

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Mandarin Entertainment (Holdings) Limited (the “**Company**”) will be held on Friday, 28 March 2008 at 2:30 p.m. at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTIONS**

1. “**THAT** the conditional sale and purchase agreement (the “**Agreement**”) dated 25 January 2008 and the supplemental agreement (the “supplemental agreement”) dated 5 February 2008 both entered into among Sino Step Inc. (the “**Purchaser**”), a wholly-owned subsidiary of the Company, as purchaser and Mr. Cheng Keung Fai and Ms. Lam Suet Chung (the “**Vendors**”) as vendors in respect of (i) the sale and purchase of two (2) shares of HK\$1.00 each (the “**Sale Shares**”) in the share capital of Profit Source International Limited (the “**Target**”), representing its entire issued share capital as at the date of the Agreement and all obligations, liabilities and debts owing or incurred by the Target to the Vendors on completion of the Agreement for a total consideration of HK\$240,000,000, a copy of the Agreement has been produced to the meeting marked “A” and signed for the purpose of identification by the chairman of the meeting,
  - (a) the Agreement, the Supplemental agreement and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
  - (b) the allotment and issue of an aggregate of 175,000,000 new ordinary shares (the “**Consideration Shares**” and each a “**Consideration Share**”) of HK\$0.1 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.4 per Consideration Share to the Vendors pursuant to the Agreement be and is hereby approved;

\* For identification purpose only

- (c) the issue the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$70,000,000 to the Vendors and the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK\$0.1 each in the share capital of the Company upon exercise of the conversion rights attached to the Convertible Bonds pursuant to the Agreement be and is hereby approved; and
- (d) any one or more directors of the Company (the “**Directors**”) be and is/ are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal) which he/she/ they consider necessary or expedient to give effect to the Agreement and the transactions contemplated thereunder including the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of Conversion Shares.”
2. “**THAT** subject to the ordinary resolution no. 1 above being duly passed, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Consideration Shares be and is hereby approved”.
3. “**THAT** subject to the ordinary resolution no. 1 above being duly passed, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with the Conversion Shares be and is hereby approved”.

By order of the board of directors of  
**Mandarin Entertainment (Holdings) Limited**  
**Wong Pak Ming**  
*Chairman*

Hong Kong, 12 March 2008

*Registered Office:*  
Clarendon House  
2, Church Street  
Hamilton HM11  
Bermuda

*Head Office and Principal Place of Business:*  
Suite 1511  
No 9 Queen’s Road Central  
Hong Kong

1. A member entitled to attend and vote at the meeting convened by the above notice may appoint one or more than one proxy to attend the meeting and vote on a poll instead of him. A proxy need not be a member of the Company.
2. A shareholder of the Company who has appointed more than one proxy shall only vote on a poll.
3. A form of proxy of the meeting is enclosed. If the appointer is a corporation, the form of proxy must be made under its common seal or, under the hand of an officer or attorney duly authorized on its behalf.
4. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), 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 be present at the above 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 share alone be entitled to vote in respect thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. To be valid, a form of proxy and the power of authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting.

*As at the date of this announcement, the Board comprises seven Directors. The executive Directors are Mr. Wong Pak Ming, Ms. Wong Kit Fong, Ms. Wong Yee Kwan, Alvina and Ms. Law Kee, Alice. The independent non-executive Directors are Mr. Tang Kai Kui, Terence, Mr. Choy Sze Chung, Jojo and Mr. Tsui Pui Hung.*