

**WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED**

(Incorporated in Bermuda)

(Company registration number: 28969)

**PROPOSED DUAL PRIMARY LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED – AVAILABILITY OF THE LISTING DOCUMENT**

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The Board of Directors (the "**Board**") of Willas-Array Electronics (Holdings) Limited (the "**Company**") refers to the announcements made on 18 March 2013, 21 June 2013, 14 November 2013 and 26 November 2013 in relation to the proposed dual primary listing (the "**Listing**") of its ordinary shares ("**Shares**") on the Main Board of The Stock Exchange of Hong Kong Limited (the "**SEHK**").

*Capitalised terms used herein shall, unless the context otherwise requires, have the meanings ascribed to them in the Company's announcement dated 26 November 2013.*

The Company is pleased to announce that electronic copies of the English and Chinese versions of the Listing Document dated 29 November 2013 are available from 29 November 2013 on the website of the Company at [www.willas-array.com](http://www.willas-array.com), the website of the SGX-ST at [www.sgx.com](http://www.sgx.com) and the website of the SEHK at [www.hkexnews.hk](http://www.hkexnews.hk).

In addition, physical copies of the English and Chinese versions of the Listing Document will also be made available at the following locations during normal business hours from 9:30 a.m. to 5:30 p.m. from 29 November 2013 to 5 December 2013 (both dates inclusive):

- |      |  |   |
|------|--|---|
| (i)  | the office of the Company at:  | 24/F Wyler Centre Phase 2<br>200 Tai Lin Pai Road<br>Kwai Chung, New Territories<br>Hong Kong |
| (ii) | the office of Octal Capital Limited,<br>the sole sponsor for the Listing at: | 801-805, 8/F, Nan Fung Tower<br>173 Des Voeux Road Central<br>Hong Kong                       |

**The Listing Document does not constitute a prospectus, notice, circular, brochure, advertisement or other document offering to sell any securities to the public, nor is it an invitation to the public to make offers to subscribe for or purchase any securities, nor is it calculated to invite or solicit offers by the public to subscribe for or purchase any securities.**

**No new Shares will be allotted and issued in connection with, or pursuant to, the Listing Document.**

Additionally, in accordance with the requirements of the SEHK, the Company has today posted English and Chinese versions of the formal notice in relation to the Listing on the website of the Company at [www.willas-array.com](http://www.willas-array.com) and the website of the SEHK at [www.hkexnews.hk](http://www.hkexnews.hk). A copy of the notice is also attached together with this announcement.

**The Company wishes to highlight to Shareholders and other investors that the Listing is still subject to the fulfilment of certain conditions under the AIP, including the granting of the final approval for the listing of, and permission to deal in, the Shares on**

the Main Board of the SEHK by the Listing Committee of the SEHK. There is no assurance that the final approval for the Listing will be granted, and the indicative date of the Listing may change and the Listing may or may not occur. The information relating to the Listing in this announcement is also subject to change. The Company will make announcements as necessary to keep Shareholders updated on any material developments.

Shareholders and other investors are reminded to exercise caution when dealing in the Shares. In the event that Shareholders and other investors are in doubt when dealing in the Shares, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

LEUNG Chun Wah  
Chairman  
Date: 29 November 2013

*Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the listing document dated November 29, 2013 (the “Listing Document”) issued by Willas-Array Electronics (Holdings) Limited (the “Company”).*

*This announcement is for information purposes only and does not constitute an offer or an invitation by any person to acquire, purchase or subscribe for shares or other securities of the Company. Prospective investors should read the Listing Document for detailed information about the Company.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



威雅利電子(集團)有限公司  
**WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Hong Kong stock code: 854)**  
**(Singapore stock code: W12)**

**NOTICE OF LISTING BY WAY OF INTRODUCTION  
ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

*Sole Sponsor*



**LISTING AND DEALINGS**

Application has been made to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, on the Main Board of the Stock Exchange, the Shares in issue and any Shares to be issued upon the exercise of options that have been granted under the Existing Employee Share Option Scheme or the options to be granted under the ESOS III.



The Company currently has a primary listing of Shares on the SGX-ST, which it intends to maintain alongside its proposed dual primary listing of Shares on the Main Board of the Stock Exchange. The listing of Shares on the Main Board of the Stock Exchange is by way of introduction only and there are no Shares being issued or sold in connection with the Listing.

Dealings in the Shares on the Stock Exchange is expected to commence on Friday, December 6, 2013. Dealings in the Shares on the Stock Exchange and the SGX-ST will be conducted in Hong Kong dollars and Singapore dollars respectively. The Shares are traded on the SGX-ST and will be traded on the Stock Exchange in board lots of 5,000 Shares. The stock code of these Shares is 854.

### **ELIGIBILITY FOR CCASS**

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after the trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

### **AVAILABILITY OF THE LISTING DOCUMENT**

Copies of the Listing Document which is issued in accordance with the requirements under the Hong Kong Listing Rules will be available, for information purposes, during normal office hours from 9:30 a.m. to 5:30 p.m. at the offices of:

- Willas-Array Electronics (Holdings) Limited, at 24/F Wyler Centre Phase 2, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong; and
- Octal Capital Limited, at 801-805, 8/F, Nan Fung Tower, 173 Des Voeux Road Central, Hong Kong;

from Friday, November 29, 2013 up to Thursday, December 5, 2013 (both dates inclusive).

