

WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED

(Company Registration Number: 28969)

(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Willas-Array Electronics (Holdings) Limited (the "**Company**") will be held at 101 Thomson Road, #30-02 United Square, Singapore 307591 on 28 June 2010 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

AS AN ORDINARY RESOLUTION:**PROPOSED ACQUISITION**

THAT:

- (a) approval be and is hereby given for the entry by Willas-Array Electronics (Shanghai) Limited ("**WAE Shanghai**"), an indirect wholly-owned subsidiary of the Company, into a sale and purchase agreement (the "**SPA**") with Shanghai Great Wall Development Company Limited ("**SGWDC**"), for the acquisition by WAE Shanghai from SGWDC of the properties consisting of Units 3301, 3302, 3303, 3304, 3305, 3306, 3307, 3308 and 3309 of Level 33 of the International Corporate City, 3000 North Zhongshan Road, Putuo District, Shanghai, PRC (the "**Proposed Acquisition**") for a consideration of RMB 63,463,757.50; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including negotiating, signing, executing and delivering all such documents and approving any amendments, alterations or modifications to any document and affixing the common seal of the Company to any such documents (if necessary), including, without limitation, the SPA) in connection with the Proposed Acquisition as they may consider necessary, desirable or expedient to give effect to this Resolution as they may deem fit.

By Order of the Board

Leung Hon Shing (Mr)

Company Secretary

Singapore

10 June 2010

Notes:

- (a) With the exception of the Central Depository (Pte) Ltd. (the "**Depository**") who may appoint more than two (2) proxies, a member of the Company entitled to attend and vote at the above meeting is entitled to appoint no more than two (2) proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) Where a form of proxy appoints more than one (1) proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (c) A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the meeting.
- (d) To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository 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 at the office of the Company's Singapore share transfer agent, Intertrust Singapore Corporate Services Pte Ltd, 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).

IMPORTANT NOTICE

The Company is incorporated in Bermuda and is subject to the Bermuda Act and Bermuda law. Under the Bermuda Act, only those persons who agree to become shareholders of a Bermuda company and whose names are entered on the register of members of such company may be shareholders, with rights to attend and vote at general meetings. Accordingly, depositors would not be recognised as Shareholders and would not have a right to attend and to vote at general meetings of the Company.

However, the Bye-Laws of the Company provide that CDP shall be deemed to have appointed as CDP's proxies each of the depositors who are individuals and whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the relevant general meeting, supplied by CDP to the Company. Therefore, depositors who are individuals can attend and vote at the SGM without the lodgement of any proxy form. Depositors who are individuals and who cannot attend the SGM personally may enable their nominees to attend as CDP's proxies by completing, signing and returning the appropriate proxy form accompanying this Circular in accordance with the instructions printed thereon as soon as possible and in any event, so as to arrive at the offices of the Company's Singapore share transfer agent, Intertrust Singapore Corporate Services Pte Ltd at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909, not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof.

In the case of depositors who are not individuals, they can only be represented at the SGM if their nominees are appointed as CDP's proxies. Such depositors would still need to complete and lodge proxy forms to appoint their nominees as proxies of CDP. The proxy forms must be executed and deposited at the offices of the Company's Singapore share transfer agent, Intertrust Singapore Corporate Services Pte Ltd at 3 Anson Road, #27-01 Springleaf Tower, Singapore 079909, not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof, to enable the nominees to attend and vote at the SGM.