



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Mascotte Holdings Limited

Date Submitted 02/02/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00136 Description : Ordinary Shares

| | No. of ordinary shares | Par value (State Currency) | Authorised share capital (State Currency) |
|-------------------------------------|------------------------|-------------------------------|--|
| Balance at close of preceding month | <u>200,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$2,000,000,000</u> |
| Increase/(decrease) | <u>NIL</u> | | <u>NIL</u> |
| Balance at close of the month | <u>200,000,000,000</u> | <u>HK\$0.01</u> | <u>HK\$2,000,000,000</u> |

(2) Stock code : _____

Description : _____

| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|-------------------------------|--|
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | |
|-------------------------------------|--------------------------|--|---|
| Stock code : | Description : | | |
| | No. of preference shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

3. Other Classes of Shares

| | | | |
|-------------------------------------|--------------------------------|--|---|
| Stock code : | Description : | | |
| | No. of other classes of shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | _____ | _____ | _____ |
| Increase/(decrease) | _____ | _____ | _____ |
| Balance at close of the month | _____ | _____ | _____ |

Total authorised share capital at the end of the month (*State currency*) :

HK\$2,000,000,000

II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
| | (1) | (2) | | |
| Balance at close of preceding month | <u>26,893,205,185</u> | | | |
| Increase/ (decrease) during the month | <u>NIL</u> | | | |
| Balance at close of the month | <u>26,893,205,185</u> | | | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------|----------------------------|-----------------|--|---|
| | Granted | Exercised | Cancelled | Lapsed | | |
| 2003 Share Option Scheme: | NIL | NIL | NIL | (78,955) | NIL | NIL |
| Exercise price | | | | | | |
| <u>HK\$3.134 (<i>adjusted</i>)</u> | | | | | | |
| AGM (04/09/2009) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| 2013 Share Option Scheme: | NIL | NIL | NIL | NIL | NIL | NIL |
| Share Option Scheme | | | | | | |
| up to the maximum of | | | | | | |
| 2,423,507,839 shares | | | | | | |
| SGM (05/09/2014) | | | | | | |
| (200,000,000 share options | | | | | | |
| granted, remaining | | | | | | |
| 2,223,507,839 shares) | | | | | | |
| Ordinary shares | | | | | | |
| (Note 1) | | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | <u>NIL</u> | |
| | | | (Preference shares) | | <u>N/A</u> | |
| | | | (Other class) | | <u>N/A</u> | |
| Total funds raised during the month from exercise of options (State currency) | | | | | <u>NIL</u> | |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| 2. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| 3. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| 4. | | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares | | | | | | |
| issuable (Note 1) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) | | | | | | |
| | | | | | Total B. (Ordinary shares) <u>NIL</u> | |
| | | | | | (Preference shares) <u>N/A</u> | |
| | | | | | (Other class) <u>N/A</u> | |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at closes of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|-------------------------------|--|--|
| <u>1. Convertible</u> <u>Bonds placed on</u> <u>14 July 2011</u> | HK\$ | HK\$ | HK\$ | HK\$ | 0 | 7,777,777,776 (adjusted) (Based on the conversion price of HK\$0.09 per share. Subject to adjustment.) |
| Stock code (if listed) | | <u>N/A</u> | | | | |
| Class of shares issuable (<i>Note 1</i>) | | <u>Ordinary</u> | | | | |
| Conversion price (subject to adjustment) | | <u>HK\$0.09 (adjusted)</u> | | | | |
| SGM approval date (if applicable) (dd/mm/yyyy) | | <u>23/07/2014</u> | | | | |
| <u>2.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Conversion price | | | | | | |
| SGM approval date (if applicable) (dd/mm/yyyy) | | | | | | |
| <u>3</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| <u>4.</u> | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | | (/ /) | | | | |
| | | | | | Total C. (Ordinary shares) | <u>NIL</u> |
| | | | | | (Preference shares) | <u>N/A</u> |
| | | | | | (Other class) | <u>N/A</u> |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 2. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| 3. _____ _____ _____ (/ /) shares (<i>Note 1</i>) | | |
| Total D. (Ordinary shares) | NIL | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------|---|--|---|
| 1. | Rights issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) SGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 3. | Placing | At price : HK\$ _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |
| 4. | Bonus issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | (/ /) |

| Type of Issue | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|---------------------------------|---|---|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ |
| 6. | Repurchase of shares | | Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ |
| 7. | Redemption of shares | | Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ |

For Main Board and GEM listed issuers

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation | Class of shares issuable _____ <i>(Note 1)</i> Effective date : (/ /) (dd/mm/yyyy) SGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| Total E. | | (Ordinary shares) <u>NIL</u> | |
| | | (Preference shares) <u>N/A</u> | |
| | | (Other class) <u>N/A</u> | |

| | |
|---|----------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) <u>NIL</u> |
| | (2) <u>N/A</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | <u>N/A</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | <u>N/A</u> |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> | |

Remarks (if any):

Re: Bonus Warrants Issue

As disclosed in the Company's announcement dated 24 December 2014 and the Company's circular dated 16 January 2015, the Company proposed to make the Bonus Warrants Issue on the basis of one Warrant for every five Shares held on the Record Date, at which the Warrants holders may exercise the Warrants to subscribe for a maximum of 7,378,913,951 New Shares of the Company at an initial subscription price of HK\$0.10 per New Share (subject to adjustment).

All capitalised terms used shall have the same meanings as those defined in the mentioned announcement and circular.

The Bonus Warrants Issue is subject to Shareholders' approval at the SGM to be held on 3 February 2015.

Submitted by: Chung Yuk Lun

Title: Acting Chairman and Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*