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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **Mason Financial Holdings Limited**, you should at once hand this circular with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m. is set out on pages 16 to 19 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's share registrar and transfer office, **Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong** as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 April 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 3:00 p.m. on Thursday, 26 May 2016 at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, or any adjournment thereof, notice of which is set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	board of Directors of the Company
“Buy-back Mandate”	a general mandate proposed to be sought at the AGM to authorise the Directors to buy back Shares during the relevant period not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Company”	Mason Financial Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be sought at the AGM to authorise the Directors to issue new Shares during the relevant period up to 20% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the AGM and the extension thereof by a separate resolution to include the Shares bought back under the Buy-back Mandate on the terms set out in the notice of AGM
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	20 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent

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LETTER FROM THE BOARD

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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)

*Executive Directors*

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

*Registered Office and Principal Office*

Units 4708-10, 47/F,  
The Center,  
99 Queen's Road Central  
Hong Kong

*Non-executive Director*

Dr. Xia Xiaoning

*Independent Non-executive Directors*

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

25 April 2016

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with notice of the AGM and information regarding resolutions to be proposed at the AGM, relating to (i) general mandates to issue Shares and to buy back Shares; and (ii) re-election of directors.

We regard the annual general meeting as one of the principal channels to communicate with our Shareholders, and you are cordially invited to attend the Company's forthcoming AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES

The Directors are seeking the passing of the ordinary resolutions at the AGM to grant the general and unconditional mandates to the Board to exercise all powers of the Company to (i) allot and issue new Shares up to 20% of the total number of Shares of the Company in issue as at the date of passing such resolution at the AGM; and (ii) to buy back Shares on the Stock Exchange up to maximum of 10% of the total number of Shares of the Company in issue as at the date of passing such resolution at the AGM. In addition, it is further proposed, by way of a separate ordinary resolution, that the General Mandate be extended so that the Directors be given a general mandate to issue further Shares in the Company equal to the total number of the Shares bought back by the Company under the Buy-back Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 15,364,452,875. Assuming that no further Shares will be issued or bought back prior to the AGM, subject to the approval of the General Mandate by the Shareholders, the Company will be allowed to issue a maximum of 3,072,890,575 Shares under the proposed General Mandate.

An explanatory statement containing information relating to the Buy-back Mandate as required pursuant to the Listing Rules, is set out in the Appendix I of this circular.

### RE-ELECTION OF DIRECTORS

Pursuant to Article 96 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as Director either to fill a casual vacancy on the Board or as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Directors. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Zhang Yongdong, Mr. Lam Yiu Kin, Dr. Xia Xiaoning and Mr. Yuen Kwok On will hold office until the AGM and, being eligible, offer themselves for re-election at that meeting.

Pursuant to Article 115 of the Articles of Association, one-third of the Directors for the time being, (or if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at every annual general meeting of the Company. The retiring Directors shall be eligible for re-election. Accordingly, Ms Cheung Ka Yee and Mr. Man Wai Chuen will retire by rotation at the AGM and, being eligible, offer themselves for re-election at that meeting.

Upon the recommendation by the Company's Nomination Committee, the Board considers that Mr. Zhang Yongdong, Ms. Cheung Ka Yee and Mr. Man Wai Chuen have continued to contribute effectively and are committed to their executive role. Accordingly, the Board recommends Mr. Zhang, Ms. Cheung and Mr. Man to stand for re-election as executive Directors of the Company. Moreover, the Board considers that Dr Xia Xiaoning upon the recommendation by the Company's Nomination

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## LETTER FROM THE BOARD

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Committee that Dr Xia has solid experience and knowledge in financial business which is an asset to the Company. As such, the Company's Nomination Committee recommends Dr Xia to be re-elected as non-executive Director of the Company. Further, the Company's Nomination Committee has assessed that Mr. Lam Yiu Kin and Mr. Yuen Kwok On meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. As Mr. Lam and Mr. Yuen demonstrated their ability to provide independent views to the Company's matters, the Board believes that both Mr. Lam and Mr. Yuen should be re-elected as independent non-executive Directors of the Company.

