
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 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 Unit 2101, 21/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Friday, 2 June 2023 at 10:30 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, 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.

27 April 2023

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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 10:30 a.m. on Friday, 2 June 2023 at Unit 2101, 21/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, 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
“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 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 5 of the AGM Notice
“Latest Practicable Date”	21 April 2023, 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 Director:

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:

Unit 2101, 21/F., Office Tower
Convention Plaza
No. 1 Harbour Road
Wan Chai
Hong Kong

27 April 2023

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 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, at each annual general meeting 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 such that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Zhang Zhenyi (“**Mr. Zhang**”), Mr. Tian Ren Can (“**Mr. Tian**”) and Mr. Wang Cong (“**Mr. Wang**”) shall retire by rotation at the AGM, and being eligible, will offer themselves for re-election as executive Director and independent non-executive Directors respectively.

The Nomination Committee has reviewed the structure, size and diversity of the Board and nominated Mr. Zhang, Mr. Tian and Mr. Wang to the Board for it to recommend to the Shareholders for re-election at the AGM. The nominations are made in accordance with the diversity perspectives (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) as set out in the board diversity policy of the Company. The Nomination Committee and the Board have considered that the respective experience, skills and knowledge of (1) Mr. Zhang in financial, risk and investment management; (2) Mr. Tian in finance and investment; and (3) Mr. Wang in engineering science together with their time commitment and contribution are essential to the Company’s growth.

Mr. Tian and Mr. Wang have given their confirmations of independence under Rule 3.13 of the Listing Rules. The Nomination Committee and the Board affirmed that Mr. Tian and Mr. Wang remains independent, having regard to their independence as assessed under Rule 3.13 of the Listing Rules.

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 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.

LETTER FROM THE BOARD

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 Appendix II of this circular.

ANNUAL GENERAL MEETING

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, 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.

RECOMMENDATION

The Board is of the opinion that (i) the proposed re-election of the retiring 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.

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.

Yours faithfully,
By order of the Board
Mason Group Holdings Limited
Han Ruixia
*Executive Director and
Deputy Chief Executive Officer*

EXECUTIVE DIRECTOR**Mr. Zhang Zhenyi (“Mr. Zhang”)**

Mr. Zhang Zhenyi, aged 42, has been appointed as an executive Director of the Company since 21 April 2020. Mr. Zhang is also the Chief Financial Officer of the Group, company secretary of the Company, member of the management committee of the Group and a director of certain subsidiaries and associates of the Company. Mr. Zhang has over 19 years’ experience in financial, risk and investment management. From January 2018 to February 2020, he was an executive director, chief financial officer, authorised representative and authorised 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 since March 2020. Mr. Zhang also acts as an 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) and subsequently delisted in June 2020) since July 2018. He was also an independent non-executive director of Carry Wealth Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 643) from March 2017 to August 2022. Mr. Zhang currently serves as an corporate instructor of MPAcc at Harbin Institute of Technology, and a students mentor of professional postgraduate students at Jinan University, University of Science and Technology Beijing and Zhongnan University of Economics and Law. Mr. Zhang obtained a Master Degree of Business Management[#] (工商管理碩士學位) from University of Science and Technology Beijing in 2011. He holds qualifications as a Chinese Institute of Certified Public Accountants and Senior Accountant in the PRC. Mr. Zhang is also an International Affiliate of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Chartered Institute of Management Accountants and CPA Australia, respectively and holds the certificate of independent director of the Shanghai Stock Exchange.

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, shall be automatically renewed until termination pursuant to the terms and conditions of the service agreement and shall be subject to retirement by rotation and re-election at annual general meetings in accordance with the Company’s Articles of Association. An employment contract which forms the basis of emoluments has been entered into between Mason Administrative Services Limited, a wholly-owned subsidiary of the Company, and Mr. Zhang pursuant to which he is entitled to receive a remuneration of HK\$2,400,000 per annum plus discretionary bonus. He is also entitled to a director’s fee of HK\$1 per annum. The remuneration of Mr. Zhang was 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 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.

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.

[#] for identification purposes only

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Tian Ren Can (“Mr. Tian”)**

Mr. Tian Ren Can, aged 61, has been appointed as an independent non-executive Director of the Company, a member of each of the audit committee, remuneration committee and nomination committee of the Company since 26 April 2016. Mr. Tian has more than 24 years of working experience in the field of finance and investment. 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.

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 25 April 2025 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.

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 32, has been appointed as an independent non-executive Director of the Company, a 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. He obtained his Master Degree and Ph.D. degree in Aeronautics from California Institute of Technology in 2014 and 2019. He is a co-inventor of one formal patent and two patents under application* 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 2024 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.

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.

** Notes:*

- (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 44,364,885,557 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 2022), 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 not purchased any Shares on the Stock Exchange during the six months preceding the Latest Practicable Date.

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>
2022		
April	0.023	0.017
May	0.025	0.017
June	0.030	0.022
July	0.035	0.020
August	0.029	0.024
September	0.030	0.022
October	0.028	0.022
November	0.029	0.025
December	0.036	0.026
2023		
January	0.031	0.027
February	0.059	0.029
March	0.034	0.028
April (until and including the Latest Practicable Date)	0.029	0.027

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, the following Shareholders were interested in more than 5% of the Shares then in issue:

Name	Number of Shares	Approximate percentage holding
Future Achiever Limited (<i>Note 1</i>)	7,656,916,000	17.26%
Investment Talent Limited (<i>Note 2</i>)	7,246,628,634	16.33%
True Dynasty Limited (<i>Note 3</i>)	7,179,192,165	16.18%
Tsarina Investments Limited (<i>Note 4</i>)	6,192,360,618	13.96%

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) the total interests of the above Shareholders in the Shares would be increased to:

Name	Approximate percentage holding
Future Achiever Limited (<i>Note 1</i>)	19.18%
Investment Talent Limited (<i>Note 2</i>)	18.15%
True Dynasty Limited (<i>Note 3</i>)	17.98%
Tsarina Investments Limited (<i>Note 4</i>)	15.51%

Notes:

- (1) A company directly wholly-owned by Mr. Hui Wing Mau.
- (2) A company directly wholly-owned by Mr. Chen Sung-Tse.
- (3) A company directly wholly-owned by Ms. Hsu Yu-Yu.
- (4) A company directly wholly-owned by Ms. Lin Yi-Wei.

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full may not result in any of the existing Substantial Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

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 Unit 2101, 21/F., Office Tower, Convention Plaza, No. 1 Harbour Road, Wan Chai, Hong Kong on Friday, 2 June 2023 at 10:30 a.m. for the purpose of transacting the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.
2. To re-elect the following retiring directors of the Company:
 - (i) Mr. Zhang Zhenyi as an executive director of the Company;
 - (ii) Mr. Tian Ren Can as an independent non-executive director of the Company; and
 - (iii) Mr. Wang Cong as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors 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:

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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;
- (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; and

“**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).”

NOTICE OF ANNUAL GENERAL MEETING

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.”

By order of the Board
Mason Group Holdings Limited
Han Ruixia
Executive Director and
Deputy Chief Executive Officer

27 April 2023

Registered and Principal Office:
Unit 2101, 21/F., Office Tower
Convention Plaza
No. 1 Harbour Road
Wan Chai
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.
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, 30 May 2023 to Friday, 2 June 2023 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 May 2023.
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.

NOTICE OF ANNUAL GENERAL 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