



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0136)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special 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 Tuesday, 16 October 2007 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **THAT** the agreement dated 8 August 2007 (as amended by a supplemental agreement dated 27 September 2007) (the “**Share Disposal Agreement**”) made between Mascotte Group Limited (“**Share Disposal Vendor**”) (a wholly-owned subsidiary of the Company) and Kada International Investments Limited in respect of the disposal by the Share Disposal Vendor of, among other things, the entire issued share capital of Mascotte Investments Limited (a limited liability company incorporated under the laws of Hong Kong) with voting right at an aggregate consideration of HK\$29,000,000, a copy of the Share Disposal Agreement has been produced to the meeting marked “A” and has been signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated under the Share Disposal Agreement be and are hereby approved and one or more of the directors of the Company be and is and are hereby authorised on behalf of the Company to do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing any of the foregoing matters in accordance with the terms of the Share Disposal Agreement.
2. **THAT** the agreement dated 8 August 2007 (as amended by a supplemental agreement dated 27 September 2007) (the “**Property Disposal Agreement**”) made between Mascotte Hui Zhou Limited (“**Property Disposal Vendor**”) (a wholly-owned subsidiary of the Company) and Ms. Chan Oi Ling, Maria Olimpia in respect of the disposal by the Property Disposal Vendor of the properties known as Shop Units Nos. 201, 202 and 203 on Level 2, Glittery Plaza, No. 65 Qianjin Road, Haizhu District, Guangzhou, Guangdong Province, the People’s Republic of China at an aggregate consideration of HK\$30,000,000, a copy of the Property Disposal Agreement has been produced to the meeting marked “B” and has been signed by the Chairman of the meeting for the purpose of identification, and the transactions contemplated under the Property Disposal Agreement be and are hereby approved and one or more of the directors of the Company be and is and are hereby authorised on behalf of the Company to do all such deeds, acts, matters and things as they may in their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing any of the foregoing matters in accordance with the terms of the Property Disposal Agreement.

3. To re-elect Mr. Peter Temple Whitelam as executive director of the Company and the board of directors of the Company be and is hereby authorised to fix his remuneration.

By order of the Board of
Mascotte Holdings Limited
Mr. Lam Yu Ho, Daniel
Executive Director

Hong Kong, 28 September 2007

*Head office and principal place of
business in Hong Kong:*

1st Floor, Po Chai Industrial Building
28 Wong Chuk Hang Road
Aberdeen
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

As at the date of this notice, the board comprises Ms. Chan Oi Ling, Maria Olimpia (Chairperson), Mr. Lam Yu Ho, Daniel (Managing Director), Mr. Au Yeung Kai Chor, Ms. Wong, Dickie and Mr. Peter Temple Whitelam as executive directors, Mr. Wong Yui Leung, Larry, Mr. Lui Wai Shan, Wilson, Mr. Cheung Ngai Lam and Mr. Chan Sze Hung as independent non-executive directors.

Notes:

- (1) A form of proxy to be used for the meeting is enclosed.
- (2) Any member of the Company entitled to attend and vote at the meeting is 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.
- (3) To be valid, the instrument appointing a proxy must be in writing under the hand of the appointer or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- (4) 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 that power or authority must be deposited at office of the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time for holding the meeting or any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.
- (5) 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 whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- (6) The resolutions under 1 and 2 above will be voted by way of poll.