Form A 表格甲

The whole of this document must be returned to be valid

本文件必須整份交還,方為有效

IMPORTANT 重要提示

CAPITALISED TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS THOSE DEFINED IN THE PROSPECTUS (THE "PROSPECTUS") OF TONLY ELECTRONICS HOLDINGS LIMITED (THE "COMPANY") DATED 30 OCTOBER 2014, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS PAL IS VALUABLE AND TRANSFERBLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EAF EXPIRES AT 4:00 P.M. ON THURSDAY, 13 NOVEMBER 2014. If you are in any doubt as to the contents of this PAL or as to the action to be taken, you should consult a licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

Dealings in the Shares and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of sach of the Prospectus Documents together with the documents specified in the paragraph headed "15. Documents delivered to the Registrar" in Appendix III to the Prospectus, have been registered with the Recommendation of the Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance. The SFC and the Registrar of Companies in Hong Kong take no responsibility as to the contents of a Prospectus Documents.

Prospectus Documents.

Hong Kong Exhanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their ini-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their ini-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from their respective commencement dates of dealings in the Rights Shares in their ini-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

除文義另有所指外,本文件所用之詞彙具有通力電子控股有限公司(「本公司」)於二零一四年十月三十日刊發之章程(「章程」)所界定之相同涵義。

「水水製み有が用が、千人にが水と前半来特別がありまないでは、100mmでで、日本・月カートロリンとでは、100mmでは、

大儿也子本的。 各份章程文件连同章程附錄三「15.送皇公司註冊處處長之文件」一段訂明之文件已根據公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。證監會和喬港公司註冊處處長對任何章程文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示,概不對因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。 任何責任。

止內果止。 特未撤服款及缴足服款供股股份獲准於聯交所上市及買賣,並符合香港結算之股份收納規定後,未缴股款及缴足股款供股股份將獲香港結算接納為台資格證券,可由該等未缴股款及缴足股款供股股份各自開始於聯交所買賣之日期或由香港 結算應定之其他日期起,於中央結算系統內寄存,結算及交收。聯交所參與者之間於任何交易日進行之交易,須於其後第二個交易日於中央結算系統內交收。所有於中央結算系統內進行之活動均須遵守不時生效之中央結算系統一般規則及 中央結算系統僅存程序規則。

Branch share registrar and transfer office in Hong Kong: 香港股份過戶登記分處:

Name(s) and address of the Qualifying Shareholder(s)

Tricor Investor Services Limited Level 22, Hopewell Centre 183 Queen's Road East Hona Kona

卓佳證券登記有限公司 香港 皇后大道東183號 合和中心22樓



TONLY ELECTRONICS HOLDINGS LIMITED

通力電子控股有限公司

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立之有限公司) (Stock Code: 1249) (股份代號:1249)

RIGHTS ISSUE IN THE PROPORTION OF ONE RIGHTS SHARE FOR EVERY TWO SHARES HELD BY QUALIFYING SHAREHOLDERS ON THE RECORD DATE

按合資格股東於記錄日期 每持有兩股股份獲發一股供股股份之比例 進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Reaistered office: *註冊辦事處*

P.O. Box 309 Ugland House Grand Cayman KY1-1104 Cavman Islands

Head office and principal place of business in Hong Kong: 總辦事處及香港主要營業地點

13th Floor TCL Tower 8 Tai Chung Boad Tsuen War Hong Kong

至灣 大涌道8號 TCL工業中心

30 October 2014 一四年十月三十日

合資格股東姓名及地址		Total number of Shares registered in your name(s) on Wednesday, 29 October 2014 於二零一四年十月二十九日(星期三)以 閣下名義登記之股份總數
	Box A 甲欄	
	Box B 乙欄	
	Box C 内欄 HK\$ 港元	

