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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 Group 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 GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

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

A notice convening the annual general meeting (“AGM”) of Mason Group Holdings Limited to be held at Portion 1, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 1 June 2020 at 2:30 p.m. is set out on pages 17 to 21 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 and 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.

29 April 2020

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DEFINITIONS

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 2:30 p.m. on Monday, 1 June 2020 at Portion 1, 12/F., The Center, 99 Queen’s Road Central, Hong Kong, or any adjournment thereof, notice of which is set out on pages 17 to 21 of this circular
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Mason Group Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 273)
“Director(s)”	the director(s) of the Company
“General Mandate”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice
“Latest Practicable Date”	22 April 2020, 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
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 6 of the AGM Notice
“SFC”	Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	as defined in the SFO
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

Executive Directors:

Ms. Han Ruixia

Mr. Zhang Zhenyi

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Tian Ren Can

Mr. Wang Cong

Mr. Wu Xu'an

Mr. Ng Yu Yuet

Registered Office and

Principal Office:

Portion 1, 12/F.

The Center

99 Queen's Road Central

Hong Kong

29 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES 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) the re-election of the retiring Directors and (ii) the granting of the General Mandates.

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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

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 and that, pursuant to the code provision A.4.2 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, every Director (including those appointed for a specific term) should be subject to retirement by rotation at least once every three years. Accordingly, each of Ms. Hui Mei Mei, Carol (“**Ms. Hui**”), Mr. Tian Ren Can (“**Mr. Tian**”) and Mr. Wang Cong (“**Mr. Wang**”) will retire by rotation and, being eligible, offers themselves for re-election at the AGM.

Pursuant to article 96 of the Articles of Association, any Director 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. Han Ruixia (“**Ms. Han**”) and Mr. Zhang Zhenyi (“**Mr. Zhang**”), who were appointed as an executive Director by the Board on 16 April 2020 and 21 April 2020 respectively, and Mr. Wu Xu’an (“**Mr. Wu**”) and Mr. Ng Yu Yuet (“**Mr. Ng**”), who were appointed as an independent non-executive Director by the Board on 12 March 2020 and 16 April 2020 respectively, will retire and, being eligible, offer themselves for re-election at the AGM.

The Company continuously seeks to enhance the effectiveness of its Board and recognises and embraces the benefits of having a diverse Board as an essential element in maintaining competitiveness. The Nomination Committee has reviewed the diversity of the Board and considered the Directors for re-election may contribute to the Board a range of diversity perspectives, including, but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and other qualifications.

The Board accepted the recommendation of the Nomination Committee that the re-election of each of Ms. Han and Mr. Zhang as executive Director could bring valuable risk management and financial expertise to the Group.

The Board has considered the assessments of the Nomination Committee that each of Ms. Hui, Mr. Tian and Mr. Wang have contributed effectively to the Company and that their continuous contributions are essential to the Company’s growth and accordingly. The Board also accepted the recommendation of the Nomination Committee that the re-election of Mr. Wu and Mr. Ng as independent non-executive Director could bring valuable accounting expertise to the Group. Besides, each of Mr. Tian, Mr. Wang, Mr. Wu and Mr. Ng has confirmed that he fulfills all the requirements under rule 3.13 of the Listing Rules. Hence, the Board considers them to be independent. None of the independent non-executive Directors to be re-elected is holding seven or more listed company directorship.

As such, the Board recommends each of Ms. Han, Mr. Zhang, Ms. Hui, Mr. Tian, Mr. Wang, Mr. Wu and Mr. Ng to stand for re-election as Directors at the AGM.

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

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to consider and if thought fit, to approve the grant of the general and unconditional mandates to the Board to exercise all powers of the Company to (i) allot and issue new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing such resolution; and (ii) repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing such resolution. Subject to the passing of the aforesaid ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate to issue additional Shares in such number equal to the total number of Shares bought back under the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 44,364,885,557. Assuming that no further Shares will be issued or repurchased prior to the AGM, subject to the approval of the Issue Mandate by the Shareholders, the Company will be allowed to issue a maximum of 8,872,977,111 Shares under the proposed Issue Mandate. Assuming that no further Shares will be issued or repurchased prior to the AGM, subject to the approval of the Repurchase Mandate by the Shareholders, the Company will be allowed to repurchase a maximum of 4,436,488,555 Shares under the Repurchase Mandate.

