



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 Annual General Meeting to be held on 21 August 2009

I/We ^(Note 1) _____
of _____ being the registered
holder(s) of shares ^(Note 2) of _____ HK\$0.10 each in the capital of the above-named
Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(Note 3) _____
of _____

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Flat 29-32, 8/F., Block B, Focal Ind. Centre, 21 Man Lok Street, Hunghom, Kowloon on 21 August 2009 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

| | RESOLUTIONS | FOR ^(Note 4) | AGAINST ^(Note 4) |
|----|---|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditors for the year ended 31 March 2009. | | |
| 2. | (a) To re-elect Mr. Ng Chi Yeung, Simon as Director. | | |
| | (b) To re-elect Dr. Lam Man Chan as Director. | | |
| | (c) To re-elect Mr. Lam Shing Ngai as Director. | | |
| | (d) To authorise the board to fix Directors' remunerations. | | |
| 3. | To re-appoint Auditors and authorise the board to fix their remuneration. | | |
| 4. | Resolution No. 4 as set out in the Notice of Annual General Meeting. | | |
| 5. | Resolution No. 5 as set out in the Notice of Annual General Meeting. | | |
| 6. | Resolution No. 6 as set out in the Notice of Annual General Meeting. | | |

Dated _____ day of _____ 2009 Signature _____

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. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote, whether a person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) which it is signed or a notarially certified copy thereof, must be deposited at 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 for holding the Annual General Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

For identification purpose only