To accept this provisional allotment in full, you must lodge this original document in accordance with the instructions printed herein with the Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a remittance in cheques or cashier's orders in Hong Kong dollars for the full amount payable on acceptance as shown in Box C above by no later than 4:00 p.m. on Thursday, 13 November 2014. All remittances must be made by cheques or cashier's orders must be disaue on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "TONLY ELECTRONICS HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT" and must be crossed "ACCOUNT PAYEE ONLY". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

No receipt will be given for such remittance.
Please Note: The Rights Issue is conditional, inter alia, upon the fulfillment and/or waiver (where applicable) of the conditions set out under the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus. Accordingly, the Rights Issue may or may not proceed.
Please Note: The Shares had been dealt in on an ex-rights basis since Tuesday, 21 October 2014. Dealings in the Rights Shares in their nil-paid form will take place from Monday, 3 November 2014 to Monday, 10 November 2014 (both dates inclusive). If any of the conditions precedent to the Rights Issue as set out in the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus cannot be fulfilled or is not valved or the Conditions of the Rights Issue is subject as a set out in the sub-paragraph headed "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus cannot be fulfilled or is not valved or the Underwriter reviries its rights to termination under the Underwriter graph place of "Conditions of the Rights Issue" in the "Letter from the Board" of the Prospectus cannot be fulfilled or is not valved or to 4:00 p.m. on Monday, 17 November 2014 (or such other time as the Underwriter may agree with the Company), the Rights Issue will not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares. Any dealings in the Rights Issue is subject are fulfilled and/or waived (as applicable) (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases), and any dealings in the Rights Issue is subject as the Underwriter's right of termination of the

パース マンス マンス スター スタンス スター 大阪領待 (其中包括) 章程「董事會函件」中「供股之條件」分段所載之條件達成及/或獲豁免(如適用)後・方可作實。根據包銷協議・包銷商有權於發生章程內「終止包銷協議」一節所載若干事件時終止包銷協議。因此,供股可能或未必會維行。 未必會維行。

不是真些!! 較請注意,股份已由二零一四年十月二十一日(星期二)起按除權基率買賣。買賣未繳股款供股股份之期間將由二零一四年十一月三日(星期一)至二零一四年十一月十日(星期一)止(包括自尾兩日)。倘於二零一四年十一月十七日(星期一) 下午四時正(或包銷商可能與本公司協定之其他時間)前章程[董事會協件]中(供股之條件!分段所載供股之任何先決條件未能達成或屬點免或包銷商行使其權利終止其於包銷協議項下之責任,則供股蔣不會進行,股東及有意投資者於買賣 股份時務請審損行事。因此,於供股須符合之所有條件建成及了或獲豁免(如適用)之日(及包銷商終上包銷協議之權利序止當日)前買賣數份,以及由二零一四年十一月三日(星期一)至二零一四年十一月十日(星期一)止(包括首尾兩日)期 間買賣未繳股款供股股份之人士,將須面對供股未必成為無條件或未必會進行之風險。擬買買股份及次未繳股款供股股份之任何股東或其他人士、務請諮詢彼等之專業顧問。

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS PAL, HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR A TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS PAL.

在轉讓本暫定配額通知書代表之供股股份認購權利時,每宗買賣均須繳付香港從價印花稅。除出售外,饋贈或轉讓實益權益亦須繳付香港從價印花稅。在辦理本暫定配額通知書代 表之任何供股股份配額轉讓登記手續前,須出示已繳付香港從價印花税之證明。

Form B 表格乙

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein) (只供有意全數轉讓彼/彼等可認購本表格所列供股股份權利之合資格股東填寫及簽署)

The Directors **Tonly Electronics Holdings Limited**

通力電子控股有限公司

列位董事

Dear Sir/Madam

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者 本人/吾等謹將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署) Date 日期:_

Note: Hong Kong ad valorem stamp duty is payable by the transferor(s) in connection with the acceptance of the transfer of his/her/its/their right(s) to subscribe for the Rights Shares.

