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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Mason Financial Holdings Limited (the “**Company**”), you should at once hand this supplemental circular, together with the accompanying revised form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS  
RELATING TO RE-ELECTION OF DIRECTORS  
AT ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular (the “**Circular**”) issued by the Company to the shareholders of the Company dated 25 April 2016 and the notice convening the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m (the “**AGM**”). A revised form of proxy (the “**Revised Proxy Form**”) is also enclosed with this supplemental circular for use at the AGM. The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company’s share registrar and transfer office, **Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong** as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5 May 2016

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## CONTENT

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<b>Letter from the Board</b> .....	1
Introduction .....	1
Re-election of Directors .....	2
Supplemental Notice of AGM and the Revised Proxy Form .....	2
Recommendation .....	3
General .....	3
<b>Appendix I — Biographical details of Mr. Tong, Ms. Lui and Mr. Tian</b> .....	4
<b>Appendix II — Special arrangements about completion and submission of the Revised Proxy Form</b> .....	7
<b>Supplemental notice of AGM</b> .....	8

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LETTER FROM THE BOARD

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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)**

*Executive Directors*

Mr. Cheung Wing Ping  
Mr. Man Wai Chuen  
Ms. Lui Choi Yiu, Angela

*Registered Office and Principal Office*  
Units 4708-10, 47/F,  
The Center,  
99 Queen's Road Central  
Hong Kong

*Non-executive Directors*

Mr. Tong Tang, Joseph (*Chairman*)  
Dr. Xia Xiaoning

*Independent Non-executive Directors*

Mr. Lam Yiu Kin  
Mr. Yuen Kwok On  
Mr. Tian Ren Can

5 May 2016

*To the Shareholders*

Dear Sir or Madam

**SUPPLEMENTAL CIRCULAR  
TO  
THE CIRCULAR TO SHAREHOLDERS DATED 25 APRIL 2016  
RELATING TO RE-ELECTION OF DIRECTORS  
AT ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular (the “**Circular**”) issued by the Company to the shareholders of the Company dated 25 April 2016 which contains, among others, information relating to the re-election of Directors at the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m (the “**AGM**”).

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors, and to give you a supplemental notice of AGM and the Revised Proxy Form (as defined below). Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Reference is made to the announcement (the “**Announcement**”) of the Company dated 25 April 2016 in relation to the change of directors and composition of board committees with effect from 26 April 2016. Details of such resignations and appointments have been set out in the Announcement.

Pursuant to Article 96 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as Director either to fill a casual vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Directors. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhang Yongdong and Ms. Cheung Ka Yee, both resigned as Directors with effect from 26 April 2016, will no longer seek for re-election at the AGM. Mr. Tong Tang, Joseph (“**Mr. Tong**”), Ms. Lui Choi Yiu Angela (“**Ms. Lui**”) and Mr. Tian Ren Can (“**Mr. Tian**”), who were appointed as Directors with effect from 26 April 2016, will hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

The biographical details of Mr. Tong, Ms. Lui and Mr. Tian are set out in Appendix I to this supplemental circular.

### SUPPLEMENTAL NOTICE OF AGM AND THE REVISED PROXY FORM

The AGM will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m. as originally scheduled. A supplemental notice of AGM is set out on pages 8 to 9 of this supplemental circular. The original ordinary resolution no. 2 in the notice of AGM sent to the Shareholders on 25 April 2016 (“**First AGM Notice**”) will be amended to include the additional resolutions for re-election of Mr. Tong as a non-executive Director, Ms. Lui as an executive Director and Mr. Tian as an independent non-executive Director respectively. Save as disclosed, all the resolutions proposed in the First AGM Notice will remain unchanged and the Circular and the First AGM Notice remains valid.

As a result of the addition of the Directors to retire and offer for re-election at the AGM subsequent to the despatch of the Circular and the accompanying form of proxy (the “**First Proxy Form**”), a new form of proxy (the “**Revised Proxy Form**”) is prepared and is enclosed with this supplemental circular.

