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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)

**(1) POLL RESULTS OF THE GENERAL MEETING HELD ON
30 DECEMBER 2016 IN RELATION TO THE RIGHTS ISSUE;
(2) COMMENCEMENT OF DEALINGS IN THE SHARES
ON EX-RIGHTS BASIS;
AND
(3) DESPATCH OF PROSPECTUS DOCUMENTS**

The Board is pleased to announce that all Resolution set out in the Notice was duly passed by the Independent Shareholders by way of poll at the GM held on 30 December 2016.

Pursuant to the expected timetable as set out in the Circular, (a) the last day of dealings in the Shares on a cum-rights basis will be 3 January 2017; (b) the Shares will be dealt with on an ex-rights basis from 4 January 2017; and (c) it is expected that the Prospectus Documents will be despatched to the Qualifying Shareholders on 13 January 2017.

Reference is made to the circular dated 13 December 2016 (the “**Circular**”) of Mason Financial Holdings Limited (the “**Company**”) in relation to, amongst other things, (i) further details of the Rights Issue and the Underwriting Agreement; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue and the Underwriting Agreement; and (iv) the notice convening the GM dated 13 December 2016. Capitalised terms used herein shall have the same meanings as defined in the Circular, unless the context requires otherwise.

POLL RESULTS OF THE GM

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) set out in the Notice was duly passed by the Independent Shareholders by way of poll at the GM held on 30 December 2016. The Company’s share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking. The poll results in respect of the Resolution as set out in the Notice are as follows:

Resolution (Note)	Number of votes (%)	
	For	Against
To approve the Rights Issue (including the Underwriting Agreement) (as defined in the Circular).	7,374,288,507 (99.67%)	24,132,542 (0.33%)

Note: Please refer to the Notice for the full text of the Resolution.

As at the date of the GM, there were a total of 18,437,332,875 Shares in issue.

As disclosed in the Circular, pursuant to Rule 7.19(6) of the Listing Rules, where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the Rights Issue.

As at the date of the GM, the Company had no controlling Shareholder, therefore (i) Grace Gorgeous, an associate of Mr. Tong Tang, Joseph (a non-executive Director and the Joint Chairman of the Company), which is interested in 3,842,524,965 Shares (representing approximately 20.84% of the issued share capital of the Company as at the date of the GM); (ii) Mr. Ko Po Ming (an executive Director and the Joint Chairman of the Company), who is interested in 261,200,000 Shares (representing approximately 1.42% of the issued share capital of the Company as at the date of the GM); and (iii) True Elite, an associate of Mr. Chang Tat Joel (an executive Director), which is interested in 199,740,000 Shares (representing approximately 1.08% of the issued share capital of the Company as at the date of the GM); and (iv) Future Achiever, an associate of Ms. Hui Mei Mei, Carol (a non-executive Director), which is interested in 3,072,880,000 Shares (representing approximately 16.67% of the issued share capital of the Company as at the date of the GM), were required to abstain and had so abstained from voting in favour of the Resolution at the GM.

Save as disclosed above, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no other Shareholder is involved or interested in or has a material interest in the transactions contemplated under the Rights Issue and the Underwriting Agreement and, hence, is required to abstain from voting on the Resolution at the GM. Accordingly, the total number of Shares entitling the holders thereof to attend and vote for or against the Resolution proposed at the GM was 11,060,987,910 Shares, representing approximately 59.99% of the total issued share capital of the Company.

As more than 50% of the votes were cast in favour of the above Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

COMMENCEMENT OF DEALINGS IN THE SHARES ON EX-RIGHTS BASIS

Pursuant to the expected timetable for the Rights Issue as set out in the Circular, (a) the last day of dealings in the Shares on a cum-rights basis will be 3 January 2017; and (b) the Shares will be dealt with on an ex-rights basis from 4 January 2017.

DESPATCH OF PROSPECTUS DOCUMENTS

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, (i) the Prospectus Documents are expected to be despatched to the Qualifying Shareholders (Rights Issue) on 13 January 2017, and (ii) the Prospectus (without PAL and EAF) is also expected to be despatched to the Non-Qualifying Shareholders (Rights Issue) (if any on the Record Date), for their information only, on the same day.

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among others, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Any Shareholder or other person contemplating transferring, selling or purchasing the Shares and/or Rights Shares in their nil-paid form is advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares.

Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

On behalf of the Board
Mason Financial Holdings Limited
Ko Po Ming
Joint Chairman and Chief Executive Officer

Hong Kong, 30 December 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*)

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Lam Yiu Kin

Mr. Yuen Kwok On

Mr. Tian Ren Can