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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)

POLL RESULTS AT THE ANNUAL GENERAL MEETING HELD ON 9 MAY 2019

The board of directors of the Company (the “**Board**”) is pleased to announce the results of the poll taken at the AGM held on 9 May 2019.

Reference is made to the notice (“**Notice**”) of the annual general meeting (“**AGM**”) and the circular of the Company (“**Circular**”) dated 4 April 2019. Unless otherwise defined, terms used herein shall have the same meaning as those defined in the Circular.

At the AGM held on 9 May 2019, the voting on all proposed resolutions (the “**Resolutions**”) as set out in the Notice were conducted by way of poll.

The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, was appointed as the scrutineer of the vote-taking at the AGM.

The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements for the year ended 31 December 2018 and the reports of the directors (the “ Directors ”) and independent auditors (the “ Auditors ”) of the Company thereon	184,344,411 (99.87%)	239,695 (0.13%)
2.	To approve the declaration of a final dividend of 30.0 HK cents (HK\$0.30) per ordinary share of the Company to be paid out of the distributable profits of the Company to the Shareholders of the Company whose names appear on the register of members of the Company on 27 May 2019, Monday	184,356,411 (99.87%)	239,695 (0.13%)
3.	To re-appoint Messrs. Ernst & Young as the Auditors and to authorise the board of Directors to fix their remuneration.	184,356,411 (99.87%)	239,695 (0.13%)
4.	(a) To re-elect Mr. SONG Yonghong as an executive Director	184,356,411 (99.87%)	239,695 (0.13%)
	(b) To re-elect Mr. REN Xuenong as an executive Director	183,474,211 (99.39%)	1,121,895 (0.61%)
	(c) To re-elect Mr. LIAO Qian as a non-executive Director until the conclusion of the annual general meeting of the Company of 2022	183,568,511 (99.44%)	1,027,595 (0.56%)
5.	To authorise the board of Directors to fix the Directors’ remuneration	184,356,411 (99.87%)	239,695 (0.13%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
6.	To approve the granting of a specific mandate to the Directors to allot and issue new Shares and/or otherwise deal with unissued Shares which may be required to be allotted and issued under the RS Award Scheme pursuant to the terms thereof not exceeding 3% of the total number of issued Shares as at the date of this resolution is passed (the “ Specific Mandate ”) as set out in item 6 of the Notice	169,459,595 (91.80%)	15,136,511 (8.20%)
7.	To grant the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company (the “ General Mandate ”) as set out in item 7 of the Notice	169,459,595 (91.80%)	15,136,511 (8.20%)
8.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the “ Repurchase Mandate ”) as set out in item 8 of the Notice	184,356,411 (99.87%)	239,695 (0.13%)
9.	To approve the addition to the General Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate as set out in item 9 of the Notice	169,459,595 (91.80%)	15,136,511 (8.20%)
10.	To refresh the scheme mandate limit in respect of granting of share options under the share option scheme as set out in item 10 of the Notice	169,459,595 (91.80%)	15,136,511 (8.20%)

Please refer to the Notice for the full text of the Resolutions proposed at the AGM.

As at the date of the AGM: (i) the total number of the Company's issued shares was 268,623,751; and (ii) the Trustee held a total of 7,771,818 Award Shares (which represents approximately 2.9% of the total number of the Company's issued shares as at the date of the AGM), among which 6,625,843 are outstanding Award Shares (i.e. granted but remained unvested).

As stated in the Circular, the Shareholders who are grantees of the aforesaid outstanding Award Shares are required to abstain from voting on the resolution approving the granting of the Specific Mandate (i.e. Resolution No. 6) in respect of those Award Shares. According to the terms of the Scheme Rules and the Trust Deed, the Trustee shall not exercise any voting rights in respect of any Shares held under the Trust (including but not limited to any Award Shares, Returned Shares and Further Shares). Thus, no grantees of the aforesaid outstanding Award Shares will be entitled to exercise, or cause the Trustee to exercise, any voting rights in respect of such Award Shares. Save for that, no Shareholder is required to abstain to vote on the resolution approving the granting of the Specific Mandate.

Hence, whilst the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions (other than Resolution No. 6) at the AGM was 268,623,751 (261,997,808 for Resolution No. 6), given that 7,771,818 of which were held by the Trustee, the actual number of Shares which gave rise to voting rights at the AGM was 260,851,933. The total number of Shares entitling the Shareholders to attend and vote only against the Resolutions at the AGM was nil.

As more than 50% of the valid votes cast were in favour of each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution.

On behalf of the Board

LIAO Qian

Chairman

Hong Kong, 9 May 2019

As at the date of this announcement, the board of Directors comprises YU Guanghui, SONG Yonghong and REN Xuenong as executive Directors, LIAO Qian as non-executive Director and LEONG Yue Wing, POON Chiu Kwok and LI Qi as independent non-executive Directors.