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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 July 25, 2025.

By Order of the Board
Willas-Array Electronics (Holdings) Limited
Xie Lishu
Chairman and Executive Director

Hong Kong, July 25, 2025

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

WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED

(The "Company")

(Incorporated in Bermuda with limited liability)

Minutes of Annual General Meeting held at, Level 3, Far East Group Building, 51 Ubi Ave 3, Singapore 408858, on Friday, 27 June 2025 at 9:30 a.m.

Shareholders' Present : As per attendance sheet

In Attendance : Mr. Xie Lishu (Chairman & Executive Director)
Mr. Fan Qinsheng (Executive Director & Authorised Representative)
Ms. Huang Shaoli (Non-executive Director)
Mr. Chong Eng Wee (Lead Independent Non-executive Director)
Mr. Lau Chin Huat (Independent Non-executive Director)
Mr. Tso Sze Wai (Independent Non-executive Director)
Dr. Jiang Maolin (Independent Non-executive Director)

By Invitation : As per attendance sheet

CHAIRMAN

Mr. Xie Lishu ("**Mr. Xie**"), chairman ("**Chairman**") of the board of directors of the Company (hereinafter referred to as the "**Directors**" or, the "**Board**"), took the chair and welcomed all present to the Company's annual general meeting (the "**AGM**").

After obtaining confirmation from the Company Secretary that a quorum was present, the Chairman called the meeting to order at 9:30 a.m. and handed the meeting over to Mr. Chong Eng Wee ("**Mr. Chong**"), the Lead Independent Non-executive Director of the Company, to proceed with the business of this meeting.

Mr. Chong informed the shareholders that in line with the requirements of the applicable listing rules, all resolutions at the meeting would be put to vote by way of a poll. He further informed the shareholders that Messrs Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the polling agent (the "Polling Agent") and Messrs Reliance 3P Advisory Pte. Ltd. was appointed as the scrutineer. He then requested a representative of the Polling Agent to take the shareholders through the Poll Voting process. The Polling Agent then took the shareholders through the Poll Voting procedures and thereafter handed the meeting back to Mr. Chong.

NOTICE OF MEETING

Mr. Chong suggested that as the notice convening the AGM has been circulated to all the shareholders of the Company (the "**Shareholders**") for the requisite period before the AGM, it be taken as read.

At this juncture, Mr. Chong informed the Shareholders on the process of dealing with the items on the agenda, whereby he will begin by introducing the agenda items in sequence and thereafter request for a proposer and a seconder. Following which he will invite Shareholders to put forth their queries on the respective motions, to which he and his fellow Board members will attempt to answer. A poll will be taken respectively on each of the motion put forth at the meeting after the queries that were raised by the shareholders on the motion concerned have been dealt with accordingly.

Mr. Chong then moved into the business of the meeting: -

MEETING AGENDA

RESOLUTION 1 - AUDITED CONSOLIDATED FINANCIAL STATEMENTS TOGETHER WITH DIRECTORS' REPORT AND INDEPENDENT AUDITOR'S REPORT THEREON

Mr. Chong invited questions from the floor after the motion to read, consider and adopt the Audited Consolidated Financial Statements of the Company and its subsidiaries for the nine-month ended December 31, 2024 together with the Directors' Report and Independent Auditors' Report thereon, had been duly proposed and seconded.

As there were no questions in relation to the Audited Consolidated Financial Statements of the Company and its subsidiaries for the nine-month ended December 31, 2024 together with the Directors' Report and Independent Auditors' Report, the ordinary resolution was passed by the Shareholders by way of a poll: -

The results of the poll were as follows:

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 1 duly carried.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

Mr. Chong invited questions from the floor after the motion to re-elect Mr. Xie Lishu (who will retire pursuant to bye-law 104 of the Company's Bye-Laws) as an Executive Director of the Company had been duly proposed and seconded.

As there were no questions in relation to the re-election of Mr. Xie Lishu, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	**For**		**Against**	
	Number of shares	**As a percentage of total number of votes for and against the resolution (%)**	**Number of shares**	**As a percentage of total number of votes for and against the resolution (%)**
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 2 duly carried.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR

Mr. Chong handed the meeting to Mr. Lau Chin Huat ("**Mr. Lau**") to take through the motion on the re-election of himself as an Independent Non-executive Director of the Company. Mr. Lau invited questions from the floor after the motion to re-elect Mr. Chong Eng Wee (who will retire pursuant to bye-law 104 of the Company's Bye-Laws) as an Independent Non-executive Director of the Company and he will continue in the capacities as the Lead Independent Director, the Chairman of the Nomination Committee as well as a member of each of the Audit Committee, Remuneration Committee and Compliance Committee had been duly proposed and seconded.

As there were no questions in relation to the re-election of Mr. Chong Eng Wee, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,970,845	76,970,845	100.00%	0	0.00%

Based on the result, Mr. Lau declared Resolution 3 duly carried and handed the meeting back to Mr. Chong.

