
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mandarin Entertainment (Holdings) Limited (the “Company”), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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: 0009)

- (1) PROPOSED CHANGE OF COMPANY NAME;**
(2) PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY; AND
(3) PROPOSED RE-ELECTION OF DIRECTORS

A notice convening the special general meeting of the Company to 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. is set out on pages 8 to 15 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Announcement”	the Company’s announcement dated 17 February 2009 regarding the Proposed Change of Company Name and the Proposed Amendments to Bye-laws
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Mandarin Entertainment (Holdings) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 March 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Kwok”	Mr. Kwok Tsz Wing
“Ms. Lai”	Ms. Lai Pik Chi, Peggy
“Net Profit”	the audited consolidated net profit of the Group after taxation and minority interests but before extraordinary items
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Proposed Change of Company Name”	the proposed change of the name of the Company 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
“Proposed Amendments to Bye-laws”	the proposed amendments to the Bye-laws

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be convened and held at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Monday, 30 March 2009 at 2:00 p.m. to consider and approve the Proposed Change of Company Name, the Proposed Amendments to Bye-laws and the proposed re-election of Directors
“SGM Notice”	notice of the SGM
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



MANDARIN ENTERTAINMENT (HOLDINGS) LIMITED
東方娛樂控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 0009)

Executive Directors:

Ms. Lai Pik Chi, Peggy (*Chairman*)
Ms. Law Kee, Alice (*Chief Executive Officer*)
Mr. Kwok Tsz Wing (*Deputy Chairman*)
Mr. Wong Pak Ming
Ms. Wong Yee Kwan, Alvina

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent non-executive Directors:

Mr. Choy Sze Chung, Jojo
Mr. Tsui Pui Hung
Mr. Chan Tung Tak, Alain

*Head office and principal place
of business in Hong Kong:*

Suite 1511
No.9 Queen's Road Central
Hong Kong

4 March 2009

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY; AND
(3) PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with the information relating to the resolutions to be proposed at the SGM for (i) the Proposed Change of Company Name; (ii) the Proposed Amendments to Bye-laws; and (iii) the proposed re-election of Directors and to give you the SGM Notice in order to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 17 February 2009 that it proposed to change the name of the Company 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, subject to the conditions set out below being fulfilled.

* For identification purpose only

LETTER FROM THE BOARD

Reasons for the change of name

The Board believes that the Proposed Change of Company Name will better reflect the diversified business of the Group in future and provide the Company with a fresh new corporate identity which is in the best interests of the Company and the Shareholders as a whole.

Conditions of the change of name

The Proposed Change of Company Name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the SGM to approve the Proposed Change of Company Name; and
2. the Registrar of Companies in Bermuda approving the Proposed Change of Company Name.

The new name of the Company will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in Bermuda. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Effects on the change of name

The Proposed Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate on the results of the SGM, the effective dates of the change of the name of the Company and the new stock short name of the shares of the Company.

PROPOSED AMENDMENTS TO BYE-LAWS

The Stock Exchange has amended the Listing Rules relating to, among other things, the use of websites for communication with Shareholders and voting at general meetings. The amendments to the Listing Rules have come into effect on 1 January 2009.

Accordingly, the Directors propose to seek the approval of the Shareholders by way of passing a special resolution to be proposed at the SGM for the Proposed Amendments to Bye-laws to ensure compliance with the several amended provision of the Listing Rules.

LETTER FROM THE BOARD

The full text of the special resolution containing such proposed amendments (special resolution no. 2) is set out in the SGM Notice set out on pages 8 to 15 of this circular.

PROPOSED RE-ELECTION OF DIRECTORS

References are made to the announcements of the Company dated 10 October 2008 and 31 December 2008 in relation to, among other things, the appointments of Ms. Lai Pik Chi, Peggy as the executive Director and Mr. Kwok Tsz Wing as the non-executive Director respectively, and the announcement of the Company dated 13 February 2009 in relation to, among other things, the re-designation of Mr. Kwok from the non-executive Director to the executive Director.

In accordance with Bye-law 86(2), any Director appointed to fill in a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that general meeting. Ms. Lai whose appointment as the executive Director took effect on 10 October 2008 and Mr. Kwok whose appointment as the non-executive Director took effect on 1 January 2009 (and his re-designation took effect on 13 February 2009), shall retire at the SGM and being eligible, offer themselves for re-election. Resolutions for re-electing Ms. Lai and Mr. Kwok as the executive Directors will be proposed at the SGM.

