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This document is the Form of Acceptance referred to in the scheme document addressed to the Scheme Shareholders and the Option Holders dated 29 January 2021 (the "Scheme Document") for use by the Option Holders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter dated 29 January 2021 in relation to the Option Offer.

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.

**T.C.L. Industries Holdings (H.K.) Limited**  
(Incorporated in Hong Kong with limited liability)

 **TONLY**  
**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)

**PROPOSED PRIVATISATION OF TONLY ELECTRONICS HOLDINGS LIMITED  
BY THE OFFEROR  
BY WAY OF A SCHEME OF ARRANGEMENT  
(UNDER SECTION 86 OF THE COMPANIES ACT)**

**OPTION OFFER FORM OF ACCEPTANCE**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional advisor.

You should return the completed Form of Acceptance to the Human Resources Department of the Company and marked "Tonly Electronics Holdings Limited – Option Offer", by no later than 4:30 p.m. on Wednesday, 7 April 2021 (or such other date and time as may be notified to you by the Offeror, Citigroup and the Company or by way of joint announcement by the Offeror and the Company on the respective websites of the Stock Exchange and the Company).

Before returning the Form of Acceptance to the Human Resources Department of the Company, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

To: **The Offeror, the Company and Citigroup**

With reference to the Option Offer made by the Offeror dated 29 January 2021, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Scheme Record Date on the terms and subject to the conditions set out in the Option Offer <sup>(Notes 1 and 4)</sup>.

ACCEPT	
REJECT	

As to payment of the Option Consideration, I hereby declare my choice by ticking the relevant boxes and fill in the relevant information below:

Number of Share Option(s) to be cancelled	Share Option(s) with exercise price of HK\$7.84	FIGURES	WORDS
<b>Optionholder(s) name(s) and address(es) in full (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS)</b>	Surname(s) or company name(s) Correspondence address		Forename(s)  Telephone number
<b>CONSIDERATION</b>	HK\$4.16 in cash for cancellation of each Share Option with exercise price of HK\$7.84 per Share Option		
<b>Electronic bank transfer into a brokerage account with BOCI Securities Limited as instructed by me in this Form of Acceptance in Hong Kong dollars</b> <sup>(Note 5)</sup>		<b>Account Number:</b> _____	[ ]
<b>Physical delivery of a cheque in Hong Kong dollars to me to the correspondence address in Hong Kong as provided by me in the table above</b>			[ ]
<b>Electronic bank transfer into a bank account in the PRC as instructed by me in this Form of Acceptance, or payment in cash, through an intermediate recipient, i.e. an affiliate of the Offeror in the PRC in RMB</b>		<b>Payment by electronic bank transfer</b>	[ ]
		<b>Bank:</b> _____	
		<b>Account Number:</b> _____	
		<b>Payment in cash</b>	[ ]

By signing and returning this Form of Acceptance, I:

- confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;
- confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever;
- acknowledge that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of such Share Options I hold in respect of which I accept the Option Offer, and I agree that all rights and obligations under all Share Options held by me in respect of which I accept the Option Offer will be cancelled;
- confirm that any acceptance of the Option Offer cannot be withdrawn or altered;
- authorise the Company and the Offeror, jointly and severally, or any director or officer of the Company or the Offeror or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance (including consenting to the Company, the Board or the Offeror, as applicable, exercising its rights to amend the terms of my Share Options such that they may be transferred to the Offeror); and
- undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.

This Form of Acceptance shall be governed by and construed in accordance with the laws of Hong Kong.

Signature of Option Holder: \_\_\_\_\_ (Note 2)      Witness' Signature: \_\_\_\_\_ (Note 3)

Name of Option Holder: \_\_\_\_\_      Witness' Name: \_\_\_\_\_

Option Holder's Identity Card/      Witness' Identity Card/

Passport Issuing Country/      Passport Issuing Country/

Region and Number (Note 6): \_\_\_\_\_      Region and Number (Note 6): \_\_\_\_\_

Date: \_\_\_\_\_

Notes:

1. This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by the Offeror dated 29 January 2021 in relation to the Option Offer. The Option Offer is made in respect of your vested Share Options that you hold as at the Scheme Record Date, in respect of which the underlying Shares are not registered in your name (or in the name of your nominee holding for your behalf) as at the Scheme Record Date.
2. Please sign at the place indicated to signify your choice in respect of the Option Offer and/or insert the date of signing. If you fail to sign and return the Form of Acceptance to the Offeror as instructed above and in this Form of Acceptance, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Scheme Record Date notwithstanding completion of the other parts of this Form of Acceptance. However, the delivery of this Form of Acceptance, duly signed, may, if the Offeror determines it appropriate, be as effective as if it were duly completed and received notwithstanding that it is not completed or received strictly in accordance with the instructions set out in this Form of Acceptance and the Option Offer Letter.
3. The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
4. You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.
5. A cheque will be delivered to BOCI Securities Limited, which will originate bank transfer of the Option Consideration after deducting any relevant charges to the account specified by you in this Form of Acceptance. Relevant costs charged by BOCI Securities Limited for the arrangement will be borne by you.
6. Please delete as appropriate.