

# Monthly Return of Equity Issuer on Movements in Securities

| For the month ended (dd/mm/yyyy) : |   | 31/12/2019             |                                  |   |  |  |  |  |
|------------------------------------|---|------------------------|----------------------------------|---|--|--|--|--|
| To : Hong Kong Exchanges           | To : Hong Kong Exchanges and Clearing Limited |                        |                                  |   |  |  |  |  |
| Name of Issuer                     | Tonly Ele                                     | ectronics Holdings     | Limited s with limited liabili   | ty)                                       |  |  |  |  |
| Date Submitted                     | 3 Janua                                       | ry 2020                |                                  |   |  |  |  |  |
| I. Movements in Authorised         | Share Ca                                      | apital                 |                                  |   |  |  |  |  |
| 1. Ordinary Shares                 |   |                        |                                  |   |  |  |  |  |
| (1) Stock code : 01249             | Descrip                                       | otion:                 | TONLY                            | ELEC                                      |  |  |  |  |
|                                    |   | No. of ordinary shares | Par value<br>(HK\$)              | Authorised share capital (HK\$)           |  |  |  |  |
| Balance at close of precedi        | ng month                                      | 500,000,000            | 1.00                             | 500,000,000.00                            |  |  |  |  |
| Increase/(decrease)                | -   | Nil                    |                                  | Nil                                       |  |  |  |  |
| Balance at close of the mor        | nth .   | 500,000,000            | 1.00                             | 500,000,000.00                            |  |  |  |  |
| (2) Stock code : N/A               | Descrip                                       | otion :                | N//                              | 4   |  |  |  |  |
|                                    |   | No. of ordinary shares | Par value<br>(State<br>currency) | Authorised share capital (State currency) |  |  |  |  |
| Balance at close of precedi        | ng month                                      |                        |                                  |   |  |  |  |  |
| Increase/(decrease)                | -   |                        |                                  |   |  |  |  |  |
| Balance at close of the mor        | nth   |                        |                                  |   |  |  |  |  |

| 2. Preference Shares                  |                                |                                  |   |
|---------------------------------------|--------------------------------|----------------------------------|---|
| Stock code : N/A Descr                | ription:                       | N/A                              | 4   |
|                                       | No. of preference shares       | Par value<br>(State<br>currency) |   |
| Balance at close of preceding mont    | h                              |                                  |   |
| Increase/(decrease)                   |                                | _                                |   |
| Balance at close of the month         |                                |                                  |   |
| 3. Other Classes of Shares            |                                |                                  |   |
| Stock code : N/A Descri               | ription:                       | N/A                              | 4   |
|                                       | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of preceding mont    | h                              |                                  |   |
| Increase/(decrease)                   |                                | _                                |   |
| Balance at close of the month         |                                |                                  |   |
| Total authorised share capital at the | end of the month               | (HK\$) :                         | 500,000,000.00                                  |

II. Movements in Issued Share Capital

|   | No. of ordina | ary shares | No of preference | No. of other      |  |
|---|---------------|------------|------------------|-------------------|--|
|   | (1)           | (2)        | shares           | classes of shares |  |
| Balance at close of preceding month     | 269,090,854   | N/A        | N/A              | N/A               |  |
| Increase/(decrease)<br>during the month | 3,368,311     | N/A        | N/A              | N/A               |  |
| Balance at close of the month           | 272,459,165   | N/A        | N/A              | N/A               |  |

