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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

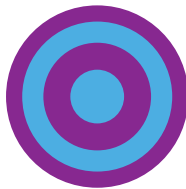
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**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.

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### **MASCOTTE HOLDINGS LIMITED**

**馬斯葛集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

**(Stock Code of Warrants: 1493)**

### **PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES, REFRESHMENT OF THE SCHEME MANDATE LIMIT, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of the Company to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 4 September 2015, at 4:30 p.m. is set out on pages 17 to 22 of this circular. A form of proxy for use by the Shareholders at 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 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 and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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, 29 July 2015

\* For identification purpose only

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## DEFINITIONS

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

“2014 AGM Issue Mandate”	the general mandate approved by the Shareholders at the annual general meeting held on 5 September 2014 authorising the Directors to allot and issue Shares up to 20% of the issued share capital of the Company as at the date of passing the relevant resolution;
“Annual General Meeting”	the annual general meeting of the Company to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 4 September 2015, at 4:30 p.m., the notice of which is set out on pages 17 to 22 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 (Stock Code: 136 and Stock Code of Warrants: 1493);
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“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 the relevant ordinary resolution;

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## DEFINITIONS

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“Latest Practicable Date”	23 July 2015, 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;
“Repurchase Mandate”	the general and unconditional mandate to repurchase fully paid up Shares up to 10% of the nominal amount of the issued share capital of the Company and 10% of the outstanding Warrants of the Company as at the date of passing the relevant resolution granting such mandate;
“Scheme Mandate Limit”	the maximum number of shares that may be issued upon exercise of all the options which may be granted under the Share Option Scheme of the Company;
“Shareholder(s)”	the holder(s) of the Shares;
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme of the Company adopted at the special general meeting held on 31 October 2013;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Warrant(s)”	warrant(s) of the Company entitling the holders thereof to subscribe at any time during the period from 24 February 2015 to 23 February 2017 (both days inclusive) for fully paid Shares at an initial subscription price of HK\$0.1 per Share in cash (subject to adjustments) (Stock Code of Warrants: 1493); and
“%”	per cent.

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LETTER FROM THE BOARD

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**MASCOTTE HOLDINGS LIMITED**

**馬斯葛集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

**(Stock Code of Warrants: 1493)**

*Executive Directors:*

Mr. Chung Yuk Lun (*Chairman*)

Dr. Kwong Kai Sing, Benny (*Managing Director*)

Mr. Chow Chi Wah, Vincent

*Independent Non-executive Directors:*

Mr. Frank H. Miu

Mr. Robert James Iaia II

Mr. Hung Cho Sing

Mr. Chung Kong Fei, Stephen

*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

29 July 2015

*To the Shareholders and, for information only,  
the holders of Warrants*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE AND  
REPURCHASE SECURITIES,  
REFRESHMENT OF THE SCHEME MANDATE LIMIT,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting, including (i) the granting to the Directors of a general mandate to repurchase and issue securities; (ii) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate; (iii) the refreshment of the Scheme Mandate Limit; (iv) the re-election of retiring Directors; and (v) the giving of notice of Annual General Meeting.

### GENERAL MANDATE TO REPURCHASE SECURITIES

At the annual general meeting of the Company held on 5 September 2014, the Shareholders passed a resolution to grant a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. It is therefore proposed that approval 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 and 10% of the outstanding Warrants, as at the date of passing such resolution. The Repurchase Mandate to be proposed at the Annual General Meeting will lapse on the earlier of (a) the conclusion of the next annual general meeting to be held in 2016; (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 Directors is revoked or varied by 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 5 September 2014, the Directors were granted the 2014 AGM Issue Mandate authorising them to allot and issue Shares up to 20% of the then issued share capital of the Company. The 2014 AGM Issue Mandate was partly utilized by the Company for the placing of 847,015,679 Shares on 16 September 2014 to raise fund of approximately HK\$73.44 million. The remaining 2014 AGM Issue Mandate of 4,000,000,000 Shares has not been utilized by the Company and will expire at the conclusion of the Annual General Meeting.

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 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 2016; (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 Directors is revoked or varied by the Shareholders of the Company in a general meeting.

