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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 Group 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 GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 29 May 2018 at 11:30 a.m. is set out on pages 13 to 17 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.

26 April 2018

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DEFINITIONS

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 11:30 a.m. on Tuesday, 29 May 2018 at 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, or any adjournment thereof, notice of which is set out on pages 13 to 17 of this circular
“AGM Notice”	the notice convening the AGM as set out on pages 13 to 17 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
“Company”	Mason Group 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”	the Issue Mandate and the Repurchase Mandate
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares in the manner as set out in the ordinary resolution numbered 4 of the AGM Notice
“Latest Practicable Date”	19 April 2018, 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
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice

DEFINITIONS

“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)
“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



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

Executive Directors:

Mr. Ko Po Ming (*Chairman and
Chief Executive Officer*)
Mr. Chang Tat Joel
Ms. Lui Choi Yiu, Angela
Ms. Fu Yau Ching Shirley

*Registered Office and
Principal Office:*

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

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Tian Ren Can
Ms. Kan Lai Kuen, Alice
Mr. Chen Wai Chung Edmund

26 April 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES
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 re-election of the retiring Directors and (ii) the proposed grant of Issue Mandate and the proposed Repurchase Mandate.

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

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

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. Pursuant to Code Provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, each Director (including those appointed for a specific term) should be subject to retirement by rotation at least once every three years. Accordingly, each of Mr. Ko Po Ming (“**Mr. Ko**”), Mr. Chang Tat Joel (“**Mr. Chang**”) and Ms. Hui Mei Mei, Carol (“**Ms. Hui**”) will retire by rotation at the AGM and, being eligible, offers themselves for re-election at the AGM.

The Board has considered the assessments of the Company’s Nomination Committee of the Board that (the “**Nomination Committee**”) each of Mr. Ko, and Mr. Chang have contributed effectively to the Company and that their continuous contributions are essential to the Company’s growth and accordingly, the Board recommends each of Mr. Ko and Mr. Chang to stand for re-election as executive Directors at the AGM.

The Board has also considered the recommendation of the Nomination Committee with regards to the re-election of Ms. Hui as the non-executive Director of the Company. 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 Ms. Hui to stand for re-election as non-executive Director at the AGM.

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

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to consider and if thought fit, to approve the grant of 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; and (ii) to repurchase 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. Subject to the passing of the aforesaid ordinary resolutions in relation to the General Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate to issue additional Shares in such number equal to the total number of Shares bought back under the Repurchase 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 repurchased prior to the AGM, subject to the approval of the Issue Mandate by the Shareholders, the Company will be allowed to issue a maximum of 8,923,669,111 Shares under the proposed Issue Mandate. Assuming that no further Shares will be issued or repurchased prior to the AGM, subject to the approval of the Repurchase Mandate by the Shareholders, the Company will be allowed to repurchase a maximum of 4,461,834,555 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

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

NOTICE OF AGM

The notice of the AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to approve the granting of the General 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.

RECOMMENDATION

The Board is of the opinion that the (i) the proposed re-election of the retiring Directors; and (ii) the grant of the proposed Issue Mandate and Repurchase Mandate in the manner set out in the notice of AGM are in the interests of the Company and Shareholders as a whole, and accordingly, the Board recommends all Shareholders to vote in favour of the relevant 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 Group Holdings Limited
Ko Po Ming
Chairman and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase 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 repurchased from the Latest Practicable Date to the date of the AGM, the Company will be authorised under the Repurchase Mandate to repurchase 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 REPURCHASE

The Board believes that it is in the interest of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Board believes that such repurchase of Shares will benefit the Company and its Shareholders as a whole. The Directors have no present intention of repurchasing Shares.

FUNDING OF THE REPURCHASE

It is proposed that any repurchase of Shares under the Repurchase Mandate would be financed by funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading values of the Stock Exchange from time to time.

The Directors anticipate that there might be a material adverse impact on the working capital or gearing position of the Company (on the basis of the financial position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2017), in the event that the proposed Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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.

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.138	0.112
May	0.119	0.096
June	0.116	0.099
July	0.108	0.099
August	0.106	0.099
September	0.124	0.101
October	0.134	0.104
November	0.148	0.120
December	0.138	0.110
2018		
January	0.138	0.119
February	0.127	0.109
March	0.138	0.119
April (until and including the Latest Practicable Date)	0.133	0.122

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 Repurchase 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 Repurchase 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 repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the laws of Hong Kong and the Articles of Association.

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 repurchase Shares pursuant to the Repurchase 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.

As at the Latest Practicable Date, Mr. Hui Wing Mau ("Mr. Hui") is interested in 7,656,916,000 Shares representing approximately 17.16% of the issued Shares of the Company. These shares are held as to 116,460,000 by Shiying Finance Limited and as to 7,540,456,000 by Future Achiever Limited, both of which are directly wholly-owned by Mr. Hui.