# III. Details of Movements in Issued Share Capital

| Share Options (und          | ler Share Op  | tion Schemes    | of the Issuer) |             |                    |                        |
|-----------------------------|---------------|-----------------|----------------|-------------|--------------------|------------------------|
| Particulars of              |               |                 |                |             |                    | No. of new shares of   |
| share option                |               |                 |                |             |                    | issuer which may be    |
| scheme                      |               |                 |                |             | the month pursuant |                        |
| including EGM               |               | Movement duri   | na the month   |             | thereto            | thereto as at close of |
| approval date               |               |                 |                |             | _                  | the month              |
| (dd/mm/yyyy) and            |               |                 |                |             |                    |                        |
| class of shares             |               |                 |                |             |                    |                        |
| issuable                    | Granted       | Exercised       | Cancelled      | Lapsed      |                    |                        |
| Share Option                |               |                 |                |             |                    |                        |
| Scheme                      |               |                 |                |             |                    |                        |
| adopted on                  |               |                 |                |             |                    |                        |
| 17/04/2014                  |               |                 |                |             |                    |                        |
| Exercise Price:<br>HK\$4.05 |               |                 |                |             |                    |                        |
| Ordinary shares             | Nil           | 3,368,311       | 1,132,740      | Nil         | 3,368,311          | 659,504                |
| (Note 1)                    |               | 0,000,011       | 1,102,740      |             | 0,000,011          |                        |
| (Note 1)                    |               |                 |                |             |                    |                        |
| 2. Share Option             |               |                 |                |             |                    |                        |
| Scheme                      |               |                 |                |             |                    |                        |
| adopted on                  |               |                 |                |             |                    |                        |
| 17/04/2014                  |               |                 |                |             |                    |                        |
| Exercise Price:             |               |                 |                |             |                    |                        |
| HK\$9.60                    |               |                 |                |             |                    |                        |
| Ordinary shares             | Nil           | Nil             | Nil            | 40,000      | Nil                | 9,328,966              |
| (Note 1)                    |               |                 |                |             |                    |                        |
| 3. Share Option             |               |                 |                |             |                    |                        |
| Scheme                      |               |                 |                |             |                    |                        |
| adopted on                  |               |                 |                |             |                    |                        |
| 17/04/2014                  |               |                 |                |             |                    |                        |
| Exercise Price:             |               |                 |                |             |                    |                        |
| HK\$7.84                    |               |                 |                |             |                    |                        |
| Ordinary shares             | Nil           | Nil             | Nil            | 52,334      | Nil                | 8,525,954              |
| (Note 1)                    |               |                 |                |             |                    |                        |
|                             |               | Tota            | al A. (Ordina  | rv shares)  | 3,368,311          |                        |
|                             |               |                 | `              | ce shares)  | N/A                |                        |
|                             |               |                 | `              | ther class) | N/A                |                        |
| Tatal foundamais sele       |               | ath forms are   | •              | andi diada) | 1 N/ / \           |                        |
| Total funds raised of       | iuring the mo | onto from exerc |                | ,641,659.5  | 5                  |                        |
| of options (HK\$)           |               |                 | 13             | ,041,059.5  | <u> </u>           |                        |
|                             |               |                 |                |             |                    |                        |

| Warrants to Issue Shares of the  | e Issuer which                  | are to b                        | e Listed       |                            |   |   |   |
|--|---------------------------------|---------------------------------|----------------|----------------------------|---|---|---|
| Description of warrants (Date of expiry - dd/mm/yyyy)                  | Currency<br>of nominal<br>value | Nomina<br>at clo<br>prece<br>mo | se of<br>eding | Exercised during the month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1.   |                                 |                                 |                |                            |   |   |   |
|  | N/A                             | N/                              | Ά              | N/A                        | N/A                                       | N/A   | N/A   |
| Class of shares issuable (Note 1) Subscription price EGM approval date |                                 |                                 |                |                            |   |   |   |
| (if applicable)<br>(dd/mm/yyyy)  | ( / /                           | )                               |                |                            |   |   |   |
| 2.   | ( , ,                           | ,                               |                |                            |   |   |   |
| Class of shares  |                                 |                                 |                |                            |   |   |   |
| issuable (Note 1) Subscription price                                   |                                 |                                 |                |                            |   |   |   |
| EGM approval date (if applicable) (dd/mm/yyyy) 3.                      | ( / /                           | )                               |                |                            |   |   |   |
|  |                                 |                                 |                |                            |   |   |   |
| Class of shares issuable (Note 1)                                      |                                 |                                 |                |                            |   |   |   |
| (if applicable)  |                                 |                                 |                |                            |   |   |   |
| (dd/mm/yyyy)<br>4.   | ( / /                           | )                               |                |                            |   |   |   |
| ( / / )  |                                 |                                 |                |                            |   |   |   |
| Stock code (if listed) Class of shares                                 |                                 |                                 |                |                            |   |   |   |
| Subscription price   |                                 |                                 |                |                            |   |   |   |
| EGM approval date (if applicable) (dd/mm/yyyy)                         | ( / /                           | )                               |                |                            |   |   |   |
|  |                                 |                                 | Total B        | . (Ordina                  | ary shares)                               | N/A   | _   |
|  |                                 |                                 |                | (Preferen                  | ce shares)                                | N/A   | <del>-</del>  |
|  |                                 |                                 |                | (O                         | ther class)                               | N/A   | _   |

