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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)**

### PROPOSED CHANGE OF COMPANY NAME

The Board announces that it intends to put forward a proposal to the Shareholders to approve the change of the Company name from “China Mandarin Holdings Limited” to “Cheung Wo International Holdings Limited”, and upon the change of name becoming effective, a new Chinese name “長和國際實業集團有限公司” will be adopted to replace “中國東方實業集團有限公司” for identification purpose.

The proposed change of the Company name is subject to the conditions as set out in the paragraph headed “Conditions of the Proposed Change of Company Name” below.

A circular containing, among other things, details of the proposed change of the Company name 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 China Mandarin Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) proposes to change the name of the Company from “China Mandarin Holdings Limited” to “Cheung Wo International Holdings Limited”, and upon the change of name becoming effective, a new Chinese name “長和國際實業集團有限公司” will be adopted to replace “中國東方實業集團有限公司” for identification purpose.

## CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

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

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

The new Company name 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.

## REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

In 2009, the Company changed its name from “Mandarin Entertainment (Holdings) Limited” to “China Mandarin Holdings Limited” to reflect the diversification of the business of the Group from the provision of film production services, investment in film production and film distribution to property investment in the PRC. Since then, the Group has continued to develop its twin-lined business model: property development and investment in the PRC paralleling with film production and related businesses. However, the Directors feel that the existing name of the Company still tends to be associated with the Group’s previous single-line film business. The Board therefore considers that the new name will give the Group a fresh new corporate image and identity, and is a step forward toward building the corporate brand of the Group for its diversified business.

The Directors are therefore of the opinion that the proposed change of the Company name is in the interests of the Company and Shareholders as a whole.

## EFFECTS OF THE CHANGE OF COMPANY NAME

The proposed change of the Company name will not affect any rights of the Shareholders. Once the change of the Company name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the shares of the Company will be traded on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the change of name has become effective, continue to be evidence of title to the shares of the Company and be valid for trading, settlement and registration purposes.

There will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new name of the Company.

## GENERAL

A circular will be despatched by the Company to provide the Shareholders with further details of the proposed change of the name of the Company and to set out the notice to convene the SGM to consider and, if thought fit, approve the change of the Company name.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the change of the Company name, the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange and the new website of the Company as and when appropriate.

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

Hong Kong, 7 September 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*