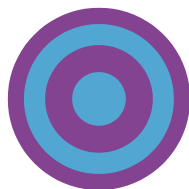


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MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



FREEMAN SECURITIES LIMITED

PLACING OF 68,501,684 NEW SHARES UNDER GENERAL MANDATE

The Board announced that on 8 November 2012, after trading hours, the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place a total of 68,501,684 new Shares on a fully underwritten basis, to not less than six Placees, at a price of HK\$0.17 per Share.

The 68,501,684 Placing Shares under the Placing represents approximately 18.46% of the existing issued share capital of the Company of 371,048,420 Shares as at the date of this announcement and approximately 15.58% of the then issued share capital of 439,550,104 Shares as enlarged by the Placing.

The Placing Price of HK\$0.17 represents (i) a discount of approximately 16.67% to the closing price of the Shares of HK\$0.204 quoted on the Stock Exchange on 8 November 2012, being the date of the Placing Agreement and (ii) a discount of approximately 15.84% to the average closing price of the Shares of HK\$0.202 quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 8 November 2012.

The gross proceeds from the Placing will be approximately HK\$11.64 million and the net proceeds from the Placing will be approximately HK\$11.10 million which will be used for general working capital.

The Placing is conditional upon, among other things, the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in, the Placing Shares.

Pursuant to the termination provision in the Placing Agreement, the Placing Agent has the right in certain circumstances, in the discretion of the Placing Agent, to terminate the Placing Agreement prior to the completion date. Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING

The Board announced that on 8 November 2012, after trading hours, the Placing Agent and the Company entered into the Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place 68,501,684 new Shares on a fully underwritten basis, to not less than six Placees, at a price of HK\$0.17 per Share.

THE PLACING AGREEMENT

Date:

8 November 2012

Issuer:

The Company

Placing Agent and Placees:

Freeman Securities Limited being the Placing Agent, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Agent and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons.

The Placees, being independent individual, corporation and/or institutional investors, who and whose ultimate beneficial owners will be third parties independent of and not connected with the Company and its connected persons.

The Placing is on a fully underwritten basis. The Placing Shares will be placed to not less than six Placees. It is expected that none of the Placees will become substantial Shareholder immediately after the Placing.

Number of Placing Shares:

The 68,501,684 Placing Shares under the Placing represents approximately 18.46% of the existing issued share capital of the Company of 371,048,420 Shares as at the date of this announcement and approximately 15.58% of the then issued share capital of 439,550,104 Shares as enlarged by the Placing.

Ranking of Placing Shares:

The Placing Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price:

The Placing Price of HK\$0.17 represents (i) a discount of approximately 16.67% to the closing price of the Shares of HK\$0.204 quoted on the Stock Exchange on 8 November 2012, being the date of the Placing Agreement; and (ii) a discount of approximately 15.84% to the average closing price of the Shares of HK\$0.202 quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 8 November 2012.

The net placing price for the Placing is approximately HK\$0.162 per Share.

The Placing Price was negotiated on arm's length basis between the Company and the Placing Agent. The Directors consider that the Placing Price is fair and reasonable based on current market conditions and is in the interests of the Company and the Shareholders as a whole.

Placing commission payable to the Placing Agent:

The Placing Agent will receive a placing commission calculated as 2.5% of the amount equal to the Placing Price multiplied by the number of the Placing Shares.

Conditions of the Placing Agreement:

Completion of the Placing Agreement is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares; and
- (ii) the obligations of the Placing Agent under the Placing Agreement not being terminated in accordance with its terms.

If the conditions are not fulfilled on or prior to 8 December 2012 (or such later date as the Company and the Placing Agent shall agree in writing), the Placing Agreement and all the obligations thereunder will cease and terminate and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any breach arising prior to such termination.

Termination and force majeure events

The Placing Agreement may be terminated by the Placing Agent if at any time prior to 10:00 a.m. on the date of completion for the Placing Agreement, in the absolute opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or might be adversely affected by:

- (i) any material breach of any of the representations and warranties under the Placing Agreement; or
- (ii) any of the following events:
 - (a) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
 - (b) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
 - (c) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or

- (d) a change or development involving a prospective change in taxation in Hong Kong, Bermuda, Taiwan or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
- (e) any change or deterioration in the conditions of local, national or international securities markets occurs.

General Mandate:

The 68,501,684 Placing Shares will be issued and allotted under the General Mandate. As at the date of this announcement, the General Mandate has not been utilised since it was granted and the number of new Shares that could be issued by the Company under the General Mandate is 68,501,684 Shares.