附註:轉讓人須就接納轉讓彼/彼等可認購供股股份之權利繳付香港從價印花稅。

Form C 表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred) (只供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors

Tonly Electronics Holdings Limited

通力電子控股有限公司

列位董事

Dear Sir/Madam,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company.

本人/吾等謹請 閣下將表格甲中乙欄所列之供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及章程所載條款,以及在 貴公司之組織章程大綱及細 則規限下,接納此等供股股份。

	Existing Shareholder(s) Please mark "X" in the box 現有股東請於欄內填上「X」符號	
To be completed in BLOCK LETTERS in ENGLISH Joint applicants should give	one address only	

			現有 IX 未 詞 於 懶 內 與 工 I 人] 村		
	To be completed in BLOCK LETTERS in ENGLISH 請用 英文正楷 填寫。聯名申 Names of Chinese applicants must be given 華裔申請人須填寫	請人只須填報一個地址。 both in English and in Chine			
Name of applicant in English 申請人英文姓名	Family name (姓氏) Other names (名字)		Name in Chines 中文姓名	е	
Name(s) of joint applicant(s) in English (if any)					
聯名首請人(如有)英文姓名					
Address in English (Joint applicants should give the					
address of the first named applicant only) 英文地址					
(聯名申請人只須填報排名首位 之申請人地址)					
Occupation 職業			Tel. no. 電話號碼		
	Dividend instruct	ions 股息指示			
		Bank account no.銀行戶口號碼			
Name and address of Bank 銀行名稱及地址		BANK BRANCH 銀行 分行		ACCOUNT 賬戶	

 2	3	4	
Signatu	ure(s) of applicant(s) (all joint applicants must	sign)	
Oignate	申請人簽署(所有聯名申請人均須簽署)	. oign)	



TONLY ELECTRONICS HOLDINGS LIMITED

通力電子控股有限公司

(於開曼群島註冊成立之有限公司) (股份代號:1249)

敬卧者:

緒言

根據章程所載條款及在其條件規限下,董事已按於記錄日期(即二零一四年十月二十九日(星期三))營業時間結束時在本公司股東名冊上,以 閣下名義登記每兩(2) 股股份供一(1)股供股股份之基準,向 閣下暫定配發本暫定配額通知書前頁所示數目之供股股份。 閣下於當日持有之股份數目載於本暫定配額通知書甲欄,而暫定配發予 閣下之供股股份總數則載於乙欄。

經配發、發行及繳足股款後之供股股份在各方面將會與於供股股份配發當日之當時已發行股份享有同等權益。繳足股款供股股份持有人將有權收取在繳足股款供股股份之配發及發行日期或以後本公司所宣派、作出或派付之一切未來股息及分派。

章程文件並無亦不會根據香港以外任何司法權區之任何適用證券或同等法例登記或存檔。

本公司並未辦理任何手續以獲准在香港以外任何地區提呈供股股份、或派發章程文件。因此,在香港以外任何地區接獲任何章程文件之人士,均不得視之為申請供股 股份之要約或邀請,除非於相關地區或司法權區可毋須遵守該等地方任何登記或其他法律或監管規定而合法作出該要約或邀請。

於香港境外接獲章程文件且有意承購供股股份之任何人士(包括但不限於代名人、代理及信託人)有責任於購入任何認購暫定配發供股股份之權利前自行全面遵守所有相關地區或司法權區之法例及法規(包括取得任何政府或其他同意),以及支付於該地區或司法權區就供股所須支付之任何稅項及徵費。任何人士接納供股將被視為構成其向本公司作出已全面遵守該等地方法例及規定之陳述及保證。為免生疑問,謹此説明,香港結算或香港中央結算(代理人)有限公司均不受任何上述陳述及保證所 規限。 閣下如對本身之情況有任何疑問,應諮詢 閣下之專業顧問。

