



NGAI LIK INDUSTRIAL HOLDINGS LIMITED

(毅 力 工 業 集 團 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 332)

Form of proxy for use at the Special General Meeting to be held on 27 October 2009

I/We _____ (Note 1)

of _____

being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**

or _____

of _____

as my/our proxy (Note 3) at the special general meeting of the Company to be held at Flat 29-32, 8/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hunghom, Kowloon, Hong Kong on 27 October 2009 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed.

		FOR (Note 4)	AGAINST (Note 4)
1.	Resolution No. 1 as set out in Notice of Special General Meeting		
2.	Resolution No. 2 as set out in Notice of Special General Meeting		
3.	Resolution No. 3 as set out in Notice of Special General Meeting		
4.	Resolution No. 4 as set out in Notice of Special General Meeting		
5.	Resolution No. 5 as set out in Notice of Special General Meeting		

Dated the _____ day of _____ 2009 Signature(s) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out "The Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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 BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his vote 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.
5. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member.
6. This form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority, shall be delivered to the Company's branch share registrars in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. In the case of joint holders of a share if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy or by a duly authorised corporate representative, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

* For identification purpose only