The biographical details of Ms. Lai and Mr. Kwok are as follows:

Ms. Lai Pik Chi, Peggy

Ms. Lai Pik Chi, Peggy, aged 44, is an executive Director and chairman of the Board. Ms. Lai had over 20 years experience in auditing, accounting, financial management and corporate finance spanning a diverse range of business from manufacturing, publishing, distribution and retailing. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Ms. Lai has signed a service contract with the Company for an initial term of one year commencing from 10 October 2008 and shall continue thereafter until terminated by either party giving to the other not less than three months' prior written notice expiring not earlier than the date of expiry of the said initial fixed term of one year. Her appointment is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. Pursuant to her service contract, Ms. Lai is entitled to a basic remuneration of HK\$50,000 per month (including any sum receivable as director's fee or other remuneration from any member of the Group) which was determined with reference to her duties and responsibilities with the Company. She is also entitled to (i) a discretionary bonus to be determined by the Board by reference to the Net Profit provided that the aggregate amount of discretionary bonuses payable in each financial year to all executive Directors shall not exceed 5% of the Net Profit of the relevant financial year; and (ii) a year end bonus equivalent to one month's basic remuneration upon each completed year of service payable around Chinese New Year.

Ms. Lai does not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. Lai does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save for being the executive Director, she did not hold any directorship in other listed companies over the last three years.

LETTER FROM THE BOARD

There is no information relating to Ms. Lai that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Ms. Lai as the executive Director.

Mr. Kwok Tsz Wing

Mr. Kwok Tsz Wing, aged 51, an executive Director who is engaged in manufacturing and sales industry for 28 years. Moreover, he has over 10 years experience in properties investment. He is currently a director of Massino International Limited.

Mr. Kwok has signed a service contract with the Company for an initial term of one year commencing from 13 February 2009 and shall continue thereafter until terminated by either party in writing. His appointment is subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws. Pursuant to his service contract, Mr. Kwok is entitled to a basic remuneration of HK\$25,000 per month (including any sum receivable as director's fee or other remuneration from any member of the Group) which was determined with reference to his duties and responsibilities with the Company. He is also entitled to (i) a discretionary bonus to be determined by the Board by reference to the Net Profit provided that the aggregate amount of discretionary bonuses payable in each financial year to all executive Directors shall not exceed 5% of the Net Profit of the relevant financial year; and (ii) a year end bonus equivalent to one month's basic remuneration upon each completed year of service payable around Chinese New Year.

As at the Latest Practicable Date, Mr. Kwok has personal interests of 43,973,600 Shares and deemed interests of 74,482,182 Shares through his 100% shareholding in Super Grand Enterprises Limited, in aggregate representing approximately 5.44% of the entire issued share capital of the Company. Save as disclosed above, Mr. Kwok does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Kwok does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Save for being the executive Director, he did not hold any directorship in other listed companies over the last three years.

There is no information relating to Mr. Kwok that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Kwok as the executive Director.

LETTER FROM THE BOARD

SGM

There is set out on pages 8 to 15 of this circular a notice convening the SGM to 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.. At the SGM, special resolutions will be put forward to the Shareholders to approve the Proposed Change of Company Name and the Proposed Amendments to Bye-laws, and ordinary resolutions will be put forward to the Shareholders to approve the proposed re-election of Directors. According to Rule 13.39(4) of the Listing Rules, any voting of the Shareholders at the SGM will be taken by way of poll and an announcement will be made after the SGM on the results of the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any resolutions to be approved at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjourned thereof should you so wish.

RESPONSIBILITY STATEMENT

This document includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors believe that the Proposed Change of Company Name, the Proposed Amendments to Bye-laws and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole, and therefore recommend Shareholders to vote in favour of the resolutions to be proposed at the SGM.

Yours faithfully,
For and on behalf of the Board
Mandarin Entertainment (Holdings) Limited
Lai Pik Chi, Peggy
Chairman

NOTICE OF SGM



MANDARIN ENTERTAINMENT (HOLDINGS) LIMITED
東方娛樂控股有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 0009)

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.”

* For identification purpose only

NOTICE OF SGM

(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;”

NOTICE OF SGM

- (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

NOTICE OF SGM

- (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.

NOTICE OF SGM

(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.

NOTICE OF SGM

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;"

NOTICE OF SGM

(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. 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.

NOTICE OF SGM

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.