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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)

SUPPLEMENTAL ANNOUNCEMENT (1) TERMINATION OF 2025 MASTER SUPPLY FRAMEWORK AGREEMENT AND 2025 MASTER PURCHASE FRAMEWORK AGREEMENT; AND (2) REVISION OF ANNUAL CAP FOR PREVIOUSLY FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS UNDER THE MASTER SUPPLY FRAMEWORK AGREEMENT

Reference is made to the announcement of Willas-Array Electronics (Holdings) Limited dated August 14, 2025 (the "**Announcement**") in relation to the termination of 2025 Master Supply Framework Agreement and 2025 Master Purchase Framework Agreement and the revision of annual cap for the previously fully exempt continuing connected transactions under the Master Supply Framework Agreement. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

This announcement is published for the purpose of providing supplemental information to the Announcement.

TERMINATION OF 2025 MASTER SUPPLY FRAMEWORK AGREEMENT AND 2025 MASTER PURCHASE FRAMEWORK AGREEMENT

Historical transactions under 2025 Master Supply Framework Agreement and 2025 Master Purchase Framework Agreement

The historical transaction amount under each 2025 Master Supply Framework Agreement and 2025 Master Purchase Framework Agreement is nil.

Both the 2025 Master Supply Framework Agreement and the Master Supply Framework Agreement share the same scope of semi-conductor electronic component products.

REVISION OF ANNUAL CAP FOR PREVIOUSLY FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS UNDER THE MASTER SUPPLY FRAMEWORK AGREEMENT

Pricing Policy

As disclosed in the Announcement, the prices of the semi-conductor electronic components products will be determined based on the standard price range of the relevant semi-conductor electronic component products set by the Group in accordance with its usual business practices and pricing policy.

When determining the pricing, the Group shall also take into account the direct costs of the semi-conductor electronic component products acquired by the Group and cost-plus markup margin for the product, for which the mark up margin is estimated to be in the range of approximately 6.9% to 16.6%, with reference to the (i) gross profit margin of previous transactions of supplying similar semi-conductor electronic component products to other independent third parties; (ii) expected demand and market competition during the term of the Master Supply Framework Agreement; and (iii) reference to the credit terms on which the products are supplied.

Internal Controls

As disclosed in the Announcement, the sales team shall be responsible for monitoring the market price movements and reviewing the gross profit margin (by comparing selling prices of similar semi-conductor electronic component products sold to other customers of the Group which are independent third parties for every sales order) to ensure the prices of the sales orders under the Master Supply Framework Agreement are in line with the pricing policies. The sales orders will then be submitted to the general manager of the marketing department (the "**General Manager**") for approval. The General Manager shall determine whether the terms of the continuing connected transactions are fair and reasonable and conducted in accordance with the Master Supply Framework Agreement and assess the Group's capacity to fulfil the sales orders.

To ensure the continuing connected transactions will not exceed the respective annual cap, our risk control department shall check the sales amount at our enterprise resource planning system to ensure the approved annual cap would not be exceeded. Each relevant department shall nominate a senior manager/staff to be the responsible person (the "**Responsible Person(s)**") to report to the company secretary of the Company (the "**Company Secretary**") on a monthly basis, the value of the continuing connected transactions. The Company Secretary will also liaise with the Group's finance department each month to verify the actual transaction amounts. In the event that the Responsible Person receives any information that the approved annual cap may be exceeded, such information will also be reported, alongside with the proposed response (i.e. revision of the annual cap(s)) to the Company Secretary, where such information shall be compiled and presented to the Board for deliberation and approval (with Directors having an interest in the transaction under consideration abstaining from such deliberation, review and approval process), and the Company will comply with the relevant announcement and/or shareholders' approval requirements in accordance with the Hong Kong Listing Rules and the SGX-ST Listing Manual.

In order to ensure that the terms under the Master Supply Framework Agreement are no less favourable than those offered by independent third parties, the Company has implemented internal control procedures and policies to monitor the continuing connected transactions and to ensure that all continuing connected transactions are entered into in accordance with the pricing policies and are fair and reasonable to and in the interests of the Company and the shareholders as a whole. Such measures include:

(a) the Company will also conduct regular checks to review and assess whether the continuing connected transactions are conducted in accordance with the sales orders under the Master Supply Framework Agreement, and will also regularly update the market prices for the purpose of considering if the prices charged for a specific transaction are fair and reasonable and in accordance with the respective pricing policies;

(b) will engage its external auditor to report on the continuing connected transactions every financial year. The external auditor will provide a letter to the Board confirming the matters required under the Hong Kong Listing Rules including whether the continuing connected transactions are carried out in accordance with the relevant pricing policies and an annual review on the terms and annual cap of the continuing connected transactions; and

(c) The independent non-executive Directors will also conduct an annual review regarding the effectiveness of the implementation and enforcement of the internal controls monitoring the continuing connected transactions.

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

Hong Kong/Singapore, September 5, 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.

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