Completion:

Completion of the Placing shall take place on the second Business Day upon the fulfillment of the conditions of the Placing (or such other time or date as the Company and the Placing Agent shall agree in writing).

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Group is principally engaged in the business of manufacturing solar grade polycrystalline silicon in Taiwan, investment and trading of securities, provision of finance, property investment and manufacture and sale of accessories for photographic and multimedia products.

As at the date of this announcement, the Group's polycrystalline silicon business is still in the investment and development stage and the relevant enhancement work is not yet completed and it is still uncertain whether the commercial production of polycrystalline silicon will suffer from further delay in the future. The Company is facing challenging operating environment and uncertainties. As a result, the Company announced an expected loss for the six months ended 30 September 2012 on 16 October 2012. Also, the liquidity of the Company is tightened by the unexpectedly prolonged process of the proposed rights issue first mentioned in the announcement dated 17 July 2012. Accordingly, the Directors are of the view that the Placing is necessary and the net proceeds from the Placing being approximately HK\$11.10 million will be utilized for the general working capital.

Further, the Company would like to take this opportunity to broaden the capital base and shareholder base of the Company. The Board also considers that the terms of the Placing are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

As it is uncertain whether the commercial production of polycrystalline silicon will be suffered from further delay in the future, and given the Company's intention to reduce the gearing of the Group, the Company will continue to look for other financing possibilities and review its portfolio of assets to match the funding requirements of the Group.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
19 June 2012	Placing of 57,084,736 new shares	HK\$12.7 million	Approximately HK\$11.7 million would be used for the down payment for the construction of the new facility building of the Group's polycrystalline silicon business and the remaining balance of approximately HK\$1 million would be utilized for the construction works, details of which were set out in the Company's announcement dated 19 June 2012	Used as intended

SHAREHOLDING STRUCTURE

The existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing are set out as below, for illustration purposes:

	As at the date of this announcement		Upon completion of the Placing	
	<i>No. of Shares</i>	<i>Approximately %</i>	<i>No. of Shares</i>	<i>Approximately %</i>
Public Shareholders				
Placees (<i>Note 1</i>)	—	—	68,501,684	15.58
Other public Shareholders	371,048,420	100.00	371,048,420	84.42
	<hr/>	<hr/>	<hr/>	<hr/>
Total	371,048,420	100.00	439,550,104	100.00
	<hr/>	<hr/>	<hr/>	<hr/>

Note:

1. The six Placees are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company. Immediately after completion of the Placing, none of the Placees are expected to become a substantial shareholder.

GENERAL

The Placing is not subject to Shareholders' approval as the Placing Shares will be issued under the existing General Mandate.

Pursuant to the termination provision in the Placing Agreement, the Placing Agent has the right in certain circumstances, in the discretion of the Placing Agent, to terminate the Placing Agreement prior to the completion date. Completion of the Placing is subject to satisfaction of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, the following terms shall have the meanings set opposite them unless the context otherwise requires:

“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday, Sunday or public holiday) on which banks generally are open for business in Hong Kong
“Company”	Mascotte Holdings Limited (Stock code: 136), a company incorporated under the laws of Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting on 25 September 2012 to allot and issue and deal with 20% of the then issued share capital of the Company as at the date of the annual general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placees”	Any independent individual, corporation and/or institutional investors procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of 68,501,684 new Shares on a fully underwritten basis by the Placing Agent at the Placing Price pursuant to the Placing Agreement
“Placing Agent”	Freeman Securities Limited, a corporation licensed to carry on type 1 (dealing in securities) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Placing Agreement”	the placing agreement entered into between the Placing Agent and the Company dated 8 November 2012 in respect of the Placing
“Placing Price”	HK\$0.17 per Share
“Placing Share(s)”	68,501,684 new Shares to be placed under the Placing
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Mascotte Holdings Limited
Suen Yick Lun Philip
Executive Director and Company Secretary

Hong Kong, 8 November 2012

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Peter Temple Whitlam (*Chairman*)
Mr. Lo Yuen Wa Peter (*Managing Director*)
Mr. Eddie Woo
Mr. Suen Yick Lun Philip
Mr. Lau King Hang
Dr. Wu Yi-Shuen

Non-executive Director

Dr. Chuang, Henry Yueheng (*Deputy-Chairman*)

Independent Non-executive Directors

Mr. Frank H. Miu
Dr. Agustin V. Que
Mr. Robert James Iaia II
Dr. Chien, Yung Nelly