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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)

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2011; (II) CHANGE OF CHAIRMAN OF THE BOARD; AND (III) CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE

The Board hereby announces that:

- (i) all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM;
- (ii) Ms. Lai Pik Chi, Peggy retired as an executive Director at the AGM and ceased to be the chairman of the Board and the authorised representative of the Company under the Companies Ordinance with effect from 16 May 2011;
- (iii) Mr. Jin Lei, an executive Director, has been appointed as the chairman of the Board with effect from 16 May 2011; and
- (iv) Mr. Hui Wai Lee, Willy, an executive Director, has been appointed as the authorised representative of the Company under the Companies Ordinance with effect from 16 May 2011.

Reference is made to the circular (the “**Circular**”) of China Mandarin Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 11 April 2011. Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Circular.

(I) POLL RESULTS OF THE AGM

At the AGM held on 16 May 2011, all proposed resolutions as set out in the Notice were taken by poll. The Company's branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares in the Company was 2,989,334,723 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 1,634,115,450 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 December 2010	1,615,347,650 (98.85%)	18,767,800 (1.15%)
2.	(a) To re-elect Mr. Jin Lei as executive Director	1,615,347,650 (98.85%)	18,767,800 (1.15%)
	(b) To re-elect Mr. Tang Ping Sum as independent non-executive Director	1,615,347,650 (98.85%)	18,767,800 (1.15%)
	(c) To re-elect Mr. Chu To, Jonathan as independent non-executive Director	1,615,347,650 (98.85%)	18,767,800 (1.15%)
	(d) To authorise the Board to fix the Directors' remuneration	1,615,347,650 (98.85%)	18,767,800 (1.15%)
3.	To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration	1,615,347,650 (98.85%)	18,767,800 (1.15%)
4.	To grant a general mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the issued share capital of the Company	1,610,084,050 (98.53%)	24,031,400 (1.47%)
5.	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the issued share capital of the Company	1,615,347,650 (98.85%)	18,767,800 (1.15%)
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.4	1,610,084,050 (98.53%)	24,031,400 (1.47%)

As more than 50% of the votes were cast in favour of each of the resolutions nos. 1 to 6, all of the resolutions nos. 1 to 6 were duly passed as ordinary resolutions of the Company.

(II) CHANGE OF CHAIRMAN OF THE BOARD

The Board announces that at the AGM, Ms. Lai Pik Chi, Peggy (“**Ms. Lai**”) retired as an executive Director by rotation in accordance with bye-laws 87(1) and 87(2) of the Company and did not offer herself for re-election due to her personal commitments. Accordingly, Ms. Lai ceased to be an executive Director and the chairman of the Board with effect from 16 May 2011. She will however continue to serve the Company as its financial controller.

Ms. Lai has confirmed that she has no disagreement with the Board and that there are no matters relating to her retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board is pleased to announce that Mr. Jin Lei, an executive Director, has been appointed as the chairman of the Board with effect from 16 May 2011.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Lai for her valuable contributions to the Company during her tenure of office.

(III) CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE COMPANIES ORDINANCE

The Board also announces that Ms. Lai ceased to be the authorised representative of the Company for accepting service of process and notices on behalf of the Company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) with effect from 16 May 2011.

The Board is pleased to announce that Mr. Hui Wai Lee, Willy, an executive Director, has been appointed as the authorised representative of the Company for accepting service of process and notices on behalf of the Company under Part XI of the Companies Ordinance with effect from 16 May 2011.

By order of the Board
China Mandarin Holdings Limited
JIN LEI
Chairman

Hong Kong, 16 May 2011

After Ms. Lai’s retirement, the executive Directors of the Company 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.

* *For identification purposes only*