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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)**

### **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (“**General Meeting**”) of Mason Group Holdings Limited (the “**Company**”) will be held at 4:00 p.m. on 27 June 2019 at Victoria Room II, 3/F., Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong or any adjournment of such meeting for the purposes of considering and, if thought fit, passing the following resolutions, with or without modifications, as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

Words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular dated 12 June 2019 in relation to the disposal of the Sale Shares of AYD, published by the Company.

1. “**THAT** the SPA (a copy of which has been tabled at the meeting marked “A” and signed by the chairman of the meeting for identification purpose) and all transactions contemplated in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified.”
2. “**THAT** the Amendment Agreement (a copy of which has been tabled at the meeting marked “B” and signed by the chairman of the meeting for identification purpose) and all transactions contemplated in connection therewith and any other ancillary documents be and are hereby approved, confirmed and ratified.”

3. “**THAT** any executive director or any officer of the Company as authorised by the Board be and is hereby authorised to do all acts, deeds and things and to sign and execute all directors as he may, at his absolute discretion, deem incidental to, ancillary to or in connection with the SPA, the Amendment Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Mason Group Holdings Limited**  
**KO Po Ming**  
*Chairman & Chief Executive Officer*

Hong Kong, 12 June 2019

*Notes:*

1. Any shareholder of the Company (the “**Shareholders**”) entitled to attend and vote at the above General Meeting shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder may appoint a proxy in respect of only part of his/her/its holding of ordinary shares of the Company (the “**Shares**”).
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company’s share registrar and transfer office in Hong Kong, 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 appointed for holding the General Meeting or any adjourned meeting thereof.
3. The ordinary resolutions set out above will be determined by way of a poll.

*As at the date of this announcement, 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

Mr. Cao Lu

*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

Mr. Wang Cong