

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Mason Financial Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or 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)

**PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF GENERAL MEETING**

A notice convening a general meeting (the “**GM**”) of the Company to be held at Units 4708–10, 47/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Monday, 26 June 2017 is set out on pages 8 to 9 of this circular. A proxy form for use by the Shareholders at the GM is enclosed.

Whether or not you intend to attend and vote at the GM in person, you are requested to complete and return 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 later than 48 hours before the time appointed for holding the GM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending or voting in person at the GM or any adjournment thereof should you so wish and, in such event, such proxy form shall be deemed to be revoked.

7 June 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Mason Financial Holdings Limited, a company incorporated in Hong Kong with limited liability, whose shares are listed on the Main Board of the Stock Exchange (stock code: 273)
“Director(s)”	director(s) of the Company
“GM”	the general meeting of the Company to be held at Units 4708–10, 47/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Monday, 26 June 2017 or any adjournment thereof for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name and the re-election of Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 June 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Mason Financial Holdings Limited” to “Mason Group Holdings Limited” and the Chinese name of the Company from “民信金控有限公司” to “茂宸集團控股有限公司”
“Share(s)”	ordinary share(s) of no par value in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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. Ko Po Ming

(Joint Chairman and Chief Executive Officer)

Mr. Chang Tat Joel

Ms. Lui Choi Yiu, Angela

Ms. Fu Yau Ching Shirley

Registered office and Principal Office:

Units 4708–10, 47/F

The Center

99 Queen's Road Central

Hong Kong

Non-executive Directors:

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

Ms. Hui Mei Mei, Carol

Independent non-executive Directors:

Mr. Yuen Kwok On

Mr. Tian Ren Can

Ms. Kan Lai Kuen, Alice

7 June 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 23 May 2017 in relation to, among other things, the Proposed Change of Company Name and the re-election of Directors.

The purpose of this circular is to provide you with information relating to the Proposed Change of Company Name and the re-election of retiring Directors and to provide you with the notice of GM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Mason Financial Holdings Limited” to “Mason Group Holdings Limited” and the Chinese name of the Company from “民信金控有限公司” to “茂宸集團控股有限公司”.

CONDITIONS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders to approve the Proposed Change of Company Name at a general meeting of the Company; and
- (2) the Registrar of Companies in Hong Kong approving the Proposed Change of Company Name.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company upon the Proposed Change of Company Name becoming effective.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Group was principally engaged in the provision of comprehensive financial services in Hong Kong, however during the second half of 2016, it gradually expanded its services into the healthcare sector in particular focusing on the lucrative and fast growing mother-infant-children segment in the greater China area. The Group’s vision is to become a trusted health and wealth partner to the Group’s valuable clients by adhering to its “Enterprise + Finance” growth strategy.

Hence, the Board considers that the Proposed Change of Company Name will better reflect the current focus of the Group’s businesses and its broader strategic direction, in terms of the proposed new English name. As for the proposed new Chinese name, the Board believes that the new Chinese name is a better phonetic translation of its English name and together, the Proposed Change of Name will provide the Company with a more appropriate corporate and business identity, which will benefit the Company’s future business development and is in the best interests of the Company and Shareholders as a whole.

EFFECT OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect the rights of any Shareholder or the Company’s daily business operation and its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be valid evidence of legal title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new name of the Company. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will bear the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name.

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, Ms. Fu Yau Ching Shirley (“**Ms. Fu**”) and Ms. Kan Lai Kuen, Alice (“**Ms. Kan**”) will hold office until the GM and, being eligible, offer themselves for re-election at the GM.

The Board has considered the assessment of the Company’s Nomination Committee that Ms. Fu’s contributions are essential to the Company’s continual growth and accordingly, the Board (save for Ms. Fu who has abstained) recommends Ms. Fu to stand for re-election as an executive Director at the forthcoming GM.