Requisite details of directors proposed for re-election are set out in Appendix II of this circular. The re-election of Directors will be individually voted by Shareholders at the AGM by separate ordinary resolutions.

### NOTICE OF AGM

The notice of the AGM is set out on pages 16 to 19 of this circular. At the AGM, resolutions will be proposed to approve the granting of the General Mandate, Buy-back Mandate and re-election of directors. All resolutions will be put to vote by way of poll at the AGM and no shareholder will be required to abstain from voting at the AGM in respect of these resolutions. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A proxy form for the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in an event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that the proposals for General Mandate, Buy-back Mandate and re-election of directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Board recommends you to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
By order of the Board  
**Mason Financial Holdings Limited**  
**Mr. Zhang Yongdong**  
*Chairman*



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## **APPENDIX I      EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Buy-back Mandate for your consideration.*

### **SHARES IN ISSUE**

As at the Latest Practicable Date, there were 15,364,452,875 fully paid-up Shares in issue. Subject to the passing of the relevant ordinary resolution at the AGM and on the basis that no further Shares will be issued or bought back prior to the AGM, the Company will be authorised under the Buy-back Mandate to buy back on the Stock Exchange a maximum of 1,536,445,287 Shares, representing 10% of the total number of Shares of the Company in issue as at the date of the AGM.

### **REASONS FOR BUY-BACKS**

The Directors have no present intention of buying back Shares. Such repurchase may, depending on marketing conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back of Shares will benefit the Company and its Shareholders as a whole.

### **FUNDING OF BUY-BACKS**

It is proposed that buy-backs of Shares under the Buy-back Mandate would be financed from distributable profits or the proceeds of a fresh issue of Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong.

The Directors anticipate that there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2015), in the event that the proposed Buy-back Mandate was to be exercised in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

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**APPENDIX I      EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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**SHARE PRICES**

The highest and lowest prices at which the Share has been traded on the Stock Exchange in each of the previous twelve months through to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2015</b>		
April	0.480	0.137
May	0.780	0.420
June	0.880	0.400
July	0.440	0.180
August	0.345	0.161
September	0.325	0.210
October	0.325	0.265
November	0.435	0.270
December	0.520	0.350
<b>2016</b>		
January	0.390	0.275
February	0.305	0.247
March	0.405	0.275
April (up to the Latest Practicable Date)	0.350	0.270

**DISCLOSURE OF INTERESTS**

None of the Directors, to the best of their knowledge and belief having made all reasonable enquiries, nor any of their close associates (as defined in the Listing Rules) have any present intention, in the event that the Buy-back Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Hong Kong.

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**APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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**EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to buy back Shares pursuant to the Buy-back Mandate, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert can obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The shareholding structure of the Company as at the Latest Practicable Date and upon full exercise of the Buy-back Mandate are illustrated as follows:

	<b>As at the Latest Practicable Date</b>		<b>Immediately after full exercise of the Buy-back Mandate</b>	
	<b>Number of issued Shares held</b>	<b>Approximate %</b>	<b>Number of issued Shares held</b>	<b>Approximate %</b>
<b>Substantial Shareholder</b>				
Mr. Zhang Haifeng ( <i>Note 1</i> )	2,919,056,270	19.00%	2,919,056,270	21.11%
<b>Director</b>				
Mr. Zhang Yongdong ( <i>Note 2</i> )	4,303,464,965	28.01%	4,303,464,965	31.12%
Public Shareholders	<u>8,141,931,640</u>	<u>52.99%</u>	<u>6,605,486,353</u>	<u>47.77%</u>
	<u>15,364,452,875</u>	<u>100.00%</u>	<u>13,828,007,588</u>	<u>100.00%</u>

*Notes:*

- (1) These Shares are held by True Dynasty Limited, a wholly-owned subsidiary of Joy Monitor Limited, which is a company wholly-owned by Mr. Zhang Haifeng.
- (2) These Shares owned by Mr. Zhang Yongdong are held by a company named of "Grace Gorgeous Investment Holdings Ltd", 40% of shareholding of which is owned by Mr. Zhang Yongdong.

