



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

PROXY FORM FOR GENERAL MEETING ON WEDNESDAY, 17 JANUARY 2018

I/We¹ _____
of _____ being
the registered holder(s) of² _____ shares in the share capital of Mason Group Holdings Limited
(the "Company"), **HEREBY APPOINT**³ the Chairman of the General Meeting or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11:30 a.m. on
Wednesday, 17 January 2018 at 23/F, Euro Trade Centre, 21-23 Des Voeux Road Central, Central, Hong Kong and at any adjournment thereof on
the resolutions referred to in the Notice of General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
THAT (a) the share purchase agreement entered into between Mason Strategic Investment Company Limited, a subsidiary of the Company, and Ms. Ng Yuen Yee ("Vendor") dated 7 September 2017 in relation to the acquisition of (i) the entire issued share capital in Harris Fraser Group Limited and Harris Fraser (Hong Kong) Limited and (ii) all of the issued share capital held by the Vendor in Halena Co. Ltd ("SPA") and the transactions contemplated thereunder be and are hereby by approved, confirmed and ratified; and (b) any of the director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the SPA and the transactions thereunder.		

Signature(s)⁶ _____

Date _____

NOTES:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
6. 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.
7. 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.
8. 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 must 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 later than 48 hours before the time for holding the meeting or any 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.
9. Where there are joint registered holders of any share, any one of such persons may vote at any 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.
10. The full text of the resolutions is set out in the Notice of General Meeting.