



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 by shareholders at the annual general meeting (the “Meeting”) to be convened at Conference Room, 22nd Floor, United Centre, 95 Queensway, Hong Kong on Friday, 2 September 2011 at 3:00 p.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares of ^(Note 2) _____
HK\$0.01 each in the capital of Ngai Lik Industrial Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or failing him ^(Note 3) _____
of _____
as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at the Conference Room, 22nd Floor, United Centre, 95 Queensway, Hong Kong on Friday, 2 September 2011 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the Resolutions set out in the notice ^(Note 11) convening the 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).

AS ORDINARY BUSINESS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and the auditor for the year ended 31 March 2011.		
2.	(a) To re-elect Mr. Wang Jianqing as executive director of the Company;		
	(b) To re-elect Mr. Pan Junfeng as executive director of the Company;		
	(c) To re-elect Dr. Leung Hoi Ming as independent non-executive director of the Company;		
	(d) To re-elect Mr. Tom Xie as independent non-executive director of the Company;		
	(e) To re-elect Mr. Lo Wai Hung as independent non-executive director of the Company; and		
	(f) To authorise the board of directors of the Company (“Board”) to fix remuneration of the directors of the Company (“Directors”);		
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
6.	To add the nominal amount of the shares repurchased by the Company under resolution no. 5 to the mandate granted to the directors under resolution no. 4.		
AS SPECIAL BUSINESS			
7.	To approve the share consolidation of every ten issued and unissued shares of HK\$0.01 each into one share of HK\$0.10 each (the “Consolidated Shares”).		
8.	To approve the increase of authorized share capital from HK\$120,000,000 to HK\$1,000,000,000 by the creation of 8,800,000,000 new Consolidated Shares of HK\$0.10 each in the unissued share capital of the Company which shall rank pari passu in all respects with the existing Consolidated Shares of the Company.		

Dated _____ day of _____ 2011 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 INITIALLED 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 of the Company.
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 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 Meeting if you so wish.
10. Pursuant to the Listing Rules, the Chairman of the Meeting will demand that all resolutions will be voted by way of poll at the Meeting.
11. The complete version of the resolutions and further details in relation thereto are set out in the circular and the notice of the Meeting of the Company both dated 3 August 2011. Copies of which may be found on the website of the Stock Exchange at www.hkex.com.hk under “Latest Listed Companies Information” and on the website of the Company at www.ngailik.com.

* For identification purpose only