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

NOTICE OF AGM

The notice of the AGM is set out on pages 17 to 21 of this circular. At the AGM, resolutions will be proposed to approve the re-election of the Directors, the granting of the General Mandates and the extension of the General Mandates. 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the (i) the proposed re-election of the retiring Directors; and (ii) the grant of the proposed General Mandate in the manner set out in the notice of AGM are in the interests of the Company and Shareholders as a whole, and accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

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.

Yours faithfully,
By order of the Board
Mason Group Holdings Limited
Han Ruixia
Executive Director

EXECUTIVE DIRECTORS**Ms. Han Ruixia (“Ms. Han”)**

Ms. Han Ruixia, aged 35, has over 10 years’ experiences in the field of finance, fund management and risk management. She is currently the chief risk officer of the Group (the “**Chief Risk Officer**”) and a director of certain subsidiaries and associates of the Company. She is responsible for overseeing risk management, legal and compliance functions of the Group and supervising the provision of legal and risk services to support the Group’s transactions and the operations of business unit. Ms. Han is an independent non-executive director of China Gold International Resources Corp. Ltd. (a company listed on the main board of the Stock Exchange, stock code: 2099). She was the head of operations and risk of MEC Advisory Limited, which is the sole investment advisor to Can-China Global Resource Fund. Ms. Han’s role covered investment, accounting, finance treasury and investor relationships related matters. Prior to joining MEC Advisory Limited in 2014, Ms. Han was an investment manager at The Export-Import Bank of China (China EXIM Bank). Save as disclosed above, Ms. Han does not hold any other positions with the Group and has not held directorships in any other public companies in Hong Kong or overseas in the last three years.

Ms. Han has obtained her PhD of Economics (Finance), Master degree in Applied Economics (Venture Capital) and Bachelor of Economics (Finance) from Renmin University of China.

Pursuant to the service agreement entered into between the Company and Ms. Han, the appointment of Ms. Han is for a term of three years commencing from 16 April 2020 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company’s Articles of Association. Ms. Han entitled to a remuneration of HK\$3,000,001 per annum plus discretionary bonus in respect of her appointment which has been determined by reference to her background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Ms. Han does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Han has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to her re-election that needs to be brought to the attention of the Shareholders.

Mr. Zhang Zhenyi (“Mr. Zhang”)

Mr. Zhang Zhenyi, aged 39, has over 15 years’ experience in financial, risk and investment management. From January 2018 to February 2020, he was an executive director, chief financial officer, authorized representative and authorized person of Wan Kei Group Holdings Limited (“**Wan Kei Group**”) (a company listed on the main board of the Stock Exchange, stock code: 1718), and has been re-designated to a non-executive director of Wan Kei Group from March 2020. He also acts as an independent non-executive director, a member of each of the audit committee, remuneration committee and nomination committee of Carry

Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643) and independent non-executive director of Jiangsu Protruly Vision Technology Group Company Limited (江蘇保千里視像科技集團股份有限公司) (a company listed on the Shanghai Stock Exchange, Stock Code: 600074) since March 2017 and July 2018 respectively. Mr. Zhang obtained a master degree of business management[#] (工商管理碩士學位) from the University of Science and Technology Beijing in 2011. He also holds qualifications as a Certified Public Accountant, Senior International Finance Manager and Senior Accountant in the PRC. Mr. Zhang is a fellow member of the Chartered Institute of Management Accountants and holds the certificate of Chartered Global Management Accountant and certificate of independent director of the Shanghai Stock Exchange. He is also a director of certain subsidiaries and associates of the Company. Save as disclosed above, Mr. Zhang does not hold any other positions with the Group and 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 Mr. Zhang, the appointment of Mr. Zhang is for a term of three years commencing from 21 April 2020 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association. Mr. Zhang entitled to a remuneration of HK\$1,800,001 per annum plus discretionary bonus in respect of his appointment which has been determined by reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Mr. Zhang does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Zhang has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Ms. Hui Mei Mei, Carol (“Ms. Hui”)

Ms. Hui Mei Mei, Carol, aged 45, has been appointed as a non-executive Director, a member of the remuneration committee and nomination committee of the Company since 5 October 2016. Ms. Hui has more than 20 years' experience in property development, and more than 13 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 Municipal 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 Future Achiever Limited (“FAL”) and the daughter of Mr. Hui Wing Mau, the beneficial owner of FAL which is a substantial shareholder of the Company.