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**APPENDIX I      EXPLANATORY STATEMENT ON BUY-BACK MANDATE**

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To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Zhang Yongdong was interested in 4,303,464,965 Shares representing approximately 28.01% of the total number of Shares in issue. In the event that the Directors exercise the proposed Buy-back Mandate in full, the aggregate shareholding of Mr. Zhang Yongdong would be increased to approximately 31.12% of the total number of Shares in issue. Such an increase of shareholding would give rise to an obligation for Mr. Zhang Yongdong to make a mandatory offer under the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the power to buy back Shares pursuant to the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and/or result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage pursuant to Rules 8.08 of the Listing Rules, which is currently 25 per cent of the total number of Shares of the Company in issue.

**SHARE BUY-BACKS MADE BY THE COMPANY**

During the six months period prior to the Latest Practicable Date, neither the Company nor any of its subsidiaries bought back any of the Shares of the Company.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### **Mr. Zhang Yongdong**

**Mr. Zhang Yongdong**, aged 39, has been appointed as the Chairman and Chief Executive Officer of the Company since August 2015, and is the Chairman of the Nomination Committee of the Company. He is also the chairman and the CEO of Hawking Capital Management Group Limited and the chairman of Oriental Enterprise Group Limited. He has over 18 years' experience in investment, finance and management as well as extensive experience in corporate merger and acquisition, direct investment and hedge fund business. Mr. Zhang previously took up capital investment work for Shenzhen Ping'an Innovation Capital Investment Company Limited. For social services, Mr. Zhang serves as the vice chairman of the Federation of Hong Kong Jiangsu Youth and a council member of Jiangsu Overseas Friendship Association. Mr. Zhang is currently a chairman and non-executive director of KFM Kingdom Holdings Limited (stock code: 3816) and a non-executive director of SMI Holdings Group Limited (stock code: 198), both of them are listed on the main board of The Stock Exchange of Hong Kong Limited. Apart from being a director of the Company, Mr. Zhang also holds directorship in major subsidiaries of the Company. Save as disclosed herein, Mr. Zhang did not hold any directorships in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Zhang does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. Zhang has not entered into any service contract with the Company and there is no fixed length or proposed length of his service, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Zhang was paid a director's emolument of HK\$100,000 for the year ended 31 December 2015. His emolument is determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Ms. Cheung Ka Yee**

**Ms. Cheung Ka Yee**, aged 34, has been appointed as a Director of the Company since July 2013, and is a member of the Nomination Committee of the Company. She holds a Master's degree in Mathematics from the California State University in the United States of America. Ms. Cheung first joined the Company in September 2009 as the management assistant responsible for assisting the senior management of the Company in business administration and development. Before joining the Company, Ms. Cheung worked as an instructor in a tertiary college in the United States of America for around 2 years. Apart from being a director of the Company, Ms. Cheung also holds directorship in one subsidiary of the Company. Save as disclosed herein, Ms. Cheung did not hold any directorships in any other listed public companies in the last three years.

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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As at the Latest Practicable Date, Ms. Cheung does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and she does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Ms. Cheung has not entered into any service contract with the Company and there is no fixed length or proposed length of her service, but she is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Ms. Cheung was paid a director's emolument of HK\$375,806 for the year ended 31 December 2015 after voluntarily given up emolument of approximately HK\$227,000. Her emolument is determined by the Board with reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Man Wai Chuen**

**Mr. Man Wai Chuen**, aged 52, has been appointed as a Director of the Company since July 2013, and is a member of the Remuneration Committee of the Company. He also acts as the Company Secretary of the Company. Mr. Man holds a Master's degree in Business Administration from the University of Sheffield in the United Kingdom. He is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Chartered Secretaries and an associate member of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). He has over 20 years of experience in company secretarial and accounting fields. Mr. Man was formerly an independent non-executive director of Skyway Securities Group Limited (stock code: 1141) from November 2014 to November 2015 and China Optoelectronics Holding Group Company Limited (stock code: 1332) from August 2015 to January 2016, both of which are listed companies in Hong Kong. Apart from being a director of the Company, Mr. Man is also the company secretary of the Company and holds directorship in one subsidiary of the Company. Mr. Man did not hold any directorships in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Man does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. Man has not entered into any service contract with the Company and there is no fixed length or proposed length of her service, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Man was

