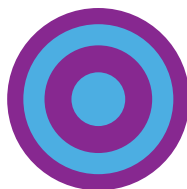


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MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of the shareholders of Mascotte Holdings Limited (the “**Company**”) will be held at 30 Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on 4 January 2012 at 9:00 a.m. to consider and if, thought fit, to pass the following resolutions, which will be proposed as Ordinary Resolutions:

ORDINARY RESOLUTION (1)

“THAT

- (a) each of the option deeds which were entered into between the Company and the grantees (the “**Grantees**”, as defined in the circular of the Company dated 19 December 2011 of which this notice forms part (the “**Circular**”) on 29 August 2011 (the “**Option Deeds**”), copies of which were produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated thereunder, including but not limited to the allotment and issue of Option Shares (the “**Option Shares**” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Option Deeds (as may be amended in accordance with the terms thereof) be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorized and granted the Proposed Option Mandate (the “**Proposed Option Mandate**” as defined in the Circular) to allot and issue the Option Shares subject to all the following:
 - (i) the aggregate maximum number of Option Shares which can be allotted and issued pursuant to the Proposed Option Mandate shall be 730,000,000 Shares, or such other number of Shares as results from adjustment to the Exercise Price (as defined in the Circular) from time to time in accordance with the Option Deeds;
 - (ii) any allotment and issue of Option Shares shall be made on the terms and subject to the conditions of the Option Deeds and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;

- (iii) listing of, and permission to deal in, any Option Shares to be allotted and issued pursuant to the Proposed Option Mandate being granted by the Stock Exchange;
 - (iv) the Proposed Option Mandate, if approved, shall lapse on the date falling fourteen days after the end of the Exercise Period (as defined in the Circular); and
- (c) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Option Deeds including, but not limited to, the allotment and issue of the Option Shares, executing all such documents, instruments and agreements and doing all such acts and things as he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Option Deeds and to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.”

ORDINARY RESOLUTION (2)

“THAT

- (a) the service agreement which was entered into between the Company and Dr Wu on 1 August 2011 (the “**Service Agreement**”), a copy of which was produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Service Agreement including, but not limited to, executing all such documents, instruments and agreements and doing all such acts and things he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Service Agreement, and to agree, such amendments of the same as he considers are not of a material nature and in the interests of the Company.”

ORDINARY RESOLUTION (3)

“THAT

- (a) the Directors be and are hereby authorized and granted the Proposed Conversion Mandate (the “**Proposed Conversion Mandate**” as defined in the Circular) to allot and issue the Conversion Shares (the “**Conversion Shares**” as defined in the Circular) subject to the following conditions:
 - (i) the aggregate maximum number of Conversion Shares which can be allotted and issued pursuant to the Proposed Conversion Mandate shall be

- 2,838,000,000 Shares, or such other number of Conversion Shares as results from adjustment to the Conversion Price (as defined in the Circular) from time to time in accordance with the Convertible Bond Documents (as defined in the Circular);
- (ii) any allotment and issue of Conversion Shares shall be made on the terms and subject to the conditions of the Convertible Bond Documents and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;
 - (iii) the Initial Conversion Price (as defined in the Circular) shall be HK\$0.50, which shall be subject to adjustment in accordance with the Convertible Bond Documents;
 - (iv) grant of listing of, and permission to deal in, any Conversion Shares to be allotted and issued pursuant to this ordinary resolution by the Listing Committee of the Stock Exchange; and
- (b) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Convertible Bond Documents, including but not limited to, the allotment and issue of Conversion Shares, executing all such documents, instruments and agreement and doing all such acts and things as he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Convertible Bond Documents, to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.”

ORDINARY RESOLUTION (4)

“THAT

- (a) the sale and purchase agreement which was entered into between Quinella International Incorporated, the Company and Hsieh Cheng Lu in relation to the acquisition of 49.9% of the issued shares of Sun Mass Energy Limited (formerly known as Trifecta International Incorporated) on 12 September 2011 (the “**Sale and Purchase Agreement**”), a copy of which has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Sale and Purchase Agreement, including but not limited to the Acquisition (the “**Acquisition**” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Sale and Purchase Agreement, be and are hereby approved, ratified and confirmed; and

- (b) the issue of the Consideration Bonds (the “**Consideration Bonds**” as defined in the Circular) by the Company to Quinella International Incorporated or its nominees, the principal terms of which were produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Consideration Bond Documents (the “**Consideration Bond Documents**” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Consideration Bond Documents, be and are hereby approved, ratified and confirmed;
- (c) the Directors be and are hereby authorized to enter into the Consideration Bond Documents on such terms as are, in the opinion of the Directors, in the interests of the Company, and to allot and issue the Consideration Bonds subject to the following:
- (i) the aggregate maximum nominal amount of Consideration Bonds which can be issued shall be HK\$1,750,000,000; and
- (ii) any issue of Consideration Bonds shall be made on the terms and subject to the conditions of the Consideration Bond Documents and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;
- (d) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Sale and Purchase Agreement including, but not limited to, the Acquisition, entering into the Standby Line of Credit Agreement (the “**Standby Line of Credit**” as defined in the Circular) and the facility contemplated thereunder and the Consideration Bond Documents, executing all such documents, instruments and agreements and doing all such acts and things as he deems to be incidental or ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement, the Standby Line of Credit Agreement and the Consideration Bond Documents, and to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.”

By order of the board of
Mascotte Holdings Limited
Lo Yuen Wa Peter
Managing Director

Hong Kong, 19 December 2011

Notes:

1. Any Shareholder entitled to attend and vote at a meeting of the company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder.

2. Where there are joint holders of any Share any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any 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, 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.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Company's branch share registrars, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
4. Shareholders are advised to read the Circular, which contains information concerning the resolution to be proposed in this notice.
5. The ordinary resolutions to be proposed at the Meeting shall be decided by way of poll.

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

Executive Directors

Mr. Peter Temple Whitelam (*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