



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Tonic Industries Holdings Limited

Date Submitted 06/05/2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>978</u>	Description :	<u>Tonic Ind Hold</u>	
			No. of ordinary shares	Par value (HK\$)
				Authorised share capital (HK\$)
Balance at close of preceding month		<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000.00</u>
Increase/(decrease)		<u>Nil</u>		<u>Nil</u>
Balance at close of the month		<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000.00</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
			No. of ordinary shares	Par value (State currency)
				Authorised share capital (State currency)
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

2. Preference Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
		No. of preference shares	Par value <i>(State currency)</i> Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

3. Other Classes of Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
		No. of other classes of shares	Par value <i>(State currency)</i> Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u> </u>	<u> </u>	<u> </u>
Increase/(decrease)	<u> </u>	<u> </u>	<u> </u>
Balance at close of the month	<u> </u>	<u> </u>	<u> </u>

Total authorised share capital at the end of the month (HK\$) : 300,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,068,468,860	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	1,068,468,860	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including AGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A (/ /) shares (Note 1)						
2. (/ /) shares (Note 1)						
3. (/ /) shares (Note 1)						
	Total A. (Ordinary shares)				N/A	
	(Preference shares)				N/A	
	(Other class)				N/A	
Total funds raised during the month from exercise of options (HK\$)	N/A					

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
2.						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
3.						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
4.						
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
				Total B. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4.						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 24 April 2013, the Company, Eureka Investment Company Limited (“Eureka”) and China Merchants Property Development Co., Limited entered into the Agreement pursuant to which the Company has conditionally agreed to acquire, and Eureka has conditionally agreed to sell, the Sale Shares and the Shareholder’s Loans. The Consideration for the sale and purchase of the Sales Shares and the Shareholder’s Loans is approximately HK\$6,177 million, which will be satisfied by: (i) the issue of the Perpetual Convertible Securities, or (ii) (a) the issue of not more than 2,897,028,703 new Shares to Success Well Investments Limited, a wholly-owned subsidiary of Eureka, at the Issue Price and (b) if the aggregate price of the Consideration Shares calculated at the Issue Price is less than the Consideration, the payment of the rest of the Consideration in cash from all or part of the proceeds of the placement of not less than 939,760,297 Placement Shares at the Issue Price. The aggregate number of the Consideration Shares and the Placement Shares will be 3,836,789,000 Shares and the Issue Price will not be less than HK\$1.61 per Share. (For more details, please refer to the announcement dated 24 April 2013)</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">Ordinary shares (Note 1)</p>	N/A	3,836,789,000
<p>2.</p> <p style="text-align: right;">(/ /)</p> <p style="text-align: right;">shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>N/A</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	<p>N/A</p> <p>N/A</p>
6.	Repurchase of shares		<p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	<p>N/A</p> <p>N/A</p>
7.	Redemption of shares		<p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	<p>N/A</p> <p>N/A</p>
8.	Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>	<p>N/A</p> <p>N/A</p>

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
			<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /)	(/ /)
			<u>N/A</u>	<u>N/A</u>
			Total E. (Ordinary shares)	<u>N/A</u>
			(Preference shares)	<u>N/A</u>
			(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>N/A</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

Submitted by: Chan Wing Yan

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*