



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 GENERAL MEETING (THE "GENERAL MEETING") ON TUESDAY, 3 OCTOBER 2023 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
being the registered holder(s) of² _____ shares ("Shares") in the
capital of Mason Group Holdings Limited (the "Company"), hereby appoint³ _____ of
_____, or failing him/her, the Chairman of the General Meeting, as my/our proxy to attend,
act and vote for me/us and on my/our behalf as directed below at the General Meeting (or any adjournment thereof) to be held at Shop 4, G/F, Causeway
Centre, 28 Harbour Road, Wanchai, Hong Kong on Tuesday, 3 October 2023 at 10:15 a.m. (Hong Kong time) (or if later, immediately after the
conclusion or adjournment of the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region for the same
place and date, shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution which will be
proposed as a special resolution as set out in the notice convening the General Meeting and, at the General Meeting (or at any adjournment thereof) to
vote for me/us and in my/our name(s) as indicated below, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ⁴	FOR ⁵	AGAINST ⁵
To approve the scheme of arrangement dated 8 September 2023 (the "Scheme") between the Company and the Scheme Shareholders (as defined in the Scheme), for the purpose of giving effect to the Scheme; to approve (i) the reduction of the share capital of the Company; (ii) the increase in the share capital of the Company; and (iii) the issue and allotment of new shares in the capital of the Company to Liberty High Capital Limited; to approve the withdrawal of listing of shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to the Scheme taking effect; and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the Proposal (as defined in the Scheme).		

Signature(s)⁷ _____

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 General 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 General Meeting in person to represent you. Please insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**.
4. The full text of the resolution is set out in the Notice of the General Meeting dated 8 September 2023.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** 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.
6. 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.**
7. 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.
8. 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.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the General Meeting (or any adjournment thereof) if you so wish. In the event that you attend and vote at the General 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.
10. Unless otherwise stated, capitalised terms used above shall have the meaning ascribed thereto in the scheme document dated 8 September 2023 jointly issued by Liberty High Capital Limited and the Company.