



MASON GROUP HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 273)

FORM OF PROXY FOR THE COURT MEETING TO BE HELD ON TUESDAY, 3 OCTOBER 2023 (OR ANY ADJOURNMENT THEREOF)

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 1243 OF 2023.

In the Matter of **Mason Group Holdings Limited** and In the Matter of the Companies Ordinance, Chapter 622 of the Laws of the Hong Kong Special Administrative Region.

Form of proxy for the meeting of the registered holders of the shares (the "Scheme Shares") in the capital of Mason Group Holdings Limited (the "Company") convened at the direction of the High Court of the Hong Kong Special Administrative Region on Tuesday, 3 October 2023 at 10:00 a.m. (or any adjournment thereof) (the "Court Meeting").

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares in the capital of the
Company, hereby appoint³ _____ of

_____, or failing
him/her, the Chairman of the Court Meeting, as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the Court Meeting
(or any adjournment thereof) of the holders of the Scheme Shares to be held at Shop 4, G/F, Causeway Centre, 28 Harbour Road, Wanchai, Hong Kong
on Tuesday, 3 October 2023 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modification, a
scheme of arrangement dated 8 September 2023 proposed to be made between the Company and the holders of Scheme Shares referred to in the notice
convening the Court Meeting (the "Scheme") and, at such Court Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) for the
Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated or, if no such indication is
given, as my/our proxy thinks fit.

FOR the Scheme ⁴	AGAINST the Scheme ⁴

Signature(s)⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) of the member(s) completing this form should be inserted in **BLOCK CAPITALS** in the space provided. The names of all joint holders should be stated.
2. Please insert the number of shares in the capital of the Company registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company that are registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the form of proxy.
3. Any member of the Company entitled to attend, speak and vote at the Court Meeting is entitled to appoint another person to attend, speak and vote instead of him/her. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you. Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box or putting a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an agent or officer or other person duly authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
6. In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
7. In order to be valid, this form of proxy, together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), 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**, not less than 48 hours (exclusive of any part of a day that is a public holiday) before the time for holding the General Meeting (or any adjournment thereof), and in default the form of proxy shall not be treated as valid.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Court Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the Court Meeting (or any adjournment thereof) after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
9. The notice of the Court Meeting is set out in the scheme document dated 8 September 2023 jointly issued by Liberty High Capital Limited and the Company (the "Scheme Document").
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the Scheme Document.