



# 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)

### PROXY FORM

**Form of proxy for use by the shareholders of China Mandarin Holdings Limited (the "Company") at the special general meeting (the "Meeting") to be convened at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 3 September 2010 at 2:30 p.m. (or any adjournment thereof)**

(Terms used in this form of proxy have the same meanings as defined in the notice convening the Meeting (the "Notice"))

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (note b) \_\_\_\_\_  
shares of HK\$0.10 ("Shares") each of the Company **HEREBY APPOINT** the chairman (the "Chairman") of the Meeting or  
\_\_\_\_\_ of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at Room 4101, 41/F., The Lee Gardens, 33 Hysan Avenue, Causeway Bay, Hong Kong on Friday, 3 September 2010 at 2:30 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d)

| SPECIAL RESOLUTION   | FOR | AGAINST |
|--|-----|---------|
| (1) To approve the Capital Reorganisation which involves the Capital Reduction, the Share Subdivision, the Share Premium Reduction and the Elimination of Accumulated Losses (being Resolution No. 1 as set out in the Notice) |     |         |
| ORDINARY RESOLUTIONS   | FOR | AGAINST |
| (2) To approve the Open Offer (being Resolution No. 2 as set out in the Notice)  |     |         |
| (3) To approve the Whitewash Waiver (being Resolution No.3 as set out in the Notice)   |     |         |

Dated the \_\_\_\_\_ day of \_\_\_\_\_

Shareholder's signature \_\_\_\_\_ (notes e, f, g, and h)

#### Notes:

- Full name(s) and address to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no special direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the Notice.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialed by the person who signs the form.

\* For identification purpose only