



# 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 special general meeting (the "Meeting") convened at Hong Kong General Chamber of Commerce, 22/F., United Centre, 95 Queensway, Hong Kong on 8 May 2014 at 9:45 a.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of <sup>(Note 2)</sup>  
HK\$0.1 each in the capital of Ngai Lik Industrial Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or  
failing him <sup>(Note 3)</sup> \_\_\_\_\_  
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 Hong Kong General Chamber of  
Commerce, 22/F., United Centre, 95 Queensway, Hong Kong on 8 May 2014 at 9:45 a.m. for the purposes of considering and, if thought fit, passing the  
resolutions set out in the notice <sup>(Note 11)</sup> convening the Meeting (the "Notice") 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 <sup>(Note 4)</sup>.

Capitalised terms used in this form of proxy shall have the same meaning as those defined in the Notice unless context requires otherwise.

No.	Resolution	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<b>ORDINARY RESOLUTION</b>			
1.	To ratify, confirm and approve the UHL SPA as supplemented by the Supplemental Agreement and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Consideration Shares.		
<b>SPECIAL RESOLUTION</b>			
2.	To change the English name of the Company from "Ngai Lik Industrial Holdings Limited" to "Yuan Heng Gas Holdings Limited" and "元亨燃氣控股有限公司" be adopted as the secondary name of the Company, and the name "毅力工業集團有限公司", which has been used for identification purposes only, be ceased in use with effect from the date of entry of the new English name and the Chinese secondary name on the registry maintained by the Registrar of Companies in Bermuda and to amend the Bye-laws in the manner as set out in resolution numbered 2(ii) contained in the Notice.		
<b>ORDINARY RESOLUTION</b>			
3.	To consider and approve the appointment of Mr. Bao Jun as an executive director of the Company (the "Director") with effect from the completion of the transactions contemplated under the UHL SPA as supplemented by the Supplemental Agreement and to authorise the board of Directors to fix his remuneration.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signature \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- 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.
- 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.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form of proxy on behalf of the corporation without further evidence of the fact.
- 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, 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.
- In order to be valid, this form of proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual, or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- Completion and return of this form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
- Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll. Therefore, the Chairman of the Meeting will demand that all resolutions will be voted by way of poll at the Meeting.
- In order to qualify for attending and voting at the Meeting, all validly executed transfer documents accompanied by the relevant share certificates (and such other documents as may be required) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 May 2014. Only shareholders registered as a member of the Company on Wednesday, 7 May 2014 shall be entitled to vote at the Meeting.
- The complete version of the resolutions and further details in relation thereto are set out in the circular of the Company and the Notice both dated 15 April 2014. Copies of which may be found on the HKExnews website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.ngaik.hk.
- The Chinese version of this form of proxy is for reference only. Should there be any discrepancies, the English version will prevail.

\* For identification purposes only