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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)

OVERSEAS REGULATORY ANNOUNCEMENT

This overseas regulatory announcement is issued pursuant to Rule 13.10B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Please refer to the following pages for the document which has been published by Willas-Array Electronics (Holdings) Limited (the "Company") on the website of Singapore Exchange Securities Trading Limited on 11 November 2015.

By Order of the Board
Willas-Array Electronics (Holdings) Limited
Leung Chun Wah
Chairman and Executive Director

Hong Kong, 11 November 2015

As at the date of this announcement, the Board comprises four Executive Directors, namely Leung Chun Wah (Chairman), Kwok Chan Cheung (Deputy Chairman), Hon Kar Chun (Managing Director) and Leung Hon Shing; and three Independent Non-executive Directors, namely Jovenal R. Santiago, Wong Kwan Seng, Robert and Iu Po Chan, Eugene.

Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)::DISCLOSURE OF INTEREST OF SUBSTANTIAL SHAREHOLDER(S)

Issuer & Securities

Issuer/ Manager	WILLAS-ARRAY ELEC (HLDGS) LTD
Securities	WILLAS-ARRAY ELEC (HLDGS) LTD - BMG9643L1349 - BDR
Stapled Security	No

Announcement Details

Announcement Title	Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)
Date & Time of Broadcast	11-Nov-2015 17:59:21
Status	New
Announcement Sub Title	DISCLOSURE OF INTEREST OF SUBSTANTIAL SHAREHOLDER(S)
Announcement Reference	SG151111OTHRLE7C
Submitted By (Co./ Ind. Name)	LEUNG CHUN WAH
Designation	CHAIRMAN AND EXECUTIVE DIRECTOR
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	Please see attached.

Additional Details

Person(s) giving notice	Substantial Shareholder(s)/Unitholder(s) (Form 3)
Date of receipt of notice by Listed Issuer	09/11/2015

Attachments	Yeoman20151106 eFORM3V2.pdf if you are unable to view the above file, please click the link below. Yeoman20151106 eFORM3V2.pdf Total size =153K

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SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM **3** (Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.

2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").

3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/ Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).

4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").

5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.

6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.

7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.

8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.

9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.

10. In this form, the term "Listed Issuer" refers to -

    (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;

    (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange,such listing being a primary listing;

(c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;

(d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or

(e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").

11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED

2. Type of Listed Issuer:

- [x] Company/Corporation
- [ ] Registered/Recognised Business Trust
- [ ] Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- [ ] No *(Please proceed to complete Part II)*
- [x] Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

09-Nov-2015

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A

1. Name of Substantial Shareholder/Unitholder:

   YEO SENG CHONG

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

   ☐ Yes

   ☑ No

3. Notification in respect of:

   ☐ Becoming a Substantial Shareholder/Unitholder

   ☑ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

   ☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

   06-Nov-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

   06-Nov-2015

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	300,000	5,949,904	6,249,904
As a percentage of total no. of voting shares/ units:	0.397	7.88	8.277
Immediately after the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	300,000	6,949,904	7,249,904
As a percentage of total no. of voting shares/ units:	0.397	9.205	9.602

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Mr Yeo Seng Chong, Executive Chairman and Chief Investment Officer of Yeoman Capital Management Pte Ltd ("YCMPL"), a fund manager, is deemed interested in the Listed Issuer's shares held through CIMB Securities (Singapore) Pte Ltd (for the account of YCMPL) and shares held through DB Nominees (Singapore) Pte Ltd (for the accounts of Yeoman 3-Rights Value Asia Fund and Yeoman Client 1) by virtue of his 50% direct interest in YCMPL and his managerial control of YCMPL. Mr Yeo is also deemed to have an interest in the 500,000 shares held by his wife, Mdm Lim Mee Hwa in the capital of the Listed Issuer by virtue of Section 7 of the Companies Act, Cap 50 and Section 4 of the Securities and Futures Act.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

see above

10. Attachments (*if any*):

(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (*if any*):

Substantial Shareholder/Unitholder B

1. Name of Substantial Shareholder/Unitholder:

LIM MEE HWA

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☑ No

3. Notification in respect of:

- [ ] Becoming a Substantial Shareholder/Unitholder
- [x] Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
- [ ] Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

06-Nov-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

06-Nov-2015

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	500,000	5,749,904	6,249,904
As a percentage of total no. of voting shares/ units:	0.662	7.615	8.277
Immediately after the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	500,000	6,749,904	7,249,904
As a percentage of total no. of voting shares/ units:	0.662	8.94	9.602

