



## **MASCOTTE HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 136)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Mascotte Holdings Limited (the “**Company**”) will be held at Room 3503, 35th Floor, Two International Finance Centre, 8 Finance Street, Central, Hong Kong on Friday, 11 May 2007 at 3:00 pm (or any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without amendment or modification, the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** the general mandate granted by the shareholders of the Company to the directors of the Company in the annual general meeting of the Company held on 23 August 2006 (the “AGM”) to allot, issue and otherwise deal with additional shares of the Company (the “Shares”) or securities convertible into Shares, and to make or grant, offers, agreements and options which might require the exercise of such power, on the terms and conditions as set out in items 5 and 7 of the notice of AGM dated 26 July 2006, be and they are hereby revoked.”

By order of the Board of  
**Mascotte Holdings Limited**  
**Lam Yu Ho, Daniel**  
*Managing Director*

Hong Kong, 3 April 2007

*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

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting may appoint one or, he is the holder of two or more shares, more than one proxy to attend and to vote in his stead. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one such person may vote at the meeting, either or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company's share registrars, 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 holding the meeting or any adjournment thereof.
4. Pursuant to bye-law 66 of the bye-laws of the Company, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded. A poll may be demanded by :
  - (a) the chairman of the meeting;
  - (b) at least three shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
  - (c) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all shareholders having the right to vote at the meeting; or
  - (d) a shareholder or shareholders present in person (or in the case of a shareholder being a corporation by its duly authorized representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.
5. As at the date hereof, the board of directors of the Company comprises Ms. Chan Oi Ling, Maria Olimpia (Chairperson) and Mr. Lam Yu Ho, Daniel (Managing Director) as executive Directors, Mr. Wong Yui Leung, Larry, Mr. Lui Wai Shan, Wilson and Mr. Cheung Ngai Lam as independent non-executive Directors.