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**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)

## **JOINT ANNOUNCEMENT**

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

**AND**

**(2) SPECIAL DEAL IN RELATION TO  
THE ROLLOVER ARRANGEMENT**

**AND**

**(3) PROPOSED WITHDRAWAL OF LISTING OF THE COMPANY**

**EFFECTIVE DATE OF THE SCHEME**

**AND**

**PROPOSED WITHDRAWAL OF LISTING**

**Exclusive Financial Adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**

 **SOMERLEY CAPITAL LIMITED**

References are made to (i) the scheme document jointly issued by Tonly Electronics Holdings Limited (the “**Company**”) and T.C.L. Industries Holdings (H.K.) Limited (the “**Offeror**”) on 29 January 2021 (the “**Scheme Document**”) in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under Section 86 of the Companies Act (2020 Revision) of the Cayman Islands; (ii) the announcement jointly issued by the Offeror and the Company on 23 February 2021 in relation to the results of the Court Meeting and the EGM; and (iii) the announcement jointly issued by the Company and the Offeror dated 3 March 2021 in relation to the sanction of the Scheme by the Court (the “**Sanction Announcement**”).

Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Scheme Document.

## **EFFECTIVE DATE OF THE SCHEME**

As disclosed in the Sanction Announcement, the Scheme was sanctioned without modification by the Court on Tuesday, 2 March 2021 (Cayman Islands time). The reduction of the issued share capital of the Company resulting from the cancellation and extinguishment of the Scheme Shares was also confirmed by the Court on the same day.

Copies of the court orders sanctioning the Scheme and confirming the reduction of the issued share capital of the Company were delivered to the Registrar of Companies in the Cayman Islands for registration on Thursday, 4 March 2021 (Cayman Islands time) and the registration became effective on Thursday, 4 March 2021 (Cayman Islands time). Notice of the registration by the Registrar of Companies in the Cayman Islands of the court order confirming the reduction of the issued share capital of the Company and the schedule thereto shall be published once in the first available Cayman Islands Gazette, and once in one English language newspaper circulated in Hong Kong, namely “The South China Morning Post”, and once in one Chinese language newspaper circulated in Hong Kong, namely “The Hong Kong Economic Journal” within 14 days of such registration.

After registration of copies of the court orders sanctioning the Scheme and confirming the reduction of the issued share capital of the Company, all of the Conditions as set out on pages 88 to 91 of the Scheme Document in the section headed “3. Conditions of the Proposal and the Scheme” in “Part VII – Explanatory Memorandum” have been fulfilled and the Scheme became effective on Thursday, 4 March 2021 (Cayman Islands time).

## **PAYMENT UNDER THE SCHEME**

Cheques for cash payment under the Scheme will be despatched by the Offeror as soon as possible but in any event on or before Monday, 15 March 2021 (Hong Kong time).

## **OPTION OFFER BECOMES UNCONDITIONAL**

The Option Offer is conditional upon the Scheme becoming effective. Accordingly, the Option Offer became unconditional on Thursday, 4 March 2021 (Cayman Islands time). The Option Offer will remain open for acceptance until 4:30 p.m. on Wednesday, 7 April 2021 (Hong Kong time) (or such later date as may be notified by the Offeror, Citigroup and the Company to the Option Holders or by way of joint announcement by the Offeror and the Company on the respective websites of the Stock Exchange and the Company).

## **PAYMENT UNDER THE OPTION OFFER**

Any cash entitlements under the Option Offer will be paid net of any applicable taxes.

Payment in relation to outstanding Share Options as at the Scheme Record Date in respect of which validly completed Forms of Acceptance were received after the Scheme Record Date but before 4:30 p.m. on Wednesday, 7 April 2021 (Hong Kong time) will be made within seven (7) Business Days following receipt of such validly completed Forms of Acceptance.

## **WITHDRAWAL OF LISTING**

It is expected that the listing of the Shares on the Stock Exchange will be withdrawn at or before 4:00 p.m. on Monday, 8 March 2021 (Hong Kong time).

By order of the board of  
**T.C.L. Industries Holdings (H.K.) Limited**  
**LI Dongsheng**  
*Director*

By order of the board of  
**TONLY ELECTRONICS HOLDINGS**  
**LIMITED**  
**LIAO Qian**  
*Chairman*

Hong Kong, 5 March 2021

*As at the date of this joint announcement, the directors of the Offeror are:*

Mr. LI Dongsheng  
Mr. DU Yuanhua  
Ms. XIONG Yan

*As at the date of this joint announcement, the Directors are:*

*Non-executive Director*  
Mr. LIAO Qian (*Chairman*)

*Executive Directors*  
Mr. YU Guanghui  
Mr. SONG Yonghong  
Mr. REN Xuenong

*Independent non-executive Directors*  
Mr. POON Chiu Kwok  
Mr. LI Qi  
Mr. LEONG Yue Wing

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (in relation to the information relating to the Group only) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in the joint announcement misleading.*