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## **Mason Financial Holdings Limited**

**民信金控有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 273)**

### **RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF SIX (6) RIGHTS SHARES FOR EVERY FIVE (5) SHARES HELD ON THE RIGHTS ISSUE RECORD DATE**

#### **RESULTS OF THE RIGHTS ISSUE**

The Board is pleased to announce that as at 4:00 p.m. on Wednesday, 1 February 2017, being the Latest Time for Acceptance of, and payment for, the Rights Shares and for application and payment for the excess Rights Shares, the Company received a total of 75 valid acceptances and applications for a total of 39,184,766,781 Rights Shares, which comprised:

- (i) 41 valid acceptances of the provisional allotment under the PALs in respect of a total of 21,340,403,456 Rights Shares, representing approximately 96.5% of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue; and
- (ii) 34 valid applications for excess Rights Shares under the EAFs in respect of a total of 17,844,363,325 Rights Shares, representing approximately 80.7% of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue.

In aggregate, 39,184,766,781 Rights Shares validly accepted and applied for under the PALs and the EAFs represented approximately 1.77 times of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was oversubscribed by 17,059,967,331 Rights Shares, representing approximately 77.1% of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue.

## **UNDERWRITING AGREEMENT**

As all the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement was not terminated by the Underwriter prior to the Latest Time for Termination, the Rights Issue and the Underwriting Agreement became unconditional at 4:00 p.m. on Thursday, 2 February 2017.

Given the Rights Issue was over-subscribed, the underwriting obligation of the Underwriter under the Underwriting Agreement has ceased.

## **EXCESS RIGHTS SHARES**

Based on the number of valid acceptances of provisional allotment under the PALs referred to above, 784,395,994 Rights Shares were available as excess Rights Shares for subscription under the EAFs. The Board has resolved to allot all of the excess Rights Shares as set out below in this announcement.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest), will be despatched to those entitled thereto by ordinary mail on Wednesday, 8 February 2017 at their own risk. Each Shareholder will receive one share certificate for all allotted Rights Shares.

## **COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, 9 February 2017.

Reference is made to the prospectus of Mason Financial Holdings Limited (the “**Company**”) dated 13 January 2017 (the “**Prospectus**”) in relation to the Rights Issue. Unless otherwise defined, all capitalised terms used herein shall have the respective meanings ascribed to them in the Prospectus.

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- (ii) 34 valid applications for excess Rights Shares under the EAFs in respect of a total of 17,844,363,325 Rights Shares, representing approximately 80.7% of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue.

Pursuant to the Irrevocable Undertakings, Grace Gorgeous, Future Achiever, Mr. Ko Po Ming and True Elite have subscribed for 4,611,029,958, 3,687,456,000, 313,440,000 and 239,688,000 Rights Shares, respectively. Grace Gorgeous and Future Achiever have also applied for 3,674,522,000 and 2,153,846,200 excess Rights Shares, respectively, by way of excess application under their respective EAFs.

In aggregate, 39,184,766,781 Rights Shares validly accepted and applied for under the PALs and the EAFs represented approximately 1.77 times of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue. Accordingly, the Rights Issue was oversubscribed by 17,059,967,331 Rights Shares, representing approximately 77.1% of the total number of 22,124,799,450 Rights Shares available for subscription under the Rights Issue.

## **UNDERWRITING AGREEMENT**

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Given the Rights Issue was over-subscribed, the underwriting obligation of the Underwriter under the Underwriting Agreement has ceased.

## **EXCESS RIGHTS SHARES**

Based on the number of valid acceptances of provisional allotment under the PALs referred to above, 784,395,994 Rights Shares were available as excess Rights Shares for subscription under the EAFs, representing approximately 4.39% of the 17,844,363,325 excess Rights Shares applied for under the EAFs.

Given that the number of excess Rights Shares is insufficient to satisfy all valid applications, the Board has resolved to issue and allocate the 784,395,994 excess Rights Shares on a fair and equitable basis in proportion to the number of excess Rights Shares being applied for under each application, and on the following principles:

- (a) preference will be given to topping up odd lots to whole board lots;
- (b) the allocation of any excess Rights Shares to any Qualifying Shareholders (Rights Issue) would not cause the Company to breach the public float requirements under Rule 8.08 of the Listing Rules immediately after completion of the Rights Issue; and
- (c) no application for any excess Rights Shares should be made with intention to abuse the mechanism.