接納手續

閣下如欲全數承購供股股份之暫定配額,則須將本暫定配額通知書整份連同丙欄所示於接納時應繳付之全數股款(以支票或銀行本票形式),不遲於二零一四年十一月

所有股款須以港元支票或銀行本票繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「TONLY ELECTRONICS HOLDINGS LIMITED – RIGHTS ISSUE ACCOUNT」及必須以「只准入抬頭人賬戶」方式劃線開出。繳付上述股款將表示 閣下根據本暫定配額通知書及章程之條款,並在本公司之組織章程大綱及公司細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。

敬請注意・除非本暫定配額通知書已經填妥並連同丙欄所示之適當金額股款如上文所述不遲於二零一四年十一月十三日(星期四)下午四時正(如天氣情況惡劣・則為 [「]吸網は思・防チチ育に配銀短知音已経場女业建門内側別小と類菌並銀版歌如上又所処个建於一等一四年十一月十二日(星期四)下午四時止(如大氣情況器劣,則為下文「惡劣天氣之影響」一段所述之較後日期)由原承配人或已獲有效轉譲權利之任何人士一併交回・否則此暫定配額及所有認購供股股份之相關權利將視作不發接納並予以註銷。本公司可全權酌情將一份已交回但並未根據本暫定配額通知書上印列之相關指示填妥之暫定配額通知書當為有效及對自行或由代表遞交通知書之人士具約束力。填妥及交回暫定配額通知書將會構成有關人士向本公司作出保證及聲明・表示已經(或將會)就暫定配額通知書(及據此作出之任何接納)妥為遵從香港以外之 一切有關地區之所有登記、法律及監管規定。

為免生疑問,僅此説明,香港結算或香港中央結算(代理人)有限公司均不受任何上述陳述及保證所規限。

蘸讓

拆細

閣下如欲轉讓 閣下根據本暫定配額通知書所有獲暫定配發之供股股份認購權利,須填妥轉讓及提名表格(表格乙),並將本暫定配額通知書交予承讓 閣下權利或經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格(表格內),並須不遲於二零一四年十一月十三日(星期四)下午四時正將本暫定配額通知書整份連同丙欄所示於接納時應繳付之全數股款(以支票或銀行本票形式)一併送達過戶處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓,方為有效。所有股款須以港元支票或銀行本票繳付,支票須由香港之持陳銀行賬門聞出,或銀行本票則須由香港之持牌銀行發出,並須註明拾頭人為「TONLY ELECTRONICS HOLDINGS LIMITED — RIGHTS ISSUE ACCOUNT」及必須以「只准入抬頭人賬戶」方式劃線開出。敬請注意, 閣下轉讓可認購有關供股股份之權利予承讓人及承讓人接納該等權 利,均須繳付香港印花税

閣下如僅欲接納根據本暫定配額通知書獲暫定配發之部分暫定配額或欲轉讓部分獲暫定配發之供股股份認購權利或欲轉讓該等權利予多於一 名人士,則須不遲於二零 一四年十一月五日(星期三)下午四時三十分將本暫定配額通知送達過戶處卓住證券登記有限公司,地址為香港皇后大道東183號合和中心22樓,以辦理註道壽,方 為有效。過戶處將註銷原有之暫定配額通知書,並按所需數額發出新暫定配額通知書。新暫定配額通知書將於 閣下交回原有之暫定配額通知書後第二個營業日於過 戶處可供領取。拆細暫定配額毋須支付任何費用。

惡劣天氣之影響

倘若八號或以上熱帶氣旋警告訊號;或「黑色」暴雨警告(i)於最後接納日期中午十二時正前任何香港本地時間在香港生效,而於中午十二時正後不再生效,則最後接納時限將順延至同一營業日下午五時正;或(ii)於最後接納日期中午十二時正至下午四時正期間任何香港本地時間在香港生效,則最後接納時限將改為下一營業日(有關警告於當日上午九時正至下午四時正期間任何時間並無生效)下午四時正。倘最後接納時限延期,則本文件所述之日期可能會受影響。在此情況下,本公司將於實際 可行情況下盡快以公佈方式知會股東預期時間表之任何變動。

