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# MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

# **DISCLOSEABLE TRANSACTION**

The Board announces that as the Company and Union Glory held 6,086,200 and 136,363,636 Unity Shares respectively on 13 March 2009, being the record date of the Rights Issue, the Company and Union Glory were qualified to participate in the Rights Issue. On 27 March 2009, the Company and Union Glory accepted the provisional allotment of 6,086,200 and 136,363,636 Rights Shares respectively by completing and lodging the provisional allotment letter with a remittance of HK\$608,620 and HK\$13,636,363.60 respectively as total subscription price payable for the respective Rights Shares. The subscription price for the Rights Shares was HK\$0.10 per Rights Share. On 6 April 2009, 6,086,200 and 136,363,636 Rights Shares were issued and allotted to the Company and Union Glory respectively.

The taking up of the Rights Share by the Company and Union Glory constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

The Board refers to the announcement, circular and listing document of Unity dated 2 February 2009, 16 March 2009 and 16 March 2009 respectively in relation to the Rights Issue of Unity.

The Board announces that as the Company and Union Glory held 6,086,200 and 136,363,636 Unity Shares respectively on 13 March 2009, being the record date of the Rights Issue, the Company and Union Glory were qualified to participate in the Rights Issue. On 27 March 2009, the Company and Union Glory accepted the provisional allotment of 6,086,200 and 136,363,636 Rights Shares respectively by completing and lodging with Unity the provisional allotment letter with a remittance of HK\$608,620 and HK\$13,636,363.60 respectively as total subscription price payable for the respective Rights Shares. On 6 April 2009, 6,086,200 and 136,363,636 Rights Shares were issued and allotted to the Company and Union Glory respectively.

The subscription price for the Rights Shares was HK\$0.10 per Rights Share which represented a discount to the closing price of the Unity Shares on 30 January 2009 and the average closing price of the Unity Shares for the five trading days ended on 30 January 2009. According to the announcement of Unity dated 2 February 2009, the subscription price for the Rights Shares was determined after arm's length negotiation between the Company and the underwriter of the Rights Issue with reference to the market price of the Unity Shares prior to 30 January 2009.

As at the date of this announcement, the Company and Union Glory held 12,172,400 and 272,727,272 Unity Shares respectively, representing in aggregate approximately 23.75% of the entire issued share capital of Unity as enlarged by the issue of the Rights Shares.

## **INFORMATION ON UNITY**

The Unity Shares are listed on the main board of the Stock Exchange (Stock Code: 913). According to the 2008 annual report of Unity, Unity and its subsidiaries are primarily engaged in investments in listed securities in Hong Kong and other stock markets around the world and also in unlisted companies.

Set out below is the audited consolidated financial information of Unity for each of the two financial years ended 31 December 2007 and 31 December 2008 as extracted from the 2008 annual report of Unity:

	For the year ended 31 December	
	2008	2007
	HK\$	HK\$
Loss (before taxation and after extraordinary items)	458,429,088	98,995,641
Loss (after taxation and extraordinary items)	458,429,088	98,995,641
Net Assets as at 31 December	153,450,852	416,800,936

Ms. Kristi L Swartz is an independent non-executive director of the Company and Unity. To the best of knowledge, information and belief of the Directors, having made all reasonable enquiry, Unity is an independent third party not connected with the Company or Connected Persons of the Company.

## **REASONS FOR THE TAKING UP OF THE RIGHTS SHARES**

The Company considered that the subscription price of the Rights Shares were reasonable as it represents a discount to the price of Unity Shares as at 30 January 2009. It also allows the Company to maintain its pro-rata shareholding interests in Unity. The Directors consider that the taking up of the Rights Shares under the Rights Issue is fair and reasonable and in the best interest of Shareholders and the Company as a whole.

## GENERAL

The Company is an investment holding company and its subsidiaries are principally engaged in the (i) manufacturing and sale of accessories for photographical, electrical and multimedia products; (ii) property investment and (iii) investment in securities.

Union Glory is a wholly-owned subsidiary of the Company. The taking up of the Rights Share by the Company and Union Glory constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"associates"	has the meaning ascribed thereto under the Listing Rules
"Board"	board of Directors
"Business Day(s)"	any day (other than a Saturday and Sunday) on which licensed banks are open for business in Hong Kong

"Company"	Mascotte Holdings Limited, a company incorporated in Bermuda, the shares of which are listed on the main board of the Stock Exchange
"Connected Persons"	has the meaning ascribed thereto in the Listing Rules
"Director(s)"	director(s) of the Company
"Group"	the Company, its subsidiaries and its associated companies
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Rights Issue"	the rights issue exercise conducted by Unity as set out in its announcement dated 2 February 2009, circular and listing document dated 24 February 2009
"Rights Shares"	the new Unity Shares issued by Unity pursuant to the Rights Issue
"Shareholder(s)"	holder(s) of the Shares
"Shares"	shares of par value of HK\$0.10 each in the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Union Glory"	Union Glory Finance Inc., a company incorporated in British Virgin Islands, a wholly-owned subsidiary of the Company
"Unity"	Unity Investments Holdings Limited (Stock Code: 913), a company incorporated in the Cayman Islands with limited liability and the Unity Shares are listed on the Stock Exchange
"Unity Shares"	ordinary shares of HK\$0.10 each in the share capital of Unity
<i>"%</i> "	per cent.
	By order of the Board of

By order of the Board of Mascotte Holdings Limited Lo Yuen Wa Peter Acting chief executive officer

Hong Kong, 8 April 2009

As at the date of this announcement, the Executive Directors of the Company are Mr. Peter Temple Whitelam (Chairman), Mr. Lo Yuen Wa Peter (Acting Chief Executive Officer), Mr. Au Yeung Kai Chor and Mr. Lam Suk Ping; and the Independent Non-executive Directors of the Company are Mr. Chan Sze Hung, Ms. Kristi L Swartz and Ms. Hui Wai Man, Shirley.