



# Magnum International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 305)

## Form of Proxy Special General Meeting — 23 May 2006

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 10:30 a.m. on Tuesday, 23 May 2006 at 27/F, Two Exchange Square, 8 Connaught Place, Central, 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. 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.		
2. Special Resolution — to approve amendments to the bye-laws.		
3. Ordinary Resolution — (a) to approve, confirm and ratify the conditional subscription agreement dated 30 March 2006 in relation to the subscription of a total of 1,521,400,000 convertible non-redeemable preference shares of HK\$0.001 each by Dragon Hill Development Limited. (b) to approve the issue of a total of 1,521,400,000 convertible non-redeemable preference shares of HK\$0.001 each to be issued by the Company to Dragon Hill Development Limited pursuant to the conditional subscription agreement dated 30 March 2006 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 non-redeemable preference shares.		
4. Ordinary Resolution — to approve, confirm and ratify the disposal agreement dated 30 March 2006 entered into between Watary Investment Limited and Magnum (Guernsey) Limited.		
5. Ordinary Resolution — to approve, confirm and ratify the deed of settlement dated 30 March 2006 entered into between the Company, Dragon Hill Development Limited, Magnum (Guernsey) Limited, Magnum Corporation Berhad and Magnum Investment Limited.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signed<sup>5</sup> \_\_\_\_\_

### 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 in the Company registered in your name(s).
3. 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 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 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.
5. 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.
6. 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.
7. 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 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned 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 Special General Meeting if you so wish.