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民信金控

MASON FINANCIAL

Mason Financial Holdings Limited

民信金控有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

CHANGES OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board announces that the following changes of directors and composition of the Board committees, all with effect from 1 August 2015:

- (1) Dr. Chuang Yueheng, Henry has retired as an executive director, the chairman of the Board and the chairman of the Nomination Committee of the Company;
- (2) Mr. Zhang Yongdong has been appointed as an executive director and the chairman of the Board and the chairman of the Nomination Committee of the Company;
- (3) Mr. Yau Yan Ming, Raymond has resigned as an independent non-executive director, the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company;
- (4) Mr. Lam Yiu Kin has been appointed as an independent non-executive director, the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company; and
- (5) Dr. Xia Xiaoning has been appointed as a non-executive director of the Company.

RESIGNATION OF CHAIRMAN AND EXECUTIVE DIRECTOR

The board of directors (the “Board”) of Mason Financial Holdings Limited (the “Company”) announces that Dr. Chuang Yueheng, Henry (“Dr. Chuang”) has tendered his resignation as an executive director, the chairman of the Board and the

chairman of the Nomination Committee of the Company with effect from 1 August 2015, due to his retirement and pursuit of other opportunities or interest. To ensure a smooth transition of duties, Dr. Chuang would continue to serve the Company as required in the capacity of non-executive chairman emeritus up to December 2015.

Dr. Chuang has confirmed to the Company that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF CHAIRMAN AND EXECUTIVE DIRECTOR

The Board also announces that upon recommendation by the Nomination Committee of the Company, Mr. Zhang Yongdong (“Mr. Zhang”) has been appointed as an executive director, the chairman of the Board and the chairman of the Nomination Committee of the Company with effect from 1 August 2015 to fill up the vacancy left by Dr. Chuang. Mr. Zhang will then also serve as the Chief Executive Officer of the Company.

Mr. Zhang’s biographical details are set out below:

Mr. Zhang, aged 39, is 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 hedging 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 a council member of the Hong Kong Energy and Minerals United Association, 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 non-executive director of SMI Holdings Group Limited, whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (stock code: 198). Save as disclosed above, Mr. Zhang does not hold any other positions with the Company and its subsidiaries as the date of this announcement, and he has not held directorships in any other public companies in the last three years in Hong Kong or overseas.

Mr. Zhang is entitled to a director’s fee of HK\$20,000 per month as determined by the Board by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions. He has not yet entered into any written service contract with the Company in relation to his appointment as an executive director of the Company. He has no specific term of service with the

Company and will hold office until the next following general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

Mr. Zhang does not have any relationship with any director, senior management, substantial shareholder (save as disclosed hereinafter) or controlling shareholder (as defined in the Rules Governing the Listing Rules on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) of the Company. As at the date of this announcement, Mr. Zhang is interested in 4,303,464,965 shares of the Company, representing approximately 28.01% of the issued share capital of the Company, through a company named “Grace Gorgeous Investment Holdings Limited”, 40% of shareholding of which is owned by Mr. Zhang. Save as disclosed herein, Mr. Zhang does not have any other interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance (the “SFO”).

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Mr. Zhang as an executive director of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

OTHER CHANGES OF DIRECTORS AND COMPOSITION OF BOARD COMMITTEES

The Board also announces that Mr. Yau Yan Ming, Raymond (“Mr. Yau”) has resigned as an independent non-executive director, the chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company with effect from 1 August 2015 due to his other business commitments which require more of his time and dedication.

Mr. Yau has confirmed to the Company that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board further announces that upon recommendation by the Nomination Committee of the Company:

- (a) Mr. Lam Yiu Kin (“Mr. Lam”) has been appointed as an independent non-executive director of the Company, the chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company to fill up the vacancy left by Mr. Yau; and

(b) Dr. Xia Xiaoning (“Dr. Xia”) has been appointed as a non-executive director of the Company,

both with effect from 1 August 2015.

Mr. Lam’s biographical details are set out below:

Mr. Lam Yiu Kin, aged 60, Mr. Lam graduated from Hong Kong Polytechnic University with a higher diploma in accounting in October 1975. 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 Hong Kong Institute of Certified Public Accountants (“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 of Hong Kong Limited (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). Since June 2014, he has been serving 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, and 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 and an independent non-executive director of Global Digital Creations Holdings Limited (a company listed on the Stock Exchange, stock code: 8271) since July 2015. Save as disclosed above, Mr. Lam does not hold any other positions with the Company and its subsidiaries as the date of this announcement, and he has not held directorships in any other public companies in the last three years in Hong Kong or overseas.

Mr. Lam is entitled to a director's fee of HK\$20,000 per month 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 written service contract with the Company in relation to his appointment as an independent non-executive director of the Company, Mr. Lam's specific term of office is for 3 years but he will hold office until the next following general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

Mr. Lam does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As at the date of this announcement, Mr. Lam does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Mr. Lam as an independent non-executive director of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Dr. Xia's biographical details are set out below:

Dr. Xia Xiaoning, aged 55, Dr. Xia 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 CFA charter holder. Dr. Xia has over 23 years private equity/investment experience in Asia. From 2008 to 2012, he was the founding CEO 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 as the date of this announcement, and he has not held directorships in any other public companies in the last three years in Hong Kong or overseas.

Dr. Xia is entitled to a director's fee of HK\$20,000 per month 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 written service contract with the Company in relation to his appointment as a non-executive director

of the Company, Dr. Xia's has no specific term of office. As an additional director of the Company, he will hold office until the next following annual general meeting of the Company at which he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation and re-election pursuant to the articles of association of the Company.

Dr. Xia does not have any relationship with any director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company. As at the date of this announcement, Dr. Xia does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules relating to the appointment of Dr. Xia as a non-executive director of the Company and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The Board would like to thank Dr. Chuang and Mr. Yau for their valuable contributions to the Company during their respective term of directorship with the Company. The Board would also like to extend a warm welcome to Mr. Zhang, Mr. Lam and Dr. Xia on joining the Board.

By order of the Board
Mason Financial Holdings Limited
Man Wai Chuen
Director

Hong Kong, 31 July 2015

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

Executive Directors:

Dr. Chuang Yueheng, Henry
Mr. Cheung Wing Ping
Ms. Cheung Ka Yee
Mr. Man Wai Chuen

Independent Non-executive Directors:

Mr. Yau Yan Ming, Raymond
Mr. Frank H. Miu
Dr. Antonio Maria Santos