Special arrangements about completion and submission of the Revised Proxy Form are set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

In addition to the recommendation contained in the Circular, upon recommendation by the Company's Nomination Committee, the Board also recommends Mr. Tong, Ms. Lui and Mr. Tian to stand for re-election as Directors in view of their experience and qualifications. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant separate resolutions to be proposed at the AGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Your faithfully,  
For and on behalf of the board of directors of  
**Mason Financial Holdings Limited**  
**Man Wai Chuen**  
*Company Secretary*

**MR. TONG TANG, JOSEPH (“Mr. Tong”)**

Mr. Tong, aged 56, has been appointed as a non-executive Director and the Chairman of the Company, and is the Chairman of the nomination committee of the Company since 26 April 2016. Mr. Tong has over 30 years of experience in the financial services industry. He was an executive director of Sun Hung Kai & Co. Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 86), from 4 December 2003 to 25 January 2016. During this period, he held various positions including chief executive officer of the Capital Markets and Institutional Brokerage department. He has also previously held senior positions with a number of international banks and financial institutions, including ABN AMRO Bank, CCIC Finance Limited, Bain & Co. Securities Limited and Bali International Finance Limited. Mr Tong is also an independent director of Jih Sun Financial Holding Co., Ltd. (and two of its subsidiaries), the shares of which are listed on the Gre Tai Securities Market (GTSM) in Taiwan and an independent non-executive director of Carry Wealth Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 643). Mr. Tong has a Bachelor’s Degree in Social Sciences from the University of Hong Kong and a Master’s Degree in Business Administration from the Chinese University of Hong Kong, and is a fellow member of the Association of Chartered Certified Accountants.

Mr. Tong has entered into service agreement with the Company. Mr. Tong has no specific term of office, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Tong will be entitled to a director’s fee of HK\$240,000 per annum or a pro rata amount for any incomplete year in respect of his appointment. His emolument is determined having regard to the scope of responsibility and accountability, his experience and abilities, the Company’s performance, market practice and prevailing market conditions.

Save as disclosed above, Mr. Tong did not hold any other position in the Company or any subsidiaries of the Company nor any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Tong does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Mr. Tong has no interest in any shares of the Company within the meaning of Part XV of the SFO.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

**MS. LUI CHOI YIU, ANGELA (“Ms. Lui”)**

Ms. Lui, aged 42, has been appointed as an executive Director, is the chief financial officer of the Group, the director of a subsidiary and the member of nomination committee since 26 April 2016. She is responsible for overall financial strategies, planning and management of the Group. Prior to joining the Group, Ms. Lui had over 4 years of experience in audits in an international certified public accounting firms, over 16 years of experience in accounts, finance, operations, compliance and company secretarial duties in a listed securities firm and over seven years of experience in company secretarial duties in a listed electroplating equipment designing and manufacturing company in Hong

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**APPENDIX I      BIOGRAPHICAL DETAILS OF MR. TONG, MS. LUI AND MR. TIAN**

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Kong. She has over 20 years of experience in finance, accounting and management as well as extensive experience in management and operations of securities business. Ms. Lui graduated with a Bachelor of Science degree in Accounting from Azusa Pacific University in California, USA and a Postgraduate Diploma in Corporate Administration from Hong Kong Polytechnic University. She is currently a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Ms. Lui has entered into executive director service agreement with the Company. The appointment of Ms. Lui is for a term of three years commencing from 26 April 2016 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association. Ms. Lui will be entitled to a remuneration of HK\$1,560,000 per annum (including salary and director's fee) plus discretionary bonus in respect of her appointment. Her emolument is determined having regard to the scope of responsibility and accountability, her experience and abilities, the Company's performance, market practice and prevailing market conditions.

Save as disclosed above, Ms. Lui did not hold any other position in the Company or any subsidiaries of the Company nor any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Ms. Lui does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Ms. Lui has no interest in any shares of the Company within the meaning of Part XV of the SFO.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

**MR. TIAN REN CAN (“Mr. Tian”)**

Mr. Tian, aged 54, has been appointed as an independent non-executive Director of the Company, and is the members of the audit committee, remuneration committee and nomination committee of the Company since 26 April 2016. Mr. Tian has more than 20 years of working experience in the field of finance. Mr. Tian is currently the chief executive officer of UBP Investments Management (Shanghai) Limited. He was the chief executive officer of HFT Investments Management Co., Ltd. from April 2003 to March 2015. Before that, Mr. Tian worked for multi-national financial institutes. Mr. Tian obtained a Master Degree of Business Administration awarded jointly by Manchester Business School and University of Wales of the United Kingdoms. He obtained a Master Degree in Political Sciences International Relations from Shanghai International Studies University. Mr. Tian graduated from Shanghai Foreign Languages Institute with a Bachelor Degree in French Language and French Literature.

