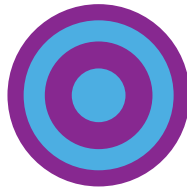


THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Mascotte Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Monday, 26 August 2013, at 4:00 p.m. is set out on pages 14 to 18 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to read the notice of Annual General Meeting and complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Hong Kong, 23 July 2013

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I - Explanatory Statement for the Repurchase Mandate	7
Appendix II - Details of the Directors to be re-elected	10
Notice of Annual General Meeting	14

DEFINITIONS

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

“2012 AGM Issue Mandate”	the general mandate approved by the Shareholders at the annual general meeting held on 25 September 2012 authorizing the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Annual General Meeting”	the annual general meeting of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Monday, 26 August 2013, at 4:00 p.m., the notice of which is set out on pages 14 to 18 of this circular;
“associate(s)”	has the meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Code”	the Code on Takeovers and Mergers;
“Company”	Mascotte Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Directors”	the directors of the Company;
“Existing Repurchase Mandate”	the general mandate approved by the Shareholders at the annual general meeting held on 25 September 2012 authorising the Directors to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;

DEFINITIONS

“Issue Mandate”	a general mandate to allot and issue Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto;
“Latest Practicable Date”	18 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Refresh Mandate”	the general mandate approved by the Shareholders at the special general meeting held on 21 February 2013 authorizing the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing of the relevant resolution;
“Repurchase Mandate”	the general and unconditional mandate to repurchase fully paid up Shares of up to 10% of the nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolution granting such mandate;
“Rights Issue”	the issue of the rights share of HK\$0.01 each in the share capital of the Company offered to the qualifying shareholders for subscription on the basis of four (4) rights shares for every one (1) share which was announced by the Company on 4 February 2013;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

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

Independent Non-executive Directors:

Mr. Frank H. Miu
Dr. Agustin V. Que
Mr. Robert James Iaia II
Mr. Hung Cho Sing

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

Room 2902, 29th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

23 July 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors of a general mandate to repurchase and issue Shares; (ii) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 September 2012, the Shareholders passed resolutions granting the Directors the Existing Repurchase Mandate. In accordance with the provisions of the Listing Rules and the terms of the Existing Repurchase Mandate, the mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed that approvals from the Shareholders be sought at the Annual General Meeting to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares not exceeding 10% of the issued ordinary share capital of the Company, as at the date of the passing of such resolution. The Repurchase Mandate to be proposed in the Annual General Meeting will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2014; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; and (c) the date on which the authority given to the Board set out in the resolution for the Repurchase Mandate is revoked or varied by passing of an ordinary resolution of the Shareholders of the Company in a general meeting.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with the information reasonably necessary for your consideration of the Repurchase Mandate.

GENERAL MANDATE TO ISSUE NEW SHARES

On 25 September 2012, the Directors were granted the 2012 AGM Issue Mandate authorizing them to allot and issue Shares up to 20% of the then issued share capital of the Company. The 2012 AGM Issue Mandate has been fully utilized by the Company for the placing of 68,501,684 Shares on 15 November 2012 to raise fund of approximately HK\$11.64 million. On 21 February 2013, the Directors were granted the Refresh Mandate authorizing them to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the special general meeting. The Refresh Mandate has been fully utilized by the Company for the placing of 306,910,020 shares on 28 February 2013 to raise fund of approximately HK\$30.69 million.

As at the Latest Practicable Date, The Board proposes to seek an approval from the Shareholders at the Annual General Meeting for the grant to the Directors of a general mandate to issue new Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation thereto. The Issue Mandate will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2014; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable law to be held; and (c) the date on which the authority given to the Board is revoked or varied by passing of an ordinary resolution of the Shareholders of the Company in a general meeting.

LETTER FROM THE BOARD

The Directors believe that granting of the general mandate to issue new Shares will provide the Group with flexibility to issue securities for cash or as consideration for acquisition of assets as and when the Directors think fit and appropriate. The Board thinks that the proposed granting of the general mandate to issue new Shares is in the interests of the Company and the Shareholders as a whole.

Two ordinary resolutions will be proposed at the Annual General Meeting for (a) granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of the passing of the resolution and (b) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate.

Based on 12,207,300,620 Shares in issue as at the Latest Practicable Date and subject to the passing of the relevant ordinary resolution to approve the Issue Mandate at the Annual General Meeting, and assuming that there shall be no further issue of new Shares or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, the Directors will be authorized to allot and issue up to a limit of 2,441,460,124 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company on the date of the passing of the resolution to approve the Issue Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to the Bye-laws, Mr. Peter Temple Whitelam, Mr. Lo Yuen Wa Peter, Mr. Suen Yick Lun Philip, Mr. Lau King Hang and Mr. Hung Cho Sing will retire and, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Peter Temple Whitelam, Mr. Lo Yuen Wa Peter, Mr. Suen Yick Lun Philip and Mr. Lau King Hang as executive Directors, and Mr. Hung Cho Sing as independent non-executive Director. The biographical details of such re-electing Director as required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The annual general meeting of the Company will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Monday, 26 August 2013, at 4:00 p.m..

