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TONLY ELECTRONICS HOLDINGS LIMITED

通力電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01249)

**VOTING RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 21 NOVEMBER 2019**

The Board is pleased to announce that the ordinary resolutions proposed at the EGM for approving, confirming and ratifying (i) the revision of the annual cap of the Master Sale and Purchase (2019) Agreement; and (ii) the Master Financial Services (2019 Renewal) Agreement, the Master Sale and Purchase (2019 Renewal) Agreement, the transactions contemplated thereunder and the respective proposed annual caps, were duly passed at the EGM held on 21 November 2019.

Reference is made to (i) the notice of extraordinary general meeting (the “Notice”); and (ii) the circular of the Company (the “Circular”), both dated 6 November 2019 in relation to (i) the revision of the annual cap of the Master Sale and Purchase (2019) Agreement; and (ii) the Master Financial Services (2019 Renewal) Agreement, the Master Sale and Purchase (2019 Renewal) Agreement, the transactions contemplated thereunder and the respective proposed annual caps. Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

The chairman of the EGM demanded that voting be made by poll on the resolutions proposed at the EGM. The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the EGM.

The Board is pleased to announce that the poll results in respect of the ordinary resolutions put forward at the EGM (the “Ordinary Resolutions”) were as follows:

ORDINARY RESOLUTIONS	Number of votes (%)	
	FOR	AGAINST
1. to approve the revision of the annual cap under the Master Sale and Purchase (2019) Agreement (as defined in the Circular) for the period from 25 April 2019 to 31 December 2019 as set out in the ordinary resolution No. 1 of the Notice	48,052,934 (97.64%)	1,162,095 (2.36%)

ORDINARY RESOLUTIONS	Number of votes (%)	
	FOR	AGAINST
2. to approve the Master Financial Services (2019 Renewal) Agreement (as defined in the Circular), the relevant terms and the transactions contemplated thereunder together with the relevant proposed annual caps for the three financial years ending 31 December 2022 as set out in the ordinary resolution No. 2 of the Notice	46,020,348 (94.80%)	2,524,681 (5.20%)
3. to approve the Master Sale and Purchase (2019 Renewal) Agreement (as defined in the Circular), the relevant terms and the transactions contemplated thereunder together with the relevant proposed annual caps for the three financial years ending 31 December 2022 as set out in the ordinary resolution No. 3 of the Notice	48,052,934 (98.99%)	492,095 (1.01%)

Please refer to the Notice for the full text of the resolutions proposed at the EGM. As at the date of the EGM, there were a total of 268,746,877 Shares in issue.

In view of the interests of TCL Industries as stated in the Circular, TCL Industries, which held 130,741,170 Shares representing approximately 48.65% of the total number of Shares in issue of the Company as at the date of the EGM, were required to abstain and had abstained from voting on the Ordinary Resolutions. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the EGM was 138,005,707 Shares, representing approximately 51.35% of the total number of Shares in issue as at the date of the EGM. Save as aforesaid, there was no restriction on any Shareholders of the Company to cast votes on any of the Ordinary Resolutions at the EGM.

As more than 50% of the valid votes were cast in favour of the above Ordinary Resolutions respectively, each of the above Ordinary Resolutions was duly passed as an ordinary resolution of the Company.

On behalf of the Board
LIAO Qian
Chairman

Hong Kong, 21 November 2019

As at the date of this announcement, the Board comprises Mr. YU Guanghui, Mr. SONG Yonghong and Mr. REN Xuenong as executive Directors; Mr. LIAO Qian as non-executive Director; and Mr. POON Chiu Kwok, Mr. LI Qi and Mr. LEONG Yue Wing as independent Non-executive Directors.