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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)**

### **(1) RESULTS OF THE OPEN OFFER AND (2) ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BOND**

#### **(1) RESULTS OF THE OPEN OFFER**

The Board is pleased to announce that the Open Offer became unconditional at 4:00 p.m. on Friday, 22 June 2012.

As at 4:00 p.m. on Tuesday, 19 June 2012, being the Latest Acceptance Date, 13 valid acceptances of Offer Shares have been received for an aggregate of 158,873,157 Offer Shares (inclusive of the 123,343,669 Offer Shares subscribed by the Underwriter pursuant to the Irrevocable Undertaking), representing approximately 46.28% of the total number of 343,318,399 Offer Shares offered under the Open Offer.

The Underwriting Agreement became unconditional at 4:00 p.m. on Friday, 22 June 2012. As a result of the Offer Shares not being fully subscribed for, the remaining 184,445,242 Offer Shares were underwritten and taken up by the Underwriter in accordance with the terms of the Underwriting Agreement. Such underwritten Shares represent approximately 53.72% of the total number of 343,318,399 Offer Shares offered under the Open Offer.

Share certificates for the Offer Shares to the Qualifying Shareholders who have validly applied for the Offer Shares are expected to be despatched by ordinary post on or before Tuesday, 26 June 2012 at their own risk.

Dealings in the Offer Shares are expected to commence on Wednesday, 27 June 2012.

**(2) ADJUSTMENT TO THE CONVERSION PRICE OF THE CONVERTIBLE BOND**

According to the terms and conditions of the Convertible Bond, the conversion price of the Convertible Bond has been adjusted from the initial conversion price of HK\$0.345 per conversion share to HK\$3.45 per conversion share following completion of the Capital Reorganisation, and then to HK\$2.425 per conversion share as a result of the Open Offer.

Reference is made to the prospectus of the Company dated 4 June 2012 (the “**Prospectus**”) in relation to, among other things, the Open Offer. Unless defined otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Prospectus.

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**Despatch of share certificates and commencement of dealings in the Offer Shares**

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## Changes in shareholding structure

Immediately after completion of the Open Offer, the Underwriter and the parties acting in concert with him were interested in 431,132,580 Shares, representing approximately 62.79% of the issued share capital of the Company as enlarged by the issue of the Offer Shares. The following is the shareholding structure of the Company immediately before and after completion of the Open Offer:

Shareholders	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
<b>Substantial Shareholders</b>				
The Underwriter and parties acting in concert with him	123,343,669	35.93%	431,132,580	62.79%
Mr. Lo Chan Kau	<u>79,641,463</u>	<u>23.19%</u>	<u>79,641,463</u>	<u>11.60%</u>
Sub-total	<u>202,985,132</u>	<u>59.12%</u>	<u>510,774,043</u>	<u>74.39%</u>
<b>Public Shareholders</b>				
Other public Shareholders	<u>140,333,267</u>	<u>40.88%</u>	<u>175,862,755</u>	<u>25.61%</u>
Total	<u><u>343,318,399</u></u>	<u><u>100.00%</u></u>	<u><u>686,636,798</u></u>	<u><u>100.00%</u></u>

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By order of the Board  
**JIN LEI**  
Chairman

Hong Kong, 25 June 2012

*As at the date of this announcement, the Board comprises six Directors. The executive Directors 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*\* For identification purpose only*