

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 Group 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 GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF GENERAL MEETING**

This circular should be read in conjunction with the circular of the Company dated 22 December 2017. A general meeting (the “**GM**”) of the Company will be held at 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018. A supplemental notice of the GM is set out on pages 7 to 8 of this circular. A supplemental proxy form for use by the Shareholders at the GM is enclosed with this circular.

Whether or not you intend to attend and vote at the GM in person, you are requested to complete and return the enclosed supplemental 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 supplemental 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 supplemental proxy form shall be deemed to be revoked.

2 January 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX — DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION	5
SUPPLEMENTAL NOTICE OF GENERAL MEETING	7

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 Group 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 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018 or any adjournment thereof for the purpose of considering, and if thought fit, approving, among others 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”	29 December 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
“Major Transaction Circular”	the circular of the Company dated 22 December 2017 relating to the acquisition of wealth management company by an indirect wholly-owned subsidiary of the Company
“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 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:

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. Tian Ren Can

Ms. Kan Lai Kuen, Alice

Mr. Chen Wai Chung Edmund

2 January 2018

To the Shareholders

Dear Sir/Madam,

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF GENERAL MEETING**

INTRODUCTION

Reference is made to the Major Transaction Circular and the notice of the GM dated 22 December 2017 which set out the GM to be held at 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018 and details of the resolution to be tabled at the GM.

The purpose of this circular is to provide you with information relating to the re-election of the retiring independent non-executive Director at the GM, and to provide you with the supplemental notice of GM and supplemental proxy form.

LETTER FROM THE BOARD

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 3 July 2017 in relation to the appointment of Mr. Chen Wai Chung Edmund (“**Mr. Chen**”) as independent non-executive Director with effect from 3 July 2017.

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. Further, any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election at that meeting. Accordingly, Mr. Chen will hold office until the GM and, being eligible, offer himself for re-election at the GM.

As a result, an additional resolution regarding the re-election of Mr. Chen as independent non-executive Director will be proposed at the GM and such additional resolution is set out in the supplemental notice of GM set out on pages 7 to 8 this circular.

Requisite details of the independent non-executive Director proposed for re-election are set out in the Appendix of this circular. The re-election of independent non-executive Director will be individually voted by Shareholders at the GM as a separate ordinary resolution.

GM

A supplemental notice convening the GM to be held at 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018 for the purpose of considering, and if thought fit, approving the re-election of Mr. Chen as an independent non-executive Director is set out on pages 7 to 8 of this circular.

A supplemental 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 supplemental 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 supplemental 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 supplemental 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 resolution to approve the re-election of Mr. Chen as an independent non-executive Director at the GM. The resolution 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.

LETTER FROM THE BOARD

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 considers that the re-election of independent non-executive Director is 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 resolution approving the re-election of independent non-executive Director at the GM.

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

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chen Wai Chung Edmund (陳煒聰), aged 45, has been appointed as an independent non-executive Director with effect from 3 July 2017. Mr. Chen has over 20 years of solid experiences in business management, auditing, accounting and internal control. He was employed as vice president by Wang Kei Yip Development Ltd from 4 July 2017 to 3 October 2017 and be the chief financial controller of Wang Kei Yip Development Ltd since 4 October 2017. He was the investment director of FD(H) Investments Limited, a wholly-owned subsidiary of China Regenerative Medicine International Limited (stock code: 8158), a company listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange from March 2017 to April 2017. He was also the vice president and the chief investment officer of Legend Strategy International Holdings Group Company Limited (stock code: 1355), a company listed on the Main Board of the Stock Exchange from November 2015 to March 2017. He was also the vice president and the company secretary of Austar Lifesciences Limited (stock code: 6118), a company listed on the Main Board of the Stock Exchange from December 2013 to October 2015. Mr. Chen had worked for KPMG from September 2004 to March 2011 and his last position was an audit senior manager. He had also worked for Ernst & Young from January 2000 to September 2002 and his last position was a senior auditor. Mr. Chen graduated from City University of Hong Kong with a bachelor’s degree in Accountancy in June 1996. Mr. Chen has been a member of the Association of Chartered Certified Accountants since 2001 and a fellow member of the Hong Kong Institute of Certified Public Accountants since 2016.

Mr. Chen was an independent non-executive director of Huarong International Financial Holdings Limited (formerly known as Simsen International Corporation Limited) (stock code: 993), a company listed on the Main Board of the Stock Exchange from July 2013 to October 2015. He was also a non-executive director of Sunrise (China) Technology Group Limited (stock code: 8226), a company listed on the GEM of the Stock Exchange from November 2014 to January 2016.

Save as disclosed above, Mr. Chen (i) has not held any other position with the Company or any other members of the Group; (ii) has not held any directorships in the last three years preceding the date of this announcement in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iii) has no other major appointments and professional qualifications.

Pursuant to the letter of appointment entered into between the Company and Mr. Chen, Mr. Chen 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 his background, experience, duties and responsibilities with the Company and the prevailing market conditions. According to his letter of appointment with the Company, Mr. Chen’s specific term of office is three years commencing from 3 July 2017 and shall be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Chen does not (i) have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX DETAILS OF DIRECTOR PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date and save as disclosed above, Mr. Chen has 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.

SUPPLEMENTAL NOTICE OF 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)

SUPPLEMENTAL NOTICE OF GENERAL MEETING

Reference is made to the circular and the notice (“**Notice of GM**”) of the general meeting (the “**GM**”) of Mason Group Holdings Limited (the “**Company**”) dated 22 December 2017 which set out the time and venue of the GM to be held at 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018, which sets out details of the resolution to be proposed, considered and approved at the GM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the GM will be held at 23/F, Euro Trade Centre, 21–23 Des Voeux Road Central, Central, Hong Kong at 11:30 a.m. on 17 January 2018 in addition to the resolution contained in the Notice of GM for the purpose to consider and, if thought fit, pass with or without amendments, the following resolution:

ORDINARY RESOLUTION

THAT:

“the re-election of Mr. Chen Wai Chung Edmund as an independent non-executive director of the Company be and is hereby approved.”

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

Hong Kong, 2 January 2018

SUPPLEMENTAL NOTICE OF GENERAL MEETING

Notes:

1. Apart from the proposed supplemental resolution set out above, all other matters of the GM remain unchanged. For details of the other resolution to be considered and approved at the GM, the proxy arrangement and other relevant matters, please refer to the Major Transaction Circular and the original notice of GM both dated 22 December 2017.
2. A supplemental proxy form containing the resolution mentioned above is enclosed with this circular. The original proxy form issued by the Company along with the circular dated 22 December 2017 will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the Company's share registrar and transfer office.
3. 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.
4. 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.
5. 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.
6. 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.
7. For details relating to the eligibility for attending the GM and other relevant matters, please refer to the original notice of GM dated 22 December 2017.

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. Tian Ren Can

Ms. Kan Lai Kuen, Alice

Mr. Chen Wai Chung Edmund