



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROXY FORM FOR SPECIAL GENERAL MEETING (or any adjournment thereof)

I/We¹, _____
of _____
being the registered holder(s) of _____ shares² (the “Shares”) of HK\$0.10 each in the share capital of Mascotte Holdings Limited (the “Company”), HEREBY APPOINT _____
of _____
or failing him/her _____
of _____
or failing each of them, the chairman of the special general meeting to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on 30 June 2009 at 9:00 a.m. and at any adjournment thereof (the “Meeting”) as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
1.	To confirm, approve and ratify (a) the share purchase agreement dated 12 May 2009 (the “Agreement”) entered into between Marvel Century Limited, a wholly-owned subsidiary of the Company, and Popovic Investments Limited in relation to the sale of the 17,478,973 ordinary shares of US\$1.00 each in the share capital of Richfull Zone International Limited at a consideration of HK\$130,000,000 (the “Acquisition”); (b) the issue of the Convertible Bond (as defined in the circular of the Company dated 15 June 2009 (the “Circular”)) to satisfy in full the consideration of the Acquisition, (c) the allotment and issue of the Conversion Shares (as defined in the Circular) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Conversion Shares; and (d) the authorisation of any one director, or any two directors of the Company to execute the Agreement and all such other or further documents, instruments and agreements (if any) for and on behalf of the Company and to do all such acts or things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated therein and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are in his/her opinion, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material changes to the material terms of the Agreement.		

Date this _____ day of _____ 2009

Signed⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this 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. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** If this form of proxy is returned duly signed but no direction is given, your proxy may vote for or against the resolution or abstain as he/her thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
7. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road West, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.