The Board (save for Ms. Kan who has abstained) has also considered and accepted the recommendations of the Nomination Committee (save for Ms. Kan who has abstained from making such recommendation) that Ms. Kan should stand for re-election as an independent non-executive Director at the forthcoming GM. It is acknowledged that Ms. Kan’s extensive experience in the banking and securities industry will contribute positively to the business of the Group.

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

GM

A notice convening the GM to be held at Units 4708–10, 47/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Monday, 26 June 2017 for the purpose of considering, and if thought fit, approving the Proposed Change of Company Name and the re-election of retiring Directors is set out on pages 8 to 9 of this circular.

The register of members of the Company will be closed from 21, June 2017 to 26, June 2017 (both days inclusive), during which no transfer of Shares will be registered. To be eligible for attending and voting at the GM to be held on 26, June 2017, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 20 June 2017.

LETTER FROM THE BOARD

A proxy form for the GM is enclosed. Whether or not you intend to attend and vote at the GM in person, you are requested to complete and return 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 later than 48 hours before the time appointed for holding the GM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending or voting in person at the GM or any adjournment thereof should you so wish and, in such event, such proxy form shall be deemed to be revoked.

The Board is not aware of any requirement for any Shareholder to abstain from voting on the resolutions to approve the Proposed Change of Company Name and the re-election of Directors at the GM. The resolutions proposed to be approved at the GM will be taken by poll and an announcement will be made by the Company following the conclusion of the GM to inform the Shareholders of the poll results.

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.

RECOMMENDATION

The Board holds the view that the Proposed Change of Company Name and re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the resolutions approving the Proposed Change of Company Name and re-election of Directors at the GM.

Yours faithfully,
By order of the Board
MASON FINANCIAL HOLDINGS LIMITED
Ko Po Ming
Joint Chairman and Chief Executive Officer

EXECUTIVE DIRECTOR

Ms. Fu Yau Ching Shirley (符又澄), aged 44, is the chief human resources officer of the Group and has been appointed as an executive Director with effect from 24 May 2017. Ms. Fu is responsible for the overall human resources strategies, planning and management of the Group. Prior to joining the Group, she has over 20 years of experience in the field of Human Resources Management. She worked in the human resources management of multinational organizations like JPMorgan Chase Bank, N.A., PricewaterhouseCoopers, ABN AMRO Bank N.V. and UBS AG before joining the Company. She is a seasoned Human Resource professional responsible for managing the full spectrum of the Human Resources functions. Ms. Fu graduated with a Bachelor of Business degree in Human Resources Management from La Trobe University in Australia. She is currently an Associate Member of Hong Kong Institution of Human Resource Management.

Pursuant to the executive director service agreement entered into between the Company and Ms. Fu, the appointment of Ms. Fu is for a term of three years commencing from 24 May 2017 and shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's articles of association. She will hold office until the GM and shall be eligible for re-election at that meeting. Ms. Fu will be entitled to a remuneration of HK\$2,040,000 per annum (including salary as the chief human resources officer of the Group and director's fee) plus discretionary bonus in respect of her appointment. Her emolument is determined having regard to the scope of responsibility and accountability, her experience and abilities, the Company's performance, market practice and prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Ms. Fu did not hold any directorship in other listed companies during the past three years nor has she held any other positions with the Group, and does not have any other major appointments and professional qualifications.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Kan Lai Kuen, Alice (簡麗娟), aged 62, has been appointed as an independent non-executive Director with effect from 24 May 2017. Ms. Kan has over 25 years of experience in corporate finance and is well experienced in both the equity and debt markets. She has held various senior positions in international and local banks and financial institutions and is currently a controlling shareholder and the Managing Director of Asia Investment Management Limited, a licensed corporation under the Securities and Futures Ordinance (the "SFO").

Ms. Kan is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Directors and the Australian Society of Certified Practising Accountants, and an associate member of the Hong Kong Institute of Certified Public Accountants. She is also a licensed responsible officer under the SFO.

