



# 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)

Form of proxy for use by shareholders at the special general meeting (the “**Meeting**”) of China Mandarin Holdings Limited (the “**Company**”) to be convened at 5/F, Cheung Fai Industrial Building, 131 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong on Friday, 29 January 2010 at 2:30 p.m. or any adjournment thereof.

I/We<sup>(1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.1 each in the capital of the Company, hereby appoint<sup>(3)</sup> the chairman of the Meeting, or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
To approve, confirm and ratify the sale and purchase agreement dated 17 December 2009 and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature <sup>(5)</sup> \_\_\_\_\_

*Notes:*

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) 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 of the Company registered in your name(s).
- (3) If any proxy other than the chairman of the Meeting is preferred, delete the words “the chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be duly initialled by the person who signs it.**
- (4) Please indicate with a “✓” in the appropriate space beside the resolution how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication as to how your proxy should vote, the proxy may vote for or against the resolution or may abstain at this discretion.
- (5) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (6) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For the purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- (7) To be valid, this form of proxy, together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that 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 Meeting or any adjournment thereof.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

\* For identification purposes only