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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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON AUGUST 29, 2022**

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 resolutions (the “Proposed Resolutions”) as set out in the notice of the annual general meeting of the Company dated July 29, 2022 (the “AGM Notice”) 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 Monday, August 29, 2022 (the “2022 AGM”).

As at the date of the 2022 AGM, there were 87,622,049 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2022 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 2022 AGM.

None of the Shareholders was required under the HK Listing Rules to abstain from voting on the Proposed Resolutions at the 2022 AGM. None of the Shareholders has stated in the Company’s circular dated July 29, 2022 (the “Circular”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2022 AGM.

Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the polling agent and Reliance 3P Advisory Pte. Ltd. as the scrutineer for the vote-taking at the 2022 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote at the 2022 AGM are set out as follows:

ORDINARY RESOLUTIONS

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 (%) <i>(Note 1)</i>	Number of shares	As a percentage of total number of votes for and against the resolution (%) <i>(Note 1)</i>
Ordinary Business						
1	To adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2022 together with the Directors' Report and Independent Auditor's Report thereon.	35,357,994	35,357,994	100.00%	0	0.00%
2	To approve the payment of a final dividend of HK33.0 cents per Share and a special dividend of HK40.0 cents per Share for the financial year ended March 31, 2022.	35,357,994	35,357,994	100.00%	0	0.00%
3	To approve the proposed Directors' fees of S\$150,000 to the independent non-executive Directors for the financial year ending March 31, 2023.	35,357,994	35,357,994	100.00%	0	0.00%
4	To approve the proposed Director's fee of HK\$1,337,244 to the non-executive Director, Mr. Leung Chun Wah, for the period from April 1, 2022 to December 31, 2022.	35,357,994	35,357,994	100.00%	0	0.00%
5	To re-elect Mr. Leung Chun Wah as a non-executive Director.	35,357,994	35,357,994	100.00%	0	0.00%
6	To re-elect Mr. Hon Kar Chun as an executive Director.	35,357,994	35,357,994	100.00%	0	0.00%
7	To re-elect Mr. Tang Wai Loong Kenneth ("Mr. Tang") as an independent non-executive Director.	35,357,994	35,357,994	100.00%	0	0.00%
8	To re-elect Mr. Tong Kai Cheong ("Mr. Tong") as an independent non-executive Director.	35,357,994	35,357,994	100.00%	0	0.00%
9	To appoint Messrs. Deloitte & Touche LLP as the independent auditor of the Company in place of the retiring independent auditor, Messrs. Deloitte Touche Tohmatsu and authorise the Directors to fix their remuneration.	35,357,994	35,357,994	100.00%	0	0.00%

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 (%) <i>(Note 1)</i>	Number of shares	As a percentage of total number of votes for and against the resolution (%) <i>(Note 1)</i>
Special Business						
10	To authorise the Directors to allot and issue new Shares in the share capital of the Company. <i>(Note 2)</i>	35,357,994	30,008,050	84.87%	5,349,944	15.13%
11	To authorise the Directors to purchase or acquire Shares in the share capital of the Company. <i>(Note 2)</i>	35,357,994	35,357,994	100.00%	0	0.00%

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

SPECIAL RESOLUTION

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 (%) <i>(Note 1)</i>	Number of shares	As a percentage of total number of votes for and against the resolution (%) <i>(Note 1)</i>
1	To adopt the amendments to the Bye-Laws in the manner as set out in Appendix IV to the Circular.	35,357,994	35,357,994	100.00%	0	0.00%

As more than 75% of the votes were cast in favour of the above proposed special resolution, it was duly passed as a special resolution of the Company.

Notes:

- 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 (i) held by the Shareholders who attended and voted (in real time) at the 2022 AGM via electronic means (whether personally or via the appointment of a proxy), and (ii) held by the Shareholders who appointed the chairman of the 2022 AGM as proxy to vote on their behalf.*
- For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.*

In view of the re-election of Mr. Tang and Mr. Tong as independent non-executive Directors, Mr. Tang will continue to serve as the chairman of the nomination committee as well as a member of each of the audit committee, remuneration committee and compliance committee, and Mr. Tong will continue to serve as the chairman of both the remuneration committee and compliance committee as well as a member of each of the audit committee, nomination committee and employee share option scheme committee. Mr. Tang and Mr. Tong are considered by the Board to be independent for the purposes of Rule 704(8) of the SGX Listing Manual.

Pursuant to Rule 13.39(5A) of the HK Listing Rules, all the Directors, namely Mr. Leung Chun Wah, Mr. Hon Kar Chun, Mr. Leung Hon Shing, Mr. Leung Chi Hang Daniel, Mr. Lim Lee Meng, Mr. Tang Wai Loong Kenneth and Mr. Tong Kai Cheong, attended the 2022 AGM.

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

Hong Kong/Singapore, August 29, 2022

As at the date of this announcement, the Board comprises one Non-executive Director, Leung Chun Wah (Chairman); three Executive Directors, namely Hon Kar Chun (Managing Director), Leung Hon Shing and Leung Chi Hang Daniel; and three Independent Non-executive Directors, namely Lim Lee Meng, Tang Wai Loong Kenneth and Tong Kai Cheong.

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