



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting at 3:00 p.m. on Monday, 17 July 2006

I/We^(a) _____

of _____

being the registered holder(s) of _____ shares^(b) of HK\$0.10 each in the capital of

Mascotte Holdings Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING

or^(c) _____ of _____

as my/our proxy to vote and act for me/us at the special general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at 3:00 p.m. on Monday, 17 July 2006 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 resolution set out in the notice convening the Meeting and at such 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^(d) or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR	AGAINST
1.	To approve the transaction under the Acquisition Agreement ^(f)		

Dated this _____ day of _____ 2006 Shareholder’s signature^(e): _____

Notes:

- (a) Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
- (b) Please insert the number of shares of HK\$0.10 each in the Company to which this form of proxy relates and 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).
- (c) If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” here and insert the full 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.**
- (d) **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.
- (e) 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 or other person duly authorized.
- (f) The full text of the resolution appears in the notice of the Meeting contained in a circular to the shareholders of the Company dated 30 June 2006.
- (g) 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.
- (h) 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 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the Meeting or any adjourned meeting (as the case may be).
- (i) The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish.