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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)

COMPLETION OF THE SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

AND

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

AND

CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE

Reference is made to the announcement of Mason Financial Holdings Limited (the “**Company**”) dated 22 September 2016 (the “**Announcement**”) in relation to the Subscription. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all Conditions have been fulfilled and the Completion took place on 5 October 2016. A sum of 3,072,880,000 Subscription Shares, representing approximately 16.7% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares, have been allotted and issued to the Subscriber on 5 October 2016 in accordance with the terms and conditions of the Subscription Agreement.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owners were Independent Third Parties immediately before the Completion. The Subscriber has become a substantial Shareholder of the Company immediately after the Completion.

The amount of net proceeds from the Subscription, after deducting the relevant expenses incurred in relation to the Subscription, are approximately HK\$725 million. Hence, the amount of net proceeds per Subscription Share is approximately HK\$0.236.

The shareholding structure of the Company immediately before and after the Completion is as follows:

| Shareholder | Immediately before Completion | | Immediately after Completion | |
|--------------------------------------------------|-------------------------------|----------------------------|------------------------------|----------------------------|
| | Number of Shares | Approximate shareholding % | Number of Shares | Approximate shareholding % |
| Grace Gorgeous Investment Holdings Ltd. (Note 1) | 3,842,524,965 | 25.01 | 3,842,524,965 | 20.84 |
| Ko Po Ming (Note 2) | 261,200,000 | 1.70 | 261,200,000 | 1.42 |
| True Elite Limited (Note 2 and 3) | 199,740,000 | 1.30 | 199,740,000 | 1.08 |
| Subscriber | — | — | 3,072,880,000 | 16.67 |
| Public | <u>11,060,987,910</u> | <u>71.99</u> | <u>11,060,987,910</u> | <u>59.99</u> |
| | <u>15,364,452,875</u> | <u>100.00</u> | <u>18,437,332,875</u> | <u>100.00</u> |

Notes:

- (1) Grace Gorgeous Investment Holdings Ltd. is owned as to 40% by First Elite Ventures Limited, which is wholly-owned by Mr. Tong Tang, Joseph, who is a non-executive Director. Accordingly, First Elite Ventures Limited and Mr. Tong Tang, Joseph are deemed to be interested in the Shares owned by Grace Gorgeous Investment Holdings Ltd. for the purpose of Part XV of the SFO.
- (2) Mr. Ko Po Ming and Mr. Chang Tat Joel are executive Directors.
- (3) These Shares are held by True Elite Limited, a company wholly-owned by Mr. Chang Tat Joel.

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

Pursuant to the Subscription Agreement, the Subscriber shall have the right to nominate a non-executive Director. The Board is pleased to announce that Ms. Hui Mei Mei, Carol (“**Ms. Hui**”), who was nominated by the Subscriber, has been appointed as a non-executive Director, a member of the remuneration committee and nomination committee with effect from 5 October 2016. The biographical details of Ms. Hui are as follows:

Ms. Hui, aged 41, has more than 18 years’ experience in property development, and more than 10 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 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 the Subscriber and the daughter of Mr. Hui Wing Mau (“**Mr. Hui**”). As disclosed in the Announcement, the Subscriber is indirectly wholly-owned and controlled by Mr. Hui.

As at the date of this announcement and 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. As an additional director of the Company, she will hold office until the next annual general meeting at which she will be eligible for re-election in accordance with the Company's articles of association. Ms. Hui will be entitled to a fee of HK\$240,000 per annum or a pro rata amount for any incomplete year in respect of her appointment. Her emolument is 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 date of this announcement, Ms. Hui does not have any interest in the Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571). Saved as disclosed above, Ms. Hui 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 her appointment that needs to be brought to the attention of the Shareholders.

The Board would like to extend a warm welcome to Ms. Hui on joining the Board.

CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE

Following the appointment of Ms. Hui as the members of the nomination committee and remuneration committee of the Company, the Board announces that Ms. Lui Choi Yiu, Angela ceased to be a member of the nomination committee with effect from 5 October 2016.

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

Hong Kong, 5 October 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