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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)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON JULY 28, 2020;**

**AND**

**(2) CHANGE OF DIRECTORS AND COMPOSITIONS OF THE AUDIT  
COMMITTEE, REMUNERATION COMMITTEE, NOMINATION  
COMMITTEE AND COMPLIANCE COMMITTEE**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON JULY 28, 2020**

The board of directors of Willas-Array Electronics (Holdings) Limited (the “Company”, the “Directors” and the “Board”, respectively) is pleased to announce that all the proposed ordinary resolutions as set out in the notice of the annual general meeting of the Company (the “AGM”) dated June 26, 2020 (the “AGM Notice” and the “Proposed Resolutions”, respectively) were duly passed by the holders of the Company’s ordinary shares of HK\$1.00 each (the “Shares” and the “Shareholders”, respectively) by way of poll at the AGM held on Tuesday, July 28, 2020 (the “2020 AGM”).

As at the date of the 2020 AGM, there were 85,207,049 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2020 AGM. Pursuant to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “HK Listing Rules”) and Rule 704(16) of the Listing Manual of Singapore Exchange Securities Trading Limited (the “SGX Listing Manual”), there were no Shareholders that were required to abstain from voting in favour of the Proposed Resolutions at the 2020 AGM.

None of the Shareholders was required under the HK Listing Rules to abstain from voting on the Proposed Resolutions at the 2020 AGM. None of the Shareholders has stated in the Company's circular dated June 26, 2020 (the "Circular") his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2020 AGM.

Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the polling agent and Ardent Business Advisory Pte. Ltd. acted as the scrutineer for the vote-taking at the 2020 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote at the 2020 AGM are set out as follows:

Resolution number and details		Total number of shares represented by votes for and against the relevant resolution	For		Against	
			Number of shares	As a percentage of total number of votes for and against the resolution (%) <sup>(Note 1)</sup>	Number of shares	As a percentage of total number of votes for and against the resolution (%) <sup>(Note 1)</sup>
<b>Ordinary Business</b>						
1	To 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.	37,768,300	37,768,300	100.00%	0	0.00%
2	To approve the proposed Directors' fees of S\$158,494 for the financial year ending March 31, 2021.	37,768,300	37,755,100	99.97%	13,200	0.03%
3	To re-elect Mr. Leung Chun Wah as an executive Director.	37,768,300	37,768,300	100.00%	0	0.00%
4	To re-elect Mr. Kwok Chan Cheung as an executive Director.	37,768,300	37,768,300	100.00%	0	0.00%
5	To re-elect Mr. Leung Chi Hang Daniel as an executive Director.	37,768,300	37,768,300	100.00%	0	0.00%
6	To re-elect Mr. Lim Lee Meng as an independent non-executive Director.	37,768,300	37,768,300	100.00%	0	0.00%
7	To re-appoint Messrs. Deloitte Touche Tohmatsu, Hong Kong as the independent auditor of the Company and authorise the Directors to fix their remuneration.	37,768,300	37,768,300	100.00%	0	0.00%
<b>Special Business</b>						
8	To authorise the Directors to allot and issue new Shares in the share capital of the Company. <sup>(Note 2)</sup>	37,768,300	37,440,840	99.13%	327,460	0.87%
9	To authorise the Directors to purchase or acquire Shares in the share capital of the Company. <sup>(Note 2)</sup>	37,768,300	37,755,100	99.97%	13,200	0.03%

Notes:

1. *The number of votes and the approximate percentage of the total votes cast on each Proposed Resolution stated above are calculated based on the total number of issued Shares held by the Shareholders who (i) attended and voted (in real time) at the 2020 AGM via electronic means (whether personally or via the appointment of a proxy or corporate representative), and (ii) appointed the chairman of the 2020 AGM as proxy to vote on their behalf.*
2. *For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.*

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions of the Company.

## **(2) CHANGE OF DIRECTORS AND COMPOSITIONS OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE AND COMPLIANCE COMMITTEE**

The Board announces that the resignation of Mr. Jovenal R. Santiago (“Mr. Santiago”) as an independent non-executive Director has come into effect from the conclusion of the 2020 AGM and accordingly, he has ceased to be the chairman of the audit committee of the Board (the “Audit Committee”), as well as a member of each of the Board’s remuneration committee (the “Remuneration Committee”), nomination committee (the “Nomination Committee”) and compliance committee (the “Compliance Committee”) at the same time.

The Board would like to extend its sincere gratitude to Mr. Santiago for his valuable contributions to the Company during his tenure of office.

The Board also announces that upon re-election of Mr. Lim Lee Meng as an independent non-executive Director at the 2020 AGM, he has been appointed as the chairman of the Audit Committee, as well as a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee with effect from the conclusion of the 2020 AGM, to replace the outgoing independent non-executive Director Mr. Santiago in those positions. Mr. Lim Lee Meng is considered by the Board to be independent for the purposes of Rule 3.13 of the HK Listing Rules and Rule 704(8) of the SGX Listing Manual.

By Order of the Board  
**Willas-Array Electronics (Holdings) Limited**  
**Leung Chun Wah**  
*Chairman and Executive Director*

Hong Kong/Singapore, July 28, 2020

*As at the date of this announcement, 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 three Independent Non-executive Directors, namely Wong Kwan Seng, Robert, Iu Po Chan, Eugene and Lim Lee Meng.*

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