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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)

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 28 October 2013 at 11:00 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 October 2013 issued by the Company (the *Circular*) shall have the same meanings when used in this notice unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition

1. **“THAT**

- (a) the Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 1.”

* For identification purpose only

Resolution in relation to the grant of specific mandate for the allotment and issue of the Consideration Shares and the Placement Shares

2. **“THAT**

- (a) subject to the passing of resolution no. 1 and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares and the Placement Shares, the grant of a specific mandate for the allotment and issue of the Consideration Shares and the Placement Shares in accordance with the terms of the Agreement and the Placing Agreement be and is hereby approved;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 2.”

Resolution in relation to the Non-Exempt Continuing Connected Transactions under the Property Management Agreement and the Annual Caps

3. **“THAT**

- (a) subject to the passing of resolution no. 1, the Non-Exempt Continuing Connected Transactions under the Property Management Agreement and the Annual Caps be and are hereby approved;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 3.”

Resolution in relation to the Non-Exempt Continuing Connected Transactions under the Operation Agreement and the Annual Caps

4. **“THAT**

- (a) subject to the passing of resolution no. 1, the Non-Exempt Continuing Connected Transactions under the Operation Agreement and the Annual Caps be and are hereby approved;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 4.”

Resolution in relation to re-election of Mr. HE Jianya as a non-executive Director

5. **“THAT**

- (a) Mr. HE Jianya be and is hereby re-elected as a non-executive Director of the Company;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 5.”

Resolution in relation to re-election of Ms. Wu Zhenqin as a non-executive Director

6. **“THAT**

- (a) Ms. WU Zhenqin be and is hereby re-elected as a non-executive Director of the Company;
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary or desirable in connection with paragraph (a) of this resolution no. 6.”

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

Hong Kong, 10 October 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 notice, the Board comprises Dr. So Shu Fai, Mr. Liu Zhuogen and Mr. Yu Zhiliang as executive Directors; Mr. He Jianya, Ms. Wu Zhenqin 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.