



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)

PROXY FORM

Extraordinary General Meeting to be held at Room 607, The Boys' & Girls' Clubs Association of Hong Kong, 3 Lockhart Road, Wanchai, Hong Kong on 26 July 2010 at 10:30 a.m..

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 each in the capital of Tonic Industries Holdings Limited (the "Company"), hereby appoint³ _____
of _____

or failing him, the Chairman of the meeting, as my/our proxy to attend on my/our behalf at the extraordinary general meeting of the Company to be held on 26 July 2010 (and at any adjournment thereof) (the "EGM") to vote for me/us in my/our name(s) in respect of the resolutions referred to in the notice of the EGM in the manner as hereunder indicated and if no such indication is given, as my/our proxy thinks fit.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast.

| SPECIAL RESOLUTION | | FOR ⁴ | AGAINST ⁴ |
|----------------------|--|------------------|----------------------|
| 1. | Resolution No. 1 as set out in the notice of the EGM | | |
| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
| 2. | Resolution No. 2 as set out in the notice of the EGM | | |
| 3. | Resolution No. 3 as set out in the notice of the EGM | | |
| 4. | Resolution No. 4 as set out in the notice of the EGM | | |
| 5. | Resolution No. 5 as set out in the notice of the EGM | | |

Dated the _____ day of _____ 2010 Shareholder's signature^{6,7} _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of HK\$0.1 each in the capital of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name and address of the proxy (who must be an individual) to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY**. Shareholders are entitled to appoint a proxy of his/her own choice.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "For" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A '✓' IN THE BOX MARKED "Against" BESIDE THE APPROPRIATE RESOLUTION.** If no directions given, the proxy will be entitled to vote or abstain as he thinks fit. The proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- Terms defined in the notice of the EGM shall have the same meanings when used herein.
- If more than one joint holders of a share are present at the meeting personally or by proxy, the joint holder so present whose name stands first on the register of members in respect of such share, shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
- To be valid, this form of proxy, and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the branch share registrar of the Company, i.e. Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- The proxy need not be a member of the Company.
- Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
- Any alterations to this form of proxy must be initialed by the person who signs it.

* For identification purpose only