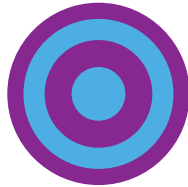


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MASCOTTE HOLDINGS LIMITED

馬斯葛集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 136)

(Stock Code of Warrants: 1493)

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 15 OCTOBER 2015;
(2) GRANT OF THE WHITEWASH WAIVER;
AND
(3) CAPITAL REORGANIZATION**

POLL RESULTS OF THE SGM

The Board is pleased to announce that all resolutions set out in the Notice were duly passed by the Independent Shareholders by way of poll at the SGM held on 15 October 2015.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 8 October 2015, subject to the fulfillment of the conditions set out therein and the compliance by the Subscribers and parties acting in concert with them with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscribers for the Shares (not already owned or agreed to be acquired by the Subscribers and parties acting in concert with them).

* *For identification purpose only*

CAPITAL REORGANIZATION

The Board is pleased to announce that all of the conditions to the Capital Reorganization have been satisfied, and the Capital Reorganization will become effective on 16 October 2015.

Shareholders and potential investors of the Company should note that each of the Completion, the Share Consolidation and the Purchases is subject to certain conditions being fulfilled or waived (if applicable) and may or may not be completed and hence Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

Reference is made to the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) dated 21 September 2015 and the circular of Mascotte Holdings Limited (the “**Company**”) dated 21 September 2015 (the “**Circular**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Independent Shareholders by way of poll at the SGM held on 15 October 2015.

The Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

Details of the poll results in respect of the Resolutions were as follows:

No.	Special resolutions	Number of votes cast (approximate% of number of votes cast)		Total number of votes cast
		For	Against	
1.	To approve the Capital Reorganization, the Share Consolidation and the Capital Reduction as detailed in the Notice	24,636,043,592 (99.93%)	17,757,531 (0.07%)	24,653,801,123
2.	To approve the change of name of the Company as detailed in the Notice	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123

No.	Ordinary resolutions	Number of votes cast (approximate% of number of votes cast)		Total number of votes cast
		For	Against	
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	24,636,043,592 (99.93%)	17,757,531 (0.07%)	24,653,801,123
4.	To approve the Whitewash Waiver	24,636,043,592 (99.93%)	17,757,531 (0.07%)	24,653,801,123
5.	To approve the appointment of Mr. Peng Jianjun as an executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
6.	To approve the appointment of Mr. Liu Yongzhuo as an executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
7.	To approve the appointment of Mr. Huang Xiangui, Andrew as an executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
8.	To approve the appointment of Mr. Zhuo Yueqiang as an executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
9.	To approve the appointment of Mr. Chau Shing Yim, David as an independent non-executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
10.	To approve the appointment of Mr. Nie Zhixin as an independent non-executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123
11.	To approve the appointment of Mr. Chen Haiquan as an independent non-executive Director	24,636,045,123 (99.93%)	17,756,000 (0.07%)	24,653,801,123

Note: the full text of the Resolutions is set out in the Notice.

As more than 75% of the votes were cast in favour of each of the above special resolutions, all of the above special resolutions were duly passed at the SGM; and as more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all of the above ordinary resolutions were duly passed at the SGM.

As at the date of the SGM, the total number of Shares in issue of the Company was 36,742,646,282 Shares.

As set out in the Circular, as (i) HEC Capital Limited and Dr. Kwong Kai Sing, Benny are guarantors of the Company's obligations under the Subscription Agreement, and (ii) Mr. Hui Quincy Kwong Hei, a director of the parent company of Smart Jump Corporation, referred the Subscribers to the Company and attended the MOU meeting, each of Murtsa Capital Management Limited (which is an indirect wholly-owned subsidiary of HEC Capital Limited and held 4,334,680,422 Shares, representing approximately 11.80% of the Company's total issued share capital as at the date of the SGM), Dr. Kwong Kai Sing, Benny (who held 8,560,000 Shares, representing approximately 0.02% of the Company's total issued share capital as at the date of the SGM) and Smart Jump Corporation (which held 2,358,656,694 Shares, representing approximately 6.42% of the Company's total issued share capital as at the date of the SGM) has abstained from voting on all the Resolutions proposed at the SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions proposed at the SGM was 30,040,749,166 Shares.

