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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)**

## **INSIDE INFORMATION**

### **INTENTION FROM A SUBSTANTIAL SHAREHOLDER WITH RESPECT TO THE OFFER**

This announcement is made by Mason Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement made by Marvel Bonus Holdings Limited (the “**Offeror**”) dated 10 June 2022 in relation to the Offer (the “**Offeror Announcement**”), the announcement made by the Company dated 13 June 2022 in relation to the Offer (the “**Offeree Announcement**”) and the announcement made by the Company dated 2 August 2022 in relation to the intention of a substantial shareholder not to accept the Offer. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offeror Announcement and the Offeree Announcement.

The board of directors of the Company (the “**Board**”) announces that on 8 August 2022 and 26 August 2022, the Company received two emails from Investment Talent Limited (“**Investment Talent**”, another substantial shareholder of the Company) regarding its intention of not accepting the Offer in the event that the Offeror proceeds to make the Offer upon fulfilment (or waiver, if applicable) of the pre-conditions detailed in the Offeror Announcement and all the terms of the Offer set forth in the Offeror Announcement remain unchanged, and on 1 September 2022, the Company received another letter from Investment Talent confirming its intention of not accepting the Offer because the conditions of the Offer are harsh and the Offer Price is unreasonable.

However, other than the abovementioned two emails and the letter, the Company is not aware of any undertakings binding Investment Talent on its intention or shareholding of the Company which may change from time to time.

Based on the shareholding disclosures on the website of the Stock Exchange, Investment Talent is ultimately wholly owned by Mr. CHEN Sung-Tse and holds 7,246,628,634 shares, representing approximately 16.33% of the issued share capital of the Company as at the date of this announcement.

**WARNING Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should read the Offer Document and the Response Document carefully before taking any action in respect of the Offer. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

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

Hong Kong, 5 September 2022

As at the date of this announcement, 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

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*