

# TONIC

## TONIC INDUSTRIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)  
(Stock code: 978)

### DISPOSAL OF SHARES BY A SUBSTANTIAL SHAREHOLDER

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

The Board has been informed that its substantial shareholder, Egana, disposed all of its shareholding, namely 191,662,303 Shares, representing approximately 20.11% of the issued share capital of the Company, at a price of HK\$0.168 per Share to Success Forever, the existing largest and controlling shareholder of the Company off the market on 7 September 2007. The Disposal will be completed on or before 13 September 2007.

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The price of HK\$0.168 per Share represents a discount of approximately 29.23% of the average closing price of HK\$0.2374 per Share for the last five trading days up to the date of this announcement. The composition of the Board remains unchanged after the Disposal.

Below is the shareholding of the Company immediately before and after the Disposal:

	<b>Shareholding immediately before the Disposal</b>		<b>Shareholding immediately after the Disposal</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
	<i>(Approximate)</i>		<i>(Approximate)</i>	
Success Forever <i>(Note 1)</i>	476,830,173	50.04	668,492,476	70.15
Eco-Haru <i>(Note 2)</i>	181,651,303	19.06	Nil	Nil
Glorious Concept <i>(Note 3)</i>	10,011,000	1.05	Nil	Nil
Liu Hoi Keung, Gary <i>(Note 4)</i>	3,706,000	0.40	3,706,000	0.40
Wong Ki Cheung <i>(Note 4)</i>	1,749,000	0.18	1,749,000	0.18
Li Fung Ching, Catherine <i>(Note 4)</i>	2,142,000	0.22	2,142,000	0.22
Cheng Tsang Wai <i>(Note 4)</i>	6,000,000	0.63	6,000,000	0.63
Public	270,800,486	28.42	270,800,486	28.42
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	952,889,962	100	952,889,962	100
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## Notes

1. The entire issued share capital of Success Forever is beneficially owned by Mr. Ling Siu Man, Simon, Director of the Company.
2. The entire issued share capital of Eco-Haru is beneficially owned by Egana, a company incorporated in Cayman Islands, whose securities are listed on the Stock Exchange and its issued share capital is held as to 33.15% by Peninsula International Limited.
3. The entire issued share capital of Glorious Concept is also beneficially owned by Egana. As at the Company's Annual Report 2007, Glorious Concept held 12,753,000 Shares, representing 1.34% of the issued share capital of the Company. Glorious Concept disposed 2,742,000 Shares on the market during the period from 3 September 2007 to 6 September 2007.
4. Mr. Liu Hoi Keung, Gary, Mr. Wong Ki Cheung, Ms. Li Fung Ching, Catherine and Mr. Cheng Tsang Wai are Directors of the Company.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Board”	the board of Directors
“Company”	Tonic Industries Holdings Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Disposal”	the Disposal of Sale Shares by Egana off the market on 7 September 2007
“Eco-Haru”	Eco-Haru Mfr. Holdings Limited, a company wholly owned by Egana, holding approximately 19.06% of the issued share capital of the Company before the Disposal and will not hold any shareholding interest in the Company after the Disposal
“Egana”	EganaGoldpfeil (Holdings) Limited, a substantial shareholder of the Company, through Glorious Concept and Eco-Haru, holding approximately 20.11% of the issued share capital of the Company before the Disposal and will not hold any shareholding interest in the Company after the Disposal
“Glorious Concept”	Glorious Concept Limited, a company wholly owned by Egana, holding approximately 1.05% of the issued share capital of the Company before the Disposal and will not hold any shareholding interest in the Company after the Disposal
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Sale Shares”	191,662,303 Shares, representing approximately 20.11% of the issued share capital of the Company and being all of the Shares held by Egana before the Disposal
“Shares”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Success Forever”	Success Forever Limited, a company wholly owned by Mr. Ling Siu Man Simon, Director of the Company

By Order of the Board  
**Ling Siu Man, Simon**  
*Chairman*

Hong Kong, 7 September 2007

*As at the date of this announcement, the Board comprises Mr. Ling Siu Man, Simon, Mr. Liu Hoi Keung, Gary, Mr. Wong Ki Cheung, Ms. Li Fung Ching, Catherine, Mr. Au Wai Man and Mr. Lam Kwai Wah as Executive Directors and Mr. Pang Hon Chung, Mr. Cheng Tsang Wai and Dr. Chung Hing Wah, Paul as Independent Non-executive Directors.*