



MIRABELL

MIRABELL INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1179)

Proxy Form (Extraordinary General Meeting – 29 December 2004)

I/We¹ _____
of _____
hereby appoint the Chairman of the Meeting² _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of Mirabell International Holdings Limited (the "Company") to be held at 8/F, Wyler Centre, Phase II, 200 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Wednesday, 29 December 2004 at 10:30 a.m. and at any adjournment thereof and to vote in respect of the undermentioned ordinary resolution as indicated³.

Resolution	For	Against
To approve the ordinary resolution as set out in the Notice of Extraordinary General Meeting dated 13 December 2004		

Dated this _____ day of _____ 2004 Signature _____

(Full name in block capitals please)

Notes:

1. Please insert your full name(s) and address(es) in **block capitals**.
2. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy needs not be a shareholder of the Company. If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
3. Please indicate with an "X" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion.
4. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such authority, must be deposited with the Company's Hong Kong branch share registrar, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned thereof (as the case may be). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjournment thereof and in such event, the instrument appointing the proxy shall be deemed revoked.
5. In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint shareholder(s) and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members.
6. The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of any officer or attorney duly authorised.