| Conve | ertibles (i.e. Convertible                 | into Shares o                 | f the Iss          | uer which                              | are to be Liste                  | ed)                          |   |   |
|-------|--|-------------------------------|--------------------|--|----------------------------------|------------------------------|---|---|
| Class | and description                            | Currency of amount outstandin | Am<br>of cl<br>pre | nount at<br>ose of<br>eceding<br>nonth | Converted<br>during the<br>month | Amount at close of the month | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 1.    |  | <u></u>                       |                    |  |                                  |                              |   |   |
|       |  |                               |                    |  |                                  |                              |   |   |
| -     |  |                               |                    | NI/A                                   | N1/A                             | NI/A                         | NI/A  | NI/A  |
|       | Stock code (if listed)                     | N/A                           |                    | N/A                                    | N/A                              | <u>N/A</u>                   | N/A   | N/A   |
|       | Class of shares                            |                               |                    |  |                                  |                              |   |   |
|       | ssuable (Note 1)                           |                               |                    |  |                                  |                              |   |   |
|       | Subscription price<br>EGM approval date    |                               |                    |  |                                  |                              |   |   |
| (     | if applicable)                             |                               |                    |  |                                  |                              |   |   |
|       | (dd/mm/yyyy))                              | ( / /                         | )                  |  |                                  |                              |   |   |
| 2.    |  | <u> </u>                      |                    |  |                                  |                              |   |   |
|       |  |                               |                    |  |                                  |                              |   |   |
| -     |  | <u></u>                       |                    |  |                                  |                              |   |   |
|       | Stock code (if listed)                     |                               |                    |  |                                  |                              |   |   |
|       | Class of shares                            |                               |                    |  |                                  |                              |   |   |
|       | ssuable <i>(Note 1)</i> Subscription price |                               |                    |  |                                  |                              |   |   |
|       | EGM approval date                          |                               |                    |  |                                  |                              |   |   |
|       | if applicable)                             |                               |                    |  |                                  |                              |   |   |
|       | (dd/mm/yyyy)                               | ( / /                         | )                  |  |                                  |                              |   |   |
| 3.    |  | <u> </u>                      |                    |  |                                  |                              |   |   |
| -     |  | <u> </u>                      |                    |  |                                  |                              |   |   |
| -     |  | _                             |                    |  |                                  |                              |   |   |
|       | Stock code (if listed)                     |                               |                    |  |                                  |                              |   |   |
|       | Class of shares ssuable (Note 1)           |                               |                    |  |                                  |                              |   |   |
|       | Subscription price                         |                               |                    |  |                                  |                              |   |   |
|       | EGM approval date                          |                               |                    |  |                                  |                              |   |   |
|       | if applicable)<br>dd/mm/yyyy)              | ( / /                         | )                  |  |                                  |                              |   |   |
| 4.    |  | ( , ,                         |                    |  |                                  |                              |   |   |
| -     |  | <del>_</del>                  |                    |  |                                  |                              |   |   |
|       |  | <u>—</u>                      |                    |  |                                  |                              |   |   |
|       | Ptople and a /: 1:-+1\                     |                               |                    |  |                                  |                              |   |   |
|       | Stock code (if listed)<br>Class of shares  |                               |                    |  |                                  |                              |   |   |
| i     | ssuable (Note 1)                           |                               |                    |  |                                  |                              |   |   |
|       | Subscription price                         |                               |                    |  |                                  |                              |   |   |
|       | EGM approval date (if applicable)          |                               |                    |  |                                  |                              |   |   |
|       | (dd/mm/yyyy)                               | ( / /                         | )                  |  |                                  |                              |   |   |
|       |  | •                             |                    | Te                                     | otal C. (Ordina                  |                              | N/A   | -   |
|       |  |                               |                    |  |                                  | ce shares)                   | N/A   | <del>-</del>  |
|       |  |                               |                    |  | (O                               | ther class)                  | N/A   | _   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Ори  | ons (other than under Share Option Schemes)   |  |   |
|------|---|--|---|
| if a | l particulars including EGM approval date (dd/mm/yyyy),<br>pplicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1.   | N/A   |  |   |
|      |   |  |   |
|      | _   |  |   |
|      |   |  |   |
|      | shares (Note 1)   |  |   |
|      | shares (Note 1)   |  |   |
|      |   |  |   |
| 2.   | N/A   |  |   |
|      |   |  |   |
|      | _   |  |   |
|      |   |  |   |
|      | phoron (Note 1)   |  |   |
|      | shares (Note 1)   |  |   |
|      |   |  |   |
| 3.   | N/A   |  |   |
|      |   |  |   |
|      |   |  |   |
|      |   |  |   |
|      | shares (Note 1)   |  |   |
|      | Silates (Note 1)  |  |   |
|      | T. 15 (0 " )  |  |   |
|      | Total D. (Ordinary shares)  | N/A  |   |
|      | (Preference shares)   | N/A  |   |
|      | (Other class)   | N/A  |   |
|      | (0.1101 01000)  | 1 3/7 1  |   |
| 1    |   |  |   |