Shareholders with Shares held by a nominee (or which are held in CCASS) should note that the Board will consider the nominee (including HKSCC Nominees Limited) as one single Shareholder according to the register of members of the Company. Accordingly, such Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to the relevant beneficial owners individually.

## SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares (Note 5)</i>	<i>Approximate %</i>
Grace Gorgeous ( <i>Note 1</i> )	3,842,524,965	20.84	8,615,000,000 ( <i>Note 6</i> )	21.24
Future Achiever	3,072,880,000	16.67	6,854,960,000	16.90
Mr. Ko Po Ming ( <i>Note 2</i> )	261,200,000	1.42	574,640,000	1.42
True Elite ( <i>Notes 2 and 3</i> )	199,740,000	1.08	439,428,000	1.08
Other public Shareholders	<u>11,060,987,910</u>	<u>59.99</u>	<u>24,078,104,325</u>	<u>59.36</u>
Total ( <i>Note 4</i> )	<u>18,437,332,875</u>	<u>100.00</u>	<u>40,562,132,325</u>	<u>100.00</u>

*Notes:*

- (1) Grace Gorgeous is owned as to 40% by First Elite Ventures Limited, which is wholly-owned by Mr. Tong Tang, Joseph, who is a non-executive Director and the Joint Chairman of the Company. Accordingly, First Elite Ventures Limited and Mr. Tong Tang, Joseph are deemed to be interested in the Shares owned by Grace Gorgeous for the purpose of Part XV of the SFO.
- (2) Mr. Ko Po Ming and Mr. Chang Tat Joel are executive Directors.
- (3) These Shares are held by True Elite, a company wholly-owned by Mr. Chang Tat Joel.
- (4) The percentage figures have been subject to rounding adjustments. Any discrepancies between totals and sums of amounts listed herein are due to rounding adjustments.
- (5) The number of Shares is calculated based on the allocation principles set out in the paragraph headed "Excess Rights Shares" in this announcement and may be subject to slight variation due to aggregation and/or rounding for Shares held through nominees (including through CCASS).

- (6) The 8,615,000,000 Shares includes (i) 3,842,524,965 Shares immediately before Completion of the Rights Issue; (ii) 4,611,029,958 Rights Shares subscribed for by Grace Gorgeous pursuant to the Irrevocable Undertaking; and (iii) 161,445,077 excess Rights Shares estimated to be allocated and issued, which is calculated based on the allocation principle set out above, representing approximately 4.39% of the 3,674,522,000 excess Rights Shares applied for by Grace Gorgeous by way of excess application under the EAF. As Grace Gorgeous holds the Shares through CCASS, the actual number of excess Rights Shares that will be issued and allocated to Grace Gorgeous is not ascertainable as at the date of this announcement.

## **DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES**

It is expected that the share certificates for the Rights Shares, in their fully-paid form, and the refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (without interest), will be despatched to those entitled thereto by ordinary mail on Wednesday, 8 February 2017 at their own risk. Each Shareholder will receive one share certificate for all allotted Rights Shares.

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### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots of Rights Shares arising from the Rights Issue, the Company will arrange odd lot matching services for the sale and purchase of odd lots of Rights Shares at the relevant market price per Rights Share, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Rights Shares to make up a full board lot, or to dispose of their holding of odd lots of the Rights Shares. Shareholders who wish to utilise the service should contact Ms. Sandra Cheung of Mason Securities Limited at (852) 2218 2818, Portion 1, 12/F, The Center, 99 Queen's Road Central, Hong Kong during the period from Thursday, 9 February 2017 to Thursday, 9 March 2017, both days inclusive.

**Holders of odd lots of the Shares should note that successful matching of the sale and purchase of odd lots of the Rights Shares is not guaranteed. If you are in any doubt as to the above arrangements, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

On behalf of the Board  
**Mason Financial Holdings Limited**  
**Ko Po Ming**  
*Joint Chairman and Chief Executive Officer*

Hong Kong, 7 February 2017

*As at the date of this announcement, the Board comprises:*

*Executive Directors:*

Mr. Ko Po Ming (*Joint Chairman and Chief Executive Officer*)

Mr. Chang Tat Joel

Mr. Man Wai Chuen

Ms. Lui Choi Yiu, Angela

*Non-executive Director:*

Mr. Tong Tang, Joseph (*Joint Chairman*)

Ms. Hui Mei Mei, Carol

*Independent Non-executive Directors:*

Mr. Lam Yiu Kin

Mr. Yuen Kwok On

Mr. Tian Ren Can