



# Magnum International Holdings Limited

萬能國際集團有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock code: 305)

## NOTICE OF THE SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Magnum International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Saturday, 23 December 2006 at Room 505, 5/F, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

### ORDINARY RESOLUTIONS

1. “**THAT:**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the ordinary shares of HK\$0.004 each in the capital of the Company (“**Shares**”) issuable upon the exercise of the subscription rights attaching to the warrants in the amount of HK\$24,900,000 (the “**First Warrants**”) to be issued to Gao Bao Development (as defined in the Company’s circular to the shareholders of the Company dated 6 December 2006 (the “**Circular**”) of which this notice forms part) in accordance with the deed poll constituting the First Warrants to be executed by the Company (the “**First Warrant Instrument**”):

(i) the First Subscription Agreement (as defined in the Circular) (copies of which have been produced to this meeting marked “A” and signed by the Chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(ii) the directors of the Company be and are hereby authorised:

(A) to create and grant to Gao Bao Development (as defined in the Circular) the First Warrants which confer the holder thereof the right to subscribe 75,000,000 new Shares at any time on or after the issue date of the First Warrants until the third anniversary thereof (or if such date is not a business day (as defined in the Circular), the business day immediately thereafter) (both dates inclusive) at the exercise price of HK\$0.332 (subject to adjustment) on the terms and conditions set out in the First Warrant Instrument (copies of the draft of the First Warrant Instrument are produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification);

(B) to allot and issue to the holders of the First Warrants such number of Shares as are issuable from time to time upon the exercise of the subscription rights attaching to the First Warrants in accordance with the First Warrant Instrument; and

(C) to do all such acts and things as they consider necessary or expedient to give effect to the grant and exercise of the First Warrants on the terms set out in the First Warrant Instrument.”

2. **“THAT:**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the ordinary shares of HK\$0.004 each in the capital of the Company (**“Shares”**) issuable upon the exercise of the subscription rights attaching to the warrants in the amount of HK\$12,450,000 (the **“Second Warrants”**) to be issued to Asia Enterprises (as defined in the Company’s circular to the shareholders of the Company dated 6 December 2006 (the **“Circular”**)) of which this notice forms part) in accordance with the deed poll constituting the Second Warrants to be executed by the Company (the **“Second Warrant Instrument”**):

- (i) the Second Subscription Agreement (as defined in the Circular) (copies of which have been produced to this meeting marked “C” and signed by the Chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised:
  - (A) to create and grant to Asia Enterprises (as defined in the Circular) the Second Warrants which confer the holder thereof the right to subscribe 37,500,000 new Shares at any time on or after the issue date of the Second Warrants until the third anniversary thereof (or if such date is not a business day (as defined in the Circular), the business day immediately thereafter) (both dates inclusive) at the exercise price of HK\$0.332 (subject to adjustment) on the terms and conditions set out in the Second Warrant Instrument (copies of the draft of the Second Warrant Instrument are produced to the meeting marked “D” and signed by the Chairman of the meeting for the purpose of identification);
  - (B) to allot and issue to the holders of the Second Warrants such number of Shares as are issuable from time to time upon the exercise of the subscription rights attaching to the Second Warrants in accordance with the Second Warrant Instrument; and
  - (C) to do all such acts and things as they consider necessary or expedient to give effect to the grant and exercise of the Second Warrants on the terms set out in the Second Warrant Instrument.”

3. **“THAT:**

conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the ordinary shares of HK\$0.004 each in the capital of the Company (**“Shares”**) issuable upon the exercise of the subscription rights attaching to the warrants in the amount of HK\$12,450,000 (the **“Third Warrants”**) to be issued to Guo Fu Enterprises (as defined in the Company’s circular to the shareholders of the Company dated 6 December 2006 (the **“Circular”**)) of which this notice forms part) in accordance with the deed poll constituting the Third Warrants to be executed by the Company (the **“Third Warrant Instrument”**):

- (i) the Third Subscription Agreement (as defined in the Circular) (copies of which have been produced to this meeting marked “E” and signed by the Chairman of the meeting for identification purposes) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) the directors of the Company be and are hereby authorised:
  - (A) to create and grant to Guo Fu Enterprises (as defined in the Circular) the Third Warrants which confer the holder thereof the right to subscribe 37,500,000 new Shares at any time on or after the issue date of the Third Warrants until the third anniversary thereof (or if such date is not a business day (as defined in the Circular), the business day immediately thereafter) (both dates inclusive) at the exercise price of HK\$0.332 (subject to adjustment)

on the terms and conditions set out in the Third Warrant Instrument (copies of the draft of the Third Warrant Instrument are produced to the meeting marked “F” and signed by the Chairman of the meeting for the purpose of identification);

- (B) to allot and issue to the holders of the Third Warrants such number of Shares as are issuable from time to time upon the exercise of the subscription rights attaching to the Third Warrants in accordance with the Third Warrant Instrument; and
- (C) to do all such acts and things as they consider necessary or expedient to give effect to the grant and exercise of the Third Warrants on the terms set out in the Third Warrant Instrument.”

4. **“THAT:**

subject to the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Magnum International Holdings Limited” to “Dragon Hill Holdings Limited” and the new Chinese name of “俊山集團有限公司” be adopted by the Company for identification purposes only and the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of the Company’s name.”

By order of the Board of  
**Magnum International Holdings Limited**  
**Lee Shing**  
*Chairman*

Hong Kong, 6 December 2006

**Notes:**

- (1) A member entitled to attend and vote at the above meeting may appoint a proxy to attend and, on a poll vote on his behalf and such proxy need not be a member of the Company. 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. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A form of proxy for use at the meeting is enclosed.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises:

*Executive Directors:*

Mr. Lee Shing  
Ms. Liu Yaling  
Mr. Wang Shaohua  
Mr. Pei Qingrong

*Independent non-executive Directors:*

Mr. Yu Xiumin

Mr. Zuo Duofu

Mr. Cheng Kin Wah, Thomas

\* *For identification purposes only*

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