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## LETTER FROM THE BOARD

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The Directors believe that granting of the general mandate to issue new Shares will provide the Group with flexibility to raise capital for the Group in order to capture any opportunity to carry out the fund raising activity as and when the Directors think fit and appropriate. The Board is of the view 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 passing the resolution and (b) the extension of the Issue Mandate to include shares repurchased pursuant to the Repurchase Mandate.

Based on 36,138,779,069 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 authorised to allot and issue up to a limit of 7,227,755,813 Shares under the Issue Mandate, representing 20% of the issued share capital of the Company as at the date of passing the resolution to approve the Issue Mandate.

### REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was adopted by the Company on 31 October 2013 and the Scheme Mandate Limit was refreshed at the shareholders meeting held on 5 September 2014. Set out below is a table showing details of options granted under such refreshed Scheme Mandate Limit since adoption of the Share Option Scheme up to the Latest Practicable Date:

Date of refreshment of Scheme Mandate Limit	Options Granted		Number of options exercised	Number of options cancelled	Total number of options outstanding as at the Latest Practicable Date
	Date of grant	Grantee			
5 September 2014	29 December 2014	Staff of the Company	200,000,000	200,000,000	-
	22 April 2015	Staff and Executive Directors of the Company	2,223,507,839	-	2,223,507,839
		Total	<u>2,423,507,839</u>	<u>200,000,000</u>	<u>2,223,507,839</u>

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## LETTER FROM THE BOARD

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The Board also proposes to seek an approval from the Shareholders in relation to the refreshment of the Scheme Mandate Limit of the Share Option Scheme up to 10% of the number of Shares in issue as at the date of the Annual General Meeting. Under the current limit of the Share Option Scheme, the Directors were authorised to grant options to subscribe for up to 2,423,507,839 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting of the Company held on 5 September 2014 at which the Scheme Mandate Limit of the Share Option Scheme was approved. Since the approval of the current Scheme Mandate Limit on 5 September 2014 and up to the Latest Practicable Date, the Company has granted a total of 200,000,000 options and 2,223,507,839 options under the Share Option Scheme on 29 December 2014 and 22 April 2015 respectively. On 22 May 2015, 2,223,507,839 options granted on 22 April 2015 were surrendered by the respective grantees and accordingly cancelled by the Company. As at the Latest Practicable Date, the Scheme Mandate Limit has been fully utilized.

In order to provide the Company with greater flexibility in granting share options to eligible persons (including employees and Directors) of the Company under the Share Option Scheme as incentives to rewarding their contribution to the Company, the Board decided to seek an approval from the Shareholders in relation to the refreshment of the Scheme Mandate Limit of the Share Option Scheme up to 10% of the number of Shares in issue as at the date of the Annual General Meeting. The Directors consider that such refreshment of the 10% Scheme Mandate Limit of the Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

Based on 36,138,779,069 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued and no share options are being exercised or granted prior to the Annual General Meeting, upon the approval of the refreshment of the 10% Scheme Mandate Limit of the Share Option Scheme, the Company will be authorised to grant options entitling the holders of the options to subscribe for a total of 3,613,877,906 Shares, representing 10% of the total number of Shares in issue as at the Latest Practicable Date.

No options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company exceed 30% of the total number of Shares in issue from time to time. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders' approval at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting an approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit of the Share Option Scheme.

An application will be made to the Listing Committee of the Stock Exchange for obtaining the approval mentioned in paragraph (b) above.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to the Clause 86(2) and 87 of the Company's Bye-laws, Dr. Kwong Kai Sing, Benny, Mr. Chow Chi Wah, Vincent, Mr. Robert James Iaia II, Mr. Hung Cho Sing and Mr. Chung Kong Fei, Stephen shall retire and, being eligible, 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 Dr. Kwong Kai Sing, Benny and Mr. Chow Chi Wah, Vincent as executive Directors, and Mr. Robert James Iaia II, Mr. Hung Cho Sing and Mr. Chung Kong Fei, Stephen as independent non-executive Directors. The biographical details of such re-electing Directors 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 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 4 September 2015, at 4:30 p.m..

From Wednesday, 2 September 2015 to Friday, 4 September 2015, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 1 September 2015.

In order for warrant holders to be eligible to attend and vote at the Annual General Meeting in the capacity as shareholders of the Company, all subscription forms accompanied by the relevant warrant certificates and remittance for the relevant subscription monies must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of the above address for subscription not later than 4:30 p.m. on Friday, 21 August 2015.

