



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROXY FORM FOR THE SPECIAL GENERAL MEETING TO BE HELD ON 4 JANUARY 2012

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.10 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 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on 4 January 2012 for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in 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 resolutions as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	<p>THAT</p> <p>(a) each of the option deeds which were entered into between the Company and the grantees (the “Grantees”, as defined in the circular of the Company dated 19 December 2011 (the “Circular”)) on 29 August 2011 (the “Option Deeds”), copies of which were produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated thereunder, including but not limited to the allotment and issue of Option Shares (the “Option Shares” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Option Deeds (as may be amended in accordance with the terms thereof) be and are hereby approved, ratified and confirmed;</p> <p>(b) the directors of the Company (the “Directors”) be and are hereby authorized and granted the Proposed Option Mandate (the “Proposed Option Mandate” as defined in the Circular) to allot and issue the Option Shares subject to all the following:</p> <p>(i) the aggregate maximum number of Option Shares which can be allotted and issued pursuant to the Proposed Option Mandate shall be 730,000,000 Shares, or such other number of Shares as results from adjustment to the Exercise Price (as defined in the Circular) from time to time in accordance with the Option Deeds;</p> <p>(ii) any allotment and issue of Option Shares shall be made on the terms and subject to the conditions of the Option Deeds and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;</p> <p>(iii) listing of, and permission to deal in, any Option Shares to be allotted and issued pursuant to the Proposed Option Mandate being granted by the Stock Exchange;</p> <p>(iv) the Proposed Option Mandate, if approved, shall lapse on the date falling fourteen days after the end of the Exercise Period (as defined in the Circular);</p> <p>(c) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Option Deeds including, but not limited to, the allotment and issue of the Option Shares, executing all such documents, instruments and agreements and doing all such acts and things as he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Option Deeds and to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.</p>		
2.	<p>THAT</p> <p>(a) the service agreement which was entered into between the Company and Dr Wu Yi-Shuen (吳以舜) on 1 August 2011 (the “Service Agreement”), a copy of which was produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated thereunder be and are hereby approved, ratified and confirmed;</p> <p>(b) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Service Agreement including, but not limited to, executing all such documents, instruments and agreements and doing all such acts and things he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Service Agreement, and to agree, such amendments of the same as he considers are not of a material nature and in the interests of the Company.</p>		

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
3.	<p>THAT</p> <p>(a) the Directors be and are hereby authorized and granted the Proposed Conversion Mandate (the “Proposed Conversion Mandate” as defined in the Circular) to allot and issue the Conversion Shares (the “Conversion Shares” as defined in the Circular) subject to the following conditions:</p> <p>(i) the aggregate maximum number of Conversion Shares which can be allotted and issued pursuant to the Proposed Conversion Mandate shall be 2,838,000,000 Shares, or such other number of Conversion Shares as results from adjustment to the Conversion Price (as defined in the Circular) from time to time in accordance with the Convertible Bond Documents (as defined in the Circular);</p> <p>(ii) any allotment and issue of Conversion Shares shall be made on the terms and subject to the conditions of the Convertible Bond Documents and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;</p> <p>(iii) the Initial Conversion Price (as defined in the Circular) shall be HK\$0.50, which shall be subject to adjustment in accordance with the Convertible Bond Documents;</p> <p>(iv) grant of listing of, and permission to deal in, any Conversion Shares to be allotted and issued pursuant to this ordinary resolution by the Listing Committee of the Stock Exchange;</p> <p>(b) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Convertible Bond Documents, including but not limited to, the allotment and issue of Conversion Shares, executing all such documents, instruments and agreement and doing all such acts and things as he deems to be incidental or ancillary to, or in connection with the matters contemplated under the Convertible Bond Documents, to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.</p>		
4.	<p>THAT</p> <p>(a) the sale and purchase agreement which was entered into between Quinella International Incorporated, the Company and Hsieh Cheng Lu in relation to the acquisition of 49.9% of the issued shares of Sun Mass Energy Limited (formerly known as Trifecta International Incorporated) on 12 September 2011 (the “Sale and Purchase Agreement”), a copy of which has been produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Sale and Purchase Agreement, including but not limited to the Acquisition (the “Acquisition” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Sale and Purchase Agreement, be and are hereby approved, ratified and confirmed;</p> <p>(b) the issue of the Consideration Bonds (the “Consideration Bonds” as defined in the Circular) by the Company to Quinella International Incorporated or its nominees, the principal terms of which were produced to the Meeting and initialled by the chairman of the Meeting for the purpose of identification, and all transactions contemplated under the Consideration Bond Documents (the “Consideration Bond Documents” as defined in the Circular) in accordance with the terms and subject to the conditions set out in the Consideration Bond Documents, be and are hereby approved, ratified and confirmed;</p> <p>(c) the Directors be and are hereby authorized to enter into the Consideration Bond Documents on such terms as are, in the opinion of the Directors, in the interests of the Company, and to allot and issue the Consideration Bonds subject to the following:</p> <p>(i) the aggregate maximum nominal amount of Consideration Bonds which can be issued shall be HK\$1,750,000,000; and</p> <p>(ii) any issue of Consideration Bonds shall be made on the terms and subject to the conditions of the Consideration Bond Documents and such other terms and conditions as the Directors (or a duly authorized committee thereof) consider to be appropriate and in the best interests of the Company;</p> <p>(d) any one of the Directors be and is hereby authorized, for and on behalf of the Company, to take all steps he considers necessary or expedient to implement and/or give effect to the transactions contemplated by the Sale and Purchase Agreement including, but not limited to, the Acquisition, entering into the Standby Line of Credit Agreement (the “Standby Line of Credit” as defined in the Circular) and the facility contemplated thereunder and the Consideration Bond Documents, executing all such documents, instruments and agreements and doing all such acts and things as he deems to be incidental or ancillary to or in connection with the matters contemplated under the Sale and Purchase Agreement, the Standby Line of Credit Agreement and the Consideration Bond Documents, and to agree such amendments of the same as he considers are not of a material nature and in the interests of the Company.</p>		

Date this _____ day of _____, 2012

Signed⁵:

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- 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).
- 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A 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 convening the meeting.
- 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power or authority, shall be delivered at the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, 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.
- 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 most or, as the case may be, 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.