



NGAI LIK INDUSTRIAL HOLDINGS LIMITED

毅力工業集團有限公司[#]

(Incorporated in Bermuda with limited liability)

(Stock Code: 332)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Ngai Lik Industrial Holdings Limited (the “Company”) will be held at Flat 29-32, 8/F., Block B, Focal Industrial Centre, 21 Man Lok Street, Hungghom, Kowloon, Hong Kong on 8 September 2008 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the execution of the sale and purchase agreement dated 4 July 2008 (the “Agreement”) between 東莞鳳崗毅力電子有限公司 (Dongguan Fenggang Ngai Lik Electronics Company Limited)[#], a sino-foreign joint venture in the People’s Republic of China established by the Group with an Independent Third Party as Vendor and 陽江市源泰投資有限公司 (Yang Jiang Yuan Tai Investment Limited)[#], a company incorporated in the People’s Republic of China as purchaser relating to the disposal of the Property (as defined in the Agreement) for a consideration of HK\$230,000,000 and the transfer of the Adjacent Property (as defined in the Agreement) as a gift by 東莞鳳崗毅力電子有限公司 (Dongguan Fenggang Ngai Lik Electronics Company Limited)[#] to 陽江市源泰投資有限公司 (Yang Jiang Yuan Tai Investments Limited) (a copy of the Agreement has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification), be and is hereby confirmed, approved and ratified and the transactions contemplated under the Agreement be and are hereby approved and any one director of the Company be and is hereby authorised to execute such documents and take such actions on behalf of the Company as he may consider necessary and desirable to complete and give effect to the transactions contemplated under the Agreement.”

By Order of the Board

Lam Man Chan

Chairman

Hong Kong, 13 August 2008

[#] *For identification purpose only*

Registered office:

Clarendon House
Church Street
Hamilton HM11
Bermuda

Principal place of business in Hong Kong:

Flat 29-32
8th Floor, Block B
Focal Industrial Centre
21 Man Lok Street
Hung Hom
Kowloon
Hong Kong

Notes:

1. 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.
2. The instrument appointing a 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 registrar 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.
3. 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.
4. 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.
5. As at the date of the SGM Notice, the Board comprises five executive Directors, namely Dr. Lam Man Chan, Ms. Ting Lai Ling, Ms. Ting Lai Wah, Mr. Yeung Cheuk Kwong and Mr. Lam Shing Ngai, and three independent non-executive Directors, namely Mr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Mr. Ho Lok Cheong.