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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

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## LETTER FROM THE BOARD

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### 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, the refreshment of the 10% Scheme Mandate Limit of the Share Option Scheme 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**  
**Chung Yuk Lun**  
*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 resolution for the Repurchase Mandate. 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 AND WARRANTS**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$361,387,790.69 divided into 36,138,779,069 Shares and the total number of outstanding Warrants was 4,883,067,153 units carrying the rights to subscribe up to HK\$488,306,715.30 for 4,883,067,153 Shares at initial subscription price of HK\$0.1 per Share in cash (subject to adjustments).

Subject to the passing of the resolution for the Repurchase Mandate and on the basis that no Shares will be issued or repurchased (whether generally or pursuant to the exercise of subscription rights attaching to the Warrants) prior to the Annual General Meeting, the Company is entitled under the Repurchase Mandate to repurchase a maximum of 3,613,877,906 Shares and a maximum of 488,306,715 units of Warrants.

**2. REASONS FOR 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 securities 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 the earnings per Share.

**3. FUNDING OF REPURCHASE**

In repurchasing securities, 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 2015 (being the latest published audited accounts) in the event that the power to repurchase securities 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 securities 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. SECURITIES PRICES

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

	Shares		Warrants ( <i>Note 1</i> )	
	Highest HK\$	Lowest HK\$	Highest HK\$	Lowest HK\$
<b>2014</b>				
July	0.129	0.098	–	–
August	0.125	0.100	–	–
September	0.113	0.098	–	–
October	0.105	0.087	–	–
November	0.164	0.101	–	–
December	0.191	0.115	–	–
<b>2015</b>				
January	0.156	0.127	–	–
February	0.138	0.105	0.045	0.019
March	0.119	0.103	0.026	0.019
April	0.315	0.105	0.160	0.022
May	0.425	0.220	0.205	0.121
June	0.300	0.201	0.170	0.100
July ( <i>Note 2</i> ) (up to the Latest Practicable Date)	–	–	–	–

*Notes:*

- (1) Dealings in the Warrants commenced on the Stock Exchange on 25 February 2015.
- (2) Trading in the Shares and the Warrants has been halted since 9 June 2015.

**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 securities 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 close associates, have any present intention to sell securities to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

**6. CORE CONNECTED PERSONS**

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell securities 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.

As at the Latest Practicable Date, so far as is known to the Directors, the following person was the Substantial Shareholder (as defined under the Listing Rules):

<b>Substantial Shareholder</b>	<b>Number of Shares held</b>	<b>Approximate percentage of shareholding in the Company</b>
Freeman Financial Corporation Limited	4,708,656,694	13.03%
HEC Capital Limited	4,189,548,504	11.59%
Ms. Mak Siu Hang Viola	4,375,000,000	12.11%

Assuming that the Substantial Shareholder does not dispose or purchase any securities, in the event that the Directors exercise in full the power to repurchase securities in accordance with the Repurchase Mandate, the approximate percentage shareholdings of the Substantial Shareholder before and after such repurchase would be as follows:

<b>Substantial Shareholder</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Freeman Financial Corporation Limited	13.03%	14.48%
HEC Capital Limited	11.59%	12.88%
Ms. Mak Siu Hang Viola	12.11%	13.45%

The Directors are not aware of any consequences which may arise under the Code as a result of any repurchase made under the Repurchase Mandate.

The Directors will not exercise the Repurchase Mandate to such an extent which will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

#### **8. SHARE REPURCHASES MADE BY THE COMPANY**

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

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## APPENDIX II      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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

### EXECUTIVE DIRECTORS

**Dr. Kwong Kai Sing, Benny**, aged 56, was appointed as the executive Director and managing Director of the Company in May 2015. He holds a Bachelor Degree in Arts from Simon Fraser University in British Columbia, Canada and was awarded the Honor Degree of Doctor of Commerce by The University of West Alabama in 2008. He held senior positions with major international banks in Hong Kong in respective lending departments and China department for many years. For the past several years, he has served as executive director of over 10 publicly listed companies both in Hong Kong, Canada and the United Kingdom. He has extensive knowledge in corporate finance and banking.

