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(Incorporated in Hong Kong with limited liability)
(Stock Code: 273)

CHANGE OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board announces that the following changes of Directors and composition of the Board committees will all take effect on 26 April 2016:

- (1) Mr. Zhang Yongdong has resigned as an executive Director, the chairman of the Board, the chairman of the nomination committee and the chief executive officer and has been appointed as the honorary chairman of the Company;
- (2) Ms. Cheung Ka Yee has resigned as an executive Director and a member of the nomination committee;
- (3) Mr. Tong Tang, Joseph has been appointed as a non-executive Director and the chairman of the Board and the chairman of the nomination committee of the Company;
- (4) Ms. Lui Choi Yiu Angela has been appointed as an executive Director and as a member of the nomination committee;
- (5) Dr. Antonio Maria Santos has resigned as an independent non-executive Director and the member of the remuneration committee, audit committee and nomination committee of the Company; and
- (6) Mr. Tian Ren Can has been appointed as an independent non-executive Director and has replaced Dr. Antonio Maria Santos to serve as a member of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company.

RESIGNATION OF EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD, CHAIRMAN OF THE NOMINATION COMMITTEE, CHIEF EXECUTIVE OFFICER AND APPOINTMENT OF HONORARY CHAIRMAN

The board (the “**Board**”) of directors (the “**Directors**”) of Mason Financial Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Zhang Yongdong (“**Mr. Zhang**”) has tendered his resignation as an executive Director, the chairman of the Board, the chairman of the nomination committee and the chief executive officer of the Company and will take effect from 26 April 2016 due to his other business commitment.

Mr. Zhang has confirmed that he has no disagreement with the Board, there is no matters that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to take this opportunity to extend its gratitude to Mr. Zhang for his efforts and valuable contributions to the Company during his tenure of services.

During Mr. Zhang’s tenure as an executive Director, the chairman of the Board, the chairman of the nomination committee and the chief executive officer of the Company, the Group has succeeded to expand its business in the financial services industry and established a diversified platform of financial holding business by engaging in various financial activities. In order to commend Mr. Zhang’s valuable contribution to the Group, the Board is pleased to appoint Mr. Zhang as the honorary chairman of the Company with effect from 26 April 2016. As the honorary chairman of the Company, Mr. Zhang is not a member of the Board, does not have any management role in the Company and will not be involved in the day-to-day operations of the Company or any of its subsidiaries and consulted on corporate affair. Mr. Zhang will not receive any remuneration for this appointment.

The Board is in the course of identifying a suitable candidate as the new chief executive officer of the Company. The Board will make necessary arrangements to ensure that there will be a smooth and orderly transition of the management role undertaken by Mr. Zhang immediately before his resignation. The Board will also consider alternative management arrangements. The Board will make a further announcement when the management arrangements have been finalised.

RESIGNATION OF EXECUTIVE DIRECTOR AND A MEMBER OF THE NOMINATION COMMITTEE

The Board also announces that Ms. Cheung Ka Yee (“**Ms. Cheung**”) has tendered her resignation as an executive Director and as a member of the nomination committee of the Company with effect from 26 April 2016 due to her personal engagements which require more of her time and dedication.

Ms. Cheung has confirmed to the Company that she has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange in relation to her resignation.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR, CHAIRMAN OF THE BOARD AND CHAIRMAN OF THE NOMINATION COMMITTEE

The Board also announces that upon the recommendation by the nomination committee of the Company, Mr. Tong Tang, Joseph (“**Mr. Tong**”) has been appointed as a non-executive Director, the chairman of the Board and the chairman of the nomination committee of the Company and will take effect from 26 April 2016.

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

As at the date of this announcement and save as disclosed above, Mr. Tong 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. 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. His emolument is determined having regard to the scope of responsibility and accountability, his experience and abilities, the Company's performance, market practice and prevailing, market conditions.

APPOINTMENT OF EXECUTIVE DIRECTOR AND A MEMBER OF THE NOMINATION COMMITTEE

The Board also announces that upon recommendation by the nomination committee, Ms. Lui Choi Yiu Angela (“**Ms. Lui**”) has been appointed as an executive Director and a member of the nomination committee of the Company and will take effect from 26 April 2016.

