



# 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)

### Form of Proxy for use at the Annual General Meeting to be held on Tuesday, 25 September 2007

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares (Note 2) of HK\$0.10 each in the share capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Tang Room I, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Tuesday, 25 September 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below (Note 4).

RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2007.		
2.	To declare a final dividend.		
3.	(i) To re-elect the following Directors:		
	(a) Mr LEE Ka Yue, Peter	(a)	(a)
	(b) Mr WONG Wai Kwong, David	(b)	(b)
	(c) Mr CHENG Tsang Wai	(c)	(c)
	(d) Mr LAM Kwai Wah	(d)	(d)
(ii)	To authorise the Board to fix the Directors' remuneration.		
4.	To re-appoint Messrs Ernst & Young as Auditors and to authorise the Board to fix their remuneration.		
5.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the total nominal amount of the issued share capital on the date of this Resolution.		
6.	To give a general mandate to the Directors to allot, issue and deal in additional shares not exceeding 20% of the total nominal amount of the issued share capital on the date of this Resolution.		
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signed (Note 5): \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING**" here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote at the Meeting provided that 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

\* for identification purposes only