Dr. Kwong was a director of the Tung Wah Group of Hospitals from 2008 to 2010 and was a member of the Campaign Committee of The Community Chest from 2006 to 2010. He was nominated as 中國企業創新優秀人物 in China in 2006 and was an appointed member of the China People's Political Consultative Conference of the Hubei Province in 1995 to 1996. He is currently an appointed member of the China People's Political Consultative Conference of the Zhaoqing City. During the past three years, He was an executive director and chairman of Heritage International Holdings Limited (Stock Code: 412) for the period from 12 December 2001 to 7 August 2014 and was an executive director and managing director of China Jinhai International Group Limited (Stock Code: 139) for the period from 1 September 2014 to 20 April 2015, all are companies listed on the main board of the Stock Exchange.

Save as disclosed herein, Dr. Kwong did not hold directorship in any listed public company in the last three years. Dr. Kwong is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Dr. Kwong holds 8,560,000 shares and 4,480,000 warrants of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance.

Dr. Kwong has not entered into a service agreement with the Company in relation to his appointment as an executive Director. Dr. Kwong is entitled to an annual director's emolument of HK\$2,100,000 with effect from 1 May 2015, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Dr. Kwong will be subject to retirement by rotation and re-election in accordance with the By-laws of the Company.

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## APPENDIX II            DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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**Mr. Chow Chi Wah, Vincent**, aged 46, was appointed as the executive Director of the Company in November 2014. He obtained a master's degree in professional accounting from the Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. He has over 15 years' experience in the finance and accounting field in Hong Kong. He was the executive director, company secretary and financial controller of Heritage International Holdings Limited (Stock Code: 412), a company listed on the main board of the Stock Exchange, for the period from 13 October 2006 to 6 October 2014.

Save as disclosed herein, Mr. Chow did not hold directorship in any listed public company in the last three years. Mr. Chow is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chow does not have any interests in the securities of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance.

Mr. Chow has not entered into a service agreement with the Company in relation to his appointment as an executive Director. Mr. Chow is entitled to an annual director's emolument of HK\$900,000 with effect from 3 November 2014, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Chow will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Robert James Iaia II**, aged 46, was appointed as an independent non-executive Director of the Company in June 2010. He is the chairman of the remuneration committee and the nomination committee of the Board and a member of the audit committee of the Board. He holds a Bachelor of Arts from Central Connecticut State University in the United States of America and a Master degree in Real Estate from the University of Hong Kong. He has over 12 years' experience in the real estate and equities market and lived and worked in Asia for over 20 years, primarily in Seoul and Hong Kong. In addition to extensive experience in private equity real estate, he also traded Asian equities at Samsung Securities in Seoul and Societe Generale in New York. He was an independent non-executive director of Tack Fiori International Group Limited (Stock Code: 928), a company listed on the main board of the Stock Exchange, for the period from 15 August 2011 to 15 August 2014.

Save as disclosed herein, Mr. Iaia did not hold directorship in any listed public company in the last three years. Mr. Iaia is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Iaia does not have any interests in the securities of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance.



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## APPENDIX II                      DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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Mr. Iaia has not entered into a service agreement with the Company in relation to his appointment as an independent non-executive Director. Mr. Iaia is receiving a monthly director's fee of HK\$20,000 for his directorship in the Company, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Iaia will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

**Mr. Hung Cho Sing**, aged 74, was appointed as an independent non-executive Director of the Company in January 2013. He 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. He 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. He was appointed by the HKSAR Government as a member of the Hong Kong Film Development Council from 2007 to 31 March 2013. He was also appointed as a consultant of the China Film Association. He 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. He was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government in 2005 in recognition of his contribution to the Hong Kong Film industry. 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 and a term of re-appointment has just taken effect from 17 January 2015 for a period of two years. He was a non-executive director of Capital VC Limited (Stock Code: 2324) for the period from 15 September 2011 to 30 January 2014. Currently, He is an independent non-executive director of China Star Entertainment Limited (Stock Code: 326), Freeman Financial Corporation Limited (Stock Code: 279), Unity Investments Holdings Limited (Stock Code: 913) and Sunrise (China) Technology Group Limited (Stock Code: 8226), and executive director of Universe International Holdings Limited (Stock Code: 1046), 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. As at the Latest Practicable Date, Mr. Hung does not have any interests in the securities of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance.

