

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 Victoria Room III, 3/F, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 11:30 a.m. is set out on pages 14 to 18 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, 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.

9 April 2019

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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 on Friday, 24 May 2019 at 11:30 a.m. at Victoria Room III, 3/F, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong, or any adjournment thereof, notice of which is set out on pages 14 to 18 of this circular
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 18 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“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
“Director(s)”	the director(s) of the Company
“General Mandates”	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 6 of the AGM Notice
“Latest Practicable Date”	2 April 2019, 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
“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 7 of the AGM Notice

DEFINITIONS

“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 Code on Takeovers and Mergers as approved by the SFC
“%”	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:

Mr. Ko Po Ming

(Chairman and Chief Executive Officer)

Mr. Chang Tat Joel

Ms. Lui Choi Yiu, Angela

Ms. Fu Yau Ching, Shirley

Mr. Cao Lu

*Registered office and
principal office:*

19/F, Lee Garden Three

1 Sunning Road

Causeway Bay

Hong Kong

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent non-executive Directors:

Mr. Tian Ren Can

Ms. Kan Lai Kuen, Alice

Mr. Chen Wai Chung, Edmund

Mr. Wang Cong

9 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF 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 the AGM Notice and information regarding resolutions to be proposed at the AGM, relating to (i) the re-election of 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. Lui Choi Yiu, Angela (“**Ms. Lui**”), Ms. Fu Yau Ching, Shirley (“**Ms. Fu**”) and Ms. Kan Lai Kuen, Alice (“**Ms. Kan**”) will retire by rotation and, being eligible, offer 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, Mr. Cao Lu (“**Mr. Cao**”) and Mr. Wang Cong (“**Mr. Wang**”), who were appointed as an executive Director and an independent non-executive Director respectively by the Board on 1 December 2018, 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 of the Company (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 has considered the assessments of the Nomination Committee that each of Ms. Lui and Ms. Fu, both executive Directors, have contributed effectively to the Company and that their continuous contributions are essential to the Company’s growth. The Board also accepted the recommendation of the Nomination Committee that the re-election of Mr. Cao as executive Director could bring valuable financial expertise to the Group.

The Board has also considered the proposal of the Nomination Committee with regards to the re-election of Ms. Kan and Mr. Wang as independent non-executive Directors of the Company. The Board and the Nomination Committee considered that Ms. Kan has brought a wealth of experience in management and strategic planning of listed companies to the Group since she joined the Board in May 2017 and that Mr. Wang has the required character, integrity and knowledge to continue fulfilling the role of an independent non-executive Director. Both Directors provide objective and independent point of view from different dimensions, as well as contribute professional, unique experience and diversity to the Board. Each of Ms. Kan and Mr. Wang has confirmed that he/she 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 proposes each of Ms. Lui, Ms. Fu, Mr. Cao, Ms. Kan and Mr. Wang to stand for re-election as Directors at the AGM.

LETTER FROM THE BOARD

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.

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 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 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 44,618,345,557. 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 8,923,669,111 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 4,461,834,555 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 14 to 18 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, Hong Kong as soon as possible but 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 adjourned meeting should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that (i) the proposed re-election of the Directors; and (ii) the grant of the proposed General Mandates 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
Ko Po Ming
Chairman and Chief Executive Officer

EXECUTIVE DIRECTORS

Ms. Lui Choi Yiu, Angela, aged 44, has been appointed as an executive Director since 26 April 2016. Ms. Lui is also the chief financial officer of the Group, the company secretary of the Company and authorised representative of the Company. She is also a director of certain subsidiaries. She is responsible for overall financial strategies, planning and management of the Group. Prior to joining the Group, Ms. Lui had over 4 years of experience in audits in an international certified public accounting firms, over 17 years of experience in accounts, finance, operations, compliance and company secretarial duties in a listed securities firm and over 8 years of experience in company secretarial duties in a listed electroplating equipment designing and manufacturing company in Hong Kong. She has over 21 years of experience in management, finance and operations of securities business as well as company secretary. Ms. Lui graduated with a Bachelor of Science degree in Accounting from Azusa Pacific University in California, USA and a Postgraduate Diploma in Corporate Administration from Hong Kong Polytechnic University. She is currently a member of the American Institute of Certified Public Accountants and a member of The Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Ms. Lui 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 executive director's service agreement entered into between the Company and Ms. Lui, the appointment of Ms. Lui is for a term of three years commencing from 26 April 2016 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association. For the year ended 31 December 2018, Ms. Lui received emoluments of approximately HK\$2,699,000 which was 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 Latest Practicable Date and save as disclosed above, Ms. Lui does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Lui 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.

Ms. Fu Yau Ching, Shirley, aged 46, is the chief human resources officer of the Group and has been appointed as an executive Director with effect from 24 May 2017. She is also a director of certain subsidiaries. She is responsible for the overall human resources strategies, planning and management of the Group. Prior to joining the Group, she has over 21 years of experience in the field of human resources management. Ms. Fu is mainly responsible for the human resources and related functions of the Group. 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. Save as disclosed above, Ms. Fu 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 executive director's 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. For the year ended 31 December 2018, Ms. Fu received emoluments of approximately HK\$2,634,000 which was 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 Latest Practicable Date and save as disclosed above, Ms. Fu does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Fu 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. Cao Lu, aged 37, has been appointed as an executive Director since 1 December 2018. Mr. Cao joined the Company as the managing director of the internal audit department of the Company in September 2017 and has been re-designated as the senior country officer for China of the Company since 1 November 2018. He is also a director of Raiffeisen Privatbank Liechtenstein AG, a wholly-owned subsidiary of the Company. Mr. Cao is primarily responsible for developing business partner relationships to support the Company's development and for implementing strategic plans to expand the businesses geographically. Mr. Cao also drives diversified marketing plans on brand building, products and services and handles client acquisition and maintenance for the China market. He graduated with a master's degree in Business Administration from Nankai University. Mr. Cao has over 10 years of experience in investment banking, direct investment, mergers and acquisition in China. He has in-depth understanding of the China market with extensive knowledge about capital markets and investment banking. Save as disclosed above, Mr. Cao 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 executive director's service agreement entered into between the Company and Mr. Cao, the appointment of Mr. Cao is for a term of three years commencing from 1 December 2018 and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company's Articles of Association. The amount of Mr. Cao's remuneration had been disclosed in the annual report of the Company for the financial year ended 31 December 2018 which was determined having regard to the scope of responsibility and accountability, his experience and abilities, the Company's performance, market practice and prevailing market conditions.

