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)

November 11, 2026

To the Independent Shareholders

Dear Sir or Madam,

REVISION OF ANNUAL CAPS

We refer to the circular dated November 11, 2026 (the "**Circular**") of the Company of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context requires otherwise.

We, being the independent non-executive Directors constituting the Independent Board Committee, are writing to advise you as an Independent Shareholder on whether the Independent Board Committee is of the view that the Revised Supply Annual Caps, the 2026 Master Supply Framework Agreement and the Supplemental Supply Deed are entered into in the ordinary and usual course of business of the Group, fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 8 to 35 of the Circular and the letters from the HK IFA and the SG IFA as set out on pages 38 to 56 and pages 57 to 73 of the Circular, which contains, *inter alia*, their advice and recommendation to us regarding the terms of the 2026 Master Supply Framework Agreement, the Supplemental Supply Deed and the Revised Supply Annual Caps with the principal factors and reasons for those advice and recommendation.

RECOMMENDATIONS

Having taken into account the advice and recommendation of the HK IFA and the SG IFA, we are of the view that, the Revised Supply Annual Caps, the 2026 Master Supply Framework Agreement and the Supplemental Supply Deed are entered into in the ordinary and usual course of business of the Group, on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the SGM to approve the Revised Supply Annual Caps, the 2026 Master Supply Framework Agreement, the Supplemental Supply Deed and the transactions contemplated thereunder.

Yours faithfully,
For and on behalf of the Independent Board Committee





Chong Eng Wee **Lau Chin Huat** **Tso Sze Wai** **Jiang Maolin**

Independent Non-executive Directors

Yours faithfully,
For and on behalf of the Independent Board Committee

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Independent Non-executive Directors

Yours faithfully,
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Independent Non-executive Directors