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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)**

**PRICE-SENSITIVE INFORMATION**  
**AND**  
**RESUMPTION OF TRADING**

This announcement is made by China Mandarin Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

On 9 July 2012, 成都中發黃河實業有限公司 (Chengdu Zhongfa Real Estate Development Co. Ltd.), a company established in the People’s Republic of China (the “PRC”) and an indirect wholly-owned subsidiary of the Company (the “PRC Subsidiary”), received a civil complaint from the Higher People’s Court of Sichuan Province, the PRC (the “Court”). The civil complaint was issued by 四川民族飯店 (the “Plaintiff”) as the plaintiff against (1) 中國中小企業投資有限公司; (2) 成都弘易地產有限責任公司; and (3) the PRC Subsidiary (together, the “Defendants”) as the defendants. The Plaintiff alleged that the Defendants colluded with each other to cheat the Plaintiff of its land use rights of certain land(s) in the PRC by way of certain contracts made in 1995, 1997 and 2003. The Plaintiff petitioned the Court to declare all those contracts void, to return the land use rights of the land(s) to the Plaintiff and to award damages and costs in favour of the Plaintiff.

The allegations made in the complaint are not fully comprehensible to the directors of the Company (the “Directors”). The Group first acquired 90% interest in the PRC Subsidiary in 2008 and the remaining interest in 2012. However, it appears that the land(s) in question may be related to the property owned by the PRC Subsidiary, which is known as 民族廣場 (Minzu Plaza) located at 中國四川省成都市金牛區永陵路19號 (No.19 Yongling Road, Jinniu District, Chengdu City, Sichuan Province, the PRC). The property comprises a five-storey shopping arcade and is held by the Group for leasing purposes. Pursuant to a state-owned land use rights

certificate issued by the People's Government of Chengdu City dated 5 August 2004, the land use rights of the property with a site area of approximately 9,246.17 sq.m. were granted to the PRC Subsidiary for a term expiring on 28 September 2027 for commercial uses.

According to the summons issued by the Court, the Defendants are required to appear before the Court on 20 September 2012. The Directors will seek legal advice on this matter. Further announcement(s) will be made by the Company as and when appropriate.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the shares on the Stock Exchange has been suspended from 1:00 p.m. on 10 July 2012 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in shares with effect from 9:00 a.m. on 11 July 2012.

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 10 July 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.*

*\* For identification purpose only*