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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paid a director's emolument of HK\$714,032 for the year ended 31 December 2015 after voluntarily given up emolument of approximately HK\$432,000. His emolument is determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Dr. Xia Xiaoning**

**Dr. Xia Xiaoning**, aged 56, has been appointed as a non-executive Director of the Company since August 2015. He earned his doctorate degree from University Paris Dauphine. He also graduated from ESSEC business school Paris. He has a bachelor degree in electric engineering from Harbin Institute of Technology. Dr. Xia is a Chartered Financial Analyst charter holder. Dr. Xia has over 23 years private equity/investment experience in Asia. From 2008 to 2012, he was the founding Chief Executive Officer of CITP Advisors (Hong Kong) Limited ("CITP") and has successfully raised a USD425 million China focused infrastructure fund. CITP is jointly sponsored by Temasek and BOCI. Before setting up CITP, Dr. Xia worked for AIF Capital Limited ("AIF"), a pan Asia private equity firm based in Hong Kong from 1995 to 2008 and his last position with AIF was Senior Partner/Managing Director. Dr. Xia also worked for Asian Development Bank in Manila from 1989 to 1995. Save as disclosed above, Dr. Xia does not hold any other positions with the Company and its subsidiaries, and he has not held directorships in any other public companies in the last three years in Hong Kong or overseas.

As at the Latest Practicable Date, Dr. Xia does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Dr. Xia has not entered into any service contract with the Company and there is no fixed length or proposed length of his service, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Dr. Xia was paid a director's emolument of HK\$100,000 for the year ended 31 December 2015. His emolument is determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

### **Mr. Lam Yiu Kin**

**Mr. Lam Yiu Kin**, aged 61, has been appointed as an independent non-executive Director of the Company since August 2015, and is the Chairman of the Audit Committee, a member of both the

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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Nomination Committee and Remuneration Committee of the Company. He graduated from Hong Kong Polytechnic University with a higher diploma in accounting in October 1975 and was conferred an Honorary Fellow in November 2002. Mr. Lam became a fellow member of the Association of Chartered Certified Accountants in June 1983, a fellow member of the Chartered Accountants of Australia and New Zealand in June 1999, a fellow member of the HKICPA in June 1989 and a fellow member of Institute of Chartered Accountants in England and Wales in January 2015. Mr. Lam was previously a member of the Listing Committee and the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003, a committee member of HKICPA from 1994 to 2009. Mr. Lam was a partner with PricewaterhouseCoopers Hong Kong from July 1993 to June 2013. He is also currently an adjunct professor of the School of Accounting and Finance of The Hong Kong Polytechnic University and a committee member of the Finance Management Committee of The Hong Kong Management Association. He has extensive experience in finance and accounting, auditing and business consultation. Since October 2013, Mr. Lam has been serving as an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (a company listed on the Stock Exchange, stock code: 1349). From June 2014 to September 2015, he served as an independent non-executive director of Kate China Holdings Limited (a company listed on the Stock Exchange, stock code: 8125). Since January 2015, he has been serving as an independent non-executive director of Spring Asset Management Limited (the units of Spring Real Estate Investment Trust, which is managed by Spring Asset Management Limited, is listed on the Stock Exchange, stock code: 1426). He has been serving as an independent non-executive director of Vital Mobile Holdings Limited (a company listed on the Stock Exchange, stock code: 6133) since September 2014, an independent non-executive director of Global Digital Creations Holdings Limited (a company listed on the Stock Exchange, stock code: 8271) since July 2015, an independent non-executive director of COSCO Pacific Limited (a company listed on the Stock Exchange, stock code: 1199) and an independent non-executive director of Shougang Concord Century Holdings Limited (a company listed on the Stock Exchange, stock code: 103) since August 2015 and an independent non-executive director of Nine Dragons Paper (Holdings) Limited (a company listed on the Stock Exchange, Stock code: 2689) since March 2016. Save as disclosed herein, Mr. Lam did not hold any directorships in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Lam does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. Lam has not entered into any service contract with the Company and there is no fixed length or proposed length of his service, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Lam was paid a director's emolument of HK\$100,000 for the year ended 31 December 2015. His emolument is determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.