There were no Shares entitling any Shareholder to attend and vote only for or against any Resolutions at the SGM. Save as disclosed above, no other Shareholders have stated any intention in the Circular to vote against the Resolutions at the SGM or were required to abstain from voting at the SGM.

Effects on the shareholding structure of the Company

For illustration purpose only, the shareholding of the Company (a) as at the date of the SGM; (b) immediately after Completion (assuming no exercise of the Existing Warrants before Completion and there is no other change to the issued Shares) ("**Scenario 1**"); and (c) immediately after Completion (assuming full exercise of the Existing Warrants before Completion and there is no other change to the issued Shares) ("**Scenario 2**") is as follows:

	As at the date of the SGM		Scenario 1: immediately after Completion (assuming no exercise of the Existing Warrants before Completion and there is no other change to the issued Shares)		Scenario 2: immediately after Completion (assuming full exercise of the Existing Warrants before Completion and there is no other change to the issued Shares)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Existing substantial Shareholders						
VMS Investment Group Limited ¹	4,375,000,000	11.91	4,375,000,000	2.98 (public)	4,375,000,000	2.67 (public)
Murtsa Capital Management Limited ²	4,334,680,422	11.80	4,334,680,422	2.95 (public)	4,334,680,422	2.64 (public)
Sub-total	8,709,680,422	23.71	8,709,680,422	5.93	8,709,680,422	5.31

	As at the date of the SGM		Scenario 1: immediately after Completion (assuming no exercise of the Existing Warrants before Completion and there is no other change to the issued Shares)		Scenario 2: immediately after Completion (assuming full exercise of the Existing Warrants before Completion and there is no other change to the issued Shares)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Existing Directors						
Dr. Kwong Kai Sing, Benny ³	8,560,000	0.02	8,560,000	0.01 (public)	13,040,000	0.01 (public)
Mr. Frank H. Miu ⁴	872,000	0.00	872,000	0.00 (public)	1,046,400	0.00 (public)
Sub-total	9,432,000	0.02	9,432,000	0.01	14,086,400	0.01
Public Shareholders						
Smart Jump Corporation ⁵	2,358,656,694	6.42 (public)	2,358,656,694	1.60 (public)	2,358,656,694	1.44 (public)
Other Public Shareholders	25,664,877,166	69.85 (public)	25,664,877,166	17.46 (public)	29,939,422,706	18.24 (public)
Sub-total	28,023,533,860	76.27	28,023,533,860	19.06	32,298,079,400	19.68
Subscribers and parties acting in concert with them						
Solution Key Holdings Limited ⁶	–	–	80,833,821,820	55.00	90,248,061,688	55.00
Water Lily Investment Limited ⁷	–	–	29,394,117,026	20.00	32,817,476,978	20.00
Sub-total	–	–	110,227,938,846	75.00 ⁸	123,065,538,666	75.00
Total	36,742,646,282	100.00	146,970,585,128	100.00	164,087,384,888	100.00

- (1) VMS Investment Group Limited is indirectly wholly-owned by Ms. Mak Siu Hang Viola.
- (2) Murtsa Capital Management Limited is an indirect wholly-owned subsidiary of HEC Capital Limited. Freewill Holdings Limited directly holds approximately 25.6%, and indirectly holds approximately 7.38%, of HEC Capital Limited. Freewill Holdings Limited is beneficially owned as to approximately 32.44% by Freeman Financial Corporation Limited, approximately 21.57% by HEC Development Limited, approximately 21.33% by Mason Financial Holdings Limited, approximately 14.88% by Skyway Securities Group Limited (formerly known as Mission Capital Holdings Limited), approximately 7.07% by Enerchina Holdings Limited and approximately 2.71% by China Optoelectronics Holding Group Co., Limited. Freeman Financial Corporation Limited, Mason Financial Holdings Limited, Skyway Securities Group Limited, Enerchina Holdings Limited and China Optoelectronics Holding Group Co., Limited are companies listed on the Main Board of the Stock Exchange.

