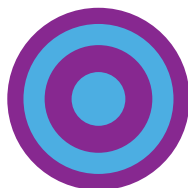


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MASCOTTE HOLDINGS LIMITED

馬斯葛集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Mascotte Holdings Limited (the “**Company**”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. on Tuesday, 3 February 2015 for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrants (as defined below) and any new shares of the Company (the “**New Shares**”) which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants:
 - (a) the directors of the Company (“**Directors**”) be and are hereby authorised to create and issue up to a maximum of 7,378,913,951 warrants (“**Warrants**”), which shall be in registered form, carrying rights to subscribe for New Shares at the initial exercise price of HK\$0.1 per New Share (subject to adjustment) and shall be exercisable at any time from the date of the issue of the Warrants up to the date falling 24 months from the date of issue of the Warrants (both days inclusive) on the terms and conditions set out in the warrant instrument (the “**Warrant Instrument**”) (a copy of a draft of which marked “A” is produced to this meeting and signed for the purpose of identification by the Chairman of this meeting) and to issue the same by way of bonus to and among the persons who are registered as shareholders of the Company as at the close of business on the date to be determined by the directors as the record date for the determination of entitlements to the bonus issue of the Warrants (the “**Record Date**”) in the proportion of one (1) Warrant for every five (5) shares of the Company (“**Shares**”) then held on the Record Date, provided that:

- (i) in the case of persons having registered addresses outside Hong Kong and the Directors are of the view that their exclusion from the issue of Warrants is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, the relevant Warrants shall not be issued to such persons but shall be aggregated and sold in the market and the net proceeds of sale, after deduction of expenses, distributed in Hong Kong dollars pro rata to such persons unless such amount falling to be distributed to any such person is less than HK\$100 in which case such amount will be retained for the benefit of the Company; and
 - (ii) fractional entitlements to the Warrants will not be issued, but will be aggregated and sold for the benefit of the Company. The net proceeds of the sale will be retained for the benefit of the Company. The Directors shall do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements;
- (b) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue up to a maximum of 7,378,913,951 New Shares upon exercise of the subscription rights attaching to the Warrants or any of them, such New Shares (upon issue) shall rank *pari passu* in all respects with the then existing issued Shares;
 - (c) the execution, delivery and performance of the said Warrant Instrument, certificates for the Warrants and all other documents, deeds and instruments under hand or, where necessary, under seal of the Company in accordance with the bye-laws of the Company as the Directors consider necessary or expedient to give effect to the Warrant Instrument and other transactions contemplated in this resolution, be and are hereby approved, ratified and confirmed; and
 - (d) any Director be and is hereby authorised, to sign and execute all such documents, deeds and instruments/and to do all such acts and things as the Directors consider necessary or expedient to give effect to the transactions contemplated under this resolution or the Warrant Instrument or in connection thereto.”

By order of the Board
MASCOTTE HOLDINGS LIMITED
Chung Yuk Lun
Acting Chairman

Hong Kong, 16 January 2015

Notes:

- (1) A member entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member.
- (2) In order to be valid, the form of proxy, together with any power of attorney or authority under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the Meeting convened or any adjournment thereof and in such event, the authority of the proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto. If more than one of such joint holders are present at the Meeting, 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 holders. 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.
- (5) As at the date hereof, the executive directors of the Company are Mr. Chung Yuk Lun and Mr. Chow Chi Wah, Vincent. The non-executive director is Mr. Eddie Woo and the independent non-executive directors of the Company are Mr. Frank H. Miu, Mr. Robert James Iaia II, Mr. Hung Cho Sing and Mr. Chung Kong Fei, Stephen.