



# MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

## FORM OF PROXY

**Form of proxy for use by shareholders at the Annual General Meeting on Thursday, 25th August 2005 at 3:00 p.m.**

I/We<sup>(a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(b)</sup>  
of HK\$0.10 each in the capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING  
or<sup>(c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the Meeting (and at any adjournment thereof) of the said Company to be held at The Aberdeen Marina Club, 4th Floor, Bridge Room, 8 Shum Wan Road, Aberdeen, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below<sup>(d)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31st March 2005		
2.	To declare a final dividend		
3.	A. To re-elect Mr. Cheng Lok Hing as Director		
	B. To re-elect Mr. Lui Wai Shan, Wilson as Director		
	C. To re-elect Mr. Cheung Ngai Lam as Director		
	D. To authorize the Directors to fix the remuneration of the Directors		
4.	To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and to authorize the Directors to fix their remuneration		
5.	To approve the general mandate to the Directors to issue, allot and deal with additional shares		
6.	To approve the general mandate to the Directors to purchase shares		
7.	To authorize the Directors to allot, issue or otherwise deal with additional shares equal to the number of shares repurchased under Resolution 6		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the amendments to the bye-laws of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005 Shareholder's signature<sup>(e)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) 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 Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING** or" here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized 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 authorized.
- 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company's Share Registrar in Hong Kong, Secretaries Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. must be deposited with the Company's Share Registrar in Hong Kong, Secretaries Limited, at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.