



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 SGM

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of Mandarin Entertainment (HOLDINGS) Limited (the “**Company**”) will be held at 2:00 p.m. on Monday, 11 August 2008 at Rooms 1801-2, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** conditional upon: (a) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having revoked the listing of and permission to deal in the Offer Shares (as defined below) to be allotted and issued to the shareholders of the Company (the “**Shareholders**”) pursuant to the terms and conditions of the Open Offer (as defined below); and (b) the fulfillment of the conditions set out in the underwriting agreement dated 2 July 2008 (the “**Underwriting Agreement**”) between the Company and Orient Securities Limited as underwriter becoming unconditional and the Underwriting Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the third business day after the last day for acceptance of Offer Shares (as defined below),
 - (i) the issue by way of open offer (the “**Open Offer**”) of not less than 1,426,900,000 shares (the “**Shares**”) of HK\$0.1 each in the share capital of the Company and not more than 1,569,400,000 Shares (the “**Offer Shares**”) to the Shareholders whose names appear on the register of members of the Company on 11 August 2008 (excluding those Shareholders (the “**Prohibited Shareholders**”) with registered addresses outside Hong Kong whom the board of directors (the “**Directors**”) of the Company consider it necessary or expedient to exclude after making the relevant enquiries regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange in the place where those overseas Shareholders reside) on the basis of nineteen Offer Shares for every ten Shares then held and otherwise pursuant to and in accordance with the

* For identification purposes only

terms and conditions set out in the circular dated on or before 25 July 2008 despatched by the Company to the Shareholders (a copy of which had been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) be and is hereby approved;

- (ii) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements or Prohibited Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
 - (iii) the Underwriting Agreement and the transactions contemplated thereby (including but not limited to the arrangement for the taking up of the unsubscribed Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified;
 - (iv) the absence of arrangements for application for the Offer Shares by the Shareholders in excess of their entitlements under the Open Offer as referred to in Rule 7.26A of the Rules Governing the Listing of Securities on the Stock Exchange be and the same is hereby approved, confirmed and ratified; and
 - (v) any Directors be and are hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder.”
2. “**THAT** Mr. Wong Chi Woon, Edmond be and is hereby re-elected as executive Director.”
 3. “**THAT** Mr. Chan Tung Tak, Alain be and is hereby re-elected as independent non-executive Director.”

By order of the Board
Mandarin Entertainment (HOLDINGS) Limited
Wong Pak Ming
Chairman

Hong Kong, 25 July 2008

Registered office
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

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 SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM 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 SGM is enclosed with the circular of the Company dated 25 July 2008. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, 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 must be deposited at the Company's branch share registrar 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 SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, 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 holder are present at the SGM 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.

As at the date hereof, the executive directors of the Company are Mr. Wong Pak Ming (Chairman), Ms. Wong Yee Kwan, Alvina, Ms. Law Kee, Alice and Mr. Wong Chi Woon, Edmond and the independent non-executive directors of the Company are Mr. Choy Sze Chung, Jojo, Mr. Tsui Pui Hung and Mr. Chan Tung Tak, Alain.