

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

CHANGE OF DIRECTORS AND CHIEF FINANCIAL OFFICER ; CHANGE OF AUTHORISED REPRESENTATIVE ; AND CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

CHANGE OF DIRECTORS AND CHIEF FINANCIAL OFFICER

The board of directors (the “**Board**”) of Mason Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that:

1. with effect from 16 April 2020, Mr. Ng Yu Yuet (“**Mr. Ng**”) has been appointed as the independent non-executive director of the Company;
2. with effect from 16 April 2020, Ms. Han Ruixia (“**Ms. Han**”) has been appointed as the executive director of the Company (the “**Executive Director**”);
3. with effect from 16 April 2020, Ms. Fu Yau Ching, Shirley (“**Ms. Fu**”) has resigned as Executive Director to devote more time on other business endeavours;
4. with effect from 16 April 2020, Mr. Cao Lu (“**Mr. Cao**”) has resigned as Executive Director to devote more time on other business endeavours;
5. with effect from 21 April 2020, Ms. Lui Choi Yiu, Angela (“**Ms. Lui**”) has resigned as the Executive Director and chief financial officer of the Group (the “**Chief Financial Officer**”) due to health issue; and
6. with effect from 21 April 2020, Mr. Zhang Zhenyi (“**Mr. Zhang**”) has been appointed as the Executive Director and Chief Financial Officer.

The Board is not aware of any disagreement between Ms. Fu, Mr. Cao and Ms. Lui and the Board or any matters that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to their resignations.

Biographical details of Mr. Ng, Ms. Han and Mr. Zhang are set out as follows:

Mr. Ng Yu Yuet

Mr. Ng Yu Yuet, aged 48, has more than 25 years’ experience in auditing, accounting and finance. He is currently running a professional accounting firm with other partners in Hong Kong. He has also worked for a number of local and international accounting firms in Hong Kong and listed companies on the Stock Exchange, between the years of 1993 to 2009. Mr. Ng obtained a Master Degree in Business Administration from The Open University of Hong Kong in 2004 and is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. Ng entered into a letter of appointment with the Company for a term of three years commencing on 16 April 2020 subject to retirement from office and re-election at the first annual general meeting of the Company after his appointment and subsequently subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation from office in accordance with the articles of association of the Company.

Mr. Ng is entitled to a remuneration of HK\$360,000 per annum for his appointment as an independent non-executive director, which has been determined by reference to the duties and responsibilities of an independent non-executive director and the prevailing market conditions.

Ms. Han Ruixia

Ms. Han Ruixia, aged 35, has over 10 years’ experiences in the field of finance, fund management and risk management. She is currently the chief risk officer of the Group (the “**Chief Risk Officer**”) and a director of certain subsidiaries and associates of the Company. She is responsible for overseeing risk management, legal and compliance functions of the Group and supervising the provision of legal and risk services to support the Group’s transactions and the operations of business unit. Ms. Han is an independent non-executive director of China Gold International Resources Corp. Ltd. (a company listed on the main board of the Stock Exchange, stock code: 2099). She was the head of operations and risk of MEC Advisory Limited, which is the sole investment advisor to Can-China Global Resource Fund. Ms. Han’s role covered investment, accounting, finance treasury and investor relationships related matters. Prior to joining MEC Advisory Limited in 2014, Ms. Han was an investment manager at The Export-Import Bank of China (China EXIM Bank).

Ms. Han has obtained her PhD of Economics (Finance), Master degree in Applied Economics (Venture Capital) and Bachelor of Economics (Finance) from Renmin University of China.

Ms. Han entered into a service agreement with the Company for a term of three years commencing on 16 April 2020 subject to retirement from office and re-election at the first annual general meeting of the Company after her appointment and subsequently subject to retirement from office by rotation and re-election at the annual general meeting of the Company and vacation from office in accordance with the articles of association of the Company.

