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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)

**CHANGE OF DIRECTORS,
CHANGE OF COMPANY SECRETARY,
CHANGE OF AUTHORISED REPRESENTATIVES
AND
COMPOSITION OF REMUNERATION COMMITTEE**

The Board announces that:

- (1) Mr. Cheung Wing Ping has tendered his resignation as an Executive Director and an Authorised Representative of the Company;
- (2) Mr. Man Wai Chuen has tendered his resignation as the Company Secretary, an Authorised Representative and a member of the remuneration committee of the Company;
- (3) Mr. Ko Po Ming has been appointed as the Joint Chairman of the Board, an Executive Director and the Chief Executive Officer of the Company;
- (4) Mr. Tong Tang Joseph has been re-designated as the Joint Chairman of the Board;
- (5) Mr. Chang Tat Joel has been appointed as an Executive Director, a member of the remuneration committee, the Chief Operating Officer and an Authorised Representative of the Company; and
- (6) Ms. Lui Choi Yiu Angela has been appointed as the Company Secretary and an Authorised Representative of the Company.

The above changes of Directors, Company Secretary, Authorised Representatives and composition of remuneration committee all take effect from 8 September 2016.

RESIGNATION OF EXECUTIVE DIRECTOR AND AUTHORISED REPRESENTATIVE

The board (the “**Board**”) of directors (the “**Directors**”) of Mason Financial Holdings Limited (the “**Company**”) announces that Mr. Cheung Wing Ping (“**Mr. Cheung**”) has tendered his resignation as an executive Director (an “**Executive Director**”) and authorised representative (the “**Authorised Representative**”) of the Company with effect from 8 September 2016 to pursue his own career development. Mr. Cheung 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 or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

RESIGNATION OF COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND MEMBER OF THE REMUNERATION COMMITTEE

The Board announces that Mr. Man Wai Chuen (“**Mr. Man**”) has resigned as the company secretary (the “**Company Secretary**”), the Authorised Representative of the Company and a member of the remuneration committee of the Company with effect from 8 September 2016 due to his personal engagements which require more of his time and dedication.

APPOINTMENT OF JOINT CHAIRMAN OF THE BOARD, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Board is pleased to announce that Mr. Ko Po Ming (“**Mr. Ko**”) has been appointed as the Joint Chairman of the Board, an Executive Director and the Chief Executive Officer of the Company with effect from 8 September 2016.

Mr. Ko, aged 58, has over 33 years of extensive experience in finance and investment banking business. 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 co-founding Gold bond 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, he 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.

Pursuant to the service contract entered into between the Company and Mr. Ko for his role as an Executive Director, his term of services 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 of the Company and the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (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.

As at the date of this announcement, Mr. Ko was interested in 261,200,000 shares of the Company, representing approximately 1.7% 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 of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) and Mr. Ko has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company (each as respectively defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules, nor is there other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company.

The Board believes that the appointment of Mr. Ko as the Joint Chairman of the Board and Chief Executive Officer of the Company will enhance the overall development of the Group in response to the current difficult and challenging global financial market and lead the Group through next phase of growth.

RE-DESIGNATION OF CHAIRMAN OF THE BOARD

Following the appointment of Mr. Ko as the Joint Chairman of the Board, Mr. Tong Tang, Joseph has been re-designated from the Chairman of the Board to the Joint Chairman of the Board with effect from 8 September 2016.

APPOINTMENT OF EXECUTIVE DIRECTOR, MEMBER OF THE REMUNERATION COMMITTEE, THE CHIEF OPERATING OFFICER AND AUTHORISED REPRESENTATIVE

The Board is also pleased to announce that Mr. Chang Tat Joel (“**Mr. Chang**”) 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 with effect from 8 September 2016.

Mr. Chang, aged 48, has considerable strategic, financial and advisory experience. He is the co-founder of AID Partners Capital Limited and a founder of Genius Link Assets Management Limited, both are private equity investment companies. He is an 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. He obtained a bachelor’s degree in Economics from Monash University in 1990.

Mr. Chang is an 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), all of the above-mentioned companies are listed on the Stock Exchange. 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), both of which are listed on the Stock Exchange. He was an independent director of China Mobile Games and Entertainment Group Limited, a company previously listed on NASDAQ.

Pursuant to the service contract entered into between the Company and Mr. Chang for his role as an Executive Director, his term of services 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 of the Company 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.

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 date of this announcement, Mr. Chang through his controlled corporation, True Elite Limited, was interested in 199,740,000 shares of the Company, representing approximately 1.3% 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 of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571) and Mr. Chang has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company (each as respectively defined in the Listing Rules), and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules, nor is there other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board further announces that Ms. Lui Choi Yiu Angela (“**Ms. Lui**”), an Executive Director and the Chief Financial Officer, has been appointed as the Company Secretary and an Authorised Representative of the Company with effect from 8 September 2016. Ms. Lui has over 4 years of experience in audit with an international certified public accounting firm, over 16 years of experience in accounting, 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. Ms. Lui graduated with a bachelor of science degree in Accounting from the Azusa Pacific University in California, the United States and a Postgraduate Diploma in Corporate Administration from the 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. She has extensive experience in corporate governance and compliance issues through her previous dealings with a number of private and listed companies in Hong Kong.

The Board wishes to express its sincere gratitude to Mr. Cheung and Mr. Man for their contributions to the Company during their tenure of office and welcome Mr. Ko, Mr. Chang and Ms. Lui to their new appointments.

By order of the Board
Mason Financial Holdings Limited
Tong Tang, Joseph
Joint Chairman

Hong Kong, 8 September 2016

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

Executive Directors:

Mr. Ko Po Ming

(Joint Chairman and Chief Executive Officer)

Mr. Chang Tat Joel

Mr. Man Wai Chuen

Ms. Lui Choi Yiu, Angela

Non-executive Directors:

Mr. Tong Tang, Joseph *(Joint Chairman)*

Dr. Xia Xiaoning

Independent Non-executive Directors:

Mr. Lam Yiu Kin

Mr. Yuen Kwok On

Mr. Tian Ren Can