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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)

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

**PROPOSED CHANGE OF COMPANY NAME**

The Board announces that a special resolution will be proposed at a forthcoming SGM to approve the change of the Company name 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 THE BYE-LAWS**

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws in order to ensure compliance with the several amended provision of the Listing Rules that came into effect on 1 January 2009.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the SGM.

A circular containing, among other matters, details of the proposed change of the Company name and the proposed amendments to the Bye-laws and a notice of SGM will be despatched to the Shareholders as soon as practicable.

## **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Directors**”) of Mandarin Entertainment (Holdings) Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) proposes 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.

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 interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

The proposed change of the Company name will be subject to the following:

1. the passing of a special resolution by the Shareholders at the forthcoming special general meeting of the Company (the “**SGM**”) to approve the change of the Company name; and
2. the Registrar of Companies in Bermuda approving the change of the 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 of change of the name of the Company**

The change of the name of the Company 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 the name of the Company 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.

## **PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (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 amendments to the bye-laws of the Company (the “**Bye-laws**”) to ensure compliance with the several amended provision of the Listing Rules.

A circular containing, among other matters, details of the proposed change of the name of the Company and the proposed amendments to the Bye-laws and a notice of SGM will be despatched to the Shareholders as soon as practicable.

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.

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

Hong Kong, 17 February 2009

*As at the date of this announcement, 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.*

\* *for identification purpose only*