



MAGICIAN INDUSTRIES (HOLDINGS) LIMITED

通達工業(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting or any adjournment thereof (“Meeting”) of the Company to be convened and held at Flat A, 2/F, Yeung Yiu Chung (No. 6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong on Wednesday, 28 November 2007 at 10:00 a.m.

I/We (note a) _____

of _____

being the registered holder(s) of _____

(note b) shares of HK\$0.10 each of Magician Industries (Holdings) Limited (通達工業(集團)有限公司) (“Company”) hereby appoint the Chairman of the Meeting or _____

of _____

to act as my/our proxy (note c) at the Meeting of the Company to be held at Flat A, 2/F, Yeung Yiu Chung (No. 6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong at 10:00 a.m. on Wednesday, 28 November 2007 and at any adjournment thereof and to vote on my/our behalf as directed below.

Please tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast (notes d and e).

	RESOLUTION	FOR	AGAINST
1.	To approve the Underwriting Agreement and the issue by way of Open Offer of 434,366,720 Offer Shares to the Shareholders of the Company and other arrangements contemplated thereby (all as defined in the circular dated 12 November 2007 (the “Circular”) issued by the Company) (being Ordinary Resolution 1 as set out in the notice of the Meeting)		
2.	To approve the Whitewash Waiver (as defined in the Circular) (being Ordinary Resolution 2 as set out in the notice of the Meeting)		
3.	To approve the Special Deal on terms and conditions as set out in the Circular (being Ordinary Resolution 3 as set out in the notice of the Meeting)		

Dated the _____ day of _____ 2007

Shareholder’s signature _____ (notes f to i)

Notes:

- (a) Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- (b) 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 capital of the Company registered in your name(s).
- (c) A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided.
- (d) If you wish to vote for any of the resolutions set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the appropriate box marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will be entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, be entitled to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- (e) The full text of the Resolutions appears in the notice of the Meeting dated 12 November 2007. Capitalized teams used in the notice of the Meeting have the same meaning when used in this proxy form.
- (f) In the case of a joint holding, this form of proxy may be signed by any joint holder. If, however, more than one joint holder is present at the meeting, whether in person or by proxy, the vote of the senior who tenders a vote 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 of the Company.
- (g) The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- (h) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited with the Company at its principal office in Hong Kong at Flat A, 2nd Floor, Yeung Yiu Chung (No.6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- (i) **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (j) Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or poll concerned if you so wish.

* For identification purpose only