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

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

**If you have sold or transferred** all your Shares in **Mason Financial Holdings Limited**, you should at once hand this circular with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY-BACK SHARES,  
REFRESHMENT OF SCHEME MANDATE LIMIT,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Monday, 22 May 2017 at 10:00 a.m. is set out on pages 18 to 22 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same 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 holding the AGM or any adjournment thereof. Completion and return of the 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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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 22 May 2017 at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong, or any adjournment thereof, notice of which is set out on pages 18 to 22 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be sought at the AGM to authorise the Directors to buy-back Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Company”	Mason Financial Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be sought at the AGM to authorise the Directors to issue new Shares up to not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM and the extension thereof by a separate resolution to include the Shares bought back under the Buy-back Mandate on the terms set out in the notice of AGM
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	7 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all the share options to be granted under the Share Option Scheme and such other schemes of the Company, which shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme by the Shareholders and thereafter, it refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share (s)”	share (s) in the capital of the Company
“Shareholder (s)”	holder (s) of Share (s)
“Share Option Scheme”	the share option scheme adopted by the Company and approved by Shareholders on 22 May 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	as defined in the SFO
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

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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. Ko Po Ming (*Joint Chairman &  
Chief Executive Officer*)  
Mr. Chang Tat Joel  
Ms. Lui Choi Yiu, Angela  
Mr. Man Wai Chuen

*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 (*Joint Chairman*)  
Ms. Hui Mei Mei, Carol

*Independent Non-executive Directors:*

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

13 April 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY-BACK SHARES,  
REFRESHMENT OF SCHEME MANDATE LIMIT,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with notice of the AGM and information regarding resolutions to be proposed at the AGM, relating to (i) the proposed grant of the general mandates to issue Shares and to buy-back Shares; (ii) refreshment of Scheme Mandate Limit of Share Option Scheme; and (iii) re-election of directors.

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## LETTER FROM THE BOARD

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We regard the annual general meetings as one of the principal channels to communicate with our Shareholders, and you are cordially invited to attend the Company's forthcoming AGM.

### **GENERAL MANDATES TO ISSUE SHARES AND BUY-BACK SHARES**

The Directors are seeking the passing of the ordinary resolutions at the AGM to grant the general and unconditional mandates to the Board to exercise all powers of the Company to (i) allot and issue new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing such resolution at the AGM; and (ii) to buy-back Shares on the Stock Exchange not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing such resolution at the AGM. Subject to the passing of the aforesaid ordinary resolutions in relation to the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate to issue further Shares in an amount equal to the total number of Shares that have been bought back under the Buy-back Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 44,618,345,557. Assuming that no further Shares will be issued or bought back prior to the AGM, subject to the approval of the General Mandate by the Shareholders, the Company will be allowed to issue a maximum of 8,923,669,111 Shares under the proposed General Mandate.

An explanatory statement containing information relating to the Buy-back Mandate as required pursuant to the Listing Rules, is set out in the Appendix I of this circular.

### **REFRESHMENT OF SCHEME MANDATE LIMIT OF SHARE OPTION SCHEME**

The Board also proposes to seek approval of the Shareholders to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. The Share Option Scheme was approved on 22 May 2012 by the Shareholders and it is valid and effective for a period of ten years. Pursuant to Rule 17.03(3) of the Listing Rules, the Company may seek approval by its Shareholders in general meeting for "refreshing" the 10% limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company (or its subsidiaries) under the limit as "refreshed" must not exceed 10% of the Shares in issue as at the date of approving refreshment of the limit. The share options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as "refreshed". The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the total number of Shares of the Company (or its subsidiaries) in issue from time to time. No share options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

The existing Scheme Mandate Limit was refreshed at the annual general meeting of the Company held on 29 May 2015, pursuant to which the Directors were authorised to grant share options carrying rights to subscribe for up to a maximum number of 1,536,445,287 Shares, which represented 10% of the then total number of Shares in issue as at the date of that meeting.

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## LETTER FROM THE BOARD

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Since the approval of the refreshment of the scheme mandate limit on 29 May 2015 and up to the Latest Practicable Date, no options have been granted, exercised, lapsed or cancelled under the Share Option Scheme. There are no options under the Share Option Scheme or any other schemes of the Company granted which remain outstanding or unexercised as at the Latest Practicable Date.

