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## **CHINA MANDARIN HOLDINGS LIMITED**

**中國東方實業集團有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 00009)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 MAY 2012**

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM.

Reference is made to the circular (the “**Circular**”) of China Mandarin Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 24 April 2012. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE AGM**

At the AGM held on 30 May 2012, all proposed resolutions as set out in the Notice were taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares in the Company was 343,318,399 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 230,842,491 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2011	230,826,491 (99.99%)	16,000 (0.01%)
2.	(a) To re-elect Mr. Hui Wai Lee, Willy as executive Director	230,826,491 (99.99%)	16,000 (0.01%)
	(b) To re-elect Mr. Tsui Pui Hung as independent non-executive Director	230,826,491 (99.99%)	16,000 (0.01%)
	(c) To authorise the Board to fix the Directors' remuneration	230,826,491 (99.99%)	16,000 (0.01%)
3.	To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and to authorise the Board to fix their remuneration	230,826,491 (99.99%)	16,000 (0.01%)
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the issued share capital of the Company	229,928,931 (99.60%)	913,560 (0.40%)
5.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the issued share capital of the Company	230,826,491 (99.99%)	16,000 (0.01%)
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.4	229,928,931 (99.60%)	913,560 (0.40%)
Special Resolutions		Number of Votes (%)	
		For	Against
7.	To approve the amendments to the Existing Bye-laws	230,826,491 (99.99%)	16,000 (0.01%)
8.	To approve and adopt the New Bye-laws as the bye-laws of the Company	230,826,491 (99.99%)	16,000 (0.01%)

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 6, all of the resolutions nos. 1 to 6 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes cast is favour of resolutions nos. 7 to 8, resolutions nos. 7 and 8 were duly passed as special resolutions of the Company.

By order of the Board  
**China Mandarin Holdings Limited**  
**JIN LEI**  
*Chairman*

Hong Kong, 30 May 2012

*As at the date of this announcement, the Board comprises six Directors. The executive Directors of the Company are Mr. Jin Lei (Chairman), Ms. Law Kee, Alice (Chief Executive Officer) and Mr. Hui Wai Lee, Willy; and the independent non-executive Directors are Mr. Tsui Pui Hung, Mr. Tang Ping Sum and Mr. Chu To, Jonathan.*

\* *For identification purposes only*