



# MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

## PROXY FORM FOR ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 25 SEPTEMBER 2012 AND AT ANY ADJOURNMENT THEREOF

I/We<sup>(a)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares<sup>(b)</sup> of HK\$0.01 each in the capital of Mascotte Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the annual general meeting of the Company to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Tuesday, 25 September 2012 at 4:00 p.m. and at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 25 August 2012 convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below<sup>(d)</sup>.

| ORDINARY RESOLUTIONS |   | FOR | AGAINST |
|----------------------|---|-----|---------|
| 1.                   | To receive and consider the audited financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 31 March 2012  |     |         |
| 2.                   | (a) to re-elect Mr. Eddie Woo as an executive director of the Company   |     |         |
|                      | (b) to re-elect Dr. Wu Yi-Shuen as an executive director of the Company   |     |         |
|                      | (c) to re-elect Mr. Frank H. Miu as an independent non-executive director of the Company  |     |         |
|                      | (d) to re-elect Dr. Agustin V. Que as an independent non-executive director of the Company  |     |         |
|                      | (e) to re-elect Mr. Robert James Iaia II as an independent non-executive director of the Company  |     |         |
| 3.                   | To authorize the board of directors of the Company to fix their own remuneration  |     |         |
| 4.                   | To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditors of the Group and to authorize the board of directors of the Company to fix their remuneration  |     |         |
| 5.                   | To grant a general mandate to the directors of the Company to issue, allot and deal with shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution <sup>#</sup> |     |         |
| 6.                   | To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution <sup>#</sup>                 |     |         |
| 7.                   | To extend the general mandate granted to the directors of the Company by resolution no. 5 to issue shares by adding the amount of shares repurchased pursuant to the general mandate granted by resolution no. 6 <sup>#</sup>                       |     |         |
| SPECIAL RESOLUTIONS  |   |     |         |
| 8.                   | (A) To approve the amendments to the bye-laws of the Company <sup>#</sup>   |     |         |
|                      | (B) To approve the adoption of the amended and restated bye-laws of the Company <sup>#</sup>  |     |         |
|                      | (C) To authorise any director or the company secretary of the Company to do all such acts and things as may be necessary to give effect to the resolution <sup>#</sup>  |     |         |

# The full text of Resolution is set out in the notice of annual general meeting.

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signature<sup>(e)</sup>: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “THE CHAIRMAN OF THE MEETING or” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorized.
- 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, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of 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, must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or adjourned meeting at which the person named herein proposes to vote.
- The proxy need not be a member of the Company.