Pursuant to the service agreement entered into between the Company and Ms. Hui, Ms. Hui is entitled to a director’s fee of HK\$360,000 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 service agreement with the Company, the appointment of Ms. Hui commence from 5 October 2016 without specific term 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 annual general meeting and shall be eligible for re-election at that meeting.

As at the Latest Practicable Date and save as disclosed above, Ms. Hui 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, Ms. Hui does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Hui has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to her re-election that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tian Ren Can (“Mr. Tian”)

Mr. Tian Ren Can, aged 58, has been appointed as an independent non-executive Director of the Company, and is the member of each of the audit committee, remuneration committee and nomination committee of the Company since 26 April 2016. Mr. Tian has more than 21 years of working experience in the field of finance. Mr. Tian is currently the chief executive officer of UBP Investments Management (Shanghai) Limited. Before that, Mr. Tian worked for multi-national financial institutes. Mr. Tian obtained a Master Degree of Business Administration awarded jointly by Manchester Business School and University of Wales of the United Kingdom. He obtained a Master Degree in Political Sciences International Relations from Shanghai International Studies University. Mr. Tian graduated from Shanghai Foreign Languages Institute with a Bachelor Degree in French Language and French Literature. Mr. Tian was an executive director of Huarong Investment Stock Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2277), from 10 June 2016 to 13 April 2017.

Pursuant to the letter of appointment entered into between the Company and Mr. Tian, Mr. Tian is entitled to a director’s fee of HK\$360,000 per annum or a pro rata amount for any incomplete year as determined by the Board by reference to his background, experience, duties

and responsibilities with the Company and the prevailing market conditions. According to his letter of appointment with the Company, Mr. Tian was appointed as an independent non-executive director of the Company for a fixed term and shall continue until 24 April 2022 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. He will hold office until the general meeting and shall be eligible for re-election at that meeting.

Mr. Tian has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date and save as disclosed above, Mr. Tian did not hold any directorship in other listed companies during the past three years nor has he 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, Mr. Tian does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Tian has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

Mr. Wang Cong (“Mr. Wang”)

Mr. Wang Cong, aged 29, has been appointed as an independent non-executive Director of the Company, and is the member of each of the audit committee, the remuneration committee and nomination committee of the Company since 1 December 2018. He was appointed as chairman of the remuneration committee and nomination committee of the Company on 1 December 2019 and 13 January 2020 respectively. Mr. Wang graduated from National University of Singapore with a Bachelor's Degree in Engineering Science in 2013. In 2014, he obtained his Master's Degree in Aeronautics from California Institute of Technology. Since 2014, Mr. Wang has joined a research group in Aeronautics at California Institute of Technology and is working towards a Doctor of Philosophy (PhD) in Aeronautics. He is a co-inventor of three patents under application^(Note) filed with the United States Patent and Trademark Office, including medical device and fluid dynamic.

Pursuant to the letter of appointment entered into between the Company and Mr. Wang, Mr. Wang is entitled to a director's fee of HK\$360,000 per annum or a pro rata amount for any incomplete year as determined by the Board by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. According to his letter of appointment with the Company, Mr. Wang was appointed as an independent non-executive director of the Company for a fixed term and shall continue until 30 November 2022 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. He will hold office until the general meeting and shall be eligible for re-election at that meeting.

Mr. Wang has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date and save as disclosed above, Mr. Wang did not hold any directorship in other listed companies during the past three years nor has he 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, Mr. Wang does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Wang has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

Note:

- (1) Patent application no. 14/947767 filed on 20 November, 2015 “Micro-Needle Drug Delivery Systems”
- (2) Patent application no. 15/411544 filed on 20 January, 2017 “Vertical Carbon Nanotube and Lithium Ion Battery Chemistries, Articles, Architectures and Manufacture”
- (3) Patent application no. 15/663595 filed on 28 July, 2017 “System, Methods, and Apparatuses for Reducing Hydrodynamic Frictional Drag”

Mr. Wu Xu’an (“Mr. Wu”)