敬請注意,包銷協議載有條文,使包銷商有權於交收日期前發生若干事件時(該等事件已載於章程內「終止包銷協議」一節)向本公司發出書面通知終止包銷協議。倘包 銷商終止包銷協議或包銷協議不能成為無條件,則供股將不會進行。

支票或銀行本票

所有支票及銀行本票將於收訖後即時過戶,而有關股款所赚取之所有利息(如有)將撥歸本公司所有。

填妥及呈交或交回本暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票,即構成申請人對該支票或銀行本票於首次過戶時即可兑現之保證。如支票或 銀行本票在首次過戶時未能兑現,有關申請有可能不獲受理。其時,有關保證配額及所有相關權利將視作不獲接納並予以註銷。

待供股之條件達成後,所有繳足股款供股股份之股票預期於二零一四年十一月二十一日(星期五)或之前由過戶處以平郵方式寄發予有權收取之人士(倘為聯名持有人,則寄予本公司股東名冊內或登記申請表格(表格丙)上排名首位之有關申請人之登記地址),郵誤風險概由該等申請人自行承擔。

閣下將會就有效申請及獲發行之全部繳足股款供股股份及/或額外供股股份(如有)獲發一張股票。

申請認購額外供股股份

閣下如欲申請認購 閣下所獲暫定配發之供股股份以外之任何供股股份,須按照隨附之額外申請表格上印備之指示填妥及簽署該表格,連同為申請認購額外供股股份應繳之全部股款而獨立開出或發出之支票或銀行本票,不遲於二零一四年十一月十三日(星期四)下午四時正送達過戶處卓佳證券登記有限公司,地址為香港皇后大道東183號合和中心22樓,方為有效。所有股款須以港元支票或銀行本票繳付,支票須由香港之持牌銀行賬戶開出,或銀行本票則須由香港之持牌銀行發出,並須註明抬頭人為「TONLY ELECTRONICS HOLDINGS LIMITED – EXCESS APPLICATION ACCOUNT」及必須以「只准入拾頭人賬戶」方式劃線開出。所有繳款將不獲發收據。

一般事項

交回本暫定配額通知書及(如適用)宣稱已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格(表格乙)後,即屬交回上述文件之人士有權處理本暫定配額通知書及收取拆細之暫定配額通知書及/或供股股份股票之不可推翻證據。章程印本可向過戶處卓佳證券登記有限公司索取,地址為香港皇后大道東183號合和中心22樓。

所有文件(包括應付款項之支票)將按有權收取之人士各自於本公司股東名冊上所示之地址以平郵方式寄發予彼等,郵誤風險概由彼等自行承擔。

本暫定配額通知書及其中所載要約之所有接納事宜均須受香港法律管轄並按香港法律詮釋。

個人資料之收集

值妥、簽署及交回隨附本暫定配額通知書之表格,即表示 閣下同意向本公司、香港股份過戶登記分處及/或彼等各自之顧問及代理披露個人資料及彼等所需有關 閣下或 閣下為其利益而接納暫獲配發供股股份之人士之任何資料。個人資料(私隱)條例賦予證券持有人權利,可確定本公司或香港股份過戶登記分處是否持有其個人資料、索取有關資料之副本及更正任何不準確之資料。根據個人資料(私隱)條例,本公司及香港股份過戶登記分處有權就處理任何查閱資料要求收取合理費用。就所有有關查閱資料或更正資料或查詢有關政策及慣例以及持有資料種類之要求而言,應致函本公司之主要營業地點(香港新界荃灣大涌道8號TCL工業中心13樓)或本公司根據適用法例不時作出通知之地址,註明公司秘書收,或(視情況而定)致函香港股份過戶登記分處(地址見上文)。

列位合資格股東 台照

代表

通力電子控股有限公司

主席 袁冰

謹啟