



# 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, 24 December 2010 at 10:00 a.m. (or any adjournment thereof)

(Terms used in this form of proxy have the same meanings as defined in the circular dated 8 December 2010)

I/We (note a) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (note b) \_\_\_\_\_ shares of HK\$0.01 ("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, 24 December 2010 at 10:00 a.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)

ORDINARY RESOLUTION	FOR	AGAINST
<b>THAT</b> subject to and conditional upon the granting by the Listing Division of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue and to be issued upon the Share Consolidation (as defined below) becoming effective:		
(1) every ten existing issued and unissued shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one share of par value HK\$0.10 (the "Consolidated Share") each in the share capital of the Company (the "Share Consolidation") with effect from the business day immediately following the date on which this resolution is passed, such Consolidated Shares shall rank pari passu in all respects with each other, and any fractional entitlements be aggregated to the then issued Consolidated Shares resulting from the Share Consolidation and the sale in the form of Consolidated Shares for the benefit of the Company in such manner and on such terms as the directors of the Company (the "Directors") may think fit be and are hereby approved; and		
(2) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the Share Consolidation.		

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 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 convening the Meeting.
- 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 holder 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 purposes only