She currently also serves as independent non-executive director for several listed companies on the Stock Exchange, namely, China Engene International (Holdings) Limited (stock code: 1185), Cosmopolitan International Holdings Limited (stock code: 120), Regal Hotels International Holdings Limited (stock code: 78) and Shougang Concord International

APPENDIX DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION
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Enterprises Company Limited (stock code: 697) and is also an independent director of AVIC International Maritime Holdings Limited, a company listed on the Catalist Board of the Singapore Exchange Securities Trading Limited. Moreover, Ms. Kan is currently an independent non-executive director of Shimao Property Holdings Limited (stock code: 813) (“**Shimao Property**”), a company listed on the Stock Exchange. Shimao Property’s controlling shareholder (as defined in the Listing Rules) is also a substantial shareholder (as defined in the Listing Rules) of the Company.

Pursuant to the letter of appointment entered into between the Company and Ms. Kan, Ms. Kan is entitled to a director’s fee of HK\$240,000 per annum or a pro rata amount for any incomplete year as determined by the Board by reference to her background, experience, duties and responsibilities with the Company and the prevailing market conditions. According to her letter of appointment with the Company, Ms. Kan’s specific term of office is three years commencing from 24 May 2017 and shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s articles of association. She will hold office until the GM and shall be eligible for re-election at that meeting.

As at the Latest Practicable Date and save as disclosed above, Ms. Kan did not hold any directorship in other listed companies during the past three years nor has she held any other positions with the Group, and does not have any other major appointments and professional qualifications.

As at the Latest Practicable Date and save as disclosed above, each of Ms. Fu and Ms. Kan does not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. None of Ms. Fu and Ms. Kan has and is deemed to have any interests in the Shares which is required to be disclosed under Part XV of the SFO. Save as disclosed above, there is no other information required to be disclosed pursuant to any requirements of Rule 13.51(2) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NOTICE OF GENERAL MEETING



MASON FINANCIAL HOLDINGS LIMITED

民信金控有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

NOTICE IS HEREBY GIVEN that a general meeting of Mason Financial Holdings Limited 民信金控有限公司 (the “**Company**”) will be held at Units 4708–10, 47/F, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Monday, 26 June 2017 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to approval of the Registrar of Companies in Hong Kong, the English name of the Company be changed from “Mason Financial Holdings Limited” to “Mason Group Holdings Limited” and the Chinese name of the Company be changed from “民信金控有限公司” to “茂宸集團控股有限公司” (the “**Proposed Change of Company Name**”); and
- (b) the directors of the Company be and are hereby authorised to do all such acts and execute all such documents as they consider desirable, necessary or expedient for the purpose of or in connection with the implementation of or giving effect to the Proposed Change of Company Name.”

ORDINARY RESOLUTIONS

- 2. To re-elect each of the following directors of the Company by separate resolutions:
 - (i) Ms. Fu Yau Ching Shirley as an executive director of the Company; and
 - (ii) Ms. Kan Lai Kuen, Alice as an independent non-executive director of the Company.

By order of the Board
MASON FINANCIAL HOLDINGS LIMITED
Ko Po Ming
Joint Chairman and Chief Executive Officer

Hong Kong, 7 June 2017

NOTICE OF GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from 21, June 2017 to 26, June 2017 (both days inclusive), during which period no transfer of Shares will be registered. To be eligible for attending and voting at the general meeting to be held on 26, June 2017, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on 20 June 2017.
2. 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.
3. To be valid, the instrument appointing a proxy 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.
4. The instrument appointing a proxy 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 later 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 instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
5. 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 directors of the Company are:

Executive Directors

Mr. Ko Po Ming (*Joint Chairman and Chief Executive Officer*)

Mr. Chang Tat Joel

Ms. Lui Choi Yiu, Angela

Ms. Fu Yau Ching Shirley

Non-executive Directors:

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

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Yuen Kwok On

Mr. Tian Ren Can

Ms. Kan Lai Kuen, Alice