

NOTICE OF ANNUAL GENERAL MEETING

股東週年大會通告

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of the Members of Tonic Industries Holdings Limited (the "Company") will be held at Rose Room, Lower Level II, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 18 September 2003 at 11:00 a.m. for the following purposes:

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 2003.
2. To declare a final dividend.
3. To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration.
4. To consider the appointment of Auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without modification the following resolutions as Ordinary Resolutions:

“(A) THAT:

- (a) Subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company ("Directors") during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its own shares at a price to be determined by the Directors;
- (c) the aggregate nominal amount of the issued shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:
"Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;

茲通告東力實業控股有限公司(「本公司」)謹訂於二零零三年九月十八日星期四上午十一時正假座香港九龍尖沙咀東部麼地道64號九龍香格里拉大酒店地庫二層玫瑰廳舉行股東週年大會，以處理下列事項：

1. 省覽截至二零零三年三月三十一日止年度經審核綜合財務報表及董事會與核數師報告。
2. 宣派末期股息。
3. 重選董事並授權董事會釐定其酬金。
4. 考慮委聘核數師並授權董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案(不論有否作出修訂)：

「(A) 動議：

- (a) 除本決議案(b)及(c)段另有規定外，一般及無條件批准本公司董事會(「董事會」)於有關期間(定義見下文)根據所有適用法例及／或香港聯合交易所有限公司(「聯交所」)或任何其他證券交易所不時修訂之規定，行使本公司一切權力，在聯交所或本公司股份可能上市並獲證券及期貨事務監察委員會及聯交所就此認可之任何其他證券交易所購回本公司股本中之已發行股份；
- (b) 除董事會獲得之任何其他授權外，本決議案(a)段之批准將授權董事會代表本公司於有關期間促使本公司按董事會釐定之價格購買其本身股份；
- (c) 本公司根據本決議案(a)段之批准在有關期間所購回或有條件或無條件同意購回之本公司已發行股份面值總額，不得超過本公司通過本決議案當日之已發行股本面值總額10%，而上述批准亦須以此數額為限；及
- (d) 就本決議案而言：
「有關期間」指本決議案獲通過之日起至下列最早限期止之期間：
 - (i) 本公司下屆股東週年大會結束；

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or its articles of association to be held; or
- (iii) the revocation or variation of the authority granted under this resolution by an ordinary resolution of the shareholders of the Company in general meetings.”

“(B) **THAT:**

- (a) subject to paragraphs (b) and (c) below and without prejudice to the resolution numbered 5(C) set out in the notice of this Meeting, the exercise by the Directors during the Relevant Period (as defined in resolution numbered 5(A)(d) set out in the notice of this Meeting) of all the powers of the Company to allot, issue and deal with shares in the capital of the Company or securities convertible into shares or options, warrants or similar rights to subscribe for any shares in the Company and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to make or grant offers, agreements or options (including warrants or similar rights to subscribe for any shares in the Company) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of securities allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval given in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of the rights of subscription or conversion under the terms of any securities or bonds which are convertible into any shares in the capital of the Company; (iii) any options granted or issue of shares under any share option scheme or similar arrangement for the time being adopted by the Company, or (iv) any scrip dividend schemes or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on

- (ii) 法例或本公司組織章程細則規定本公司須舉行下屆股東週年大會之期限屆滿；或
- (iii) 本公司股東在股東大會通過普通決議案撤銷或修訂本決議案所授出之權力。」

