competition undertaking from the Appointed Directors in favour of the Company.

Furthermore, the Appointed Directors shall also recuse themselves from discussions and decisions of the Board in relation to matters where potential conflicts of interests may arise, and shall abstain from voting as directors on such matters.

For details, please refer to the announcements of the Company on SGXNET dated May 19, 2023, September 20, 2023 and the re-designation announcement for Mr. Xie dated 21 October 2024.

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[Working experience and occupation\(s\) during the past 10 years](#)

CEO, Shanghai YCT Electronics Group Co., Ltd. ("Shanghai YCT") (listed on ChiNext Board of the Shenzhen Stock Exchange) (2008 - 2019)

CEO, Chairman and Director, Shanghai YCT (2019 - present)

Non-executive director, Willas-Array Electronics (Holdings) Limited (SGX stock code: BDR; HKEX stock code: 854) (May 2023 - present)

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Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7)) Or Appendix 7H (Catalist Rule 704(6))

Yes

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Shareholding interest in the listed issuer and its subsidiaries?

Yes

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#### Shareholding Details

Mr. Xie is deemed interested in 76,955,745 ordinary shares of the Company.

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# These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).

Past (for the last 5 years)

Nil

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Present

Chairman, SHANGHAI YCT ELECTRONICS GROUP CO., LTD

Non-executive Director, Willas-Array Electronics (Holdings) Limited

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(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

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(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

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(c) Whether there is any unsatisfied judgment against him?

No

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(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

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(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

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(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

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(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

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(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

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(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

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(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

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(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

No

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(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

No

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(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?

No

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(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

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Any prior experience as a director of an issuer listed on the Exchange?

Yes

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If Yes, Please provide details of prior experience

Non-executive director, Willas-Array Electronics (Holdings) Limited (SGX stock code: BDR; HKEX stock code: 854) (May 2023 - present)

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