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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages of the document which has been published by Willas-Array Electronics (Holdings) Limited (the “Company”) on the website of Singapore Exchange Securities Trading Limited on May 19, 2023.

For and on behalf of
Willas-Array Electronics (Holdings) Limited
Leung Hon Shing
Executive Director and Company Secretary

Hong Kong, May 19, 2023

As at the date of this announcement, the Board comprises two Executive Directors, namely Hon Kar Chun (Managing Director) and Leung Hon Shing; and three Independent Non-executive Directors, namely Lim Lee Meng, Tang Wai Loong Kenneth and Tong Kai Cheong.

CHANGE - ANNOUNCEMENT OF APPOINTMENT::APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Issuer & Securities

Issuer/ Manager

WILLAS-ARRAY ELEC (HLDGS) LTD

Securities

WILLAS-ARRAY ELEC (HLDGS) LTD - BMG9643L1349 - BDR

Stapled Security

No

Announcement Details

Announcement Title

Change - Announcement of Appointment

Date & Time of Broadcast

19-May-2023 21:46:54

Status

New

Announcement Sub Title

Appointment of Non-Executive Director

Announcement Reference

SG230519OTHRX3TD

Submitted By (Co./ Ind. Name)

Leung Hon Shing

Designation

Executive Director and Company Secretary

Description (Please provide a detailed description of the event in the box below)

Appointment of Ms Huang Shaoli as Non-Executive Director.

Additional Details

Date Of Appointment

20/05/2023

Name Of Person

Huang Shaoli

Age

46

Country Of Principal Residence

China

[The Board's comments on this appointment \(including rationale, selection criteria, board diversity considerations, and the search and nomination process\)](#)

The Board has considered the Nomination Committee's recommendation and assessment on Ms. Huang's background, qualifications, experience, and commitment in the discharge of her duties as a Director of Willas-Array Electronics (Holdings) Limited, and being satisfied that she has the requisite capabilities to contribute to the Board, has approved her appointment.

[Whether appointment is executive, and if so, the area of responsibility](#)

Non-executive

[Job Title \(e.g. Lead ID, AC Chairman, AC Member etc.\)](#)

Non-executive Director

[Professional qualifications](#)

Please see attached APPENDIX A.

[Any relationship \(including immediate family relationships\) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or any of its principal subsidiaries](#)

Yes, she is the wife of Mr. Xie Lishu ("Mr. Xie"), the chairman of the Board and a non-executive director as well as a substantial shareholder of the Company.

[Conflict of interests \(including any competing business\)](#)

Mr. Xie and Ms. Huang (collectively, the "Appointed Directors") are directors and substantial shareholders of Shanghai YCT Electronics Group Co., Ltd. ("Shanghai YCT"). Since the Company and Shanghai YCT (including their respective underlying entities) are in the same industry (i.e., an authorized distributor of electronic components for use in various industries as well as provision of engineering solutions), have the same or similar business model, operate in the same geographical region and have overlapping upstream suppliers and customers, the Appointed Directors may face potential conflicts of interests.

The Company has adopted measures to implement effective conflicts of interest management and delineate the business of the Company from that of Shanghai YCT, including obtaining an enforceable non-competition undertaking from the Appointed Directors in favour of the Company.

Further, the Appointed Directors shall also recuse themselves from discussions and decisions involving any issues of their conflict of interests, and shall abstain from voting as directors on the relevant matters.

For details, please refer to the announcement of the Company on SGXNET dated May 19, 2023.

[Working experience and occupation\(s\) during the past 10 years](#)

Please see attached APPENDIX A.

[Undertaking submitted to the listed issuer in the form of Appendix 7.7 \(Listing Rule 704\(7\)\) Or Appendix 7H \(Catalist Rule 704\(6\)\)](#)

Yes

[Shareholding interest in the listed issuer and its subsidiaries?](#)

Yes

[Shareholding Details](#)

Ms. Huang is deemed interested in 18,614,309 ordinary shares of the Company.

These fields are not applicable for announcements of appointments pursuant to Listing Rule 704 (9) or Catalist Rule 704 (8).

Past (for the last 5 years)

Please see attached APPENDIX A.

Present

Please see attached APPENDIX A.

(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?

No

(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?

No

(c) Whether there is any unsatisfied judgment against him?

No

(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?

No

(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?

No

(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?

No

(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?

No

(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?

No

(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?

No

(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-

(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or

No

(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or

No

(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or

No

(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?

No

(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?

No

Any prior experience as a director of an issuer listed on the Exchange?

No

If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange

The Company will arrange for Ms. Huang to undergo seminars and courses conducted by the Singapore Institute of Directors on the roles and responsibilities of a director of a listed company as prescribed by the Exchange.

Attachments

[Appendix A - Huang.pdf](#)

Total size = 146K MB

APPENDIX A

Name of Director: Huang Shaoli

Professional qualifications	
<ul style="list-style-type: none">● Junior College Degree in International Business, Shanghai Institute of Science & Technology Management (from 1997 to 1999)	
Working experience and occupation(s) during the past 10 years	
<ul style="list-style-type: none">● Vice President, Shanghai YCT Electronics Group Co., Ltd (“Shanghai YCT”) (from 2010 to 2019)● Director, Shanghai YCT (from 2019 to present)	
Other Directorships	
Past (for the last 5 years)	Nil
Present	<ol style="list-style-type: none">(1) Director, SHANGHAI YCT ELECTRONICS GROUP CO., LTD(2) Director, KUNSHAN ARCHER ELECTRONICS CO., LTD(3) Chairman, Shenzhen E-Mantech Co. Ltd(4) Director, Shanghai Xuhe Energy Saving Technology Co. Ltd(5) Director, Shenzhen Ouchuangxin Semiconductor Co., Ltd(6) Director, TEXIN (HONGKONG) ELECTRONICS CO. LIMITED(7) Director, Shanghai Xuze Electronic Components Co., Ltd(8) Director, Jieyang Xuze Electronic Parts Co., Ltd