

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)

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

(Stock Code: 978)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the name of the Company from “TONIC INDUSTRIES HOLDINGS LIMITED” to “China Merchants Land Limited 招商局置地有限公司” subject to certain conditions as set out in the paragraph headed “Conditions of the proposed change of company name” below, and the Company would then no longer adopt its existing Chinese name “東力實業控股有限公司” for identification purpose.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposed certain amendments to the existing Memorandum and Articles for the purpose of, among others, conforming with the latest amendments to the Cayman Islands laws and the Listing Rules.

A circular containing, among other things, information relating to the proposed change of the name of the Company, details of the proposed amendments to the Memorandum and Articles with a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

PROPOSED CHANGE OF COMPANY NAME

Subject to the conditions mentioned in the paragraph headed “Conditions of the proposed change of company name” below, the board of directors (the “**Board**”) of Tonic Industries Holdings Limited (the “**Company**”) proposed to change the name of the Company from “TONIC INDUSTRIES HOLDINGS LIMITED” to “China Merchants Land Limited 招商局置地有限公司” and the Company would then no longer adopt its existing Chinese name “東力實業控股有限公司” for identification purpose.

* *for identification purpose only*

Reasons for the change of company name

The directors of the Company (the “*Directors*”) consider that the change of company name will provide the Company with a new corporate image and will reflect the Company’s new strategy of focusing on development, sale, leasing, investment and management of properties upon closing of the proposed acquisition as set out in the announcement of the Company dated 24 April 2013 (the “*Closing*”). The Directors believe that the change of company name will benefit the Company’s future business development and is in the interests of the Company and the shareholders of the Company (the “*Shareholders*”) as a whole.

Conditions of the proposed change of company name

The proposed change of company name is subject to the following conditions:

1. the Shareholders passing a special resolution approving the change of company name at an extraordinary general meeting of the Company (the “*EGM*”);
2. the Closing having taken place; and
3. the Registrar of Companies in the Cayman Islands approving the change of company name.

Subject to the satisfaction of the above conditions, the Company will carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Effects of the change of company name

The change of company name will not affect any rights of the Shareholders. Once the change of company name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the shares of the Company will be traded on The Stock Exchange of Hong Kong Limited (the “*Stock Exchange*”) in the new name of the Company. However, all the existing share certificates in issue bearing the present name of the Company will, after the proposed change of company name having become effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new certificates bearing the new name of the company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the change of company name and the new English and Chinese stock short names of the Company for trading of the shares on the Stock Exchange as and when appropriate.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES

The Board proposed certain amendments to the existing memorandum and articles of association of the Company (the “*Memorandum and Articles*”) for the purpose of, among others, conforming with the latest amendments to the Cayman Islands laws and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “*Listing Rules*”). The proposed amendments to the existing Memorandum and Articles are subject to approval by the Shareholders at the EGM by way of special resolution.

The Board also proposed that the amended and restated Memorandum and Articles consolidating the relevant amendments be adopted to replace the existing Memorandum and Articles.

Details of the proposed amendments to the existing Memorandum and Articles will be provided in the relevant circular to be despatched to the Shareholders.

GENERAL

The EGM will be convened to consider and, if thought fit, approve the proposed change of the name of the Company and to approve the amendments to the existing Memorandum and Articles.

A circular containing, among other things, information relating to the proposed change of the name of the Company, details of the proposed amendments to the existing Memorandum and Articles with a notice of the EGM, will be despatched to the Shareholders as soon as practicable.

On behalf of the Board
Huang Peikun
Chairman

Hong Kong, 7 June 2013

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.