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## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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### Mr. Yuen Kwok On

**Mr. Yuen Kwok On**, aged 50, has been appointed as an independent non-executive Director of the Company since October 2015, and is the Chairman of the Remuneration Committee, a member of both the Audit Committee and Nomination Committee. Mr. Yuen graduated from the La Trobe University in Australia in July 1991 with a bachelor degree of economics. He obtained a master degree of business administration from Hong Kong Baptist University in December 1998. Mr. Yuen is a member of the CPA Australia and the HKICPA since September 1994 and April 1995, respectively. He has more than 22 years of working experience in the field of finance and accounting. Mr. Yuen was the chief financial officer and company secretary of Orange Sky Golden Harvest Entertainment (Holdings) Limited (“OSGH”) (a company listed on the Main Board of the Stock Exchange, stock code: 1132). Prior to joining OSGH in October 1996, Mr. Yuen had over 5 years of audit working experience in international accounting firms. Mr. Yuen worked in OSGH for more than 16 years and left OSGH in June 2013. He has extensive experience in financial analysis, risk control and mergers and acquisitions, as well as in-depth knowledge of operations of OSGH and its subsidiaries. Since July 2013, Mr. Yuen has been serving as an independent non-executive director of AID Partners Capital Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, stock code: 8088). Save as disclosed herein, Mr. Yuen did not hold any directorships in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Yuen does not have any relationship with any directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company, and he does not have any interests or short positions in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO.

Mr. Yuen has not entered into any service contract with the Company and there is no fixed length or proposed length of his service, but he is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Mr. Yuen was paid a director’s emolument of HK\$50,322 for the year ended 31 December 2015. His emolument is determined by the Board with reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

The Board is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Mason Financial Holdings Limited (the “Company”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Thursday, 26 May 2016 at 3:00 p.m. for the purpose of transacting the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2015.
2. To re-elect the following retiring directors of the Company:
  - (i) Mr. Zhang Yongdong as an executive director;
  - (ii) Ms. Cheung Ka Yee as an executive director;
  - (iii) Mr. Man Wai Chuen as an executive director;
  - (iv) Dr. Xia Xiaoning as a non-executive director;
  - (v) Mr. Lam Yiu Kin as an independent non-executive director; and
  - (vi) Mr. Yuen Kwok On as an independent non-executive director.
3. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

and to consider and if thought fit, pass with or without modification the following Resolutions no. 4, 5 and 6 as ordinary resolutions:

### Ordinary Resolutions

4. **“THAT:**
  - (A) subject to paragraph (C) below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (B) the Directors be and are authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate number of additional shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B), otherwise than (i) a Rights Issue (as hereafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into shares of the Company or (iii) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to the employees of the Company and/or any of its subsidiaries or any other eligible person(s) of shares or right to acquire shares of the Company or (iv) an issue of shares as scrip dividend pursuant to the articles of association of the Company, from time to time, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of Hong Kong to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. **“THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy back such shares are subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) during the Relevant Period shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of Hong Kong to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon the passing of the ordinary resolutions no. 4 and 5 above, the aggregate number of shares of the Company which are bought back by the Company pursuant to and in accordance with the said resolution no. 5 shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the ordinary resolution no. 4 above, provided that such extended amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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By order of the Board  
**Mason Financial Holdings Limited**  
**Man Wai Chuen**  
*Company Secretary*

25 April 2016

*Registered and Principal Office:*

Units 4708-10, 47/F  
The Center  
99 Queen's Road Central  
Hong Kong

**Notes:**

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
2. To be valid, the proxy form must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's share registrar and transfer office, 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 for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such proxy form proposes to vote, and in default the proxy form shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this notice, the Board comprises:*

*Executive Directors:*

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

*Non-executive Director*

Dr. Xia Xiaoning

*Independent Non-executive Directors:*

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