From Thursday, 22 August 2013 to Monday, 26 August 2013, both days inclusive, the register of members of the Company will be closed for the purpose of ascertaining shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 21 August 2013.

LETTER FROM THE BOARD

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meetings should you so wish.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate and the Issue Mandate, and the proposed re-election of retiring Directors are in the interests of the Company and its Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the related resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By order of the Board of
MASCOTTE HOLDINGS LIMITED
Peter Temple Whitelam
Chairman

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Resolution. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 12,207,300,620 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 1,220,730,062 Shares.

2. REASONS FOR SHARES REPURCHASE

The Directors believe that the Repurchase Mandate is in the interest of the Company and its Shareholders as a whole which enables the Company to repurchase Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules and the applicable laws and regulations of Bermuda and Hong Kong. The law of Bermuda provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits of the Company or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account of the Company.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2013 (being the latest published audited account) in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
July	0.121A	0.098A
August	0.102A	0.095A
September	0.117A	0.096A
October	0.099A	0.096A
November	0.098A	0.090A
December	0.097A	0.087A
2013		
January	0.107A	0.093A
February	0.096A	0.076A
March	0.080A	0.076A
April	0.144	0.076A
May	0.126	0.068
June	0.103	0.080
July (up to the Latest Practicable Date)	0.099	0.079

A: adjustment to take into account the effect of the Rights Issue.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, have any present intention to sell Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

6. CONNECTED PERSONS

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. EFFECT OF CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

To the best knowledge of the Directors, based on the shareholding structure of the Company and the register maintained by the Company under SFO as at the Latest Practicable Date, the Directors are not aware of any consequences which may arise under the Code as a result of any purchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent that the number of Shares held by the public would fall below 25% of the total number of Shares in issue as a result of such repurchase.

8. SHARE REPURCHASES MADE BY THE COMPANY

Neither the Company nor any of its subsidiaries had repurchased any Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

EXECUTIVE DIRECTORS

Mr. Peter Temple WHITELAM, aged 84, was appointed as an executive Director in August 2007 and the Chairman of the Board in April 2008. He is a specialist consultant in global branding and international communications. After graduating from Pembroke College, Oxford University, he joined British Broadcasting Corporation before winning a Fulbright Scholarship to study educational radio and television in the United States of America. Following four years at NBC-TV in New York, he began a long career in advertising, creating national and international campaigns for such clients as British Airways, Unilever, Nabisco, ESPN, Colgate, Cadbury, General Motors, American Express, Nomura Securities, and the Bank of Montreal. He has worked as a creative strategist in Boston, New York, London, Montreal, Toronto, Tokyo and Taiwan and has received international awards. Recently he has been developing brand strategies both for companies and government agencies. This is combined with his knowledge and interest in documentary film. He has a long-time acquaintance with Asia, having visited and worked in eight different countries in the Asia Pacific region. Mr. Whitelam is currently an independent non-executive director of Freeman Financial Corporation Limited (Stock Code: 279), a company listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Save as disclosed herein, Mr. Whitelam did not hold directorship in any listed public company in the last three years. Mr. Whitelam is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Whitelam was interested in 78,125 shares of the Company, representing approximately 0.00% of the total issued share of the Company. Save as disclosed, he does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Whitelam has not entered into a service contract with the Company and there is no fixed term or proposed term of his service, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company’s Bye-laws. Mr. Whitelam is receiving an annual director’s emolument of HK\$540,000 for his directorship in the Company, which was determined with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. LO Yuen Wa Peter, aged 51, joined the Group as Financial Controller and Company Secretary in May 2008. He was appointed as an executive Director and acting Chief Executive Officer in July 2008, and he was re-designated as Managing Director in July 2011. He studied and obtained his professional qualification in Accountancy in the United Kingdom. He is a member of the Institute of Chartered Accountants in England and Wales and of the Hong Kong Institute of Certified Public Accountants. He has 28 years, experience in auditing, accounting, investment, financial and corporate management.

Mr. Lo did not hold directorship in any listed public company in the last three years. Mr. Lo is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lo was interested in 156,250 shares and 625,000 option shares of the Company, representing approximately 0.01% of the total issued share capital of the Company. Save as disclosed, he does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lo has not entered into a service agreement with the Company in relation to his appointment as an executive Director. Mr. Lo is receiving an annual director's emolument of HK\$840,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Lo will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

Mr. SUEN Yick Lun Philip, age 44, was appointed as an executive Director and the Company Secretary in April 2011. Mr. Suen is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a member of the CPA Australia and holds a Bachelor's degree in Accountancy from Queensland University of Technology and a Master's degree in Corporate Finance from The Hong Kong Polytechnic University. Mr. Suen has over 15 years of experience in finance and accounting. Prior to joining the Company, he was responsible for accounting and finance matters for several listed companies in Hong Kong. During the period from 2 September 2010 to 14 March 2011, he was an executive director of Freeman Financial Corporation Limited (Stock code: 279), a company listed on the main board of the Stock Exchange.

