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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 of Mascotte Holdings Limited (the “**Company**”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 29 July 2010 at 9:00 a.m. to consider, and if thought fit, pass the following ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company, a sum of not more than HK\$106,455,182.40 being part of the amount standing to the credit of the share premium account of the Company, or such larger sum as may be necessary to give effect to the bonus issue of shares pursuant to this resolution (the “**Required Amount**”), be capitalized and accordingly the directors of the Company be and are hereby authorized and directed to apply the Required Amount in paying up in full at par not less than 1,049,551,824 unissued shares (“**Bonus Shares**”) of HK\$0.10 each in the capital of the Company, and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up at par, to and amongst those shareholders whose names appear on the register of members of the Company (the “**Register of Members**”) on 29 July 2010 (the “**Record Date**”) on the basis of three (3) Bonus Shares for every two (2) existing issued shares of HK\$0.10 each in the capital of the Company held by them respectively on the Record Date;
- (b) in case where the address of any holder of Shares as shown on the Register of Members at the close of business on the Record Date is outside Hong Kong (the “**Overseas Shareholders**”) and upon making relevant enquiries, the Directors consider the exclusion of such Overseas Shareholders is necessary or expedient, the Bonus Shares shall not be issued to such Overseas Shareholders (the “**Excluded Shareholders**”) but shall be aggregated and sold in the market as soon as practicable after dealings in the Bonus Shares commences. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more, will be distributed in Hong Kong dollars to the relevant Excluded Shareholders, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company;

- (c) no fractional Bonus Shares shall be issued, allotted and distributed and all Bonus Shares representing fractions shall be aggregated and sold for the benefit of the Company;
- (d) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and bye-laws of the Company and shall rank *pari passu* in all respects with the shares of HK\$0.10 each in the capital of the Company in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this resolution; and
- (e) the directors of the Company be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By order of the Board  
**Mascotte Holdings Limited**  
**Lo Yuen Wa Peter**  
*Acting Chief Executive Officer*

Hong Kong, 13 July 2010

*Registered Office:*  
 Clarendon House  
 2 Church Street  
 Hamilton HM 11  
 Bermuda

*Head Office and Principal Place  
 of Business in Hong Kong:*  
 1st Floor, Po Chai Industrial Building  
 28 Wong Chuk Hang Road  
 Aberdeen  
 Hong Kong

*Notes:*

- (1) A form of proxy to be used for the meeting is enclosed.
- (2) Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. A proxy need not be a member of the Company. A member may appoint one or more proxies to attend and vote in his stead at the SGM.
- (3) Where there are joint holders of any share, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the SGM personally or by proxy, the person whose name stands first in the Register of Members in respect of such share shall alone be entitled to vote in respect thereof.
- (4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (5) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Hong Kong branch registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- (6) The Register of Members will be closed from Friday, 23 July 2010 to Thursday, 29 July 2010, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the Bonus Shares and attending the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 9:00 a.m. on Tuesday, 27 July 2010.

*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. Lam Suk Ping, Ms. Song Jiajia and Mr. Eddie Woo; and the Independent Non-executive Directors of the Company are Mr. Frank H. Miu, Dr. Agustin V. Que and Mr. Robert James Iaia.*