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威雅利電子(集團)有限公司

**WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong stock code: 854)**

**(Singapore stock code: W12)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON JULY 31, 2014,  
CHANGE OF DIRECTORS, CHANGE OF INDEPENDENT AUDITORS,  
AND FIRST AND FINAL DIVIDEND  
FOR THE YEAR ENDED MARCH 31, 2014**

1. All the proposed resolutions as set out in the AGM Notice were passed by the Shareholders by way of poll at the AGM;
2. With effect from the conclusion of the AGM:
  - a. Mr. Hung Yuk Choy has ceased to be the Deputy Managing Director and an Executive Director owing to retirement;
  - b. Mr. Leung Hon Shing has been elected as an Executive Director;
  - c. Mr. Hon Kar Chun, an Executive Director, has been appointed as the Managing Director; and
  - d. Mr. Kwok Chan Cheung has ceased to be the Managing Director but remains as the Deputy Chairman;
3. Deloitte HK has been appointed as the independent auditor of the Company to fill the vacancy arising from the retirement of Deloitte Singapore; and
4. The first and final dividend of HK\$0.06822 per Share for the Year will be payable on August 22, 2014.

## POLL RESULTS

The board of directors (the “**Board**”) of Willas-Array Electronics (Holdings) Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of the annual general meeting of the Company (the “**AGM**”) dated July 2, 2014 (the “**AGM Notice**”) to the holders of the Company’s ordinary shares with a nominal value of HK\$0.20 each (the “**Shares**” and the “**Shareholders**”, respectively) were passed by the Shareholders by way of poll at the AGM held on July 31, 2014.

As at the date of the AGM, there were a total of 376,744,800 issued Shares entitling the holders to attend and vote for or against all the proposed resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on the HK Stock Exchange (the “**HK Listing Rules**”) and Rule 704 (16) of the Listing Manual of the SGX-ST (“**SGX-ST Listing Manual**”).

There were no Shares requiring the holders to abstain from voting on the proposed resolutions at the AGM under the HK Listing Rules. No Shareholders have stated in the Company’s circular dated July 2, 2014 their intention to vote against or abstain from voting on any of the proposed resolutions at the AGM.

Boardroom Share Registrars (HK) Limited, the Company’s Hong Kong branch share registrar, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are set out as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note**)</i>	
		For	Against
<b>Ordinary Business</b>			
1.	To adopt the Directors’ Report and Audited Financial Statements of the Company for the financial year ended March 31, 2014 (the “ <b>Year</b> ”) together with the Independent Auditors’ Report thereon.	184,779,535 (100.00%)	0 (0.00%)
2.	To declare a first and final dividend of HK\$0.06822 per Share for the Year.	184,779,535 (100.00%)	0 (0.00%)
3.	To approve the Directors’ fees of S\$180,000 for the financial year ending March 31, 2015.	184,664,035 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Leung Chun Wah as an Executive Director of the Company (the “ <b>Executive Director</b> ”).	184,664,035 (100.00%)	0 (0.00%)
5.	To appoint Mr. Leung Hon Shing as an Executive Director.	183,774,835 (100.00%)	0 (0.00%)
6.	To appoint Deloitte Touche Tohmatsu as Independent Auditors of the Company in place of the retiring Independent Auditors and authorise the Directors to fix their remuneration.	184,759,535 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note**)</i>	
		For	Against
<b>Special Business</b>			
7.	* To authorise the Directors to allot and issue new Shares in the share capital of the Company.	182,248,535 (98.63%)	2,531,000 (1.37%)
8.	* To authorise the Directors to purchase or acquire Shares in the share capital of the Company under the Share Buyback Mandate.	184,109,035 (99.64%)	670,500 (0.36%)
9.	To authorise the Directors to allot and issue Shares under the Willas-Array Electronics Employee Share Option Scheme II.	183,896,035 (99.53%)	874,500 (0.47%)

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

Special Resolution		Number of Votes (Approximate %) <i>(Note**)</i>	
		For	Against
1.	* To approve the amendments to the Bye-Laws of the Company.	184,655,035 (100.00%)	0 (0.00%)

As more than three-fourths of the votes were cast in favour of the above proposed resolution, it was duly passed as a special resolution.

*Notes:*

\* Please refer to the AGM Notice for the full text of the above resolutions.

\*\* The number of votes and approximate percentage of voting Shares are based on the total number of the issued Shares held by the Shareholders who voted at the AGM in person or by proxy.

## CHANGE OF DIRECTORS

The Board also announces that with effect from the conclusion of the AGM:

### (1) Retirement of Executive Director

Mr. Hung Yuk Choy (“**Mr. Hung**”) has retired from office as an Executive Director and ceased to be the Deputy Managing Director of the Company. Mr. Hung has confirmed that he has no disagreement with the Board and there is no matter in relation to his retirement which need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Hung for his valuable contributions to the Company during his tenure of office.

### (2) Election of Executive Director

Mr. Leung Hon Shing (“**Mr. Leung**”) has been elected as an Executive Director. The particulars of Mr. Leung have been disclosed in the circular of the Company dated July 2, 2014.

### (3) Change of Managing Director

Mr. Hon Kar Chun (“**Mr. Hon**”), an Executive Director, has been appointed as the Managing Director of the Company (“**Managing Director**”) and Mr. Kwok Chan Cheung has ceased to be the Managing Director but remains as the Deputy Chairman and an Executive Director.

Mr. Hon’s brief biographical details have been disclosed in the Company’s announcement dated June 3, 2014.

## CHANGE OF INDEPENDENT AUDITORS

Deloitte Touch Tohmatsu, Hong Kong (“**Deloitte HK**”) has been appointed as the Independent Auditor of the Company to fill the vacancy arising from the retirement of Deloitte & Touche LLP (“**Deloitte Singapore**”) to hold office until the conclusion of the next AGM. Deloitte Singapore will continue to assist in reviewing the disclosure and compliance requirements under the SGX-ST Listing Manual following its retirement.

Deloitte Singapore has confirmed to the Company in writing that there were no matters in relation to change of auditors that should be brought to the attention of the Shareholders. In addition, the Board has confirmed that there is no disagreement between Deloitte Singapore and the Company, and there are no other matters in respect of the appointment of auditors that need to be brought to the attention of the Shareholders.

Representatives of Deloitte Singapore have attended the AGM.

## **FIRST AND FINAL DIVIDEND FOR THE YEAR**

The first and final dividend of HK\$0.06822 per Share for the Year (the “**Dividend**”) will be payable on Friday, August 22, 2014 to those Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Monday, August 11, 2014.

In order to qualify for the Dividend, Hong Kong Shareholders must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, August 11, 2014. Any removal of the Shares between the branch registers of members in Singapore and Hong Kong has to be made by Shareholders no later than 5:00 p.m. on Monday, August 4, 2014. Shareholders who hold their shares on the Hong Kong branch register of members will receive their Dividend payment in Hong Kong dollars while Shareholders who hold their shares on the Singapore register of members will receive their Dividend payment in Singapore dollars.

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

Hong Kong / Singapore, July 31, 2014

*As at the date of this announcement, the Board comprises four Executive Directors, namely Leung Chun Wah (Chairman), Kwok Chan Cheung (Deputy Chairman), Hon Kar Chun (Managing Director) and Leung Hon Shing; and three Independent Non-executive Directors, namely Jovenal R. Santiago, Wong Kwan Seng, Robert and Iu Po Chan, Eugene.*