Ms. Han is entitled to a remuneration of HK\$3,000,001 per annum (including salary as the Chief Risk Officer and director's fee) plus discretionary bonus in respect of her appointment which has been determined by reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

Mr. Zhang Zhenyi

Mr. Zhang Zhenyi, aged 39, has over 15 years' experience in financial, risk and investment management. From January 2018 to February 2020, he was an executive director, chief financial officer, authorized representative and authorized person of Wan Kei Group Holdings Limited ("**Wan Kei Group**") (a company listed on the main board of the Stock Exchange, stock code: 1718), and has been re-designated to a non-executive director of Wan Kei Group from March 2020. He also acts as an independent non-executive director, a member of each of the audit committee, remuneration committee and nomination committee of Carry Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643) and independent non-executive director of Jiangsu Protruly Vision Technology Group Company Limited (江蘇保千里視像科技集團股份有限公司) (a company listed on the Shanghai Stock Exchange, Stock Code: 600074) since March 2017 and July 2018 respectively. Mr. Zhang obtained a master degree of business management* (工商管理碩士學位) from the University of Science and Technology Beijing in 2011. He also holds qualifications as a Certified Public Accountant, Senior International Finance Manager and Senior Accountant in the PRC. Mr. Zhang is a fellow member of the Chartered Institute of Management Accountants and holds the certificate of Chartered Global Management Accountant and certificate of independent director of the Shanghai Stock Exchange. He is also a director of certain subsidiaries and associates of the Company.

Mr. Zhang entered into a service agreement with the Company for a term of three years commencing on 21 April 2020 subject to retirement from office and re-election at the first annual general meeting of the Company after his appointment and subsequently subject to retirement from office by rotation and re-election at the annual general meeting of the

Company and vacation from office in accordance with the articles of association of the Company.

Mr. Zhang is entitled to a remuneration of HK\$1,800,001 per annum (including salary as the Chief Financial Officer and director's fee) plus discretionary bonus in respect of his appointment which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

Save as disclosed above, Mr. Ng, Ms. Han and Mr. Zhang do not hold any directorship in any public companies which are listed on any securities markets in Hong Kong or overseas in the last three years or any other positions with the Company and other members of the Group or have other major appointments and professional qualifications.

As at the date of this announcement, Mr. Ng, Ms. Han and Mr. Zhang confirm that each of them does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

The Board is not aware of any other information required to be disclosed pursuant to paragraphs (h) to (v) of Rules 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") or any other matters ought to be brought to the attention of the shareholders of the Company.

The Board would like to extend a warm welcome to Mr. Ng, Ms. Han and Mr. Zhang in joining the Board and take this opportunity to express its gratitude to Ms. Fu, Mr. Cao and Ms. Lui for their contribution towards the Company during their tenure of service.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board announces that, with effect from 21 April 2020:

1. Ms. Lui ceased to act as one of the authorised representatives of the Company (the "**Authorised Representative(s)**") under Rule 3.05 of the Listing Rules; and
2. Mr. Zhang, the executive director of the Company, has been appointed as one of the Authorised Representatives.

Following the above changes, the Authorised Representatives are Mr. Zhang and Ms. Dong Jiayin.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board announces that, with effect from 16 April 2020, following the appointment of Mr. Ng as an independent non-executive director of the Company, Mr. Ng will be appointed as a member of each of the audit committee of the Company (the “**Audit Committee**”), the nomination committee of the Company (the “**Nomination Committee**”) and the remuneration committee of the Company (the “**Remuneration Committee**”).

Following the above changes,

1. the Audit Committee comprises four members, namely Mr. Wu Xu’an as chairman, Mr. Tian Ren Can (“**Mr. Tian**”), Mr. Wang Cong (“**Mr. Wang**”) and Mr. Ng;
2. the Nomination Committee comprises four members, namely Mr. Wang as chairman, Ms. Hui Mei Mei, Carol (“**Ms. Hui**”), Mr. Tian and Mr. Ng; and
3. the Remuneration Committee comprises four members, namely Mr. Wang as chairman, Ms. Hui, Mr. Tian and Mr. Ng.

By Order of the Board
Mason Group Holdings Limited
Dong Jiayin
Company Secretary

Hong Kong, 16 April 2020

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

Executive Directors:

Ms. Lui Choi Yiu, Angela

Ms. Han Ruixia

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Wu Xu’an

Mr. Ng Yu Yuet

**For identification purpose only*