

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: W12)

PROXY FORM – ANNUAL GENERAL MEETING (the “AGM”)

*I/We, _____ (Name)

of _____ (Address)

being a shareholder/shareholders of the abovenamed Company, hereby appoint :-

Name	Address	NRIC / Identity Card/ Passport No.	Proportion of Shareholdings %
and/or (delete as appropriate)			

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the AGM of the Company to be held on July 31, 2014 at 9.30 a.m. at Mandarin Orchard Singapore, Grange Ballroom, Level 5, Main Tower, 333 Orchard Road, Singapore 238867 and at any adjournment thereof. The proxy is to vote on the business before the Meeting as indicated below. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion, as he/she will on any other matter arising at the Meeting:

No.	ORDINARY RESOLUTIONS	For	Against
	Ordinary Business		
1.	To adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended March 31, 2014 together with the Independent Auditors' Report thereon.		
2.	To declare a first and final dividend of HK\$0.06822 per ordinary share for the financial year ended March 31, 2014.		
3.	To approve the Directors' fees of S\$180,000 for the financial year ending March 31, 2015.		
4.	To re-elect Mr Leung Chun Wah as an Executive Director of the Company.		
5.	To appoint Mr Leung Hon Shing as an Executive Director of the Company.		
6.	To appoint Deloitte Touche Tohmatsu as independent Auditors of the Company in place of the retiring independent Auditors and authorise the Directors to fix their remuneration.		
	Special Business		
7.	To authorise the Directors to allot and issue new ordinary shares in the share capital of the Company.		
8.	To authorise the Directors to purchase or acquire ordinary shares in the share capital of the Company under the Share Buyback Mandate.		
9.	To authorise the Directors to allot and issue shares under the Willas-Array Electronics Employee Share Option Scheme II.		
	SPECIAL RESOLUTION		
1.	To approve the amendments to the Bye-Laws of the Company.		

Note: Please refer to the Notice of the General Meeting for the full text of the resolutions.

(Please indicate with an "X" in the space provided whether you wish your vote to be cast for or against the Resolutions as set out in the Notice of the Meeting.)

Dated this _____ day of _____ 2014.

Total number of shares in Register of Members	
---	--

Signature of Shareholder(s) or
Common Seal of Corporate Shareholder

IMPORTANT : PLEASE READ NOTES OVERLEAF

NOTES :

1. Please insert the total number of shares held by you. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A shareholder of the Company entitled to attend and vote at a meeting of the Company and who holds two or more shares is entitled to appoint not more than two proxies to attend and vote on his/her/its behalf. Such proxy need not be a shareholder of the Company.
3. Where a shareholder appoints two proxies, he/she/it must specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent. of the shareholdings of his/her/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
4. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting.
5. To be valid, the instrument appointing a proxy or proxies 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 Intertrust Singapore Corporate Services Pte. Ltd., the Company's Singapore Share Transfer Agent, at **3 Anson Road #27-01 Springleaf Tower Singapore 079909 (for Singapore shareholders), or at the office of the Company's Hong Kong Branch Share Registrar, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong shareholders) not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.**
6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a notarially certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
8. Any alteration made to this form of proxy must be initialled by the person who signs it.
9. In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
10. A shareholder of his/her/its proxy should produce proof of identity when attending the AGM. If a corporate shareholder appoints its representative to attend the AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that shareholder appointing such representative to attend the AGM.