| Ot | her Movements | in Issued Sha | are Capital    |   |       |   |   |  |
|----|---------------|---------------|----------------|---|-------|---|---|--|
|    | Type of Issue |               |                |   |       |   | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as a<br>close of the<br>month |
|    | 1900 01 10000 |               |                | Olaca of about                          |       |   |   |  |
|    |               |               |                | Class of shares issuable (Note 1)       |       |   |   |  |
| 1. | Rights issue  | At price :    | State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |  |
|    |               |               |                | EGM approval date:                      | ( / / | ) |   |  |
|    |               |               |                | (dd/mm/yyyy)                            |       |   | N/A   | N/A  |
|    |               |               |                |   |       |   |   |  |
|    |               |               |                | Class of shares issuable (Note 1)       |       |   |   |  |
| 2. | Open offer    | At price :    | State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |  |
|    |               |               |                | EGM approval date:                      | ( / / | ) |   |  |
|    |               |               |                | (dd/mm/yyyy)                            |       |   | N/A   | N/A  |
|    |               |               |                |   |       |   |   |  |
|    |               |               |                | Class of shares issuable (Note 1)       |       |   |   |  |
| 3. | Placing       | At price :    | State currency | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |  |
|    |               |               |                | EGM approval date:                      | ( / / | ) |   |  |
|    |               |               |                | (dd/mm/yyyy)                            |       |   | N/A   | N/A  |
|    |               |               |                |   |       |   |   |  |
|    |               |               |                | Class of shares issuable (Note 1)       |       |   |   |  |
| 4. | Bonus issue   |               |                | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |  |
|    |               |               |                | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |   |  |
|    |               |               |                | , ,,,,,,                                |       |   | N/A   | N/A  |
|    |               |               |                |   |       |   |   |  |

|    |                      |            |                    |   |       |   | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|------------|--------------------|---|-------|---|---|---|
|    | Type of Issue        |            |                    |   |       |   |   | monun   |
|    |                      |            |                    | Class of shares issuable (Note 1)       |       |   |   |   |
| 5. | Scrip dividend       | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | N/A   | NI/A  |
|    |                      |            |                    |   |       |   | N/A   | N/A   |
|    |                      |            |                    | Class of shares repurchased (Note 1)    |       |   |   |   |
| 6. | Repurchase of shares |            |                    | Cancellation date : (dd/mm/yyyy)        | ( / / | ) |   |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | NI/A  | Ν1/Λ  |
|    |                      |            |                    |   |       |   | N/A   | N/A   |
|    |                      |            |                    | Class of shares redeemed (Note 1)       |       |   |   |   |
| 7. | Redemption of shares |            |                    | Redemption date : (dd/mm/yyyy)          | ( / / | ) |   |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / / | ) |   | 21/4  |
|    |                      |            |                    |   |       |   | N/A   | N/A   |
|    |                      |            |                    | Class of shares issuable (Note 1)       |       |   |   |   |
| 8. | Consideration issue  | At price : | State currency ——— | Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |   |   |
|    |                      |            |                    | EGM approval date: (dd/mm/yyyy)         | ( / / | ) | <b>8.17</b> A   | <b>81/</b> 4  |
|    |                      |            |                    |   |       |   | N/A   | N/A   |

| Type of Issue   |  | No. of new<br>shares of<br>issuer<br>issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|--|---|---|
|   | Class of shares<br>issuable (Note 1)                             |   |   |
| Capital reorganisation  | Issue and allotment ( / / ) date : (dd/mm/yyyy)                  |   |   |
|   | EGM approval date: ( / / ) (dd/mm/yyyy)                          | N/A   | N/A   |
|   | Class of sharesissuable (Note 1)                                 |   |   |
| 10. Other (Please specify) At price : State currency          | Issue and allotment ( / / ) date : (dd/mm/yyyy)                  |   |   |
|   | EGM approval date: ( / / ) (dd/mm/yyyy)                          | N/A   | N/A   |
|   | Total E. (Ordina<br>share:<br>(Preference share:<br>(Other class | s) <u>N/A</u><br>s) <u>N/A</u>  | -   |
|   |  |   |   |
| Total increase / (decrease) in ordinary shares duri           |  | ۵)  | 68,311  |
| Total increase / (decrease) in preference shares of           |  | -   | N/A<br>N/A  |
| Total increase / (decrease) in other classes of sha E):       |  | ·   | N/A   |
| (These figures should be the same as the relevant Capital").) | nt figures under II above ("Movements                            | in Issued Sh  | nare  |

### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

#### (Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

| (iv)         | all the securities of each class are in all respects identical (Note 3);  |
|--------------|---|
| (v)          | all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;                   |
| (vi)         | all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;   |
| (vii)        | completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and |
| (viii)       | the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.                                |
| Remar<br>N/A | ks (if any):  |
|              |   |
|              |   |
|              |   |
|              |   |
|              |   |
|              |   |
|              |   |
|              |   |
| Submi        | tted by: Tricor Investor Services Limited   |
| Title:       | Branch Share Registrar  |
|              | (Director, Secretary or other duly authorised officer)  |
|              |   |
|              |   |

### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.