In order to provide the Company with greater flexibility in granting share options to eligible persons (including but not limited to employees and Directors) of the Company under the Share Option Scheme as incentives or rewards for their contribution to the Group, the Board decided to seek the approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit at the AGM. The Directors consider that such refreshment of the Scheme Mandate Limit is in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the total number of Shares in issue was 44,618,345,557. Assuming no Shares will be issued or bought back prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the Directors will be authorized to issue options to subscribe for a total of 4,461,834,555 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

No outstanding share options of the Company will lapse as a result of the refreshment of the Scheme Mandate Limit and the aggregate number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the total number of Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders' approval at the AGM; and
- (b) the Listing Committee granting approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit of the Share Option Scheme.

Application will be made to the Listing Committee for obtaining the approval mentioned in paragraph (b) above.

### RE-ELECTION OF DIRECTORS

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. Ko Po Ming (“**Mr. Ko**”), Mr. Chang Tat Joel (“**Mr. Chang**”) and Ms. Hui Mei Mei, Carol (“**Ms. Hui**”) will hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Pursuant to Article 115 of the Articles of Association, one-third of the Directors for the time being, (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Tong Tang, Joseph (“**Mr. Tong**”), Ms. Lui Choi Yiu, Angela (“**Mr. Lui**”) and Mr. Tian Ren Can (“**Mr. Tian**”) will retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

The Board has considered the assessments of the Company’s Nomination Committee that Mr. Ko, Mr. Chang and Ms. Lui have contributed effectively to the Company and that their continual contributions are essential to the Company’s growth and accordingly, the Board recommends Mr. Ko, Mr. Chang and Ms. Lui to stand for re-election as executive Directors at the forthcoming AGM.

Further, the Board has also considered the recommendations of the Nomination Committee with regards to the re-election of Mr. Tong and Ms. Hui as the non-executive directors of the Company. Mr. Tong, who is the non-executive Joint Chairman of the Board has over 30 years of extensive experience in the finance industry and provides the strategic direction for the Group on the macro level. Ms. Hui has brought a wealth of experience in management and strategic planning of listed companies to the Group since she joined the Board in October 2016. The Board, therefore, recommends Mr. Tong and Ms. Hui to stand for re-election as non-executive Directors at the forthcoming AGM.

Finally, the Board has also considered the recommendations of the Nomination Committee with regards to Mr. Tian Ren Can who has demonstrated his ability to provide independent views and advice to the Company effectively and hence, concludes that Mr. Tian should stand for re-election as an independent non-executive Director at the forthcoming AGM.

Requisite details of Directors proposed for re-election are set out in Appendix II of this circular. The re-election of Directors will be individually voted by Shareholders at the AGM by separate ordinary resolutions.

### **NOTICE OF AGM**

The notice of the AGM is set out on pages 18 to 22 of this circular. At the AGM, resolutions will be proposed to approve the granting of the General Mandate, Buy-back Mandate, the extension of the General Mandate and re-election of directors. All resolutions will be put to vote by way of poll at the AGM and no shareholder will be required to abstain from voting at the AGM in respect of these resolutions. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 an event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that the proposals for the granting of the General Mandate, the Buy-back Mandate, the extension of the General Mandate, the refreshment of the Scheme Mandate Limit and re-election of directors are in the best interests of the Company and Shareholders as a whole, and accordingly, the Board recommends all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
By order of the Board  
**Mason Financial Holdings Limited**  
**Mr. Ko Po Ming**  
*Joint Chairman & Chief Executive Officer*

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Buy-back Mandate for your consideration.*

### **SHARES IN ISSUE**

As at the Latest Practicable Date, there were 44,618,345,557 Shares in issue. Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or bought back prior to the AGM, the Company will be authorised under the Buy-back Mandate to buy-back on the Stock Exchange a maximum of 4,461,834,555 Shares, representing 10% of the total number of Shares of the Company in issue as at the date of the AGM.

### **REASONS FOR THE BUY-BACK**

The Directors have no present intention of buying back Shares. Such buy-back may, depending on marketing conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back of Shares will benefit the Company and its Shareholders as a whole.