In the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholding remains the same) Mr. Hui's interest would be increased to approximately 19.07% of the issued Shares of the Company, thus will not give rise to an obligation by any of the existing substantial shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. If an exercise of the Repurchase Mandate in full took place, the public float should become approximately 68.25%.

The Directors are not aware of any consequences under the Takeovers Code which may arise of any repurchase made under the Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase 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% of the total number of Shares of the Company in issue.

SHARE REPURCHASE MADE BY THE COMPANY

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

EXECUTIVE DIRECTORS

Mr. Ko Po Ming, aged 59, has over 34 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. Mr. Ko has been re-designated as the Chairman of the Board and appointed as the chairman of nomination committee on 2 January 2018. He is also a director of certain subsidiaries of the Company, including being appointed as the chairman of board member of Raiffeisen Liechtenstein AG and the chairman of Shining Time Holdings Limited. Mr. Ko is mainly responsible for the formulation of development strategies of the Group, as well as giving guidance to the Group's project planning, financing and investment. 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.hk) 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.hk)) between 2000 and 2004; and (iv) Tianjin Capital Environmental Protection Group Company Limited (stock code: 1065.hk) 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. He was a non-executive director of Petro-king Oilfield Services Ltd. (stock code: 2178.hk) between February 2013 and March 2018. At present, Mr. Ko is a non-executive director of Globe Metals and Mining Limited (ASX: GBE). 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 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 by rotation and re-election at annual general meetings of the Company 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 the year ended 31 December 2017, Mr. Ko received salaries and other benefits and bonuses of HK\$34,338,000, which included performance bonus of HK\$15,600,000.

No additional salary will be given to Mr. Ko in relation to his appointment as the 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.

As at the Latest Practicable Date, Mr. Ko through his controlled corporation, Jovial Epoch Holdings Limited, was interested in 632,104,000 Shares, representing approximately 1.42% 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).

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are 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 49, 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. Mr. Chang responsible for leading the overall strategic development and the general operation of the Group. He was the co-founder of AID Partners Capital Limited (“AID”) 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, and is responsible for its strategic investment planning. Prior to founding AID, 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. He obtained a bachelor’s degree in Economics from Monash University in 1990.

Mr. Chang is an independent non-executive director of OCI International Holdings Limited (stock code: 329.hk), and an independent non-executive director of Hailiang International Holdings Limited (stock code: 2336.hk). He was formerly an independent non-executive director of AID Partners Technology Holdings Limited (stock Code: 8088.hk), and he was a non-executive director of Kong Sun Holdings Ltd. (stock code: 295.hk). 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 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 by rotation and re-election at annual general meetings of the Company 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 the year ended 31 December 2017, Mr. Chang received salaries and other benefits and bonuses of HK\$7,304,000, which included performance bonus of HK\$2,600,000.

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 1.08% 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).

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Hui Mei Mei, Carol, aged 43, 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 19 years' experience in property development, and more than 11 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 Municipal 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 ("FAL") and the daughter of Mr. Hui Wing Mau, the beneficial owner of FAL 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. Ms. Hui will be subject to retirement by rotation and re-election at annual general meetings of the Company 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.

Ms. Hui is entitled to a fee of HK\$240,000 per annum. Her emolument was 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).

Save as disclosed above, there is no information to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matter relating to her re-election that needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(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 Group Holdings Limited (the “**Company**”) will be held at 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 29 May 2018 at 11:30 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 2017.
2. To re-elect the following retiring directors of the Company:
 - (i) Mr. Ko Po Ming as an executive director of the Company;
 - (ii) Mr. Chang Tat Joel as an executive director of the Company;
 - (iii) Ms. Hui Mei Mei, Carol as a non-executive director of the Company; and
 - (iv) To authorize the board of directors (the “**Board**”) to fix the remuneration of each director of the Company.
3. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

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

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 or 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;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and 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 purpose 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.

“**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).”

NOTICE OF ANNUAL GENERAL MEETING

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 repurchase 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 repurchase 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 repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased 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 purpose 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.”

NOTICE OF ANNUAL GENERAL MEETING

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 repurchased 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.”

By order of the Board
Mason Group Holdings Limited
Ko Po Ming
Chairman and Chief Executive Officer

26 April 2018

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.
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.

NOTICE OF ANNUAL GENERAL MEETING

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

Executive Directors:

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

Mr. Chang Tat Joel

Ms. Lui Choi Yiu, Angela

Ms. Fu Yau Ching Shirley

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Tian Ren Can

Ms. Kan Lai Kuen, Alice

Mr. Chen Wai Chung Edmund