



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)

(“Company”)

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES DIVISION CAUSE NO. FSD294 OF 2020 IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT (2020 REVISION) (AS REVISED)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995 (AS REVISED)

AND IN THE MATTER OF TONLY ELECTRONICS HOLDINGS LIMITED PINK FORM OF PROXY FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE COURT

TO BE HELD AT 10:00 A.M. ON 23 FEBRUARY 2021 (HONG KONG TIME) (OR AT ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$1.00 each
in the share capital of the Company hereby appoint the chairman of the court meeting, or ⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us in my/our name and on my/our behalf at the court meeting (the “Court Meeting”) of the Disinterested Scheme Shareholders (as defined in the Scheme hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands to be held at 8th Floor, Building 22E, 22 Science Park East Avenue, Hong Kong Science Park, Shatin, New Territories, Hong Kong on Tuesday, 23 February 2021, at 10:00 a.m. (Hong Kong time) (and at any adjournment thereof) for the purpose of considering and, if thought fit, approving (with or without modification(s)) the scheme of arrangement (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme) as referred to in the notice dated 29 January 2021 convening the Court Meeting (the “Notice”), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the Scheme (in either case with or without modification(s), as my/our proxy may approve) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme ⁽⁴⁾	AGAINST the Scheme ⁽⁴⁾

Dated _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ _____

Notes:-

- Full name(s) and address(es) should be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint holders should be stated.
- Please insert the number of Disinterested Scheme Shares (as defined in the Scheme) registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Disinterested Scheme Shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the chairman of the Court Meeting, please strike out “the chairman of the court meeting, or” and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** in the space provided. A proxy need not be a member of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED “FOR the Scheme”. IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED “AGAINST the Scheme”.** It is requested that you vote all of the Disinterested Scheme Shares registered in your name(s) either FOR the Scheme or AGAINST the Scheme and not to vote some of the Disinterested Scheme Shares registered in your name(s) FOR the Scheme and some of the Disinterested Scheme Shares registered in your name(s) AGAINST the Scheme. Each Disinterested Scheme Shareholder who is a Registered Owner (other than HKSCC Nominees Limited) is only entitled to submit one proxy form for the Court Meeting. Save for HKSCC Nominees Limited who may vote both FOR and AGAINST the Scheme, if more than one proxy form for the Court Meeting is submitted by a Disinterested Scheme Shareholder who is a Registered Owner (other than HKSCC Nominees Limited) and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form for the Court Meeting is submitted by a Disinterested Scheme Shareholder who is a Registered Owner (other than HKSCC Nominees Limited) and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the chairman of the Court Meeting shall have absolute discretion as to whether or not to accept those proxy forms. In the absence of any such indication, the proxy(ies) will be entitled to cast his/her vote(s) or will abstain at his/her discretion. Your proxy(ies) will also be entitled to vote at his/her discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice.
- The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of Disinterested Scheme Shares, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company. Several executors and administrators of a deceased member in whose name any Disinterested Scheme Share stands shall for such purpose be deemed joint holders thereof.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong at Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof.
- A proxy does not need to be a member of the Company, but must attend the Court Meeting in person to represent you. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he/she acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he/she acts as proxy as such member could exercise as if it were an individual member.
- Completion and delivery of the proxy form will not preclude you from attending and voting at the Court Meeting if you so wish, but your proxy’s authority to vote on a resolution is to be regarded as revoked if you attend in person at the Court Meeting and vote on that particular resolution.
- The Company reserves its right to treat any proxy form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- The Company reserves its right to request (i) any member or his/her proxy to produce proof of identity when attending the Court Meeting; and (ii) any representative of a corporate member to produce proof of identity and a copy of the resolution of the board of directors or other governing body or power of attorney of that member appointing such representative to attend the Court Meeting.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the scheme document dated 29 January 2021.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 of the laws of Hong Kong (“PDPO”), which includes the name(s) and address(es) of you and your proxy(ies).

Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “Purposes”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar and transfer office, Tricor Investor Services Limited, our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company / Tricor Investor Services Limited at the above address.