### **FUNDING OF BUY-BACKS**

It is proposed that any buy-back of Shares under the Buy-back Mandate would be financed from distributable profits or the proceeds of a fresh issue of Shares. In buying-back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong.

The Directors anticipate that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2016), in the event that the proposed Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

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## APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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### SHARE PRICES

The highest and lowest prices at which the Share has been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	0.252	0.195
May	0.237	0.184
June	0.252	0.202
July	0.231	0.198
August	0.241	0.184
September	0.248	0.184
October	0.202	0.120
November	0.137	0.116
December	0.137	0.119
<b>2017</b>		
January	0.179	0.128
February	0.134	0.115
March	0.128	0.112
April (until the Latest Practicable Date)	0.120	0.112

### DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Buy-back Mandate is approved and granted by the Shareholders.

### UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to buy-back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the laws of Hong Kong and the Articles of Association.

## APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

### EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to buy-back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert can obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The shareholding structure of the Company as at the Latest Practicable Date and upon full exercise of the Buy-back Mandate are illustrated as follows:

	As at the Latest Practicable Date		Immediately after full exercise of the Buy-back Mandate	
	Number of issued Shares held	Approximate %	Number of issued Shares held	Approximate %
<b>Substantial Shareholders</b>				
Grace Gorgeous				
Investment Holdings				
Limited ( <i>Note 1</i> )	9,476,495,616	21.24%	9,476,495,616	23.60%
Future Achiever Limited	7,540,456,000	16.90%	7,540,456,000	18.78%
Mr. Zhang Haifeng				
( <i>Note 2</i> )	3,749,336,792	8.40%	3,749,336,792	9.34%
<b>Directors</b>				
Mr. Ko Po Ming	632,104,000	1.42%	632,104,000	1.57%
True Elite Limited				
( <i>Note 3</i> )	483,370,800	1.08%	483,370,800	1.20%
Public Shareholders	22,736,582,349	50.96%	18,274,747,793	45.51%
	44,618,345,557	100.00%	40,156,511,001	100.00%

*Notes:*

- (1) Grace Gorgeous Investment Holdings Limited (“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) These Shares are held by True Dynasty Limited, a wholly-owned subsidiary of Joy Monitor Limited, which is a company wholly-owned by Mr. Zhang Haifeng.
- (3) These Shares are held by True Elite Limited, a company wholly-owned by Mr. Chang Tat Joel.

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## **APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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On the basis that the shareholdings of the Substantial Shareholders remain unchanged up to the date of AGM, an exercise of the Buy-back Mandate in full will not give rise to an obligation by any of the Substantial Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. If an exercise of the Buy-back Mandate in full took place, the public float should become approximately 45.51%.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power to buy-back Shares pursuant to the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and/or result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage pursuant to Rules 8.08 of the Listing Rules, which is currently 25 per cent of the total number of Shares of the Company in issue.

### **SHARE BUY-BACK MADE BY THE COMPANY**

During the six months immediately preceding the Latest Practicable Date, the Company or any of its subsidiaries did not purchase any of the Shares of the Company (whether on the Stock Exchange or otherwise).

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### EXECUTIVE DIRECTORS

**Mr. Ko Po Ming**, aged 58, has over 33 years of extensive experience in finance and investment banking business. Mr. Ko has been appointed as the Joint Chairman of the Board, an executive Director and the Chief Executive Officer of the Company since 8 September 2016. He is also a director of certain subsidiaries of the Company. Prior to joining the Company, Mr. Ko was the Chief Executive Officer of CMBC International Limited, a wholly-owned subsidiary of the China Minsheng Banking Corp. Ltd. From October 2012 to March 2015, Mr. Ko was a consultant of China Minsheng Banking Corp., Ltd., Hong Kong Branch and was responsible for the setting up of CMBC International Holdings Limited. Prior to cofounding Goldbond Capital Holdings Limited (“**GCHL**”) in 2003, he was the Head of Asian Corporate Finance of BNP Paribas Peregrine Capital Limited where he was in charge of the corporate finance business in Asia. GCHL was acquired by Piper Jaffray Companies (NYSE: PJC) in 2007 and its name was changed to Piper Jaffray Asia Holdings Limited (“**PJA**”). Since then and until September 2012, Mr. Ko served as the chief executive officer of PJA. Mr. Ko graduated from The Chinese University of Hong Kong in 1982 with a Bachelor’s degree in Business Administration.

