



# Magnum International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 305)

## Form of Proxy Special General Meeting — 24 June 2005

I/We<sup>1</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10 each in the share capital  
of Magnum International Holdings Limited (the “Company”), HEREBY APPOINT<sup>3</sup> \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or the Chairman of the Meeting as my/our proxy to vote and act for me/us at the Special General Meeting (and at any adjournment thereof) of the Company to be held at 11:00 a.m. on Friday, 24 June 2005 at Oceana Room, Lobby Floor, Hong Kong Gold Coast Hotel, No. 1 Castle Peak Road, Castle Peak Bay, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote on my/our behalf in respect of the Resolutions as indicated below:

RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. Ordinary Resolution — (a) to approve, confirm and ratify the conditional subscription agreement dated 8 April 2005 in relation to the subscription of the convertible bond of HK\$35,000,000 by Unichina Enterprises Limited. (b) to approve the issue of the convertible bond of HK\$35,000,000 to be issued by the Company to Unichina Enterprises Limited pursuant to the conditional subscription agreement dated 8 April 2005 and to approve the allotment and issue of shares which may fall to be allotted and issued upon exercise of conversion rights attached to the convertible bond.		
2. Ordinary Resolution — to approve, confirm and ratify the conditional compromise deed dated 8 April 2005 in relation to the settlement of the shareholder’s loan owing by the Company and its subsidiaries to Magnum (Guernsey) Limited and its associates and to approve the relevant documents scheduled to that conditional compromise deed.		
3. Special Resolution — to effect a reduction of the issued share capital of the Company and to transfer the credit arising therefrom to the Company’s contributed surplus account.		
4. Ordinary Resolution — to increase the authorised share capital of the Company from HK\$100,000,000 to HK\$1,000,000,000 by the creation of an additional 900,000,000,000 new shares of HK\$0.001 each.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005      Signed<sup>5</sup> \_\_\_\_\_

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 in the Company registered in your name(s).
- Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and on a poll, vote in his stead. A proxy need not be a member of the Company. If no name is inserted, the Chairman of the Meeting will act as your proxy. If any proxy other than the Chairman of the Meeting is appointed, please delete the words “or the Chairman of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 APPROPRIATE BOXES MARKED “AGAINST”. Failure to complete any of the boxes will entitle your proxy to cast his votes 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.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in 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.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong share registrar, Tengis Limited at G/F Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Special General Meeting if you so wish.