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VOLUNTARY CONDITIONAL CASH OFFERS

by

**Offer Agent and Financial Adviser
to the Offeror in Hong Kong**



國信證券(香港)
GUOSEN SECURITIES (HK)

Guosen Securities (HK) Capital Company Limited
國信證券(香港)融資有限公司

**Offer Agent and Financial Adviser
to the Offeror in Singapore**



Evolve Capital Advisory
晉化資本

Evolve Capital Advisory Private Limited
晉化資本私人有限公司

for and on behalf of



TEXIN (HONGKONG) ELECTRONICS CO. LIMITED

香港雅創台信電子有限公司

(Incorporated in Hong Kong)

to acquire all the issued shares and to cancel all outstanding share options of

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)

**NOTIFICATION TO SHAREHOLDERS AND OPTION HOLDERS REGARDING
ELECTRONIC DESPATCH OF OFFER DOCUMENT AND RELATED DOCUMENTS**

1 August 2024

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

Dear Sir/Madam,

**VOLUNTARY CONDITIONAL 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 OF
WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED 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)**

INTRODUCTION

Reference is made to:

- (a) 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);
- (b) 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; and
- (c) the offer document dated 1 August 2024 (the "**Offer Document**") 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.

Unless otherwise defined, all capitalised terms used herein shall have the same meaning as those defined in the Offer Document.

ELECTRONIC DESPATCH OF OFFER DOCUMENT

Pursuant to the public statement on the further extension of the temporary measures to allow for electronic despatch of take-over documents under the SG Code issued by SIC on 29 June 2021 and Rule 8.7 of the Takeovers Code, the Offeror has opted to electronically despatch the Offer Document. Accordingly, subject to any request from any Shareholder or Option Holder for a physical copy of the Offer Document, please note that no printed copies of the Offer Document will be despatched to Shareholders or the Option Holders.

An electronic copy of the Offer Document, the Acceptance Forms have, as of the date of this notification (the “**Notification**”), been published on the website of the SGX-ST, the Stock Exchange and the websites of the Offeror and the Company. To access the electronic version of the Offer Document and the Acceptance Forms:

- (a) you may access the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements>. Type the name of the Company “***Willas-Array Electronics (Holdings) Limited***” in the box titled “***Filter by Company/Security Name***”. “***Willas-Array Electronics (Holdings) Limited***” will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 1 August 2024 titled “***Electronic Despatch of Offer Document***”. The Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the section titled “***Attachments***” at the bottom of the announcement;

- (b) 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 Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled “***FAT HK for Share Offer***”, “***FAOO and Cancellation of Share Options***”, “***Form of Acceptance and Transfer for Offer Shares (SG)***”, “***Form of Acceptance and Authorisation for Offer Shares (SG)***” and “***Offer Document relating to the voluntary conditional 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)***” respectively;

- (c) 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 Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled "***Form of Acceptance and Transfer for Offer Shares***", "***Form of Acceptance of Option Offer***" and "***Offer Document relating to the voluntary conditional 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)***" respectively; and
- (d) 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 Offer Document and the relevant Acceptance Forms can be accessed by clicking on the links under the announcements dated 1 August 2024 titled "***Form of Acceptance and Transfer for Offer Shares***", "***Form of Acceptance of Option Offer***" and "***Offer Document relating to the voluntary conditional 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)***" respectively.

Pursuant to the mandatory electronic dissemination of corporate communications adopted by the Company on 15 March 2024 pursuant to the amended Rules 2.07A and 2.07B of the Listing Rules and the Memorandum and Bye-Laws of the Company, the Acceptance Forms, which constitute actionable corporate communications, will be sent to Shareholders and Option Holders in electronic form if their email addresses have been provided to the Company. If no email address is given by the Shareholder (or the Option Holder, as the case may be) or the email address provided is not functional, the Company will send the Shareholder (or the Option Holder, as the case may be) a printed copy of the actionable corporate communication by post, together with a request form for soliciting the functional email address of the Shareholder (or the Option Holder, as the case may be) to facilitate electronic dissemination of actionable corporate communications in the future at the address of the Shareholder (or the Option Holder, as the case may be) as it appears in the Company's register of members. For the avoidance of doubt, Shareholders and Option Holders are entitled at any time by reasonable notice in writing to the Company c/o the Registrar HK or by email to ir@willas-array.com to request for a hard copy of the Offer Document.

Physical copies of the relevant Acceptance Form(s) are also enclosed with this Notification.

