



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 9:30 a.m. on 20 April 2010 at Flat A, 2nd Floor, Yeung Yiu Chung (No. 6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong

I/We¹ _____

of _____

being the registered holder(s) of² _____

shares of HK\$0.01 each in the capital of Magician Industries (Holdings) Limited (通達工業(集團)有限公司 (“Company”) HEREBY APPOINT³ the Chairman of the Meeting, or failing him _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the meeting of the Company to be held at Flat A, 2nd Floor, Yeung Yiu Chung (No. 6) Industrial Building, 19 Cheung Shun Street, Cheung Sha Wan, Kowloon, Hong Kong at 9:30 a.m. on 20 April 2010 (or at any adjournment thereof) (the “Meeting”) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴	Abstain
1.	To confirm, approve and ratify the Acquisition Agreement and the transactions contemplated thereunder, details of which are set out in the circular of the Company dated 31 March 2010 to the shareholders of the Company (the “Circular”) (being Resolutions No. 1 as set out in the Notice).			
2.	To confirm, approve and ratify the Subscription Agreement and the transactions contemplated thereunder, details of which are set out in the Circular and, including the allotment and issue of the Subscription Shares (as defined in the Circular) (being Resolution No. 2 as set out in the Notice).			
3.	To approve the whitewash waiver, details of which are set out in the Circular (being Resolution No. 3 as set out in the Notice).			
4.	To confirm, approve and ratify the WFOE Agreements and the transactions contemplated thereunder and the annual caps of each of the WFOE Agreements for each of the three periods ending 31 December 2012, details of which are set out in the Circular (being resolution No. 4 as set out in the Notice).			

Signature(s)⁶: _____

Date: _____

Notes:

- Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, the form of proxy will be deemed to relate to all the shares in the capital for the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “The Chairman of the meeting” and insert the name and address of the proxy desired 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 ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK THE BOX MARKED “AGAINST”.** Failures to tick a box will entitle your proxy to cast your vote or abstain 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.
- The full text of the Resolution is set out in the Notice of the Special General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 at the Company’s branch share registrar, Tricor Secretaries Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only