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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)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the joint announcements issued by Mason Group Holdings Limited (the “**Company**”) and Liberty High Capital Limited (the “**Offeror**”) dated 11 June 2023 and 30 June 2023 (the “**Joint Announcements**”) in relation to, the request by the Offeror to the board (the “**Board**”) of director (the “**Directors**”) of the Company to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of a scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). Unless otherwise specified herein, capitalised terms used herein shall have the same meaning as those defined in the Joint Announcements.

The Board is pleased to announce that Gram Capital Limited (“**Gram Capital**”), a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO has been appointed as the Independent Financial Adviser to advise the Independent Board Committee (comprising all of the independent non-executive Directors) in relation to the Proposal and the Scheme, and such appointment has been approved by the Independent Board Committee pursuant to Rule 2.1 of the Takeovers Code. The letter of recommendation from the Independent Board Committee and the letter of advice from Gram Capital in relation to the Proposal and the Scheme will be included in the Scheme Document to be despatched by the Company to the Shareholders in relation to the Proposal.

WARNING: Shareholders and/or potential investors should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and/or potential investors should therefore exercise caution when dealing in the securities of the Company. 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, 3 July 2023

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

Executive Directors:

Ms. Han Ruixia
Mr. Zhang Zhenyi

Independent Non-executive Directors:

Mr. Tian Ren Can
Mr. Wang Cong
Mr. Wu Xu'an
Mr. Ng Yu Yuet

Non-executive Director:

Ms. Hui Mei Mei, Carol

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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.