



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 The Harbour Room, 3/F., The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on 15th September, 2006 at 4:00 p.m. or as soon thereafter as the Annual General Meeting which is scheduled to be held at 3:00 p.m. at the same place and date shall have been concluded 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 (the "Agreement") dated 1st August, 2006 and letter of instructions dated 15th August, 2006, between Trade Seasons Investments Limited, an indirect wholly-owned subsidiary of the Company, and Dr. Lam Man Chan (who has nominated Wealthy Regent Limited, a company wholly-owned by Dr. Lam Man Chan to act as purchaser) relating to, inter alia, the sale by Trade Seasons Investments Limited of 12,000,000 shares representing 50% of the issued share capital of Metro Capital Securities Limited ("MCS") to Wealthy Regent Limited for a consideration of HK\$20,000,000 (a copy of which 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
Yeung Cheuk Kwong
Director

Hong Kong, 22nd August, 2006

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, 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 four executive Directors, namely Dr. Lam Man Chan, Ms. Ting Lai Ling, Ms. Ting Lai Wah and Mr. Yeung Cheuk Kwong, and three independent non-executive Directors, namely Mr. Ng Chi Yeung, Simon, Mr. Tam Yuk Sang, Sammy and Mr. Ho Lok Cheong.

* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.