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MANDARIN ENTERTAINMENT (HOLDINGS) LIMITED  
東方娛樂控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 00009)

### **NOTICE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Mandarin Entertainment (Holdings) Limited (the “**Company**”) will be held at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Monday, 30 March 2009 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

### **SPECIAL RESOLUTIONS**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed from “Mandarin Entertainment (Holdings) Limited” to “China Mandarin Holdings Limited” and the new Chinese name “中國東方實業集團有限公司” will be adopted to replace “東方娛樂控股有限公司” for identification purposes with effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

2. **“THAT** the bye-laws (**“Bye-laws”**) of the Company be and are hereby amended in the following manner:

**(a) Bye-law 1**

By adding the following new definition in the existing Bye-law 1 after the definition of “Board”:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.”

**(b) Bye-law 2**

(i) By adding the following words before the semi-colon at the end of the existing Bye-law 2(e):

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”

(ii) By deleting the existing Bye-law 2(h) in its entirety and substituting therefor the following:

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given. Provided that if permitted by the Designated Stock Exchange, except in the case of an annual general meeting, if it is so agreed by a majority in number of the Members having the right to attend and vote at any such meeting, being a majority together holding not less than

ninety-five per cent. (95%) in nominal value of the shares giving that right and in the case of an annual general meeting, if it is so agreed by all Members entitled to attend and vote thereat, a resolution may be proposed and passed as a special resolution at a meeting of which Notice of less than twenty-one (21) clear days and less than ten (10) clear business days has been given;”

(iii) By deleting the existing Bye-law 2(i) in its entirety and substituting therefor the following:

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days has been duly given;”

(iv) By deleting the full stop at the end of the existing Bye-law 2(j) and replacing it with a semi-colon and inserting the following new Bye-law 2(k):

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

**(c) Bye-law 10**

(i) By adding the word “and” after the words “shall be a quorum” in the last line of the existing Bye-law 10(a).

(ii) By deleting the words “on a poll” after the words “every holder of shares of the class shall be entitled” in the 1st line of the existing Bye-law 10(b) and deleting “; and” after the words “such share held by him” in the last line of Bye-law 10(b) and inserting a full stop thereafter.

(iii) By deleting the existing Bye-law 10(c) in its entirety.

**(d) Bye-law 44**

By inserting the words “or by any electronic means in such manner as may be accepted by the Designated Stock Exchange” after the words “in accordance with the requirements of any Designated Stock Exchange” in the 8th line of the existing Bye-law 44.

**(e) Bye-law 59(1)**

By deleting the existing Bye-law 59(1) in its entirety and substituting therefor the following:

- “59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
  - (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.”

**(f) Bye-law 66**

By deleting the existing Bye-law 66 in its entirety and substituting therefor the following:

- “66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

**(g) Bye-law 67**

By deleting the existing Bye-law 67 in its entirety and substituting therefor the following:

“67. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

**(h) Bye-law 68**

By deleting the existing Bye-law 68 in its entirety and substituting therefor the words “intentionally deleted”.

**(i) Bye-law 69**

By deleting the existing Bye-law 69 in its entirety and substituting therefor the words “intentionally deleted”.

**(j) Bye-law 70**

By deleting the existing Bye-law 70 in its entirety and substituting therefor the words “intentionally deleted”.

**(k) Bye-law 73**

By deleting the words “whether on a show of hands or on a poll,” after the words “In the case of any equality of votes” in the 1st line of the existing Bye-law 73.

**(l) Bye-law 75(1)**

By deleting the words “whether on a show of hands or on a poll,” after the words “persons incapable of managing their own affairs may vote,” in the 4th line of the existing Bye-law 75(1) and by deleting the words “or poll” after the words “not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting” in the 11th line of the existing Bye-law 75(1).

**(m) Bye-law 84(2)**

By deleting the words “including the right to vote individually on a show of hands” after the words “in respect of the number and class of shares specified in the relevant authorisation” in the last line of the existing Bye-law 84(2).

**(n) Bye-law 153**

(i) By inserting the words “at the same time as the notice of annual general meeting and” after the words “before the date of the general meeting and” in the 6th line of the existing Bye-law 153.

(ii) By adding the following new Bye-laws 153A and 153B after the existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.

153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

**(o) Bye-law 160**

- (i) By inserting the words “(including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange)” after the words “any Notice of document” in the 1st line of the existing Bye-law 160.
- (ii) By inserting the words “or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above” after the words “in accordance with the requirements of the Designated Stock Exchange” in the 13th line of the existing Bye-law 160.

**(p) Bye-law 161**

- (i) By deleting the word “and” at the end of existing Bye-law 161(a).
- (ii) By deleting the full stop at the end of existing Bye-law 161(b) and replacing it with a semi-colon and inserting the word “and” after the semi-colon; and by re-numbering the existing Bye-law 161(b) as Bye-law 161(c).
- (iii) By inserting the following words after the existing Bye-law 161(a):

“(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”
- (iv) By inserting the following words after the new Bye-law 161(c):

“(d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

## ORDINARY RESOLUTIONS

3. “**THAT** Ms. Lai Pik Chi Peggy be and is hereby re-elected as executive director of the Company with immediate effect.”
4. “**THAT** Mr. Kwok Tsz Wing be and is hereby re-elected as executive director of the Company with immediate effect.”

By order of the Board of  
**Mandarin Entertainment (Holdings) Limited**  
**Lai Pik Chi, Peggy**  
*Chairman*

Hong Kong, 4 March 2009

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Suite 1511  
No.9 Queen’s Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the special general meeting to represent the member. 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.
2. A form of proxy for use at the special general meeting is enclosed. Such form of proxy is also published on the website of the Stock Exchange at [www.hkex.com](http://www.hkex.com). In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the branch share registrar of the Company in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the special general meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the special general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the special general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.



4. The Bye-laws are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of proposed resolution above on amendments of the Bye-laws is purely a translation only. Should there be any discrepancy, the English version shall prevail.
5. As at the date of this notice, the Board comprises eight Directors. The executive Directors are Ms. Lai Pik Chi, Peggy (Chairman), Ms. Law Kee Alice (Chief Executive Officer), Mr. Kwok Tsz Wing (Deputy Chairman), Mr. Wong Pak Ming and Ms. Wong Yee Kwan, Alvina; and the independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Tsui Pui Hung and Mr. Chan Tung Tak, Alain.

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\* *for identification purpose only*