



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

**FORM OF PROXY**

**Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Mandarin Entertainment (Holdings) Limited (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. and at any adjournment thereof.**

I/We (note a) \_\_\_\_\_  
 of \_\_\_\_\_  
 \_\_\_\_\_ being the  
 registered holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.10 each in the share capital of  
 the Company hereby appoint the Chairman of the Meeting \_\_\_\_\_  
 or \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ to act as my/our proxy (note c) to attend and vote on my/our behalf  
 at 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. and at any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote (note d).

	Special Resolutions	For	Against
1.	To approve the change of Company name		
2.	To amend the bye-laws of the Company		

	Ordinary Resolutions	For	Against
3.	To re-elect Ms. Lai Pik Chi Peggy as executive Director		
4.	To re-elect Mr. Kwok Tsz Wing as executive Director		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2009

Shareholder’s signature \_\_\_\_\_ (note h)

*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 person appointed proxy in the space provided.
  - d If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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 In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
  - f 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.
  - g 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 notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch registrar and transfer office in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
  - h Any alteration made to this form should be initialled by the person who signs the form.
- \* For identification purpose only