



**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO. FSD 294 OF 2020 (NSJ)**

**IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES ACT (2021 REVISION)**

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

**AND IN THE MATTER OF TONLY ELECTRONICS HOLDINGS LIMITED**

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**ORDER**

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**UPON THE APPLICATION** of Tonly Electronics Holdings Limited (the *Petitioner*) by Amended Petition dated 26 January 2021

**AND UPON READING** the First and Second Affirmations of REN XUENONG affirmed on 1 December 2020 and 8 January 2021, the First, Second, and Third Affidavits of CHOY FUNG YEE sworn on 27 November 2020, 8 January 2021, and 28 January 2021, the First and Second Affirmations of LAW KA LEE affirmed on 1 December 2020 and 8 January 2021, the First Affirmation of SO MING YAN FIONA affirmed on 8 January 2021, the First Affirmation of LUK SHUE WAH SHERMAN affirmed on 1 February 2021, and the First Affirmation of POON CHIU KWOK affirmed on 24 February 2021, and the exhibits thereto

**AND UPON HEARING** Counsel for the Petitioner

**IT IS ORDERED AND DIRECTED THAT:**

1. The scheme of arrangement (the “**Scheme**”) between the Company and the Scheme Shareholders (as defined in the Scheme) as exhibited to the First Affirmation of LUK SHUE WAH SHERMAN as Exhibit “SL-1” be and is hereby sanctioned pursuant to section 86(2) of the Companies Act (2021 Revision).

2. The Company shall deliver a sealed copy of this Order to the Cayman Islands Registrar of Companies for registration pursuant to section 86(3) of the Companies Act (2021 Revision).
3. Notice of this Order shall be given by the Company to Scheme Shareholders (as defined in the Scheme) by publication on the Company's website and on the website of the Hong Kong Stock Exchange.

Dated this 2<sup>nd</sup> day of March 2021

Filed this 2<sup>nd</sup> day of March 2021



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**THE HONOURABLE JUSTICE SEGAL  
JUDGE OF THE GRAND COURT**

**THIS ORDER** was filed by Harney Westwood & Riegels, Attorneys-at-Law for the Petitioner, whose address for service is 3<sup>rd</sup> Floor, Harbour Place, 103 South Church Street, P.O. Box 10240, Grand Cayman KY1-1002, Cayman Islands (Ref: PYK/JNW/054702.0010.0001).