



MASCOTTE HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON 23 JULY 2014

I/We^(a) _____
of _____
being the registered holder(s) of _____ shares^(b) of HK\$0.01 each in the capital of Mascotte Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE SPECIAL GENERAL MEETING, or^(c) _____
of _____
as my/our proxy to vote and act for me/us at the special general meeting of the Company (the “SGM”) to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Wednesday, 23 July 2014, at 4:30 p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 7 July 2014 convening the SGM.

ORDINARY RESOLUTIONS ^(e)		FOR ^(d)	AGAINST ^(d)
1.	To approve, confirm and ratify the Deed of Amendment I dated 16 June 2014, to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bonds I and authorize the Directors to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Deed of Amendment I and the transactions contemplated thereunder.		
2.	To approve, confirm and ratify the Deed of Amendment II dated 16 June 2014, to grant a specific mandate to the Directors to issue the Conversion Shares upon the exercise of the conversion rights attached to the Convertible Bonds II and authorize the Directors to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Deed of Amendment II and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2014

Signature(s)^(f): _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “**THE CHAIRMAN OF THE SPECIAL GENERAL MEETING** or” here and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- The description of the resolution is by way of summary only. The full text appears in the notice convening the SGM of the Company.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorized.
- Where there are joint holders of any share, any one of such joint holder may vote, either in person 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, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be delivered 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 not less than 48 hours before the time appointed for the holding of the SGM or adjourned meeting.
- The proxy need not be a member of the Company.