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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 Tuesday, 2 July 2013 at 11:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions. Capitalised terms defined in the circular dated 10 June 2013 issued by the Company (the “*Circular*”) shall have the same meanings when used in this notice unless otherwise specified.

SPECIAL RESOLUTIONS

Resolution in relation to the proposed change of the name of the Company

1. “**THAT** subject to the conditions that the Closing has taken place and the relevant approval of the Registrar of Companies in the Cayman Islands has been obtained, the name of the Company be changed 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, and that any Director or the secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the aforesaid change of the name of the Company.”

Resolution in relation to the proposed amendments to the existing Memorandum and Articles

2. “**THAT**
 - (a) the proposed amendments to the existing Memorandum and Articles be and are hereby approved. For details of the proposed amendments to the Memorandum and Articles, please refer to Appendix to the Circular;
 - (b) the amended and restated Memorandum and Articles, consolidating all the proposed amendments to the existing Memorandum and Articles and all previous

* *For identification purpose only*

amendments made pursuant to resolutions passed by the Shareholders in general meetings in the form proposed to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for identification purposes, be and are hereby approved and adopted in substitution for and to the exclusion of the existing Memorandum and Articles with immediate effect; and

- (c) any Director or secretary of the Company be authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the amended and restated Memorandum and Articles.”

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

Hong Kong, 10 June 2013

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.