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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)

### **DELAY IN DESPATCH OF THE CIRCULAR AND REVISED EXPECTED TIMETABLE FOR THE OPEN OFFER**

As additional time is required to finalise certain information to be included in the Circular, the despatch of the Circular is to be postponed to on or before 11 August 2010. An application has been made by the Company to the Executive for the consent such that the despatch of the Circular is to be postponed to on or before 11 August 2010.

The Board also announces that the expected timetable for the Open Offer will be revised as set out in this announcement.

Reference is made to the announcement of China Mandarin Holdings Limited (the “**Company**”) dated 9 July 2010 (the “**Announcement**”) in relation to, among other things, the Capital Reorganisation, the Open Offer and the Whitewash Waiver. Unless defined otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

#### **Delay in despatch of circular**

As set out in the Announcement, the date of despatch of the circular (the “**Circular**”) regarding, among other matters, the Capital Reorganisation, the Open Offer and the Whitewash Waiver under the original timetable is 28 July 2010. Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched by the Company to the Shareholders within 21 days of the date of the Announcement dated 9 July 2010, i.e. on or before 30 July 2010.

As additional time is required to finalise certain information to be included in the Circular, the despatch of the Circular is to be postponed to on or before 11 August 2010. An application has been made by the

Company to the Executive for the consent such that the despatch of the Circular is to be postponed to on or before 11 August 2010 and the Executive has indicated that it is minded to grant the consent.

The Company expects the despatch of the Circular will be on or before 11 August 2010.

### **Revised Expected Timetable**

The Board also announces that the expected timetable for the Open Offer will be revised as follows. The expected timetable for the Open Offer set out below is indicative only based on the assumption that (1) the Capital Reorganisation and change in board lot size will become effective; (2) the Open Offer and the Whitewash Waiver will be approved by the Independent Shareholders at the SGM; (3) the Whitewash Waiver will be granted by the Executive; and (4) the Underwriting Agreement having become unconditional and not having been terminated. The expected timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

#### **2010**

Despatch of Company's circular with the notice of SGM. . . . . Wednesday, 11 August

Last day of dealing in Exiting Shares on a cum-entitlement basis . . . . . Tuesday, 24 August

First day of dealing in Existing Shares on an ex-entitlement basis. . . . . Wednesday, 25 August

Latest time for lodging transfers of the Existing Shares in  
order to be qualified for the Open Offer . . . . . 4:30 p.m. on Thursday,  
26 August

Register of members of the Company to be closed. . . . . Friday, 27 August to  
Friday, 3 September  
(both dates inclusive)

Latest time for lodging forms of proxy  
for the SGM. . . . . 2:30 p.m. on Wednesday, 1 September

Record Date. . . . . Friday, 3 September

SGM . . . . . 2:30 p.m. on Friday, 3 September

Announcement of results of SGM  
to be published on the Stock Exchange website . . . . . Friday, 3 September

Effective date of the Capital Reorganisation. . . . . Monday, 6 September

Effective date of the change in board lot size . . . . . Monday, 6 September

Free exchange of existing certificates for new certificates  
for the New Shares commences. . . . . Monday, 6 September

Register of members of the Company to be re-opened . . . . . Monday, 6 September

Designated broker starts to stand in the market to  
provide matching services for the sale and  
purchase of odd lots of New Shares . . . . . Monday, 6 September

Despatch of the Prospectus Documents  
(in case of the Prohibited Shareholders, the Prospectus only) . . . . . Tuesday, 7 September

Latest time for acceptance of and payment for the Offer Shares . . . . . 4:00 p.m. on Tuesday,  
21 September

Underwriting Agreement becoming unconditional . . . . . Friday, 24 September

Announcement of results of the Open Offer  
to be published on the Stock Exchange website . . . . . Friday, 24 September

Designated broker ceases to stand in the market to provide  
matching services for the sale and purchase of  
odd lots of New Shares . . . . . Monday, 27 September

Despatch of share certificates for Offer Shares. . . . . Wednesday, 29 September

Dealings in Offer Shares commence . . . . . Monday, 4 October

Last day of free exchange of existing certificates for  
new certificates for the New Shares . . . . . Tuesday, 5 October

By order of the Board  
**China Mandarin Holdings Limited**  
**Lai Pik Chi Peggy**  
*Chairman*

Hong Kong, 28 July 2010

*As at the date hereof, the Board comprises six Directors. The executive Directors are Ms. Lai Pik Chi, Peggy (Chairman), Ms. Law Kee, Alice (Chief Executive Officer) and Mr. Hui Wai Lee, Willy; and the independent non-executive Directors are Mr. Choy Sze Chung, Jojo, Mr. Tsui Pui Hung and Mr. Chan Tung Tak, Alain.*

*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*