As at the Latest Practicable Date and save as disclosed above, Mr. Cao does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Mr. Cao 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

Ms. Kan Lai Kuen, Alice, aged 64, has been appointed as an independent non-executive Director, and the chairman of the remuneration committee and member of each of the audit committee and the nomination committee of the Company with effect from 24 May 2017. Ms. Kan has over 26 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 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 Energine International (Holdings) Limited (stock code: 1185.hk), Cosmopolitan International Holdings Limited (stock code: 120.hk), Regal Hotels International Holdings Limited (stock code: 78.hk) and Shimao Property Holdings Limited (stock code: 813.hk) (“**Shimao Property**”), 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. She was an independent non-executive director of Shougang Concord International Enterprises Company Limited (stock code: 697.hk) from 2014 to 2018. Shimao Property’s controlling shareholder (as defined in the Listing Rules) is also a substantial shareholder (as defined in the Listing Rules) of the Company.

A letter of appointment has been entered into between Ms. Kan and the Company for a term of three years commencing from 24 May 2017 and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company’s Articles of Association. For the year ended 31 December 2018, she received director fee of HK\$240,000 which was determined with reference to the prevailing market conditions and the terms of the Company’s remuneration policy. 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. Ms. Kan has confirmed that she 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, Ms. Kan does not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO and Ms. Kan 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. Wang Cong, aged 28, has been appointed as an independent non-executive Director, and is the member of each of the audit committee, the remuneration committee and nomination committee of the Company since 1 December 2018. 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 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.

A letter of appointment has been entered into between Mr. Wang and the Company for a term of three years commencing from 1 December 2018 and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Company's Articles of Association. For the year ended 31 December 2018, he received director fee of HK\$20,000 which was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy. 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. 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 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".

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 44,618,345,557 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 4,461,834,555 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 2018), 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 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.210	0.122
May	0.221	0.156
June	0.160	0.123
July	0.172	0.122
August	0.177	0.138
September	0.165	0.135
October	0.150	0.121
November	0.156	0.137
December	0.145	0.128
2019		
January	0.132	0.112
February	0.130	0.110
March	0.148	0.121
April (until and including the Latest Practicable Date)	0.146	0.138

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.

No core connected person (as defined in the Listing Rules) has notified the Company that he 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 17.16% of the issued Shares. These shares are held by Future Achiever Limited, a company 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 19.07% of the issued Shares, 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 68.25%.

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 in issue.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company had not repurchased any of Shares (whether on the Stock Exchange or otherwise).

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 Victoria Room III, 3/F, Regal Hong Kong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 24 May 2019 at 11:30 a.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 the independent auditor’s report of the Company for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.067 cent per share for the year ended 31 December 2018.
3. To re-elect the following retiring directors of the Company:
 - (i) Ms. Lui Choi Yiu, Angela as an executive director of the Company;
 - (ii) Ms. Fu Yau Ching, Shirley as an executive director of the Company;
 - (iii) Mr. Cao Lu as an executive director of the Company;
 - (iv) Ms. Kan Lai Kuen, Alice as an independent non-executive director of the Company; and
 - (v) Mr. Wang Cong as an independent non-executive director of the Company.
4. To authorize the board of directors (the “**Board**”) to fix the remuneration of the directors of the Company.
5. To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

and to consider and if thought fit, pass with or without modification the following resolutions no. 6, 7 and 8 as ordinary resolutions:

ORDINARY RESOLUTIONS

6. “**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 capital of the Company and to make or grant offers, agreements and options 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 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

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(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 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).”

7. “**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

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(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.”

8. “**THAT** conditional upon the passing of the ordinary resolutions no. 6 and 7 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. 7 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. 6 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.”

By order of the Board
Mason Group Holdings Limited
Ko Po Ming
Chairman and Chief Executive Officer

9 April 2019

Registered and principal office:

19/F, Lee Garden Three
1 Sunning Road
Causeway Bay
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.
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.

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5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 20 May 2019 to Thursday, 23 May 2019 (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 Friday, 17 May 2019.
6. For determining the entitlement to the final dividend for the year ended 31 December 2018, the register of members of the Company will be closed from Tuesday, 9 July 2019 to Thursday, 11 July 2019 (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 qualify for the final dividend, 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, 8 July 2019.
7. 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:

Mr. Ko Po Ming

(Chairman and Chief Executive Officer)

Mr. Chang Tat Joel

Ms. Lui Choi Yiu, Angela

Ms. Fu Yau Ching, Shirley

Mr. Cao Lu

Non-executive Director:

Ms. Hui Mei Mei, Carol

Independent non-executive Directors:

Mr. Tian Ren Can

Ms. Kan Lai Kuen, Alice

Mr. Chen Wai Chung, Edmund

Mr. Wang Cong