CLOSING DATE

The Offers will close at 4:00 p.m. on Thursday, 29 August 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror. Details of the indicative timetable of the Offers are also set out in the section headed “Expected Timetable” in the Offer Document.

PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offers are set out in Appendix I to the Offer Document and in the accompanying Acceptance Forms.

CPFIS Investors should receive further information on how to accept the Share Offer from their respective CPF Agent Banks shortly. CPFIS Investors are advised to consult their respective CPF Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors should seek independent professional advice.

CPFIS Investors who wish to accept the Share Offer are to reply to their respective CPF Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks. CPFIS Investors who accept the Share Offer will receive the Offer Price payable in respect of their Offer Shares in their CPF investment accounts.

GENERAL

Guosen Capital and Evolve Capital are acting for and on behalf of the Offeror and do not purport to advise you and/or any other person. In preparing the Offer Document for and on behalf of the Offeror, Guosen Capital and Evolve Capital have not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and/or constraints of any Shareholder or any Option Holder.

The views of the directors of the Company who are considered independent for the purposes of the Offers and the independent financial adviser to the Company will be made available to you in due course by the Company. You may wish to consider their views before taking any action in relation to the Offers.

Persons (including Option Holders) who are in doubt as to the action they should take should consult a licensed securities dealer or registered institutions in securities, bank manager, solicitor, professional accountant or other professional advisers.

OVERSEAS SHAREHOLDERS AND OVERSEAS OPTION HOLDERS

The Offer Document will not be filed under the applicable securities or equivalent legislation or rules of any jurisdiction other than Hong Kong and Singapore.

The Offers are in respect of a company incorporated in Bermuda and listed on the Stock Exchange in Hong Kong and the SGX-ST in Singapore and is therefore subject to the procedure and disclosure requirements of laws, regulations and rules in Hong Kong and Singapore, which may be different to those in other jurisdictions.

The Independent Shareholders who are also Overseas Shareholders and Overseas Option Holders who wish to participate in the Offers are subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the Offers. Overseas Shareholders and/or Overseas Option Holders should observe any applicable legal and regulatory requirements and, where necessary, consult their own professional advisers.

It is the responsibility of each of the Overseas Shareholders and Overseas Option Holders who wishes to accept the Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offers (including the obtaining of any governmental, exchange control or other consent and any registrations or filings which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas Shareholders and/or Overseas Option Holders in respect of such jurisdictions).

The Offeror, Guosen Capital, Evolve Capital, CDP and any person involved in the Offers shall be entitled to be fully indemnified and held harmless by such accepting Overseas Shareholder or accepting Overseas Option Holder for any taxes, imposts, duties or requisite payment as such accepting Overseas Shareholder or accepting Overseas Option Holder may be required to pay.

Acceptances of the Offers by any such person will be deemed to constitute a representation and warranty by such person to the Offeror that the local laws and requirements have been complied with and such person is permitted under all applicable laws to accept the Offers and any revision thereof, and such acceptances shall be valid and binding in accordance with all applicable laws.

The Offeror reserves the right to notify any matter, including the making of the Offers, to Overseas Shareholders and Overseas Option Holders by announcement or by advertisement in a newspaper which may not be circulated in the jurisdiction in which the Overseas Shareholders and Option Holders are resident. The notice will be deemed to have been sufficiently given, despite any failure by an Overseas Shareholder and/or Overseas Option Holder to receive or see that notice.

The making of the Share Offer to Overseas Shareholders may be affected by laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. For the avoidance of doubt, the Share Offer is made to all Singapore Shareholders including those to whom the Offer Document and/or the FAA SG and/or the FAT SG have not been, or will not be, sent.

RESPONSIBILITY STATEMENT

The directors of each of the Offeror and Shanghai YCT jointly and severally accept full responsibility for the accuracy of the information contained in this Notification, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this Notification have been arrived at after due and careful consideration and there are no other facts not contained in this Notification, the omission of which would make any statement in this Notification misleading.

The directors of the Offeror (who may have delegated detailed supervision of this Notification) accepts full responsibility for the accuracy of information contained in this Notification and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this Notification have been arrived at after due and careful consideration and there are no other facts not contained in this Notification, the omission of which would make any statement in this Notification misleading. They have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notification are fair and accurate and that no material facts have been omitted from this Notification.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, in relation to the Company or its subsidiaries), the sole responsibility of the directors of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Notification.

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

Issued by

GUOSEN SECURITIES (HK) CAPITAL COMPANY LIMITED
EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

For and on behalf of

TEXIN (HONGKONG) ELECTRONICS CO. LIMITED

1 August 2024