Save as disclosed herein, Mr. Suen did not hold directorship in any listed public company in the last three years. Mr. Suen is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. He does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Suen has not entered into a service agreement with the Company in relation to his appointment as an executive Director. Mr. Suen is receiving an annual director's emolument of HK\$900,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Suen will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

APPENDIX II DETAILS OF THE DIRECTORS TO BE RE-ELECTED

Mr. LAU King Hang, aged 41, a resident of Hong Kong with Taiwan Passport, joined the Company as an assistant Director in March 2010. Mr. Lau was appointed as an executive Director in June 2011. He graduated from National Taiwan University with a Bachelor degree in Chemistry and received the Master's degree in Business Administration from The Open University of Hong Kong. Mr. Lau is a member of The Hong Kong Institute of Director and is a member of The Hong Kong Management Association and obtained the title of Professional Manager. Mr. Lau is responsible for assisting operations of Sun Materials Technology Co., Ltd. and is report to the Board. He has over 10 years of extensive management experience in sales and marketing in high technology, chemical industry, packaging and printing services, food and beverage operations.

Mr. Lau did not hold directorship in any listed public company in the last three years. Mr. Lau is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. Mr. Lau does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lau has not entered into a service agreement with the Company in relation to his appointment as an executive Director. Mr. Lau is receiving an annual director's emolument of HK\$420,000, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Lau will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. HUNG Cho Sing, aged 72, was appointed as an independent non-executive director in January 2013. Mr. Hung is also a member of the audit committee and the remuneration committee of the Board. He has over 30 years of experience in the film distribution industry and founded Delon International Film Corporation in 1970. Mr. Hung has been the chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association Limited since 1991 and was the chairman of Hong Kong Film Awards Association Limited from 1993 to 1995. Mr. Hung was appointed by the HKSAR Government as a member of the Hong Kong Film Development Council from 2007 to 31 March 2013. Mr. Hung was also appointed as a director of the China Film Association since 2009. Mr. Hung is also a member of HKSAR Election Committee and a vice-chairman of the Cultural Profession Committee of the Guangdong, Hong Kong and Macau Cooperation Promotion Council. Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government in 2005 in recognition of his contribution to the Hong Kong Film industry. Recently, he has been appointed by the HKSAR as a member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission on an ad personam basis for a term of two years with effect from 17 January 2013. Currently, Mr. Hung is an independent non-executive director of China Star Entertainment Limited (stock code: 326), a non-executive director of Capital VC Limited (stock code: 2324) and an independent non-executive director of Freeman Financial Corporation Limited (stock code: 279), which are companies listed on the main board of the Stock Exchange.

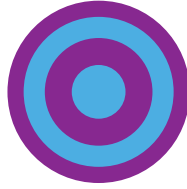
Save as disclosed herein, Mr. Hung did not hold directorship in any listed public company in the last three years. Mr. Hung is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. He does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Hung has not entered into a service contract with the Company and there is no fixed term or proposed term of service, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws. Mr. Hung is receiving a monthly director's fee of HK\$20,000 for his directorship in the Company, which was determined with reference to his duties and responsibilities with the Company.

OTHERS

There is nothing which needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules nor is there anything which needs to be brought to the attention of the Shareholders in connection with the above Directors.

NOTICE OF ANNUAL GENERAL MEETING



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

NOTICE IS HEREBY GIVEN that the Annual 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 Monday, 26 August 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2013.
2.
 - (a) To re-elect Mr. Peter Temple Whitelam as the executive director of the Company;
 - (b) To re-elect Mr. Lo Yuen Wa Peter as the executive director of the Company;
 - (c) To re-elect Mr. Suen Yick Lun Philip as the executive director of the Company;
 - (d) To re-elect Mr. Lau King Hang as the executive director of the Company;
and
 - (e) To re-elect Mr. Hung Cho Sing as an independent non-executive director of the Company.
3. To authorise the Board to fix the remuneration of the directors of the Company.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

5. "THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company ("**Shares**") or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Bye-laws (the "**Bye-laws**") of the Company from time to time,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,

NOTICE OF ANNUAL GENERAL MEETING

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting.

“**Rights Issue**” means the allotment, issue or grant of Shares or options, warrants, other securities or similar rights to subscribe for Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance all applicable laws and regulations and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to paragraph (a) of this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

7. “**THAT** conditional upon the passing of Resolutions 5 and 6, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 5 as set out in the notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

By order of the Board of
MASCOTTE HOLDINGS LIMITED
Peter Temple Whitelam
Chairman

Hong Kong, 23 July 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) As at the date hereof, the executive directors of the Company are Mr. Peter Temple Whitlam (Chairman), Mr. Lo Yuen Wa Peter (Managing Director), Mr. Eddie Woo, Mr. Suen Yick Lun Philip, Mr. Lau King Hang and the independent non-executive directors of the Company are Mr. Frank H. Miu, Dr. Agustin V. Que, Mr. Robert James Iaia II and Mr. Hung Cho Sing.