



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROXY FORM FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 18 JANUARY 2013

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the capital
of Mascotte Holdings Limited (the “Company”), HEREBY APPOINT³ the chairman of the special general meeting,
or _____
of _____
as my/our proxy to attend for me/us at the special general meeting (and at any adjournment thereof) to be held on 18
January 2013 at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong at 4:30 p.m. for the purpose of
considering and, if thought fit, passing the ordinary resolution as set out in the notice (the “Notice”) convening the said
meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said
resolution as hereunder indicated.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, confirm and ratify the Deed of Amendment in relation to the proposed alteration of certain terms and conditions of the Convertible bonds (as defined in the circular of the Company dated 31 December 2012) and the transactions contemplated thereunder and in connection therewith and any other ancillary documents and all transactions contemplated thereunder; and to authorize any one or more directors of the Company to do all such acts and things and execute all such documents where necessary, desirable or expedient to implement and/or give effect to the Deed of Amendment and the related matters.		

Date this _____ day of _____ Signed⁵: _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “the chairman of the special general meeting, or” 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(S) WHO SIGN(S) IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the Notice.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion if he is the holder of two or more shares.
7. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the Company’s branch 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 meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present being the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.