



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

FORM OF PROXY FOR THE GENERAL MEETING

(the "General Meeting")

TO BE HELD ON 27 June 2019 AT 4:00 P.M.

(or any adjournment thereof)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ shares
in the capital of Mason Group Holdings Limited (the "Company"), HEREBY APPOINT _____
of _____
or failing him/her, the Chairman of the General Meeting (Note 3) as my/our proxy to attend the General Meeting (or any adjournment thereof) of the Company to 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 and to vote for me/us and on my/our behalf in respect of the undermentioned resolutions (the "Resolutions") as indicated, and if no such indication is given, to vote in such a manner as my/our proxy thinks fit.

	Ordinary Resolutions	For (Note 4)	Against (Note 4)
1	To approve, confirm and ratify 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.		
2	To approve, confirm and ratify 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.		
3	To authorise any executive director or any officer of the Company 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.		

Signature (Note 7): _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. Any member (other than a Clearing House) entitled to attend and vote at the General Meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. Please insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** A proxy needs not be a member of the Company. A member may appoint a proxy in respect of only part of his/her/its holding of shares (in the Company).
4. Please mark with a "✓" in the spaces opposite to the Resolution under the column of "For" or "Against", as the case may be, to indicate how you wish the proxy to vote on your behalf. In the absence of any such indication, your proxy may vote for or against the Resolutions or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the General Meeting other than those referred to in the Notice of General Meeting.
5. You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, at the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting thereof.
6. In the case of joint holders of a share if more than one of such joint holders be present at the General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
8. Completion and return of this form of proxy will not preclude you from personally attending and voting at the General Meeting if you so wish. In the event that you do attend the General Meeting, this form of proxy will automatically be deemed to have been revoked.
9. Unless the context indicates or specifies otherwise, defined terms used in this form of proxy shall have the same meanings as are given to them in the notice of general meeting and the circular of the Company dated 12 June 2019.