

WILLAS-ARRAY

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)

VOLUNTARY UNCONDITIONAL CASH OFFERS BY GUOSEN SECURITIES (HK) CAPITAL COMPANY LIMITED AND EVOLVE CAPITAL ADVISORY PRIVATE LIMITED FOR AND ON BEHALF OF TEXIN (HONGKONG) ELECTRONICS CO. LIMITED TO ACQUIRE ALL THE ISSUED SHARES AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY TEXIN (HONGKONG) ELECTRONICS CO. LIMITED AND PARTIES ACTING IN CONCERT WITH IT)

30 August 2024

To: The Shareholders and Option Holders of Willas-Array Electronics (Holdings) Limited

Dear Sir/Madam,

NOTICE TO SHAREHOLDERS AND OPTION HOLDERS REGARDING ELECTRONIC DISSEMINATION OF THE RESPONSE DOCUMENT (THE "NOTIFICATION LETTER")

1. INTRODUCTION

The Board of Directors (the "Board" or "Directors") of Willas-Array Electronics (Holdings) Limited ("Company") refers to:

- the joint announcement dated 1 February 2024 jointly published by the Offeror and the Company in relation to the pre-conditional voluntary conditional cash offers to be made by Guosen Capital and Evolve Capital on behalf of the Offeror to acquire all the Shares and to cancel all outstanding Share Options (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it);
- the joint announcement dated 11 July 2024 jointly published by the Offeror and the Company in relation to the fulfillment of the Pre-conditions and the Offeror's firm intention to make the Offers, in compliance with the Takeovers Code and the SG Code;
- the offer document dated 1 August 2024 jointly issued by Guosen Capital as the HK Offer Agent and Evolve Capital as the SG Offer Agent for and on behalf of the Offeror in relation to the Offers;
- the joint announcement dated 15 August 2024 jointly published by the Offeror and the Company in relation to the delay in despatch of the offeree board circular ("Response Document") and extension of the Offer Period;
- the joint announcement dated 27 August 2024 jointly published by the Offeror and the Company in relation to the levels of acceptance, Offers declared unconditional in all respects and extension of the Closing Date;
- the announcement dated 30 August 2024 made by the Company in relation to the despatch of this Notification Letter; and
- the Response Document dated 30 August 2024 issued by the Company in relation to the Offers.

Unless otherwise defined herein, capitalised terms used herein shall bear the same meaning ascribed to them in the Response Document.

2. ELECTRONIC DISSEMINATION OF THE RESPONSE DOCUMENT

The Board would like to inform that the Company has today, disseminated to Shareholders and Option Holders the Response Document containing, *inter alia*, the letter of recommendation from the Independent Board Committee to the Independent Shareholders and the Option Holders regarding the Offers and the letters of advice from the Independent Financial Advisers to the Independent Board Committee in relation to the Offers.

The Company has opted for electronic dissemination of the Response Document through publication on the website of the SGX-ST, the Stock Exchange and the website of the Company. Accordingly, please note that no printed copies of the Response Document will be despatched to Shareholders and Option Holders.

To access the electronic version of the Response Document and its related documents:

- you may access the website of the SGX-ST at <https://www.sgx.com> and select the section "Securities", select "Company Announcements" from the drop-down menu list and type the name of the Company: "WILLAS-ARRAY ELEC (HLDGS) LTD" in the box titled "Filter by Company/Security Name". "WILLAS-ARRAY ELEC (HLDGS) LTD" will appear as a drop-down item below the filter box.
Thereafter, please select the announcement dated 30 August 2024 titled "REPL::Tender/Acquisition/Takeover/Purchase Offer::Voluntary". The Response Document and its related documents can be accessed by clicking on the links under the section titled "Attachments" at the bottom of the announcement;
- you may also access the website of the Stock Exchange at <https://www.hkexnews.hk/index.htm>. Type the name of the Company "Willas-Array" in the box titled "Stock Code/Stock Name". "Willas-Array" will appear as a drop-down item below the filter box.
Thereafter, the Response Document and its related documents can be accessed by clicking on the links under the announcement dated 30 August 2024 titled "Response Document relating to voluntary unconditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by Texin (Hongkong) Electronics Co. Limited and parties acting in concert with it)";
- you may also access the Offeror's website at <https://www.yctexin.com/>. Click on "News" accessible from the navigation bar and select "Company News" from the drop-down item. The Response Document and its related documents can be accessed by clicking on the links under the announcement dated 30 August 2024 titled "Response Document relating to the voluntary unconditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it)"; and
- you may also access the Company's website at <https://www.willas-array.com.cn>. Click on "Investor Relations" accessible from the navigation bar and select "SEHK Investors" from the drop-down item (for Hong Kong shareholders) or "SGX Investors" from the drop-down item (for Singapore shareholders). Under "Corporate News", the Response Document and its related documents can be accessed by clicking on the links under the announcement dated 30 August 2024 titled "Response Document relating to voluntary unconditional cash offers by Guosen Securities (HK) Capital Company Limited and Evolve Capital Advisory Private Limited for and on behalf of Texin (Hongkong) Electronics Co. Limited to acquire all the issued shares and to cancel all outstanding share options of Willas-Array Electronics (Holdings) Limited (other than those already owned or agreed to be acquired by Texin (Hongkong) Electronics Co. Limited and parties acting in concert with it)".

The Response Document requires the immediate attention of the Shareholders and Option Holders. The Independent Shareholders and Option Holders are encouraged to read the Response Document carefully, including the advice of the Independent Financial Advisers to the Independent Board Committee and the recommendation of the Independent Board Committee to the Independent Shareholders and Option Holders in respect of the Offers before deciding whether or not to accept the Offers. **Shareholders and Option Holders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**

3. CLOSING DATE

Shareholders and Option Holders should note that the Offers will close at 4 p.m. (Singapore time) on Friday, 27 September 2024, or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of this Notification Letter) have taken all reasonable care to ensure that the facts stated in this Notification Letter are fair and accurate and that no material facts have been omitted from this Notification Letter (the omission of which would render any statement in this Notification Letter misleading in any material aspect), and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Notification Letter.

Yours faithfully

For and on behalf of

Willas-Array Electronics (Holdings) Limited

Fan Qinsheng

Executive Director