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**APPENDIX I      BIOGRAPHICAL DETAILS OF MR. TONG, MS. LUI AND MR. TIAN**

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Mr. Tian has entered into service agreement with the Company. The appointment of Mr. Tian is for a term of three years commencing from 26 April 2016 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association. Mr. Tian will be entitled to a director's fee of HK\$240,000 per annum or a pro rata amount for any incomplete year as determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Tian did not hold any other position in the Company or any subsidiaries of the Company nor any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. Tian does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders (within the meaning of the Listing Rules). Mr. Tian has no interest in any shares of the Company within the meaning of Part XV of the SFO.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.



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## APPENDIX II      SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

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### SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM

A Shareholder who has not yet lodged the First Proxy Form with the Company's share registrar and transfer office is required to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy/proxies to attend the AGM on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company's share registrar and transfer office. A Shareholder who has already lodged the First Proxy Form with the Company's share registrar and transfer office should note that:

- (i) if no Revised Proxy Form is lodged with the Company's share registrar and transfer office, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her/its discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-election of Mr. Tong as a non-executive Director, Ms. Lui as an executive Director and Mr. Tian as an independent non-executive Director;
- (ii) if the Revised Proxy Form is lodged with the Company's share registrar and transfer office 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Revised Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by such Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the Company's share registrar and transfer office after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy under the Revised Proxy Form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company's share registrar and transfer office.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

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## SUPPLEMENTAL NOTICE OF AGM

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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)**

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

**THIS NOTICE** is supplemental to the notice of the annual general meeting (the “**First Notice of AGM**”) dated 25 April 2016 and given by Mason Financial Holdings Limited (the “**Company**”) to convene the annual general meeting of the Company (the “**AGM**”) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m. Details of the proposed resolutions to be considered at the AGM were stated in the First Notice of AGM.

Due to the matters as set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 5 May 2016, the following resolution numbered 2 as set out in the First Notice of AGM shall be revised from:

- “2. To re-elect the following retiring directors of the Company:
- (i) Mr. Zhang Yongdong as an executive director;
  - (ii) Ms. Cheung Ka Yee as an executive director;
  - (iii) Mr. Man Wai Chuen as an executive director;
  - (iv) Dr. Xia Xiaoning as a non-executive director;
  - (v) Mr. Lam Yiu Kin as an independent non-executive director; and
  - (vi) Mr. Yuen Kwok On as an independent non-executive director.”

to

- “2. To re-elect the following retiring directors of the Company:
- (i) Mr. Man Wai Chuen as an executive director;
  - (ii) Ms. Lui Choi Yiu, Angela as an executive director;
  - (iii) Mr. Tong Tang, Joseph as a non-executive director;
  - (iv) Dr. Xia Xiaoning as a non-executive director;

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## SUPPLEMENTAL NOTICE OF AGM

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- (v) Mr. Lam Yiu Kin as an independent non-executive director;
- (vi) Mr. Tian Ren Can as an independent non-executive director;
- (vii) Mr. Yuen Kwok On as an independent non-executive director; and
- (viii) to authorise the board of directors to fix the directors' remuneration."

Save as set out above, all resolutions contained in the First Notice of AGM will remain to have full force and effect.

By order of the Board  
**Mason Financial Holdings Limited**  
**Man Wai Chuen**  
*Company Secretary*

5 May 2016

*Registered and Principal Office:*

Units 4708-10, 47/F  
The Center  
99 Queen's Road Central  
Hong Kong

**Notes:**

1. A revised form of proxy (the "**Revised Proxy Form**") is enclosed with the Supplemental Circular. Please refer to the appendix II to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the First Notice of AGM for details of the other ordinary resolutions to be proposed at the AGM and other relevant matters.

*As at the date of this notice, the Board comprises:-*

*Executive Directors:*

Mr. Cheung Wing Ping  
Mr. Man Wai Chuen  
Ms. Lui Choi Yiu, Angela

*Non-executive Directors:*

Mr. Tong Tang, Joseph (*Chairman*)  
Dr. Xia Xiaoning

*Independent Non-executive Directors:*

Mr. Lam Yiu Kin  
Mr. Yuen Kwok On  
Mr. Tian Ren Can