



MASCOTTE HOLDINGS LIMITED

馬斯葛集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

PROXY FORM FOR SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY, 15 OCTOBER 2015 AND AT ANY ADJOURNMENT THEREOF

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 MEETING, or^(c)

of _____
as my/our proxy to vote and act for me/us at the special general meeting of the Company to be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 15 October 2015 at 9:30 a.m. and at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions set out in the notice dated 21 September 2015 (the “Notice”) convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

SPECIAL RESOLUTIONS		FOR ^(d)	AGAINST ^(d)
1.	To approve the Capital Reorganization, the Share Consolidation and the Capital Reduction as detailed in the Notice [#]		
2.	To approve the change of name of the Company as detailed in the Notice [#]		
ORDINARY RESOLUTIONS			
3.	To approve the Subscription Agreement, the Specific Mandate, the New Warrant Instrument, the Carpark Management Systems Agreement, the HP Server Systems Agreement, the NetApp Storage Systems Agreement, the Data Backup Systems Agreement and the Network Systems Agreement, as detailed in the Notice [#]		
4.	To approve the Whitewash Waiver as detailed in the Notice [#]		
5.	To approve the appointment of Mr. Peng Jianjun as an executive Director [#]		
6.	To approve the appointment of Mr. Liu Yongzhuo as an executive Director [#]		
7.	To approve the appointment of Mr. Huang Xiangui, Andrew as an executive Director [#]		
8.	To approve the appointment of Mr. Zhuo Yueqiang as an executive Director [#]		
9.	To approve the appointment of Mr. Chau Shing Yim, David as an independent non-executive Director [#]		
10.	To approve the appointment of Mr. Nie Zhixin as an independent non-executive Director [#]		
11.	To approve the appointment of Mr. Chen Haiquan as an independent non-executive Director [#]		

[#] The full text of the resolutions is set out in the Notice.

Dated this _____ day of _____ 2015 Signature(s)^(e): _____

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 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 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 Meeting other than those referred to in the Notice.
- 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 and transfer office 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 Meeting or adjourned meeting.
- The proxy need not be a member of the Company.

* For identification purpose only