

# 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)

### PROXY FORM – ANNUAL GENERAL MEETING

\*I/We, \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)  
being a shareholder/shareholders of the abovenamed Company (the “Shareholder(s)”), 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 Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **July 31, 2024 at 9.30 a.m.** at Level 3, Far East Group Building, 51 Ubi Ave 3, Singapore 408858 and at any adjournment thereof (the “2024 AGM”). The proxy is to vote on the business transacted at the 2024 AGM 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 2024 AGM:

No.	ORDINARY RESOLUTIONS	For	Against	Abstain
1.	To read, consider and adopt Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended March 31, 2024 together with the Directors’ Report and Independent Auditor’s Report thereon.			
2.	To re-elect Mr. Fan Qinsheng as an executive director of the Company.			
3.	To re-elect Mr. Chong Eng Wee as an independent non-executive director of the Company.			
4.	To re-elect Mr. Lau Chin Huat as an independent non-executive director of the Company.			
5.	To re-elect Mr. Tso Sze Wai as an independent non-executive director of the Company.			
6.	To re-elect Dr. Jiang Maolin as an independent non-executive director of the Company.			
7.	To approve the proposed directors’ fees of S\$200,000/- to the independent non-executive directors for the financial year ending March 31, 2025.			
8.	To approve the proposed director’s fee of approximately HK\$900,000/- to the non-executive director, Mr. Xie Lishu for the period from April 1, 2024 to March 31, 2025.			
9.	To approve the proposed director’s fee of approximately HK\$780,000/- to the non-executive director, Ms. Huang Shaoli for the period from April 1, 2024 to March 31, 2025.			
10.	To re-appoint Messrs. Deloitte & Touche LLP as the independent auditor of the Company and authorise the directors of the Company to fix their remuneration.			
11.	To authorise the directors of the Company to allot and issue new ordinary shares in the share capital of the Company.			

Note: The description of the resolutions in this form is by way of summary only. Please refer to the Notice of the AGM dated July 8, 2024 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”, or to “Abstain” the relevant Resolutions as set out in the Notice of the AGM dated July 8, 2024.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024.

Total number of shares in Register of Members (notes 1 & 3)	
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\_\_\_\_\_  
Signature of Shareholder(s) or Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES:**

1. Please insert the total number of shares of the Company (the “Shares”) registered in your name. 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. Please indicate with an “X” in the appropriate box against each resolution how you wish the proxy/proxies or the Chairman to vote. If this Proxy Form is deposited without any indication as to how the proxy/proxies or the Chairman shall vote, the proxy/proxies or the Chairman may vote or abstain from voting at his/her/their discretion.
3. All resolutions will be put to vote by way of poll at the 2024 AGM. Every shareholder of the Company (the “Shareholder”) shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above. Where there are joint registered holders of any Shares, any one of such persons may vote at the 2024 AGM or by appointing the Chairman as proxy, in respect of such Shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders pre-register as a Shareholder or appoints the Chairman as proxy, that one of the joint holders whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof. This form of proxy shall be signed by you or your attorney duly authorized in writing or, in the case of a corporation, shall be signed either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
4. 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 by the Shareholder in the following manner:
  - (i) if submitted by post, by depositing the duly completed Proxy Form at the office of the Company’s Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at **1 Harbourfront Avenue, Keppel Bay Tower, #14-03/07, Singapore 098632 (for Singapore Shareholders)**, or at the office of the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at **Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders)**
  - (ii) if submitted electronically, by scanning and submitting the duly completed Proxy Form via email to [WillasAGM2024@boardroomlimited.com](mailto:WillasAGM2024@boardroomlimited.com) (for all Shareholders) and delivered the original signed Proxy Form to the office of the Company’s Singapore share transfer agent or the office of the Company’s Hong Kong branch registrar and transfer office.

**in either case, not later than forty-eight (48) hours before the time appointed for holding the 2024 AGM or at any adjournment thereof.**
5. 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.
6. 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.
7. Any alteration made to this form of proxy must be initialled by the person who signs it.
8. 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.
9. Completion and delivery of the proxy form will not preclude you from attending and voting in person at the 2024 AGM and, in such event, this proxy form shall be deemed to be revoked.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of proxy or appoint the Chairman as proxy and your voting instructions for the 2024 AGM of the Company (the “Purposes”). The Company may transfer your name(s) and address(es) to its agent, contractor, or third party service provider who provides administrative, computer and other services to it for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong and Personal Data Protection Act 2012 of Singapore and any such request should be in writing by mail to the Company/Boardroom Corporate & Advisory Services Pte. Ltd./Boardroom Share Registrars (HK) Limited at the above address.