



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Mascotte Holdings Limited

Date Submitted 05/01/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00136 Description : Ordinary Shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>

(2) Stock code : _____

Description : _____

	No. of ordinary 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	_____	_____	_____

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	4,566,778,952			
Increase/ (decrease) during the month	0			
Balance at close of the month	4,566,778,952			

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		
1.Exercise price HK\$0.396 adopted (21/08/2003) Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	625,000
2. (/ /) shares (Note 1)						
3. (/ /) shares (Note 1)						
			Total A. (Ordinary shares)	NIL		
			(Preference shares)	NIL		
			(Other class)	NIL		
Total funds raised during the month from exercise of options (State currency)				NIL		

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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____					_____	_____

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 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. Convertible Bonds placed on 14 July 2011	HK\$	HK\$1,419,000,000	NIL	HK\$1,419,000,000 <Remarks (2)>	NIL	2,838,000,000 (Based on the Initial Conversion Price. Subject to adjustment)
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (Note 1)	<u>Ordinary</u>					
Initial Conversion price	<u>HK\$0.50</u>					
SGM approval date (if applicable) (dd/mm/yyyy)	<u>07/06/2011</u>					
2						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/) <u>/)</u>					
3						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/) <u>/)</u>					
4.						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/) <u>/)</u>					
				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) (Preference shares) (Other class)		

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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
3. Placing	At price : State currency _____	Class of shares issuable <u>Ordinary</u> (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			SGM approval date: (dd/mm/yyyy)	(/ /)	
4. Bonus issue		Class of shares issuable _____ (Note 1)	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 <u>Ordinary</u> (Note 1) Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy)		
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) EGM approval date: (/ /) (dd/mm/yyyy)		
Total E.		(Ordinary shares) _____ (Preference shares) _____ (Other class) _____	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) **NIL**

(2) **N/A**

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):

N/A

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

N/A

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

Re: Allotment and issuance of Option Shares and Conversion Shares

- (1) As disclosed in the announcement dated 29 August 2011 and the circular dated 19 December 2011, the Company entered into Option Deeds on 29 August 2011 with each of the Grantees pursuant to which the Company conditionally agreed to grant Share Options to the Grantees for up to 730,000,000 new Shares in aggregate;
- (2) As disclosed in the announcements dated 14 July 2011, 4 October 2011 and the circular dated 19 December 2011, with the Existing Placing Mandate granted to the Directors, Convertible Bonds in the aggregate principal amount of HK\$1,450,000,000 were issued by the Company on 14 July 2011, and HK\$31,000,000 were converted for 62,000,000 Conversion Shares on 24 August 2011 and HK\$1,419,000,000 in aggregate principal amount of Convertible Bonds remain outstanding as at the Latest Practicable Date.

The Existing Placing Mandate lapsed on 25 September 2011. The Board seeks the approval from the Shareholders of the Proposed Conversion Mandate to enable the Company to issue up to 2,838,000,000 Conversion Shares on full conversion of the Convertible Bonds, or such other number of Conversion Shares as results from adjustment to the Conversion Price in accordance with the Convertible Bonds Documents.

Resolutions in respect of the Proposed Option Mandate and the Proposed Conversion Mandate are subject to, among other things, Shareholders' approval at the SGM to be held on 4 January 2012.

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

Submitted by: Suen Yick Lun Philip

Title: Director
(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.*