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**WILLAS-ARRAY**  
**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)**

**ANNOUNCEMENT PURSUANT TO RULE 3.8  
OF THE HK TAKEOVERS CODE  
AND RULE 12 OF THE SG TAKEOVERS CODE**

This announcement is made by Willas-Array Electronics (Holdings) Limited (the “**Company**”) pursuant to Rule 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**HK Takeovers Code**”) and Rule 12 of the Singapore Code on Take-overs and Mergers (the “**SG Takeovers Code**”).

Reference is made to (i) the joint announcement published by the Company and Texin (Hongkong) Electronics Co. Limited (the “**Offeror**”) on February 1, 2024 (“**Joint Announcement**”) and (ii) the Willas-Array Electronics Employee Share Option Scheme III (the “**Share Option Scheme**”) adopted by the Company on July 30, 2013. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

**UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

The board of directors of the Company (the “**Board**”) wishes to announce that on April 24, 2024, 70,000 ordinary shares of the Company (“**Shares**”) were allotted and issued pursuant to the exercise of 70,000 options granted under the Share Option Scheme at the exercise price of HK\$2.61 per Share.

Details of all classes of relevant securities (as defined in Note 4 to Rule 22 of the HK Takeovers Code and in Note 3 to Rule 12.3 of the SG Takeovers Code) issued by the Company and the numbers of such securities in issue and outstanding as at the date of this announcement are as follows:

- (a) a total of 87,692,049 Shares in issue; and
- (b) a total of 812,000 outstanding Options with rights to subscribe for an aggregate of 812,000 new Shares under the Share Option Scheme.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the HK Takeovers Code and as defined in Note 3 to Rule 12.3 of the SG Takeovers Code).

The abovementioned new shares will be listed and quoted on The Hong Kong Stock Exchange Limited on April 26, 2024.

The new shares issued will rank *pari passu* in all respects with the existing shares of the Company.

## **DEALING DISCLOSURE**

The respective associates (as defined in Note 4 to Rule 22 of the HK Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 4 to Rule 22 of the HK Takeovers Code) of the Company under Rule 22 of the HK Takeovers Code during the Offer Period.

In accordance with Rule 3.8 of the HK Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the HK Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

The respective associates (as defined under the SG Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities (as defined in Note 3 to Rule 12.3 of the SG Takeovers Code) of the Company under Rule 12 of the SG Takeovers Code during the offer period (as defined under the SG Takeovers Code). Reproduced below is the full text of Note 9 on Rule 12.3 of the SG Takeovers Code.

*“Stockbrokers, bankers and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons and that those clients are willing to comply with them. Dealers who deal directly with investors should, in appropriate cases, likewise draw their attention to the relevant Rules.*

*Intermediaries are expected to co-operate with the Council in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Council with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company and to refrain from taking any action in respect of their Shares in the Company which may be prejudicial to their interests. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

By Order of the Board  
**Willas-Array Electronics (Holdings) Limited**  
**Fan Qinsheng**  
*Executive Director*

Hong Kong/Singapore, April 24, 2024

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

#### *RESPONSIBILITY STATEMENTS UNDER THE HK TAKEOVERS CODE*

*The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*

#### *RESPONSIBILITY STATEMENT UNDER THE SG TAKEOVERS CODE*

*The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.*