Mr. Ko had acted as independent non-executive directors of a number of Hong Kong and Mainland China listed companies, including (i) Nanjing Panda Electronics Company Limited (stock code: 553) between 1996 and 1999; (ii) Dazhong Transport (Group) Company Limited (SHA: 600611) between 1997 and 2003; (iii) Chinese Energy Holdings Limited (formerly known as iMerchants Limited (stock code: 8009)) between 2000 and 2004; and (iv) Tianjin Capital Environmental Protection Group Company Limited (stock code: 1065) between 2003 and 2009. Mr. Ko was a Listing Committee member of the Main Board and Growth Enterprise Market of the Stock Exchange between May 2003 and June 2009. At present, Mr. Ko is a non-executive director of Globe Metals and Mining Limited (ASX: GBE) and Petro-king Oilfield Services Ltd. (stock code: 2178) respectively. He is also a trustee of St. Johnsbury Academy, an independent day and boarding secondary school. St. Johnsbury Academy is a non-profit corporation under section 501 (c) (3) of the Internal Revenue Code in the United States of America. Save as disclosed above, Mr. Ko does not hold any other positions with the Group and has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service contract entered into between the Company and Mr. Ko for his role as an Executive Director, his term of service is three years from 8 September 2016. Mr. Ko will be subject to retirement and re-election at the forthcoming general meeting of the Company after his appointment and will also be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules.

For his role as the Chief Executive Officer, Mr. Ko is entitled to an annual salary of HK\$18,720,000, which was determined with reference to his responsibilities, experience, performance and the prevailing market conditions. Mr. Ko is also entitled to performance bonus of HK\$15,600,000 for each of the three years subject to the attainment of the performance targets as set out in his employment contract.

No additional salary will be given to Mr. Ko in relation to his appointment as the Joint Chairman and an Executive Director. The Company may provide Mr. Ko with other benefits, which may be determined from time to time by the Company.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Mr. Ko was interested in 632,104,000 Shares, representing approximately 1.57% of the total issued share capital of the Company. Save as disclosed above, Mr. Ko does not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Ko has no other relationship with any Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51 (2) (h) to (v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

**Mr. Chang Tat Joel**, aged 48, has been appointed as an executive Director, a member of the remuneration committee of the Company, the Chief Operating Officer and the Authorised Representative of the Company since 8 September 2016. He is also a director of certain subsidiaries and a member of the nomination Committee of the Company. Mr. Chang has considerable strategic, financial and advisory experience. He was the co-founder of AID Partners Capital Limited and a founder of Genius Link Assets Management Limited, both are private equity investment companies. He was an executive director and investment committee member of AID Partners Capital Limited, and is responsible for its strategic investment planning. Prior to founding AID Partners Capital Limited, he was the chief investment officer of Investec Asia Limited, a managing director of China Everbright Capital Limited and an executive director of BNP Prime Peregrine Capital Limited. He is also a member of the Australian Society of Certified Practising Accountants and the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). He obtained a bachelor’s degree in Economics from Monash University in 1990.

Mr. Chang is a non-executive director of AID Partners Technology Holdings Limited (stock Code: 8088), an independent non-executive director of Dragonite International Limited (stock code: 329), a non-executive director of Kong Sun Holdings Ltd. (stock code: 295) and an independent non-executive director of Hailiang International Holdings Limited (stock code: 2336). He was formerly an independent non-executive director of Kingsoft Corporation Limited (stock code: 3888), and was an executive director and the chief financial officer of Orange Sky Golden Harvest Entertainment (Holdings) Limited (stock code: 1132). He was an independent director of China Mobile Games and Entertainment Group Limited, a company previously listed on NASDAQ. Save as disclosed above, Mr. Chang does not hold any other positions with the Group and has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service contract entered into between the Company and Mr. Chang for his role as an Executive Director, his term of service is three years from 8 September 2016. Mr. Chang will be subject to retirement and re-election at the forthcoming general meeting of the Company after his appointment and will also be subject to retirement by rotation and re-election in accordance with the Articles of Association and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules.