Mr. Wu Xu’an, aged 40, has been appointed as an independent non-executive Director of the Company and the chairman of the audit committee of the Company since 12 March 2020. Mr. Wu is currently the Tax Partner of Asian Alliance (HK) CPA Limited and the executive director of Huarong Hongyi Management Consultancy (Shenzhen) Limited[#]. He is primarily responsible for providing consultancy services on tax and audit issues to the listed companies in Hong Kong. Mr. Wu is a member of the Chinese Institute of Certified Public Accountants and has over 16 years of solid experiences in tax issues, auditing, accounting and business management. Mr. Wu graduated from Guangdong Polytechnic Normal University with a bachelor’s degree in accountancy in 2004 and obtained his master’s degree in software engineering from Xiamen University in 2016.

Pursuant to the letter of appointment entered into between the Company and Mr. Wu, Mr. Wu is entitled to a director’s fee of HK\$180,000 per annum or a pro rata amount for any incomplete year as determined by the Board by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. According to his letter of appointment with the Company, Mr. Wu was appointed as an independent non-executive director of the Company for a fixed term and shall continue until 11 March 2023 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. He will hold office until the general meeting and shall be eligible for re-election at that meeting.

Mr. Wu has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date and save as disclosed above, Mr. Wu did not hold any directorship in other listed companies during the past three years nor has he 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, Mr. Wu does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Wu has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

Mr. Ng Yu Yuet (“Mr. Ng”)

Mr. Ng Yu Yuet, aged 48, has more than 25 years’ experience in auditing, accounting and finance. He is currently running a professional accounting firm with other partners in Hong Kong. He has also worked for a number of local and international accounting firms in Hong Kong and listed companies on the Stock Exchange, between the years of 1993 to 2009. Mr. Ng obtained a Master Degree in Business Administration from The Open University of Hong Kong in 2004 and is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Pursuant to the letter of appointment entered into between the Company and Mr. Ng, Mr. Ng is entitled to a director’s fee of HK\$360,000 per annum or a pro rata amount for any incomplete year as determined by the Board by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. According to his letter of appointment with the Company, Mr. Ng was appointed as an independent non-executive director of the Company for a fixed term and shall continue until 15 April 2023 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. He will hold office until the general meeting and shall be eligible for re-election at that meeting.

Mr. Ng has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date and save as disclosed above, Mr. Ng did not hold any directorship in other listed companies during the past three years nor has he 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, Mr. Ng does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Ng has no relationship with any other Directors, senior management or substantial shareholders of the Company (as defined in the Listing Rules) and there is no further information to be

disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter relating to his re-election that needs to be brought to the attention of the Shareholders.

for identification purposes only

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

SHARES IN ISSUE

As at the Latest Practicable Date, there were 44,364,885,557 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 repurchased from the Latest Practicable Date to the date of the AGM, the Company will be authorised under the Repurchase Mandate to repurchase on the Stock Exchange a maximum of 4,436,488,555 Shares, representing 10% of the total number of Shares of the Company in issue as at the date of the AGM.

REASONS FOR THE REPURCHASE

The Board believes that it is in the interest of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Board believes that such repurchase of Shares will benefit the Company and its Shareholders as a whole. The Directors have no present intention of repurchasing Shares.

FUNDING OF THE REPURCHASE

It is proposed that any repurchase of Shares under the Repurchase Mandate would be financed by funds legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading values of the Stock Exchange from time to time.

IMPACT OF THE REPURCHASE

The Directors anticipate that there might be a material adverse impact on the working capital or gearing position of the Company (on the basis of the financial position disclosed in the latest published audited accounts of the Company for the year ended 31 December 2019), in the event that the proposed Repurchase Mandate was to be exercised in full during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase 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.

