

TONIC

TONIC INDUSTRIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 978)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Tonic Industries Holdings Limited (the “**Company**”) will be held at Unit B, 10th Floor, Summit Building, 30 Man Yue Street, Hung Hom, Kowloon, Hong Kong on Wednesday, 26 October 2005 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the master agreement, share sale and transfer agreement, shareholders’ agreement and agreement for balancing accounts all dated 27 April 2005 and as described in the circular of the Company dated 10 October 2005 and despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, and the supplemental agreement dated 12 July 2005 relating to the condition subsequent as described in the Circular (together, the “**Agreements**”), a copy of each of the Agreements has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification, and the transactions thereunder, be and are hereby generally and unconditionally approved, ratified and confirmed and that the directors of the Company (the “**Directors**”) be and are hereby authorised to take such actions as may in the opinion of the Directors be necessary or desirable to give effect to the Agreements.”
2. “**THAT** (i) the agreement dated 15 September 2005 (the “**PVL Sales Agreement**”), a copy of which has been produced to this meeting marked “C” and signed by the chairman of this meeting for the purpose of identification, and the transactions contemplated thereunder; and (ii) the Caps as described and defined in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed and that the Directors be and are hereby authorised to take such actions as may in the opinion of the Directors be necessary or desirable to give effect to the PVL Sales Agreement.”

By Order of the Board
Tonic Industries Holdings Limited
LIU Hoi Keung, Gary
Company Secretary

Hong Kong, 10 October 2005

Registered office:
P.O. Box 309 GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*
Unit B, 10th Floor
Summit Building
30 Man Yue Street
Hung Hom
Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises Mr. LING Siu Man, Simon, Mr. LEE Ka Yue, Peter, Mr. WONG Ki Cheung, Ms. LI Fung Ching, Catherine, Mr. AU Wai Man, Mr. LIU Hoi Keung, Gary and Mr. LAM Kwai Wah who are executive Directors, Mr. WONG Wai Kwong, David who is a non-executive Director, Mr. HO Fook Hong, Ferdinand, Mr. PANG Hon Chung and Mr. CHENG Tsang Wai who are independent non-executive Directors.

*Please also refer to the published version of this announcement in
The Standard and Hong Kong Economic Times.*