Ms. Lui, aged 42, is the chief financial officer of the Group and director of a subsidiary. She is responsible for overall financial strategies, planning and management of the Group. Prior to joining the Group, Ms. Lui had over 4 years of experience in audits in an international certified public accounting firms, over 16 years of experience in accounts, finance, operations, compliance and company secretarial duties in a listed securities firm and over seven years of experience in company secretarial duties in a listed electroplating equipment designing and manufacturing company in Hong Kong. She has over 20 years experience in finance, accounting and management as well as extensive experience in management and operations of securities business. Ms. Lui graduated with a Bachelor of Science degree in Accounting from Azusa Pacific University in California, USA and a Postgraduate Diploma in Corporate Administration from Hong Kong Polytechnic University. She is currently a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants.

Pursuant to the executive director service agreement 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 date of this announcement and save as disclosed above, Ms. Lui 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.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, A MEMBER OF THE REMUNERATION COMMITTEE, A MEMBER OF THE AUDIT COMMITTEE AND A MEMBER OF THE NOMINATION COMMITTEE

The Board also announces that Dr. Antonio Maria Santos (“**Dr. Santos**”) has tendered his resignation as an independent non-executive Director, a member of the remuneration committee, a member of the audit committee and a member of the nomination committee of the Company with effect from 26 April 2016 due to his personal engagements which require more of his time and dedication.

Dr. Santos has confirmed to the Company that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company of the Stock Exchange in relation to his resignation.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, A MEMBER OF THE REMUNERATION COMMITTEE, A MEMBER OF THE AUDIT COMMITTEE AND A MEMBER OF THE NOMINATION COMMITTEE

The Board also announces that upon recommendation by the nomination committee of the Company, Mr. Tian Rencai (“**Mr. Tian**”) has been appointed as an independent non-executive Director, a member of the remuneration committee, a member of the audit committee and a member of the nomination committee of the company with effect from 26 April 2016 to fill up the vacancy left by Dr. Santos.

Mr. Tian, aged 54, has more than 20 years of working experience in the field of finance. Mr. Tian is currently the chief executive officer of UBP Investments Management (Shanghai) Limited. He was the chief executive officer of HFT Investments Management Co., Ltd. from April 2003 to March 2015. Before that, Mr. Tian worked for multi-national financial institutes.

Mr. Tian obtained a Master Degree of Business Administration awarded jointly by Manchester Business School and University of Wales of the United Kingdoms. He obtained a Master Degree in Political Sciences International Relations from Shanghai International Studies University. Mr. Tian graduated from Shanghai Foreign Languages Institute with a Bachelor Degree in French Language and French Literature.

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. 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 the date of this announcement and save as disclosed above, Mr. Tian does not hold any other positions with the Group and he was not held directorships in and other public Companies in Hong Kong or overseas in the last three years.

As at the date of this announcement, none of Mr. Tong, Ms. Lui and Mr. Tian has any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. None of Mr. Tong, Ms. Lui and Mr. Tian has any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information required to be disclosed pursuant to any requirements of Rule 13.51(2) of the Listing Rules relating to the appointment of Mr. Tong, Ms. Lui and Mr. Tian and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to thank Mr. Zhang, Dr. Santos and Ms. Cheung for their valuable contributions to the Company during their respective term of directorship with the Company. The Board would also like to extend a warm welcome to Mr. Tong, Ms. Lui and Mr. Tian on joining the Board.

In light of the above changes pertaining to the composition of the Board and with reference to the Company's circular dated 25 April 2016, the Board would like to notify the Shareholders that a supplemental circular in relation to the re-election of Directors as identified hereinabove will be despatched no later than 11 May 2016 and in accordance with the Listing Rules.

By order of the Board of
Mason Financial Holdings Limited
Zhang Yongdong
Chairman

Hong Kong, 25 April 2016

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

Executive Directors:

Mr. Zhang Yongdong
Mr. Cheung Wing Ping
Mr. Man Wai Chuen
Ms. Cheung Ka Yee

Non-executive Director:

Dr. Xia Xiaoning

Independent Non-executive Directors:

Mr. Lam Yiu Kin
Dr. Antonio Maria Santos
Mr. Yuen Kwok On