For his role as the Chief Operating Officer, Mr. Chang is entitled to an annual salary of HK\$5,000,000, which was determined with reference to his responsibilities, experience, performance and the prevailing market conditions. Mr. Chang is also entitled to performance bonus of HK\$2,600,000 for each of the three years subject to the attainment of the performance targets as set out in his employment contract.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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No additional salary will be given to Mr. Chang in relation to his appointment as an Executive Director. The Company may provide Mr. Chang with other benefits, which may be determined from time to time by the Company.

As at the Latest Practicable Date, Mr. Chang through his controlled corporation, True Elite Limited, was interested in 483,370,800 Shares, representing approximately 1.20% of the total issued share capital of the Company. Save as disclosed above, Mr. Chang does not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Chang has no other relationship with any Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

**Ms. Lui Choi Yiu, Angela**, aged 43, has been appointed as an executive Director of the Company since 26 April 2016. Ms. Lui is also the chief financial officer of the Group and a director of certain subsidiaries. Ms. Lui has also been appointed as the Company Secretary and an Authorised Representative of the Company since 8 September 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 7 years of experience in company secretarial duties in a listed electroplating equipment designing and manufacturing company in Hong Kong. She has over 20 years of experience in finance, accounting, and management and company secretary 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 HKICPA. Save as disclosed above, Ms. Lui does not hold any other positions with the Group and has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service contract entered into between the Company and Ms. Lui, 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 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.

As at the Latest Practicable Date, Ms. Lui does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Lui has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to her re-election that needs to be brought to the attention of the Shareholders.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### NON-EXECUTIVE DIRECTORS

**Mr. Tong Tang, Joseph**, aged 57, has been appointed as a non-executive Director and the Joint 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 was also an independent non-executive director of Carry Wealth Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 643), from 11 July 2013 to 4 July 2016. Mr. Tong is 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. 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. Save as disclosed above, Mr. Tong does not hold any other positions with the Group and has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service agreement entered into between the Company and Mr. Tong, Mr. Tong has no specific term of office. As an additional director of the Company, he will hold office until the next annual general meetings at which he will be eligible for re-election in accordance with the Company's Articles of Association. Mr. Tong will be entitled to a fee of HK\$240,000 per annum or a pro rata amount for any incomplete year in respect of his appointment. For the year ended 31 December 2016, Mr. Tong is also entitled to a one-off special remuneration of HK\$20,000. His emolument is determined by the Board having regard to the scope of responsibility and accountability, his experience and abilities, the Company's performance, market practice and prevailing, market conditions.

As at the Latest Practicable Date, Mr. Tong through his controlled corporation, First Elite Ventures Limited which in turn owns 40% of Grace Gorgeous Investment Holdings Limited, was interested in 9,476,495,616 Shares, representing approximately 23.60% of the total issued share capital of the Company. Save as disclosed above, Mr. Tong does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Tong has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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**Ms. Hui Mei Mei, Carol**, aged 41, has been appointed as a non-executive Director, a member of the remuneration committee and nomination committee of the Company since 5 October 2016. Ms. Hui has more than 18 years' experience in property development, and more than 10 years' experience in management and strategic planning of listed companies. Ms. Hui obtained a Bachelor's Degree in Commerce majoring in Accounting from Macquarie University in Australia in 1997. She is also a Certified Practising Accountant in Australia. Ms. Hui is currently a member of Beijing Committee of the Chinese People's Political Consultative Conference, a council member of Beijing Chinese Overseas Friendship Association and a member of the Youth Committee of All-China Federation of Returned Overseas Chinese. Ms. Hui is currently the vice chairman of Shanghai Shimao Co., Ltd., a company listed on the Shanghai Stock Exchange (SHA: 600823), and the vice chairman and president of Shimao International Holdings Limited. Ms. Hui is also the sole director of Future Achiever Limited and the daughter of Mr. Hui Wing Mau, the ultimate beneficial owner of Future Achiever Limited which is a substantial shareholder of the Company. Save as disclosed above, Ms. Hui does not hold any other positions with the Group and she has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service agreement entered into between the Company and Ms. Hui, Ms. Hui has no specific term of office. As an additional director of the Company, she will hold office until the next annual general meeting at which she will be eligible for re-election in accordance with the Company's Articles of Association. Ms. Hui will be entitled to a fee of HK\$240,000 per annum or a pro rata amount for any incomplete year in respect of her appointment. For the year ended 31 December 2016, Ms. Hui is also entitled to a one-off special remuneration of HK\$20,000. Her emolument is determined by the Board having regard to the scope of her responsibility and accountability to the Company, her experience and abilities, the Company's performance, market practice and prevailing market conditions.

