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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)**

### **(1) CHANGES OF DIRECTORS AND THE COMPOSITIONS OF BOARD COMMITTEES;**

**AND**

### **(2) PROPOSED CHANGE OF COMPANY NAME**

#### **(1) CHANGES OF DIRECTORS AND THE COMPOSITIONS OF BOARD COMMITTEES**

The Board announces that with effect from 24 May 2017:

- (i) Mr. Man Wai Chuen will resign as an executive Director;
- (ii) Mr. Lam Yiu Kin will resign as an independent non-executive Director, chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee;
- (iii) Ms. Fu Yau Ching Shirley will be appointed as an executive Director;
- (iv) Ms. Kan Lai Kuen, Alice will be appointed as an independent non-executive Director and will serve as chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee; and
- (v) Mr. Yuen Kwok On, an independent non-executive Director and among others, will be changed from the chairman of the Remuneration Committee and a member of the Audit Committee to the chairman of the Audit Committee and a member of the Remuneration Committee.

#### **(2) 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 to change its Chinese name 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 is subject to approval by the Shareholders and the Registrar of Companies in Hong Kong.

A circular containing, among other things, the re-election of the Directors and the Proposed Change of Company Name, together with a notice convening the GM, will be despatched to the Shareholders as soon as practicable.

## (1) CHANGES OF DIRECTORS AND THE COMPOSITIONS OF BOARD COMMITTEES

### Resignation of Executive Director

The board (the “**Board**”) of directors (the “**Directors**”) of Mason Financial Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Man Wai Chuen (“**Mr. Man**”) has tendered his resignation as an executive Director with effect from 24 May 2017 due to his other business commitments. Mr. Man has confirmed that he has no disagreement with the Board and there is no matters that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

### Resignation of Independent Non-executive Director

The Board also announces that Mr. Lam Yiu Kin (“**Mr. Lam**”) has tendered his resignation as an independent non-executive Director, chairman of the audit committee of the Company (the “**Audit Committee**”) and a member of each of the remuneration committee of the Company (the “**Remuneration Committee**”) and the nomination committee of the Company (the “**Nomination Committee**”) with effect from 24 May 2017 to devote more time for his other business commitments. Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders or the Stock Exchange in relation to his resignation.

### Appointment of Executive Director

The Board also announces that upon the recommendation by the Nomination Committee, Ms. Fu Yau Ching Shirley (“**Ms. Fu**”) will be appointed as an executive Director with effect from 24 May 2017.

The biographical details of Ms. Fu are as follows:

**Ms. Fu Yau Ching Shirley (符又澄)**, aged 44, is the chief human resources officer of the Group and will be appointed as an executive Director with effect from 24 May 2017. She 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 next following general meeting of the Company ("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 date of this announcement 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.

#### **Appointment of Independent Non-executive Director**

The Board also announces that upon recommendation by the Nomination Committee, Ms. Kan Lai Kuen, Alice ("**Ms. Kan**") will be appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 24 May 2017.

The biographical details of Ms. Kan are as follows:

**Ms. Kan Lai Kuen, Alice (簡麗娟)**, aged 62, 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 Engine 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 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 Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) is also a substantial shareholder (as defined in the Listing Rules) of the Company. Save as disclosed herein, Ms. Kan does not have any relationship with any directors, senior management, substantial or controlling shareholder 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 next following GM and shall be eligible for re-election at that meeting.

As at the date of this announcement 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 date of this announcement, each of Ms. Fu and Ms. Kan does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the Listing Rules) of the Company save as disclosed above. None of Ms. Fu and Ms. Kan has and is deemed to have any interests in the shares of the Company (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 relating to the appointments of Ms. Fu and Ms. Kan and there is no other matter that needs to be brought to the attention of the Shareholders.

### **Changes of the Compositions of Board Committees**

The Board also announces that Mr. Yuen Kwok On, an independent non-executive Director and among others, will be changed from the chairman of the Remuneration Committee and a member of the Audit Committee, to the chairman of the Audit Committee and a member of the Remuneration Committee with effect from 24 May 2017.

The Board would like to thank Mr. Man and Mr. Lam for their valuable contributions to the Company during their respective terms of directorship with the Company. The Board would also like to extend a warm welcome to Ms. Fu and Ms. Kan on joining the Board.

## **(2) PROPOSED CHANGE OF COMPANY NAME**

The Board also proposes to change the English name of the Company from “Mason Financial Holdings Limited” to “Mason Group Holdings Limited”, and to change its Chinese name 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**”).

### **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 GM; and
- (2) the issuance of the certificate of change of name by the Registrar of Companies in Hong Kong confirming the Proposed Change of Company Name.

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 Company 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.

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. The Board intends to change the stock short names of the Company accordingly after the Proposed Change of Company Name becomes effective, subject to the confirmation of the Stock Exchange.

### (3) GENERAL

The GM will be held for the Shareholders to consider and, if thought fit, pass the resolutions to re-elect the newly appointed Directors and to approve the Proposed Change of Company Name. A circular containing details regarding the re-election of Directors and the Proposed Change of Company Name and a notice convening the GM will be despatched to the Shareholders as soon as practicable.

Further announcement(s) will be made by the Company as and when appropriate to inform the Shareholders of, among other things, the results of the GM, the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading of the Shares on the Stock Exchange.

By Order of the Board  
**Mason Financial Holdings Limited**  
**Ko Po Ming**  
*Joint Chairman and Chief Executive Officer*

Hong Kong, 23 May 2017

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

*Executive Directors:*

Mr. Ko Po Ming (*Joint Chairman and  
Chief Executive Officer*)  
Mr. Chang Tat Joel  
Mr. Man Wai Chuen  
Ms. Lui Choi Yiu, Angela

*Non-executive Directors:*

Mr. Tong Tang, Joseph (*Joint Chairman*)  
Ms. Hui Mei Mei, Carol

*Independent Non-executive Directors:*

Mr. Lam Yiu Kin  
Mr. Yuen Kwok On  
Mr. Tian Ren Can