SHARE BUY-BACK MADE BY THE COMPANY

The Company has purchased 1,000,000 Shares on the Stock Exchange for a total consideration of HK\$86,315 during the six months preceding the Latest Practicable Date. Details of the repurchases are disclosed as follows:

Date of Buy-back	No. of Shares	Total Consideration HK\$	Price Per Share	
			Highest HK\$	Lowest HK\$
23 October 2019	1,000,000	86,315	0.091	0.082

SHARE PRICES

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

	Highest HK\$	Lowest HK\$
2019		
April	0.155	0.126
May	0.129	0.104
June	0.123	0.075
July	0.134	0.114
August	0.121	0.095
September	0.132	0.100
October	0.110	0.068
November	0.078	0.049
December	0.076	0.041
2020		
January	0.069	0.045
February	0.049	0.041
March	0.043	0.027
April (until and including the Latest Practicable Date)	0.033	0.017

DISCLOSURE OF INTERESTS

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

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved and granted 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 power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the laws of Hong Kong and the Articles of Association.

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 repurchase Shares pursuant to the Repurchase 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.

As at the Latest Practicable Date, Mr. Hui Wing Mau ("**Mr. Hui**") is interested in 7,656,916,000 Shares representing approximately 17.26% of the issued Shares of the Company. These shares are held by Future Achiever Limited, a company directly wholly-owned by Mr. Hui.

In the event the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, then (if the present shareholding remains the same) Mr. Hui's interest would be increased to approximately 19.18% of the issued Shares of the Company, thus will not give rise to an obligation by any of the existing substantial shareholders to make a mandatory offer under Rule 26 of the Takeovers Code. If an exercise of the Repurchase Mandate in full took place, the public float should become approximately 70.86%.

The Directors are not aware of any consequences under the Takeovers Code which may arise of any repurchase made under the Repurchase Mandate. The Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase 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% of the total number of Shares of the Company in issue.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Mason Group Holdings Limited (the “**Company**”) will be held at Portion 1, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 1 June 2020 at 2:30 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 2019.
2. To re-elect the following retiring directors of the Company:
 - (i) Ms. Han Ruixia as an executive director of the Company;
 - (ii) Mr. Zhang Zhenyi as an executive director of the Company;
 - (iii) Ms. Hui Mei Mei, Carol as a non-executive director of the Company;
 - (iv) Mr. Tian Ren Can as an independent non-executive director of the Company;
 - (v) Mr. Wang Cong as an independent non-executive director of the Company;
 - (vi) Mr. Wu Xu’an as an independent non-executive director of the Company;
 - (vii) Mr. Ng Yu Yuet as an independent non-executive director of the Company;
3. To authorize the board of directors (the “**Board**”) to fix the remuneration of the director of the Company.
4. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

and to consider and if thought fit, pass with or without modification the following Resolutions no. 5, 6 and 7 as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**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 or deal with additional shares in the share

NOTICE OF ANNUAL GENERAL MEETING

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;

- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and 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 purpose 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

NOTICE OF ANNUAL GENERAL MEETING

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).”

6. **“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 repurchase 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 repurchase 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 repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased 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 purpose 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon the passing of the ordinary resolutions no. 5 and 6 above, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 6 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. 5 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.”

In view of the recent development relating to COVID-19 infection, the Company will take the following precautions and control measures at this meeting to protect the Shareholders from the risk of infection:

- a. Compulsory body temperature check will be taken for every Shareholder or proxy at the entrance of the venue and anyone with a body temperature of more than 37.3 degrees Celsius will not be given access to the venue;
- b. Every Shareholder or proxy is required to wear facial surgical mask before entering into the venue and during their attendance of this meeting;
- c. No refreshment will be served; and
- d. No souvenir will be distributed.

Shareholders are reminded that they should carefully consider the health risks of attending the Annual General Meeting in person, taking into account their own personal circumstances. Should anyone seeking to attend the Annual General Meeting in person decline to submit to these requirements or be found to be suffering from a fever or otherwise unwell, the Company reserves the right to refuse such person’s admission to the Annual General Meeting.

By order of the Board
Mason Group Holdings Limited
Han Ruixia
Executive Director

29 April 2020

Registered and Principal Office:
Portion 1, 12/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.

NOTICE OF ANNUAL GENERAL MEETING

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.
5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 26 May 2020 to Friday, 29 May 2020 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the above meeting, all transfer forms 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 May 2020.
6. Pursuant to rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this notice will be voted by poll at the meeting.

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

Executive Directors:

Ms. Han Ruixia
Mr. Zhang Zhenyi

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent Non-executive Directors:

Mr. Tian Ren Can
Mr. Wang Cong
Mr. Wu Xu'an
Mr. Ng Yu Yuet