

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

TONIC INDUSTRIES HOLDINGS LIMITED

東力實業控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 978)

Website: <http://www.tonic.com.hk>

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Tonic Industries Holdings Limited (the “Company”) will be held at Golden Dynasty Court, Macau Jockey Club, Hong Kong Club House, 3/F, Shun Tak Centre, Connaught Road Central, Hong Kong on Friday, 16 November 2012 at 11:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the entering into of the procurement agreement dated 8 October 2012 (“Procurement Agreement”) by 冠華港貿易(深圳)有限公司(Guan Hua Gang Trading (Shenzhen) Co., Ltd.*) (“GHG”), a subsidiary of the Company, with 招商局地產控股股份有限公司 (China Merchants Property Development Co., Ltd.) (“CMPD”) (a copy of which has been produced to the meeting and signed by the chairman of meeting for the purpose of identification), its terms, the transactions contemplated thereunder and the proposed maximum aggregate monetary value in respect of the aforesaid transactions during each of the three years ending 31 December 2012, 2013 and 2014 respectively (“Annual Caps”), be and are hereby generally and unconditionally approved confirmed and ratified.
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Procurement Agreement, the entering into of procurement sub-contract by GHG with CMPD, its subsidiaries and joint ventures pursuant to the terms of the Procurement Agreement and the transactions contemplated thereunder.”

By Order of the Board
Tonic Industries Holdings Limited
Chan Wing Yan
Company Secretary

Hong Kong, 30 October 2012

* *For identification purpose only*

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting 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 Share Registrar in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 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.
3. All the resolutions at the meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
4. The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

As at the date of this announcement, the Board comprises Mr. Huang Peikun, Dr. So Shu Fai, Mr. Liu Zhuogen, Mr. Yu Zhiliang as executive Directors; Ms. Liu Ning as non-executive Director and Dr. Wong Wing Kuen, Albert, Ms. Chen Yanping and Dr. Shi Xinping as independent non-executive Directors.