RESOLUTION 4 – RE-ELECTION OF DIRECTOR

Mr. Chong invited questions from the floor after the motion to re-elect Mr. Tso Sze Wai (who will retire pursuant to bye-law 104 of the Company's Bye-Laws) as an Independent Non-executive Director of the Company and he will continue in the capacities as an Independent Non-executive Director, the chairman of the Remuneration Committee as well as a member of each of the Audit Committee, Nomination Committee, Compliance Committee and ESOS Committee had been duly proposed and seconded.

As there were no questions in relation to the re-election of Mr. Tso Sze Wai, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,970,845	76,970,845	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 4 duly carried.

RESOLUTION 5 - DIRECTORS' FEES TO THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2025.

Mr. Chong invited questions from the floor after the motion to approve the proposed Directors' Fees of S$210,000/- to the Independent Non-executive Directors for the financial year ending December 31, 2025 had been duly proposed and seconded.

As there were no questions in relation to the Directors' Fees of S$210,000/- to the Independent Non-executive Directors for the financial year ending December 31, 2025, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 5 duly carried.

RESOLUTION 6 – DIRECTOR'S FEE TO THE NON-EXECUTIVE DIRECTOR, MS. HUANG SHAOLI, FOR THE FINANCIAL YEAR ENDING DECEMBER 31, 2025

Mr. Chong invited questions from the floor after the motion to approve the Director's Fee of HK$ 780,000/- to the Non-executive Director, Ms. Huang Shaoli for the financial year ending December 31, 2025 had been duly proposed and seconded.

As there were no further questions in relation to the Director's Fee of HK$780,000/- to the Non-executive Director, Ms. Huang Shaoli, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 6 duly carried.

RESOLUTION 7 - RE-APPOINTMENT OF INDEPENDENT AUDITOR

Mr. Chong invited questions from the floor after the motion to re-appoint Messrs. Ernst & Young LLP as the independent auditor of the Company and to authorise the Directors of the Company to fix their remuneration had been duly proposed and seconded.

As there were no questions in relation to the re-appointment of the independent auditor, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 7 duly carried.

RESOLUTION 8 - AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES

Mr. Chong invited questions from the floor after the motion to authorise the Directors to allot and issue new ordinary shares in the share capital of the Company (the "**Shares**") had been duly proposed and seconded.

As there were no further questions in relation to the authority to Directors to allot and issue Shares, the ordinary resolution was passed by the Shareholders by way of a poll.

The results of the poll were as follows: -

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
76,971,245	76,971,245	100.00%	0	0.00%

Based on the result, Mr. Chong declared Resolution 8 duly carried.

RESOLVED THAT pursuant to Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "**SGX-ST**" and the "**SGX-ST Listing Manual**", respectively) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**" and the "**Hong Kong Listing Rules**", respectively):

(a) subject to paragraph (c) below and pursuant to the SGX-ST Listing Manual and the Hong Kong Listing Rules, respectively, authority be and is hereby given to the directors of the Company (the "**Directors**"), 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, to exercise all the powers of the Company to allot and issue new ordinary shares of the Company (the "**Shares**") (whether by way of rights, bonus or otherwise) or securities convertible into Shares or options, warrants or similar rights to subscribe or exchange for Shares or convertible securities, and to make or grant offers, agreements, options or similar rights that might or would require Shares to be issued (the "**Instruments**"), including but not limited to, warrants or similar Instruments;

(b) the approval in paragraph (a) above shall authorise the Directors to make or grant Instruments during the Relevant Period (as defined below), which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to Instruments or otherwise) by the Directors pursuant to the approval in paragraph (a) above, shall not exceed 50% of the total number of Shares in issue (as defined below) (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with paragraph (d) below), of which the aggregate number of Shares (including the Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued, or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to Instruments or otherwise) other than on a *pro-rata* basis to the existing shareholders of the Company (the "**Shareholders**") shall not exceed 20% of the total number of Shares in issue (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with paragraph (d) below) as at the date of passing of this Resolution provided that if any subsequent bonus issue, reduction, consolidation or sub-division of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of Shares in issue immediately before and after such bonus issue, reduction, consolidation or sub-division shall be the same and such maximum number of Shares shall be adjusted accordingly; and

(d) for the purpose of this Resolution:

"**Relevant Period**" means the period from the date of the passing of this Resolution until the earliest of:

(i) the conclusion of the next annual general meeting of the Company (the "**AGM**"); or

(ii) the date by which the next AGM is required by applicable laws or by the bye-laws of the Company (the "**Bye-laws**") to be held; or

(iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting; and

"**total number of Shares in issue**" means (subject to such manner of calculation as may be prescribed by the SGX-ST and/or the Hong Kong Stock Exchange for the purpose of determining the aggregate number of Shares that may be issued under paragraph (c) above) the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the share capital of the Company at the time this Resolution is passed, after adjusting for: (I) any new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which are outstanding or subsisting at the time this Resolution is passed; and (II) any subsequent bonus issue, reduction, consolidation or sub-division of Shares.

RESOLUTION 9 – ANY OTHER ORDINARY BUSINESS

There being no further business, the meeting ended with a vote of thanks to the Chair at 9:45 a.m.

Confirmed by

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XIE LISHU
CHAIRMAN OF THE MEETING