



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 FOR USE AT THE SPECIAL GENERAL MEETING (the "Meeting")
TO BE HELD ON FRIDAY, 28 MARCH 2008 at 2:30 p.m.**

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2)
of HK\$0.10 ("Shares") each in the capital of Mandarin Entertainment (Holdings) Limited (the "Company"), HEREBY
APPOINT THE CHAIRMAN OF THE MEETING or (Note 3) _____
of _____

as my/our proxy to (a) attend on my/our behalf at the Meeting (and at any adjournment thereof) of the Company to be held at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong on Friday, 28 March 2008 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4):

ORDINARY RESOLUTIONS (Note 5)		FOR (note 4)	AGAINST(note 4)
1.	to approve the sale and purchase agreement, the supplemental agreement and the transactions contemplated thereunder (including but not limited to allotment and issue of the consideration shares of the Company and the allotment and issue of the conversion shares of the Company upon exercise of the conversion rights under the convertible bonds and the issue of the convertible bonds);		
2.	to approve the specific mandate to be granted to the directors of the Company to allot, issue and deal with the consideration shares of the Company;		
3.	to approve the specific mandate to be granted to the directors of the Company to allot, issue and deal with the conversion shares of the Company upon exercise of the conversion rights under the convertible bonds.		

Dated this _____ day of _____ 2008. Signature _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK LETTERS.
2. 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).
3. If any proxy other than the Chairman is preferred, please strike out words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST". Failure to complete any of the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. The full text of each resolution referred to above appears in the notice of the Meeting dated 12 March 2008.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
8. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrars in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding the meeting or any adjournment thereof.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only