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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)**

# INTERESTED PERSON TRANSACTION PURSUANT TO RULE 905(2) OF THE SGX-ST LISTING MANUAL

# SUPPLEMENTAL AGREEMENT TO THE LOAN AGREEMENT WITH SHANGHAI YCT

## INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of Willas-Array Electronics (Holdings) Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 25 September 2026 (the "**Previous Announcement**") in relation to, among others, the entry into a loan agreement dated 25 September 2026 (the "**Loan Agreement**") by the Company and its subsidiaries, Willas-Array Electronics (Shenzhen) Limited and Willas-Array Electronics (Shanghai) Limited (collectively, the "**Existing Borrowers**") with Shanghai YCT Electronics Group Co., Ltd ("**Shanghai YCT**"), as lender.

Pursuant to the Loan Agreement, Shanghai YCT has agreed to extend to the Existing Borrowers a revolving loan facility of up to RMB100,000,000 (or its equivalent in another currency) (the "**Facility**"), on the terms set out in the Previous Announcement.

For the purposes herein, the "**Shanghai YCT Group**" refers to, collectively, Shanghai YCT and its subsidiaries, but excludes companies within the Group. Such transactions entered into by the Group with the Shanghai YCT Group constitute "interested person transactions" ("**IPTs**") under Rule 904 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST Listing Manual**").

## SUPPLEMENTAL AGREEMENT TO THE LOAN AGREEMENT

The Board wishes to announce that, on October 30, 2026, the parties to the Loan Agreement entered into a supplemental agreement (the "**Supplemental Agreement**") with the following additional parties to provide for their inclusion as additional lender and borrowers under the Loan Agreement:

| **Capacity** | **Additional parties** |
|---|---|
| Lender | Texin (Hongkong) Electronics Co. Limited ("**Texin**"), an indirect wholly-owned subsidiary of Shanghai YCT |
| Borrowers | (i) Willas-Array Electronics (Hong Kong) Limited ("**Willas-Array HK**"); and<br><br>(ii) Shenzhen Yalixin Electronics Co., Ltd. ("**Shenzhen Yalixin**"),<br><br>both subsidiaries of the Company |

Pursuant to the Supplemental Agreement, Texin will be an additional lender under the Facility, and Willas-Array HK and Shenzhen Yalixin will be additional borrowers (together with the Existing Borrowers, the "**Borrowers**").

Save for the addition of the foregoing parties to the Loan Agreement, all material terms of the Loan Agreement remain unchanged, including the aggregate Facility limit of RMB100,000,00 (or its equivalent in another currency), the interest rate of 4.8% per annum, the tenure and repayment terms of the Facility, and the joint and several repayment obligations of the Borrowers.

To achieve an effective Group treasury management, the Supplemental Agreement was entered into to facilitate the other members of the Group's access to a readily available source of funds in Hong Kong and People Republic of China to meet their general working capital requirements as and when the need arises.

## INTERESTED PERSON TRANSACTION

As disclosed in the Previous Announcement, Shanghai YCT is a controlling shareholder of the Company holding a deemed interest in 76,955,745 ordinary shares of the Company ("**Shares**"), representing approximately 74.72% of the issued share capital of the Company. Such deemed interests arise from the Shares held through Texin.

Pursuant to Rule 904(4) of the SGX-ST Listing Manual, Shanghai YCT and its subsidiaries (such subsidiaries being "associates" of Shanghai YCT per the definition in the SGX-ST Listing Manual) are "interested persons" vis-à-vis the Company and its subsidiaries, which are regarded as "entities at risk" pursuant to Rule 904(2) of the SGX-ST Listing Manual. Accordingly, the entry into the Supplemental Agreement by (i) the Company and its subsidiaries (i.e. the Group), and (ii) Shanghai YCT and its subsidiaries (i.e. including Texin), constitute an "interested person transaction" under Rule 904 of the SGX-ST Listing Manual.

Pursuant to Rule 908 of the SGX-ST Listing Manual, transactions entered into by the Group with the Shanghai YCT Group are deemed to be transactions entered into with the same interested person, and such transactions entered into during the same financial year will be aggregated for the purposes of aggregation in Rule 905(2) of the SGX-ST Listing Manual.

As aggregate Facility limit, interest rate, tenure and other material commercial terms of the Loan Agreement remain unchanged, the Supplemental Agreement does not result in the maximum or additional interest payable under the Facility. Accordingly, the amount at risk to the Company in respect of the Facility remains RMB4,800,000 (approximately HK$6,000,000 or S$978,633.18), as disclosed in the Previous Announcement, assuming full utilisation of the Facility throughout its initial one-year term.

**TOTAL VALUE OF ALL IPTS WITH THE SHANGHAI YCT GROUP FOR FY2026**

Save for the Supplemental Agreement, the Group has not entered into any further IPTs (excluding transactions which are less than S$100,000) with the Shanghai YCT Group since the Previous Announcement. Accordingly, the aggregate value of all IPTs (excluding transactions less than S$100,000 and the Supplemental Deeds (as defined and referred to in the Previous Announcement)) entered into by the Group with the Shanghai YCT Group since the current financial year commencing on 1 January 2026, up to the date of this announcement, remains approximately HK$23,583,444.00 (or approximately S$3,846,590.12), representing approximately 4.65% of the Group's latest audited NTA. Shareholders may refer to the Previous Announcement for details of the IPTs entered into by the Group with the Shanghai YCT Group during FY2026 (up to the date of this announcement).

**TOTAL VALUE OF ALL IPTS FOR FY2026**

Save as disclosed above, since the current financial year commencing on January 1, 2026 up to the date of this announcement, there were no other IPTs (excluding transactions which are less than S$100,000) entered into between the Group and all its interested persons.

## AUDIT COMMITTEE STATEMENT

The Audit Committee of the Company, having considered the terms and rationale of the Supplemental Agreement, is of the view that the Loan Agreement, as supplemented by the Supplemental Agreement, remains on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

## INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Xie Lishu ("**Mr. Xie**"), the Chairman and Executive Director of the Company, also serves as the chairman of the board of directors and the chief executive officer of Shanghai YCT. By virtue of his direct shareholding of 51.71% in Shanghai YCT, Mr. Xie is deemed to be interested in the Shares held by Texin. Huang Shaoli, the non-executive director of the Company and an executive director of Shanghai YCT, is the wife of Mr. Xie and is likewise deemed to be interested in the Shares held by Texin.

Save as disclosed above, none of the Directors or controlling shareholders of the Company and their respective associates have any interest, direct or indirect, in the Supplemental Agreement, other than through their respective shareholdings (if any), employment and/or directorship (as applicable) in the Company.

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

Hong Kong/Singapore, October 30, 2026

*As at the date of this announcement, the Board comprises one executive Director, Xie Lishu (Chairman); 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.*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*