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(Incorporated in Hong Kong with limited liability)
(Stock Code: 273)

DISCLOSEABLE TRANSACTION
- BUY-BACK OF SHARES BY
FREEMAN CORPORATION LIMITED

Co-Lead received an offer of the Share Buy-back from FCL. FCL will buy back the FCL Shares currently being held by Co-Lead at a buy-back price of HK\$1.23 per FCL Share for a total cash consideration of HK\$509,991,480.60, which was fully received by Co-Lead on 23 October 2015.

As the highest applicable percentage ratio in relation to the Share Buy-back calculated in accordance with the Listing Rules exceeds 5% but is less than 25%, the Share Buy-back constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements thereunder.

The Board hereby announces that Co-Lead (an indirect 55.27% owned subsidiary of the Company) received an offer of the Share Buy-back from FCL, the total consideration of which has been satisfied by cash received by Co-Lead on 23 October 2015.

THE SHARE BUY-BACK

On 16 October 2015, Co-Lead, an indirect 55.27% owned subsidiary of the Company, received FCL's offer of the Share Buy-back whereby FCL will buy back the FCL Shares held by Co-Lead at a buy-back price of HK\$1.23 per FCL Share. The aggregate price of the FCL Shares of HK\$509,991,480.60 under the Share Buy-back has been satisfied by the issue of a three-month zero coupon note with principal amount of HK\$509,991,480.60 by FCL's ultimate holding company, Freeman, in favour of Co-Lead. On 23 October 2015, Co-Lead fully received the consideration of HK\$509,991,480.60 in cash paid by Freeman in accordance with the note.

The FCL Shares are currently being held by Co-Lead and represent 32.98% of the entire issued share capital of FCL.

Co-Lead is an indirect 55.27% owned subsidiary of the Company. The principal activity of Co-Lead is investment holding.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, FCL is an indirect 67.02% owned subsidiary of Freeman and 32.98% owned by Co-Lead as at the date of this announcement. Save as disclosed above, each of FCL and Freeman are not connected with the Company and its connected persons (as defined under the Listing Rules). The terms of the Share Buy-back are determined after arm's length negotiations between Co-Lead and FCL.

Consideration and manner of payment

The aggregate price of the FCL Shares as offered by FCL under the Share Buy-back is HK\$509,991,480.60, which has been satisfied by the issue of a three-month zero coupon note delivered to Co-Lead on 16 October 2015 with details as follows:-

Issuer of the note:	Freeman
Principal amount:	HK\$509,991,480.60
Interest rate:	zero coupon rate
Maturity date:	three calendar months after the date of issue (the date of issue was 15 October 2015)
Repayment:	the principal amount of the note was fully received by Co-Lead in cash on 23 October 2015

Completion of the Share Buy-back

It has been agreed that completion of the Share Buy-back will take place upon the Group's compliance with the relevant requirements under the Listing Rules and surrendering the share certificates in respect of the FCL Shares to FCL for cancellation.

INFORMATION ON FCL

FCL is a company incorporated in the Cayman Islands with limited liability and is principally engaged in investment holding. FCL and its subsidiaries are principally engaged in the financial services sector, including the provision of securities and futures brokerage services, the provision of insurance brokerage and financial planning services, the provision of corporate finance advisory services, trading of securities, provision of finance, as well as investment holding.

According to the circular dated 25 September 2015 published by Freeman (the “Circular”), the value of the unaudited consolidated net assets of FCL Group as at 10 August 2015 was approximately HK\$513.1 million, translating into an unaudited net asset value per FCL Share of approximately HK\$0.408. Further financial information as mentioned in the Circular about FCL Group’s profitability is set out as below:

	For the year ended 31 March 2015 (audited) (HK\$ 000)	For the year ended 31 March 2014 (audited) (HK\$ 000)
Profit before taxation	472,211	585,920
Profit after taxation	429,395	583,174

The Group’s investment in the FCL Shares is currently classified as interest in associates with a carrying value of approximately HK\$169.2 million (which is equivalent to a carrying value of approximately HK\$0.408 per FCL Share) in the Group’s unaudited consolidated statement of financial position as at 30 September 2015, after netting off dividends received from FCL in July and August 2015 in the sum of approximately HK\$1,341.2 million.

FINANCIAL EFFECT OF THE SHARE BUY-BACK AND THE USE OF THE PROCEEDS

Based on the preliminary assessment of information available, Co-Lead is expected to recognise a gain of approximately HK\$340.8 million (subject to audit) upon completion of the Share Buy-back, which represents the aggregate price of approximately HK\$510 million for the Share Buy-back less the Co-Lead’s carrying value of approximately HK\$169.2 million for the FCL Shares under the Share Buy-back, and taking into consideration of no significant transaction costs in relation to the Share Buy-back. As Co-Lead is 55.27% owned by the Company, the share of the gain attributable to the equity holders of the Company is expected to be approximately HK\$188 million.

The net proceeds from the disposal of the FCL Shares under the Share Buy-back of approximately HK\$510 million will be used by the Group for general working capital purposes.

REASONS FOR AND BENEFITS OF THE SHARE BUY-BACK

The buy-back price of HK\$1.23 per FCL Share represents about 3 times of the latest unaudited net asset value of approximately HK\$0.408 per FCL Share. Co-Lead’s acceptance of the Share Buy-back can generate the expected gain of approximately HK\$188 million attributable to the equity holders of the Company and cash resources

of approximately HK\$510 million therefrom can strengthen the Group's general working capital. The Directors believe that the terms of the Share Buy-back are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GENERAL INFORMATION

The Company is incorporated in Hong Kong with limited liability. The principal business activities of the Group are investment in securities trading, money lending, property investment and investment holding.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio in relation to the Share Buy-back calculated in accordance with the Listing Rules exceeds 5% but is less than 25%, the Share Buy-back constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the reporting and announcement requirements thereunder.

DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“Board”	the board of directors of the Company
“Business Day”	a day (excluding Saturday, Sunday and any other public holidays) on which banks in Hong Kong are generally open for settlement business
“Co-Lead”	Co-Lead Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is an indirect 55.27% owned subsidiary of the Company as at the date of this announcement
“Company”	Mason Financial Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 273)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Directors”	directors of the Company
“FCL”	Freeman Corporation Limited, a company incorporated in the Cayman Islands with limited liability

“FCL Group”	FCL and its subsidiaries
“FCL Share(s)”	414,627,220 ordinary share(s) in the issued share capital of FCL currently being held by Co-Lead
“Freeman”	Freeman Financial Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 279)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Buy-back”	FCL’s proposed buy-back of 414,627,220 FCL Shares held by Co-Lead at a buy-back price of HK\$1.23 per FCL Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

By order of the Board
Mason Financial Holdings Limited
Zhang Yongdong
Chairman

Hong Kong, 26 October 2015

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

Executive Directors:

Mr. Zhang Yongdong
Mr. Cheung Wing Ping
Ms. Cheung Ka Yee
Mr. Man Wai Chuen

Non-executive Director:

Dr. Xia Xiaoning

Independent Non-executive Directors:

Mr. Lam Yiu Kin
Dr. Antonio Maria Santos
Mr. Yuen Kwok On