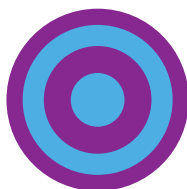


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MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the shareholders (the “**Shareholders**”) of Mascotte Holdings Limited (the “**Company**”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 13 December 2013, at 4:30 p.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) the deed of amendment dated 11 November 2013 (“**Deed of Amendment**”) entered into between the Company and the existing bondholders of the consideration bonds of HK\$1,750 million issued by the Company on 4 January 2012 (“**Consideration Bonds**”) (details of the Consideration Bonds and the Deed of Amendment are set out in the circular of the Company dated 27 November 2013 and a copy of the Deed of Amendment marked “A” and signed by the chairman of the SGM for the purpose of identification has been produced to the SGM) in relation to the proposed amendment of certain terms and conditions of the Consideration Bonds which in substance constitutes a conversion of the existing Consideration Bonds into a convertible bonds of HK\$885 million (“**Convertible Bonds (II)**”) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Conversion Shares**”) at an initial conversion price of HK\$0.09 per Conversion Share (subject to adjustments) upon an exercise of the conversion rights attaching to the Convertible Bonds (II) in accordance with the terms and conditions of the Deed of Amendment; and

- (c) the Directors be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Deed of Amendment including without limitation to:
- a. the execution, amendment, delivery, submission and/or implementation of any further documents or agreements in relation to the Deed of Amendment and the issue and allotment of the Conversion Shares; and
 - b. the taking of all necessary actions to implement the transactions contemplated under the Deed of Amendment.”

By Order of the Board
MASCOTTE HOLDINGS LIMITED
Suen Yick Lun Philip
Executive Director and Company Secretary

Hong Kong, 27 November 2013

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.
2. Any Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM or at any adjourned meeting (as the case maybe) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint Shareholders, any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. In order to be valid, the form of proxy must be deposited 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, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the SGM or any adjournment thereof.
7. Any voting at the SGM shall be taken by poll.
8. As at the date of this notice, the board of Directors comprises the following Directors: Mr. Peter Temple Whitelam (Chairman), Mr. Lo Yuen Wa Peter (Managing Director), Mr. Eddie Woo, Mr. Suen Yick Lun Philip and Mr. Lau King Hang, being the executive Directors; and Mr. Frank H. Miu, Dr. Agustin V. Que, Mr. Robert James Iaia II and Mr. Hung Cho Sing, being the independent non-executive Directors.