In addition, electronic copies of the Listing Document will be disseminated through the respective websites of the Company at [www.willas-array.com](http://www.willas-array.com), the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the SGX-ST at [www.sgx.com](http://www.sgx.com) on Friday, November 29, 2013.

## **TRANSFER OF SHARES TO HONG KONG PRIOR TO LISTING**

As disclosed in the section headed “Listings, Registration, Dealings and Settlement — Special Arrangements to Facilitate Transfers Prior to the Listing” of the Listing Document, special arrangements have been made to facilitate transfers of Shares prior to the Listing. In connection with the Listing, the Company will make arrangements for three batch-transfers of Singapore listed Shares for Shareholders seeking to transfer their Shares to the Hong Kong Branch Share Register prior to the Listing.

Shareholders who hold their Shares directly in CDP can complete and submit the request for withdrawal of securities form to CDP and the Removal Request Form to the Singapore Transfer Agent before the relevant dates stipulated below in order to participate in the Batch-Transfers.

For the first batch-transfer, the relevant date to submit the request for withdrawal of securities form (with a transfer deed) to CDP and the Removal Request Form to the Singapore Transfer Agent was November 20, 2013 and the relevant date that the Share certificates are available for collection from the Hong Kong Branch Registrar’s office will be December 4, 2013 (before the Listing Date).

For the second batch-transfer and third batch-transfer, the relevant dates to submit the request for withdrawal of securities form (with a transfer deed) to CDP and the Removal Request Form to the Singapore Transfer Agent was November 27, 2013 and will be December 4, 2013 (before the Listing Date) respectively; and the relevant dates that the Share certificates are available for collection from the Hong Kong Branch Registrar’s office will be December 11, 2013 and December 18, 2013 (after the Listing Date) respectively for the second batch-transfer and the third batch-transfer.

The Singapore Transfer Agent and the Hong Kong Branch Registrar have agreed to waive their charges to Shareholders in respect of the Batch-Transfers. CDP’s existing charges will still apply, together with any other costs to be levied by Shareholders’ own brokers, nominees or custodians (where relevant).

## **BRIDGING ARRANGEMENTS**

In connection with the Listing, Standard Chartered Securities (Hong Kong) Limited has been appointed as bridging dealer, on its own account, to undertake arbitrage activities including (i) to contribute to the liquidity of trading in the Shares on the Hong Kong market upon the Listing and (ii) to reduce potential material divergence between the Share prices on the Hong Kong and the Singapore markets. The Bridging Dealer also intends to implement the bridging arrangements described in the section



headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements” of the Listing Document. The bridging arrangements are intended to facilitate the migration of Shares to the Hong Kong Branch Share Register in order for an open market in Shares to develop in Hong Kong following the Listing.

In connection with the bridging arrangements, on November 25, 2013, the Bridging Dealer entered into the Stock Borrowing and Lending Agreement with Global Success under which Global Success will, upon request from time to time by the Bridging Dealer, make available to the Bridging Dealer stock lending facilities for a period commencing from the Listing Date and ending on the 30th day from and including the Listing Date up to a maximum of 39,477,771 Shares, which are legally and beneficially owned by it, representing approximately up to 10.59% of the Shares in issue in aggregate, on one or more occasions, subject to the applicable laws, rules and regulations in both Singapore and Hong Kong and certain terms and conditions, including without limitation that the lending and the subsequent acceptance of redelivery of any Shares by Global Success, and the borrowing and the subsequent redelivery of any Shares by the Bridging Dealer, will not lead to either party being obliged to make a mandatory general offer under the Takeovers Code and/or the Singapore Code. The Shares to be lent by Global Success will be transferred to the Hong Kong Branch Share Register under the first-batch transfer and will be available in Hong Kong from December 4, 2013 (before the Listing Date). Such Shares will be used for settlement in connection with the arbitrage trades carried out by the Bridging Dealer in Hong Kong.

The Rules of the Exchange prohibit short selling save for short selling of Designated Securities (as defined in the Rules of the Exchange) during the Continuous Trading Period (as defined in the Rules of the Exchange). In this regard, the Sponsor, on behalf of the Bridging Dealer, has applied to the Stock Exchange for, and the Stock Exchange has granted an exemption, to permit the Bridging Dealer to conduct the proposed trading activities as described in the section headed “Listings, Registration, Dealings and Settlement” in the Listing Document which may constitute (or may be deemed to constitute) short selling of securities during the Continuous Trading Session (as defined in the Rules of the Exchange) in circumstances where the Shares are not Designated Securities (as defined in the Rules of the Exchange).

In addition, the Stock Exchange has granted an exemption to permit short selling during the Pre-opening Session (defined in the Rules of the Exchange as being from 9:00 a.m. Hong Kong time to the commencement of the morning trading session at 9:30 a.m. Hong Kong time) to allow the Bridging Dealer to conduct such short selling transactions of the Shares during the Pre-opening Session within the Bridging Period despite the Shares are not being designated as a Designated Security. The Sponsor, on behalf of the Bridging Dealer, has also applied for, and the Stock Exchange has

granted, an exemption from the provision of the Rules of the Exchange that a short sale shall not be made on the Stock Exchange below the best current ask price except where the Designated Security is a Market Making Security (as defined in the Rules of the Exchange) approved by the SFC to be excluded from the application of this provision.

The Bridging Dealer has set up a designated dealer identity number, 7681, solely for the purposes of carrying out arbitrage trades under the bridging arrangement in Hong Kong, in order to ensure identification and thereby enhance transparency of such trades on the Hong Kong market. The Bridging Dealer has also set up another designated dealer identity number, 7682, which will only be used in emergency and unforeseen situations if the aforesaid identity number for arbitrage trades cannot be used. Any change in such designated dealer identity number will be disclosed as soon as practicable by way of announcement on both the Stock Exchange and the SGX-ST, and will be posted by the Company on its website.

The Company will, as soon as practicable and in any event before the opening of trading hours on the Business Day immediately before the first day of the Listing, release an announcement on the Stock Exchange and the SGX-ST to inform the investing public of the following information as at the latest practicable date prior to the announcement:

- the number of Shares in respect of which the Singapore Transfer Agent has received instructions from Shareholders for the transfer of such Shares to the Hong Kong Branch Share Register (whether under the Batch-Transfers or otherwise); and
- the total number of Shares that have been registered on the Hong Kong Branch Share Register.

Prospective investors should refer to the section headed “Listings, Registration, Dealings and Settlement — Bridging Arrangements” of the Listing Document for further details, and should refer to the associated risk factors, including those described in the section headed “Risk Factors — Risks Relating to our Dual Primary Listing” of the Listing Document.



## INVESTOR EDUCATION

Prior to the Listing, the Company and the Sole Sponsor will cooperate to inform the investor community in Hong Kong of general information about the Company, as well as the developments and/or changes to the bridging arrangements as disclosed in the Listing Document. After the Listing has taken place, the Company and the Sole Sponsor may continue to take measures to educate the public. The following measures will be taken to enhance transparency of the Company and the bridging arrangements:

- there will be media briefings and press interviews to inform investors of the arrangements;
- analyst briefings will be conducted to research houses that cover listed companies in industries similar to the industry of the Company;
- briefings in relation to the bridging arrangements will be conducted for, amongst others, private bank divisions, a syndicate of brokerage houses and other institutional investors;
- information fact sheets on the Company generally, and on the Share transfer procedures as summarised in the section headed “Listings, Registration, Dealings and Settlement — Removal of Shares” of the Listing Document will be posted on the website of the Company;
- information, including the Company’s previous day high, low and closing price (in both Singapore dollars and Hong Kong dollars for reference) on the SGX-ST, trading volume and other relevant historical data, will be posted on the website of the Company. Furthermore, during a period of three Business Days prior to the Listing Date (i.e. December 3, December 4 and December 5, 2013) and no later than 8:30 a.m. on the Listing Date before the commencement of dealings in the Shares on the Stock Exchange, a daily announcement will be released by the Company on the Stock Exchange and the SGX-ST, disclosing the Company’s previous day high, low and closing price (in both Singapore dollars and Hong Kong dollars for reference) on the SGX-ST, as well as any relevant developments and updates with regard to the bridging arrangements if applicable; and



- electronic copies of the Listing Document will be disseminated through the respective websites of the Company, the Stock Exchange and the SGX-ST. In addition, physical copies of the Listing Document will be made available for collection at the following locations:

Office of the Company: 24/F Wyler Centre Phase 2  
200 Tai Lin Pai Road  
Kwai Chung, New Territories  
Hong Kong

Office of the Sole Sponsor: 801-805, 8/F, Nan Fung Tower  
173 Des Voeux Road Central  
Hong Kong

Real-time trading information in respect of the Shares can be obtained from the following sources:

- the website of the SGX-ST at [www.sgx.com](http://www.sgx.com) at no cost; or
- through service providers that provide such facilities at the investors' own expense. Such service will be provided on and subject to the terms and conditions of the relevant service provider.

Prospective investors should refer to the section headed "Listings, Registration, Dealings and Settlement — Investor Education" of the Listing Document for further details.

Dealings in the Shares on the Hong Kong Stock Exchange are expected to commence at 9:00 a.m. on Friday, December 6, 2013. The Shares will be traded in board lots of 5,000 Shares each.

This announcement is available for viewing on the respective websites of the Company at [www.willas-array.com](http://www.willas-array.com), the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the SGX-ST at [www.sgx.com](http://www.sgx.com).

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

Hong Kong, November 29, 2013

*As at the date of this announcement, the Executive Directors are Leung Chun Wah (Chairman), Kwok Chan Cheung, Hung Yuk Choy and Hon Kar Chun, and the Independent Non-executive Directors are Jovenal R. Santiago, Wong Kwan Seng, Robert and Iu Po Chan, Eugene.*