

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Singapore Exchange Securities Trading Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this announcement.*

**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)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of Willas-Array Electronics (Holdings) Limited (the “**Company**”) will be held on April 8, 2025 at 9:30 a.m. at Level 3, Far East Group Building, 51 Ubi Ave 3, Singapore 408858, to consider and, if thought fit, approve the ordinary resolution below. Unless the context otherwise requires, terms defined in the circular of the Company dated March 24, 2025 (the “**Circular**”) shall have the same meanings when used in this notice.

**ORDINARY RESOLUTION**

To consider and, if thought fit, to pass, with or without any modifications, the following resolution as Ordinary Resolution:

**1. ORDINARY RESOLUTION 1 – THE PROPOSED CHANGE OF AUDITORS**

**THAT:**

- (a) the resignation of Deloitte Singapore as auditors of the Company be and is hereby accepted and that EY Singapore, having consented to act, be and is hereby appointed independent auditors of the Company in place of Deloitte Singapore, to hold office until the conclusion of the next AGM, at such remuneration and on such terms to be agreed between the Directors and EY Singapore; and

- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary, desirable, expedient or in the interests of the Company to give effect to this resolution.

[See Explanatory Note below]

By order of the Board  
**WILLAS-ARRAY ELECTRONICS (HOLDINGS)  
LIMITED**  
**FAN Qinsheng**  
*Executive Director*

Hong Kong/Singapore,  
March 24, 2025

*Registered Office:*  
Victoria Place, 5/F  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Head Office and Principal Place of Business:*  
24/F, Wyler Centre, Phase 2  
200 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

**Explanatory notes to ordinary resolution 1 for compliance with Rule 1203(5) of the SGX-ST Listing Manual:**

- (a) Deloitte Singapore has confirmed to EY Singapore by way of a letter dated February 10, 2025 that they are not aware of any professional reasons why the new auditors, EY Singapore, should not accept appointment as independent auditors of the Company;
- (b) the Company confirms that there were no disagreements with Deloitte Singapore on accounting treatments within the last 12 months from the date of this Circular;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that need to be brought to the attention of the Shareholders;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular; and
- (e) the Company confirms that it is or will be in compliance with Rule 712 and Rule 715 of the SGX-ST Listing Manual in relation to the proposed appointment of EY Singapore as the independent auditors of the Company.

*Notes:*

1. With the exception of the depository or a clearing house (both as defined under the Bye-Laws of the Company), including The Central Depository (Pte) Limited (the “**Depository**”) and HKSCC Nominees Limited (“**HKSCC Nominees**”), which may appoint more than two (2) proxies, a member of the Company (the “**Member**” or the “**Shareholder**”) who is the holder of two (2) or more shares and is entitled to attend and vote at the SGM is entitled to appoint no more than two (2) proxies to attend and vote on his/her/its behalf at the SGM. A proxy need not be a member.
2. Where a form of proxy appoints more than one (1) proxy (including the case where such appointment results from a nomination by the Depository or HKSCC Nominees), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
3. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the SGM.
4. Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one (1) of such joint holders shall be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository 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 (a) at the office of the Company’s share transfer agent in Singapore (the “**Singapore Share Transfer Agent**”), Boardroom Corporate & Advisory Services Pte. Ltd., via post at 1 Harbourfront Avenue, Keppel Bay Tower, #14-03/07, Singapore 098632 (for Shareholders in Singapore), or (b) at the Company’s Hong Kong branch share registrar and transfer office (the “**Hong Kong Branch Registrar**”), Boardroom Share Registrars (HK) Limited, via post at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Shareholders in Hong Kong), or (c) by electronic mail to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) (for all Shareholders) and deliver 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, as soon as possible but in any event, no later than 9:30 a.m. on April 5, 2025, being no less than seventy-two (72) hours before the time appointed for holding the SGM or its adjournment (if any).
6. Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Rule 730A(2) of the SGX-ST Listing Manual, the resolution set out in this notice will be voted by poll.

7. **Submission of Questions:** Shareholders may also submit questions related to the resolution set out in the notice convening the SGM or other business of the SGM in the following manner:

- (a) via post to (i) 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 (ii) the Hong Kong Branch Registrar, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders), shall be received by the Company's Singapore Share Transfer Agent or Hong Kong Branch Registrar (as the case may be) by **5:00 p.m. on April 1, 2025**; or
- (b) via e-mail to [ir@willas-array.com](mailto:ir@willas-array.com) by **5:00 p.m. on April 1, 2025**.

The Company will respond to substantial and relevant questions received on or before the cut-off time in the foregoing paragraphs (a) and (b) on or before 9:30 a.m. on April 3, 2025, being no later than 48 hours before the deadline for submission of the Proxy Forms (via an announcement on the Stock Exchange's website at <https://www.hkexnews.hk>, SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.willas-array.com.cn>). The Company will also address any subsequent written questions or clarifications sought, prior to, or at, the SGM in respect of substantial and relevant matters.

*As at the date of this notice, the Board comprises two executive Directors, namely Xie Lishu and Fan Qinsheng; one non-executive Director, namely Huang Shaoli; and four independent non-executive Directors, namely Chong Eng Wee (Lead Independent Director), Lau Chin Huat, Tso Tze Wai and Jiang Maolin.*