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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)*

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

**(Stock Code: 978)**

### **RESIGNATION AND APPOINTMENT OF DIRECTORS, ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS AND APPOINTMENT OF MEMBERS OF THE COMMITTEES OF THE BOARD OF DIRECTORS**

The Board announces that Mr. Huang Peikun resigned as an executive director of the Company and the chairman of the Board, and Mr. He Jianya was appointed as a non-executive director of the Company and elected as the chairman of the Board, chairman of the nomination committee of the Board and a member of the remuneration committee of the Board, all with effect from 8 August 2013.

We refer to the announcement of Tonic Industries Holdings Limited (the “*Company*”) dated 19 June 2013 in relation to, among other things, the appointment and re-designation of directors.

The board of directors (the “*Board*”) of the Company announces that Mr. Huang Peikun (“*Mr. Huang*”) resigned as an executive director of the Company and the chairman of the Board and vacated his office from all committees of the Board, with effect from 8 August 2013. Mr. Huang’s resignation was due to a job relocation within the China Merchants Group. Mr. Huang confirmed that there is no disagreement between him and the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company. As a result of Mr. Huang’s resignation, the re-designation of him as a non-executive director of the Company with effect from closing as disclosed in the announcement of the Company dated 19 June 2013 is no longer applicable. The Board would like to express its gratitude to Mr. Huang for his valuable contributions to the Company during his term of service.

\* *For identification purposes only*

The Board is also pleased to announce that Mr. He Jianya (“**Mr. He**”) was appointed by the Board as a non-executive director of the Company, and was elected as the chairman of the Board, chairman of the nomination committee of the Board and a member of the remuneration committee of the Board, all with effect from 8 August 2013. According to the memorandum and articles of association of the Company, Mr. He will hold office as a director until the first general meeting of the Company after his appointment and shall then be eligible for re-election by the shareholders of the Company at that general meeting.

In accordance with Rule 13.51(2) of the Listing Rules, biographical details of Mr. He are set out in the appendix to this announcement.

On behalf of the Board  
**Tonic Industries Holdings Limited**  
**He Jianya**  
*Chairman*

Hong Kong, 9 August 2013

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

## Appendix

**Mr. He Jianya** (賀建亞), aged 47, was appointed as a non-executive director of the Company and was elected as the chairman of the Board, the chairman of the nomination committee of the Board and a member of the remuneration committee of the Board on 8 August 2013. According to the memorandum and articles of association of the Company, Mr. He will hold office as a director until the first general meeting of the Company after his appointment and shall then be eligible for re-election by the shareholders of the Company at that general meeting.

Mr. He has been a director and the general manager of China Merchants Property Development Co. Ltd. (“**CMPD**”), which is a controlling shareholder of the Company, since February 2011.

Mr. He was the system manager of Shekou Container Port Co., Ltd. from May 1990 to March 1994. He worked as a section chief of the enterprise management office of China Merchants Shekou Industrial Zone Co., Ltd. from March 1994 to December 1995 and was subsequently promoted to vice officer manager in January 1996 and office manager from January 1998 to February 1999. Mr. He served as a deputy general manager of Shenzhen China Merchants Real Estate Co., Ltd. from February 1999 to February 2011. From December 2007 to March 2013, Mr. He served as an independent director of Yunnan Metropolitan Real Estate Development Co., Ltd. (雲南城投置業股份有限公司), a company listed in Shanghai Stock Exchange (Stock Code: 600239).

Mr. He graduated from Beijing University of Aeronautics & Astronautics (formerly known as “Beijing Institute of Aeronautics”) with a bachelor’s degree in electronic engineering in July 1987 and a master’s degree in telecommunication and electronic system in March 1990. He then obtained an MBA from Peking University in July 2007.

Mr. He has not entered into any service contract with the Company which is for a duration that may exceed three years or in order to entitle the Company to terminate the contract, expressly requires the Company to give a period of notice of more than one year or to pay compensation or make other payments equivalent to more than one year’s emoluments.

Mr. He is entitled to receive by way of remuneration for his services as a non-executive director of the Company, which will be paid in the form of fees, salaries, contribution to pension schemes, other allowances and benefits in kind, discretionary bonuses and options granted under the Company’s share option scheme based on the performance of the Company and with reference to his qualifications, experience, job duties, responsibilities and performance and market conditions. Mr. He is entitled to an annual remuneration of HK\$40,000 as proposed by the remuneration committee of the Board and resolved by the Board.

Save as Mr. He’s position as a director and the general manager of CMPD, Mr. He does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. He have not held any directorship in other listed companies in the past three years or any major position within the Company or any of its subsidiaries, and does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Furthermore, there is nothing in respect of Mr. He which needs to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the shareholders of the Company.