As at the Latest Practicable Date, Ms. Hui does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the SFO. Saved as disclosed above, Ms. Hui has no other relationship with any Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51 (2) (h) to (v) of the Listing Rules, nor is there any other matter relating to her re-election that needs to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Tian Ren Can**, aged 55, has been appointed as an independent non-executive Director of the Company, and is the member of each 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 Kingdom. 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. Since June 2016, Mr. Tian has been serving as an executive director of Huarong Investment Stock Corporation Ltd. (formerly known as Chun Sing Engineering Holdings Limited), a company listed on the Main Board of the Stock Exchange, stock code: 2277. Save as disclosed above, Mr. Tian does not hold any other positions with the Group and he has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Pursuant to the service agreement entered into between the Company and Mr. Tian, Mr. Tian is 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 by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. For the year ended 31 December 2016, Mr. Tian is also entitled to a one-off special remuneration of HK\$20,000. According to his written service contract with the Company, Mr. Tian's specific term of office is for 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.

As at the Latest Practicable Date, Mr. Tian does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO. Saved as disclosed above, Mr. Tian has no relationship with any Director, senior management or substantial shareholders of the Company (as defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Mason Financial Holdings Limited (the “**Company**”) will be held at 3/F, Nexxus Building, 77 Des Voeux Road, Central, Hong Kong on Monday, 22 May 2017 at 10:00 a.m. for the purpose of transacting the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2016.
2. To re-elect the following retiring directors of the Company:
  - (i) Mr. Ko Po Ming as an executive director;
  - (ii) Mr. Chang Tat Joel as an executive director;
  - (iii) Ms. Lui Choi Yiu, Angela as an executive director;
  - (iv) Mr. Tong Tang, Joseph as a non-executive director;
  - (v) Ms. Hui Mei Mei, Carol as a non-executive director;
  - (vi) Mr. Tian Ren Can as an independent non-executive director; and
  - (vii) to authorize the board of directors to fix the directors’ remuneration.
3. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

and to consider and if thought fit, pass with or without modification the following Resolutions no. 4, 5 and 6 as ordinary resolutions:

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## NOTICE OF ANNUAL GENERAL MEETING

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### Ordinary Resolutions

4. **“THAT:**

- (A) subject to paragraph (C) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the Directors be and are authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate number of additional shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B), otherwise than (i) a Rights Issue (as hereafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or right to acquire shares of the Company or (iv) an issue of shares as scrip dividend pursuant to the articles of association of the Company, from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

**“Relevant Period”** means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon the passing of the ordinary resolutions no. 4 and 5 above, the aggregate number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said resolution no. 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution no. 4 above, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution.”
  
7. “**THAT** the existing scheme mandate limit in respect of the granting of options to subscribe for shares in the Company under the share option scheme adopted by the Company on 22 May 2012 (the “Share Option Scheme”) be refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme), shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution (the “Refreshed Limit”) and that the Directors be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By order of the Board  
**Mason Financial Holdings Limited**  
**Ko Po Ming**  
*Joint Chairman & Chief Executive Officer*

13 April 2017

*Registered and Principal Office:*

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

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
  
2. To be valid, the proxy form must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such proxy form proposes to vote, and in default the proxy form shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally 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 personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

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

*Executive Directors:*

Mr. Ko Po Ming (*Joint Chairman &  
Chief Executive Officer*)  
Mr. Chang Tat Joel  
Ms. Lui Choi Yiu, Angela  
Mr. Man Wai Chuen

*Non-executive Directors:*

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