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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China Mandarin Holdings Limited, you should at once hand this circular and the accompany form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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 NAME OF THE COMPANY  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the SGM of China Mandarin Holdings Limited to be held at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 October 2012 at 3:00 p.m. is set out in this circular. A form of proxy for use at the SGM is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).

Whether or not you intend to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

21 September 2012

\* For identification purpose only

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## DEFINITIONS

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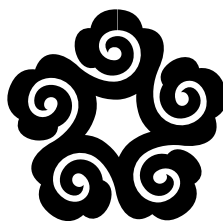
*In this circular, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:*

“Board”	the board of Directors
“Company”	China Mandarin Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the SGM”	the notice convening the SGM as set out on pages N-1 to N-2 of this circular
“PRC”	the People’s Republic of China
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “China Mandarin Holdings Limited” to “Cheung Wo International Holdings Limited” and the adoption of “長和國際實業集團有限公司” as its Chinese name for identification purpose only in replacement of the Chinese name “中國東方實業集團有限公司” which was adopted for identification purpose only
“SGM”	the special general meeting of the Company to be convened and held at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 October 2012 at 3:00 p.m. or any adjournment thereof (as the case may be), to consider and, if it thought fit, approve the Proposed Change of Company Name
“Share(s)”	the share(s) of par value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Special Resolution”	the proposed special resolution on the Proposed Change of Company Name as referred to in the Notice of the SGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Jin Lei (*Chairman*)

Ms. Law Kee, Alice (*Chief Executive Officer*)

Mr. Hui Wai Lee, Willy

*Independent non-executive Directors:*

Mr. Tsui Pui Hung

Mr. Tang Ping Sum

Mr. Chu To, Jonathan

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Principal place of business in*

*Hong Kong:*

Room 4101, 41/F

The Lee Gardens

33 Hysan Avenue

Causeway Bay

Hong Kong

21 September 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME OF THE COMPANY  
AND  
NOTICE OF THE SGM**

**1. INTRODUCTION**

The purpose of this circular is to provide you with Notice of the SGM, and information in respect of the Special Resolution to be proposed at the SGM to be held on Wednesday, 17 October 2012 at 3:00 p.m. at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong for the approval of the Proposed Change of Company Name.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 2. CHANGE OF THE NAME OF THE COMPANY

The Board of Directors of China Mandarin Holdings Limited proposes to change the English name of the Company to “Cheung Wo International Holdings Limited” and to adopt “長和國際實業集團有限公司” as its Chinese name for identification purpose only in replacement of the Chinese name “中國東方實業集團有限公司” which was adopted for identification purpose only.

#### **Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of the Special Resolution by the Shareholders at the SGM to be convened by the Company; and
2. the approval by the Registrar of Companies in Bermuda for the change of the English name of the Company.

The new English name of the Company will take effect from the date on which the Registrar of Companies in Bermuda enters the new English name of the Company on the register in place of the former name. The Registrar of Companies in Bermuda is expected to issue the certificate of incorporation on change of name thereafter and the Company will then complete the necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in Bermuda, and is expected to submit all relevant documents to the Stock Exchange.

#### **Reasons for the 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-lined 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.

#### **Effects of the Change of Company Name**

The Proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Name has become effective, continue to be evidence of title to the Shares and be valid for trading, settlement and registration purposes.

Upon the Proposed Change of Company Name becoming effective, any issue of new share certificates of the Company will be under the new name of the Company, and the English and Chinese stock short names of the Company will also be changed.

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## LETTER FROM THE BOARD

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

### 3. SPECIAL GENERAL MEETING

The Notice of the SGM is set out on pages N-1 to N-2 of this circular. At the SGM, the Special Resolution will be proposed to approve the Proposed Change of Company Name.

A form of proxy for use at the SGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or certified copy of such power or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. The completion and return of the form of proxy will not preclude a Shareholder from attending and voting at the SGM if so wished, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 4. LISTING RULES REQUIREMENT

According to rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, the Special Resolution put to the vote at the SGM will be taken by way of poll.

### 5. RECOMMENDATION

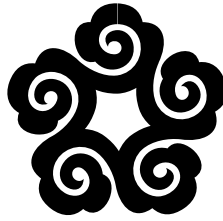
The Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Special Resolution as set out in the Notice of the SGM on pages N-1 to N-2 of this circular.

Yours faithfully,  
For and on behalf of the Board  
**China Mandarin Holdings Limited**  
**Jin Lei**  
*Chairman*

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NOTICE OF SGM

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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)**

**NOTICE IS HEREBY GIVEN THAT** the special general meeting (the “SGM”) of China Mandarin Holdings Limited (the “**Company**”) will be held at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 October 2012 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following special resolution:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the change of the English name of the Company from “China Mandarin Holdings Limited” to “Cheung Wo International Holdings Limited” and the adoption of “長和國際實業集團有限公司” as its Chinese name for identification purpose only in replacement of the Chinese name “中國東方實業集團有限公司” (which was adopted for identification purpose only) be approved, and that the directors of the Company be and are hereby authorised to do all such acts and things and to sign and execute all documents that they consider necessary or expedient to give effect to the foregoing and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**China Mandarin Holdings Limited**  
**Jin Lei**  
*Chairman*

Hong Kong, 21 September 2012

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

\* *For identification purpose only*

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## NOTICE OF SGM

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*Head Office and Principal place of business in Hong Kong:*

Room 4101, 41/F  
The Lee Gardens  
33 Hysan Avenue  
Causeway Bay  
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 herewith. 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 holders are present at the SGM personally or by proxy, then 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.
5. All the resolutions are to be voted by way of poll.

*As at the date of this hereof, 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.*