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Mdm Lim Mee Hwa is deemed interested in the Listed Issuer's shares held through CIMB Securities (Singapore) Pte Ltd (for the account of Yeoman Capital Management Pte Ltd ("YCMPL")) and shares held through DB Nominees (Singapore) Pte Ltd (for the accounts of Yeoman 3-Rights Value Asia Fund and Yeoman Client 1) by virtue of her 50% direct interest in YCMPL. Mdm Lim is also deemed to have an interest in the 300,000 shares held by her husband, Mr Yeo Seng Chong in the capital of the Listed Issuer by virtue of Section 7 of the Companies Act, Cap 50 and Section 4 of the Securities and Futures Act.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

see above

10. Attachments (*if any*):

(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (*if any*):

Substantial Shareholder/Unitholder C

1. Name of Substantial Shareholder/Unitholder:

YEOMAN 3-RIGHTS VALUE ASIA FUND

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- [x] Yes
- [ ] No

3. Notification in respect of:

- [ ] Becoming a Substantial Shareholder/Unitholder
- [x] Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
- [ ] Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

06-Nov-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

06-Nov-2015

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	5,249,904	0	5,249,904
As a percentage of total no. of voting shares/ units:	6.953	0	6.953
Immediately after the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	6,249,904	0	6,249,904
As a percentage of total no. of voting shares/ units:	8.277	0	8.277

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

N/A

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

Mr Yeo Seng Chong owns shares of the Listed Issuer directly in his own name. Mdm Lim Mee Hwa, wife of Yeo Seng Chong, owns shares of the Listed Issuer directly in her own name. Both Mr Yeo Seng Chong and Mdm Lim Mee Hwa equally owns 50% of fund manager, Yeoman Capital Management Pte Ltd ("YCMPL") and therefore control YCMPL. YCMPL in turn controls its own direct shareholdings in the Listed Issuer as well as its deemed interests through its clients' (including Yeoman 3-Rights Value Asia Fund) direct shareholdings in the Listed Issuer.

10. Attachments (*if any*):

(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (*if any*):

Substantial Shareholder/Unitholder D

1. Name of Substantial Shareholder/Unitholder:

YEOMAN CAPITAL MANAGEMENT PTE LTD

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☑ Yes

☐ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☑ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

06-Nov-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

06-Nov-2015

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	*Direct Interest*	*Deemed Interest*	*Total*

No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	75,000	5,374,904	5,449,904
As a percentage of total no. of voting shares/ units:	0.099	7.119	7.218
Immediately after the transaction	*Direct Interest*	*Deemed Interest*	*Total*
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	75,000	6,374,904	6,449,904
As a percentage of total no. of voting shares/ units:	0.099	8.443	8.542

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Yeoman Capital Management Pte Ltd ("YCMPL") owns shares of the Listed Issuer directly in its own name. YCMPL also controls its deemed interest through its clients' direct shareholdings in the Listed Issuer. The clients of YCMPL are Yeoman 3-Rights Value Asia Fund and Yeoman Client 1.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

see above

10. Attachments (*if any*):

(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (*if any*):

Part IV - Transaction details

1. Type of securities which are the subject of the transaction *(more than one option may be chosen)*:

   ☑ Voting shares/units

   ☐ Rights/Options/Warrants over voting shares/units

   ☐ Convertible debentures over voting shares/units (*conversion price known*)

   ☐ Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

   1,000,000 SHARES BOUGHT FROM OPEN MARKET

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

   HKD 3.00 EACH

4. Circumstance giving rise to the interest or change in interest:

   Acquisition of:

   ☑ Securities via market transaction

   ☐ Securities via off-market transaction (*e.g. married deals*)

   ☐ Securities via physical settlement of derivatives or other securities

   ☐ Securities pursuant to rights issue

   ☐ Securities via a placement

   ☐ Securities following conversion/exercise of rights, options, warrants or other convertibles

   Disposal of:

   ☐ Securities via market transaction

   ☐ Securities via off-market transaction (*e.g. married deals*)

   Other circumstances:

   ☐ Acceptance of take-over offer for the Listed Issuer

   ☐ Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

   ☐ Others (*please specify*):

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

YEO SENG CHONG

(b) Designation (*if applicable*):

EXECUTIVE CHAIRMAN

(c) Name of entity (*if applicable*):

YEOMAN CAPITAL MANAGEMENT PTE LTD

Transaction Reference Number (auto-generated):

2	4	4	2	3	4	2	4	1	1	3	4	7	7	3