“(B) **動議:**

- (a) 除下文(b)及(c)段另有規定外，且在不得違反本大會通告第5(C)項決議案之情況下，一般及無條件批准董事會於有關期間(定義見本大會通告第5(A)(d)項決議案)行使本公司一切權力，以配發、發行及處理本公司股本中之股份或可兌換股份之證券或購股權、認股權證或可認購本公司任何股份之其他類似權利，及訂立或授出或須行使該項權力之建議、協議及購股權；
- (b) 除董事會獲得之任何其他授權外，上文(a)段之批准亦授權董事會於有關期間訂立或授出或須於有關期間結束後行使該項權力之建議、協議或購股權(包括認股權證或可認購本公司任何股份之其他類似權利)；
- (c) 董事會根據上文(a)段之批准配發、發行或處理或同意有條件或無條件配發、發行或處理之證券面值總額(根據(i)供股(定義見下文)；(ii)根據可兌換本公司股本中之任何股份之任何證券或債券條款行使認購權或換股權；(iii)根據本公司當時採納之任何購股權計劃或類似安排授出之購股權或發行股份；或(iv)根據本公司組織章程細則實行以股代息計劃或類似安排，而配發股份以代替全部或部分股息則除外)，不得超過本公司通過本決議案當日已發行股本面值總額20%，而上述批准亦以此數額為限；
- (d) 就本決議案而言：

「供股」指於董事會指定之期間，向指定記錄日期名列股東名冊之股份持有

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the Register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

"(C) **THAT** conditional upon the passing of the resolutions numbered 5(A) and 5(B) set out in the notice of this Meeting, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution numbered 5(A) shall be added to the aggregate nominal amount of the shares in the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally by the Directors pursuant to and in accordance with the said resolution numbered 5(B)."

By Order of the Board
Liu Hoi Keung, Gary
Secretary & Director

Hong Kong, 22 July 2003

Notes:

- (a) The Register of Members of the Company will be closed from Tuesday, 16 September 2003 to Thursday, 18 September 2003 (both days inclusive), during which period no transfer of shares can be registered and no shares will be allotted and issued on the exercise of share options issued/granted by the Company. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 September 2003.
- (b) A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him on his behalf. A proxy need not be a shareholder of the Company. 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.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited at G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (d) The Annual Report of the Company for the year ended 31 March 2003 also containing this notice together with a circular setting out further information regarding resolution numbered 5 above will be dispatched to shareholders as soon as practicable.

人按彼等當時之持股比例發售股份 (惟董事會可就零碎股權或任何有關司法權區法律限制或責任, 或香港以外任何地區之任何認可監管機構或任何證券交易所之規定, 作出其認為必要或適當之豁免或其他安排)。

「(C) **動議**在本大會通告第5(A)及5(B)項決議案獲通過之情況下, 本公司遵照及根據上文第5(A)項決議案購回之本公司股份面值總額, 將加入董事會遵照及根據上文第5(B)項決議案可配發、發行或處理或同意有條件或無條件配發、發行或處理之本公司股份面值總額。」

承董事會命
董事兼公司秘書
廖開強

香港, 二零零三年七月二十二日

附註:

- (a) 本公司將由二零零三年九月十六日星期二至二零零三年九月十八日星期四 (包括首尾兩日) 暫停辦理股份過戶登記手續, 期間不會登記任何股份過戶, 亦不會因本公司所發行/授出之購股權獲行使而配發及發行股份。為確保可享有擬派之末期股息, 所有過戶文件連同有關股票及過戶表格, 必須於二零零三年九月十五日星期一下午四時三十分前送達本公司之香港股份過戶登記處登捷時有限公司, 地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (b) 持有兩股或以上股份之本公司股東, 可委派超過一位代表代其出席及投票。受委代表毋須為本公司股東。如委派超過一位代表, 則委任書須列明各代表之有關股份數目及類別。
- (c) 代表委任書連同經簽署之授權書或其他授權文件 (如有) 或由公證人簽署證明之授權文件副本, 必須於大會指定舉行時間四十八小時前送達本公司之香港股份過戶登記處登捷時有限公司, 地址為香港灣仔告士打道56號東亞銀行港灣中心地下。
- (d) 本公司截至二零零三年三月三十一日止年度之年報亦載有本通告, 另有一份載有上文第5項決議案詳情之通函, 將於切實可行情況下盡快寄發予股東。