Mr. Hung has not entered into a service agreement with the Company in relation to his appointment as an independent non-executive Director. 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 background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Hung will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

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## APPENDIX II            DETAILS OF THE DIRECTORS TO BE RE-ELECTED

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**Mr. Chung Kong Fei, Stephen**, aged 58, was appointed as an independent non-executive Director of the Company in November 2014. He obtained a Bachelor Degree of Science from the Wharton School of Business, University of Pennsylvania, United States of America. He is one of the founders and executive directors of SDM Dental Inc., an investment holding company which operates dental clinics in The People's Republic of China (the "PRC"). He has extensive experience in investments in the PRC. He was an independent non-executive director of Unity Investments Holdings Limited (Stock Code: 913), a company listed on the main board of the Stock Exchange, for the period from 16 March 2004 to 31 October 2014.

Save as disclosed herein, Mr. Chung did not hold directorship in any listed public company in the last three years. Mr. Chung is not connected with any directors, senior management or substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Chung does not have any interests in the securities of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance.

Mr. Chung has not entered into a service agreement with the Company in relation to his appointment as an independent non-executive Director. Mr. Chung is receiving a monthly director's fee of HK\$20,000 for his directorship in the Company with effect from 14 November 2014, which was determined with reference to his background, experience, duties and responsibilities with the Group and prevailing market situation. Mr. Chung will be subject to retirement by rotation and re-election in accordance with the Bye-laws of the Company.

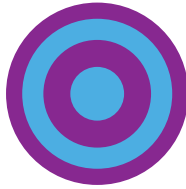
### **OTHERS**

Save as disclosed herein, there is no information which needs to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules nor are there any other matters which need to be brought to the attention of the Shareholders in connection with the re-election of the retiring Directors.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **MASCOTTE HOLDINGS LIMITED**

**馬斯葛集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

**(Stock Code of Warrants: 1493)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Mascotte Holdings Limited (the “Company”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong, on Friday, 4 September 2015 at 4:30 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 2015.
2.
  - (a) To re-elect Dr. Kwong Kai Sing, Benny as an executive director of the Company;
  - (b) To re-elect Mr. Chow Chi Wah, Vincent as an executive director of the Company;
  - (c) To re-elect Mr. Robert James Iaia II as an independent non-executive director of the Company;
  - (d) To re-elect Mr. Hung Cho Sing as an independent non-executive director of the Company; and
  - (e) To re-elect Mr. Chung Kong Fei, Stephen 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.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (d) 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 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 and outstanding warrants of the Company (the “**Warrants**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares and the Warrants 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 Buy-backs, subject to and in accordance with 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 and the Warrants 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 and 10% of the outstanding Warrants, at the date of the passing of this resolution, and the approval granted under paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 Shares 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 and the Warrants 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 the share capital of the Company in issue at the date of the passing of this resolution.”

8. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 31 October 2013 up to a new 10 per cent limit (the “**Refreshed Scheme Mandate Limit**”) be approved provided that:

- (a) the total number of Shares which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, must not exceed 10 per cent of the number of Shares in issue as at the date of passing this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) options granted prior to the date of passing this resolution under such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By order of the Board of  
**MASCOTTE HOLDINGS LIMITED**  
**Chung Yuk Lun**  
*Chairman*

Hong Kong, 29 July 2015

*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 herewith.
- (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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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 the Annual General 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 Annual General Meeting personally or by proxy, the vote of that person 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (6) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 2 September 2015 to Friday, 4 September 2015 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 1 September 2015.

In order for warrant holders to be eligible to attend and vote at the Annual General Meeting in the capacity as shareholders of the Company, all subscription forms accompanied by the relevant warrant certificates and remittance for the relevant subscription monies must be lodged with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of the above address for subscription not later than 4:30 p.m. on Friday, 21 August 2015.

- (7) As at the date hereof, the executive directors of the Company are Mr. Chung Yuk Lun, Dr. Kwong Kai Sing, Benny and Mr. Chow Chi Wah, Vincent, and the independent non-executive directors of the Company are Mr. Frank H. Miu, Mr. Robert James Iaia II, Mr. Hung Cho Sing and Mr. Chung Kong Fei, Stephen.