- (3) As at the date of the SGM, Dr. Kwong Kai Sing, Benny, an executive Director, held 8,560,000 Shares and Existing Warrants with a face value of HK\$448,000 under which 4,480,000 Shares were issuable upon full exercise. According to the terms of the Subscription Agreement, unless otherwise agreed by the Subscribers, Dr. Kwong Kai Sing, Benny shall resign as a Director with effect from Completion (or where applicable, such earliest date as permitted by the Takeovers Code). Following his resignation, Dr. Kwong Kai Sing, Benny will cease to be a core connected person of the Company and his shareholding in the Company will be counted towards public float of the Company.
- (4) As at the date of the SGM, Mr. Frank H. Miu, an independent non-executive Director held 872,000 Shares and Existing Warrants with a face value of HK\$17,440 under which 174,400 Shares were issuable upon full exercise. According to the terms of the Subscription Agreement, unless otherwise agreed by the Subscribers, Mr. Frank H. Miu shall resign as a Director with effect from Completion (or where applicable, such earliest date as permitted by the Takeovers Code). Following his resignation, Mr. Frank H. Miu will cease to be a core connected person of the Company and his shareholding in the Company will be counted towards public float of the Company.
- (5) Smart Jump Corporation is an indirect wholly-owned subsidiary of Freeman Financial Corporation Limited, a company listed on the Main Board of the Stock Exchange.
- (6) Solution Key Holdings Limited is a nominee of Evergrande to subscribe Evergrande's portion of the Subscription Shares and the New Warrants under the Subscription and a wholly-owned subsidiary of Evergrande.
- (7) Water Lily Investment Limited is a nominee of Mount Yandang to subscribe Mount Yandang's portion of the Subscription Shares and the New Warrants under the Subscription and a wholly-owned subsidiary of Tencent.
- (8) In Scenario 1, the maximum amount of New Warrants, being HK\$78,309,359 New Warrants under which 12,837,599,820 New Warrant Shares will be issuable upon full exercise (based on the initial exercise price equal to the Subscription Price per Share), will be issued to the Subscribers, and the minimum number of Subscription Shares, being 110,227,938,846 Shares, will be issued and allotted to the Subscribers. For illustration purpose only, in Scenario 1, in the event that (a) the Subscribers transfer all their New Warrants to other parties; (b) such New Warrants are subsequently exercised in full by other parties; and (c) the Existing Warrants are exercised in full, (i) the total number of issued Shares will increase from 146,970,585,128 to 164,087,384,888; and (ii) the shareholding of the Subscribers will be diluted from 75.00% to approximately 67.18%.

For illustration purpose only, assuming in Scenario 1, all of the Existing Warrants and the New Warrants are subsequently fully-exercised after Completion by the holders of the Existing Warrants and the Subscribers respectively and there is no other change to the issued Shares, the shareholding structure of the Company will be the same as that in Scenario 2.

Further announcement(s) will be made by the Company upon Completion.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 8 October 2015, subject to the fulfillment of the conditions set out therein and the compliance by the Subscribers and parties acting in concert with them with the Takeovers Code. Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Subscribers for the Shares (not already owned or agreed to be acquired by the Subscribers and parties acting in concert with them).

CAPITAL REORGANIZATION

The Board is pleased to announce that all of the conditions to the Capital Reorganization have been satisfied, and the Capital Reorganization will become effective on 16 October 2015.

Shareholders should note that upon the Capital Reorganization becoming effective, the colour of the share certificates of the Company will be changed from purple to yellow. All existing share certificates in issue will continue to be evidence of title to such securities and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates as a result of the Capital Reorganization.

Shareholders and potential investors of the Company should note that each of the Completion, the Share Consolidation and the Purchases is subject to certain conditions being fulfilled or waived (if applicable) and may or may not be completed and hence Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
MASCOTTE HOLDINGS LIMITED
Chung Yuk Lun
Chairman

Hong Kong, 15 October 2015

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Chung Yuk Lun (*Chairman*)
Dr. Kwong Kai Sing, Benny (*Managing Director*)
Mr. Chow Chi Wah, Vincent

Independent Non-executive Directors

Mr. Frank H. Miu
Mr. Robert James Iaia II
Mr. Hung Cho Sing
Mr. Chung Kong Fei, Stephen

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.