

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Willas-Array Electronics (Holdings) Limited ("the Company") will be held on July 28, 2005 at 10:00 a.m. at Amber Room, Level Two, Sheraton Towers Singapore, Thirty-Nine Scotts Road, Singapore 228230 to transact the following business:-

AS ORDINARY BUSINESS

1. To read, consider and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended March 31, 2005 together with the Auditors' Report thereon. [Resolution 1]
2. To declare a first & final dividend of 5.651HK cents per ordinary share for the financial year ended March 31, 2005. [Resolution 2]
3. To approve the proposed Directors' fees of S\$150,000/- for the financial year ending March 31, 2006. [2005:S\$150,000/-] [Resolution 3]
4. To re-elect the following Directors retiring pursuant to the Company's Bye-Law:
 - (a) Mr Leung Chun Wah (retiring pursuant to Bye-Law 104) [Resolution 4]
 - (b) Mr Hung Yuk Choy (retiring pursuant to Bye-Law 104) [Resolution 5]
 - (c) Mr Phaisalakani, Vichai @ Hung, Andy (retiring pursuant to Bye-Law 107(B)) [Resolution 6]
5. To re-appoint Messrs Deloitte & Touche, Singapore as the Company's Auditors and to authorise the Directors to fix their remuneration. [Resolution 7]
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without any modifications:-

7. Authority to allot and issue shares up to 50% of issued share capital
"THAT pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to issue and allot new shares in the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, PROVIDED ALWAYS that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed 50% of the issued share capital of the Company, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed 20% of the issued share capital of the Company, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the Company's next Annual General Meeting is required by law or by the Bye-Laws of the Company to be held, whichever is the earlier." [Resolution 8]
[See Explanatory Note (i)]
8. Authority to grant options and issue shares under the Willas-Array Electronics Employee Share Option Schemes
"THAT the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Willas-Array Electronics Employee Share Option Scheme ("ESOS") II and to issue such shares as may be required to be issued pursuant to the exercise of the options under ESOS I and II provided always that the aggregate number of shares to be issued pursuant to ESOS I and II shall not exceed 15% of the issued share capital of the Company from time to time." [Resolution 9]
[See Explanatory Note (ii)]

BY ORDER OF THE BOARD

Jennifer Lee Siew Jee (Ms)
Keloth Raj Kumar (Mr)
Company Secretaries

Singapore,
July 5, 2005

Notes:

1. With the exception of the Central Depository (Pte) Ltd. (the "Depository") who may appoint more than two proxies, a shareholder of the Company entitled to attend and vote at the above Meeting is entitled to appoint no more than two proxies to attend and vote on its behalf. A proxy need not be a shareholder of the Company.
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), 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 shareholder of the Company 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 Meeting.
4. 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 at the office of Compact Administrative Services Pte Ltd, the Company's Singapore Share Transfer Agent, at 6 Shenton Way #28-09 DBS Building Tower Two Singapore 068809 not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

- (i) In the proposed Resolution 8 above, the percentage of issued share capital is calculated based on the issued share capital at the time of the passing of the resolution approving the mandate after adjusting for:- (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate; (c) any subsequent consolidation or subdivision of shares. The proposed Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue new shares in the Company (whether by way of rights, bonus or otherwise). The number of shares which the Directors may issue under this Resolution shall not exceed 50% of the issued share capital of the Company. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 20% of the issued share capital of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- (ii) The proposed Resolution 9, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting, to issue shares up to an amount in aggregate not exceeding 15% of the issued share capital of the Company from time to time pursuant to the exercise of the options under the ESOS I and II.

IMPORTANT NOTICE

Under the Companies Act 1981 of Bermuda (as amended) (the "Companies Act"), only those persons who agree to become a shareholder of a Bermuda company and whose names are entered on the register of members of such company may be shareholders, with rights to attend and vote at general meetings. Accordingly, depositors registered and holding shares through the Depository would not be recognised as shareholders of the Company, and would not have a right to attend and to vote at general meetings convened by the Company. In the event that depositors wish to attend and vote at general meetings of the Company, they would have to do so through the Depository appointing them as a proxy, pursuant to the Bye-Laws and the Companies Act. The proxy form would need to be completed by and deposited within the specified time frame, to enable such depositor as proxy to attend and vote at the relevant general meeting of the Company.