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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)

DISCLOSEABLE TRANSACTION ACQUISITION OF LISTED SECURITIES

THE ACQUISITION

The Board announces that during the period from 11 October 2021 to 28 February 2022, the Group has acquired an aggregate of 2,121,500 China Vanke Shares, representing approximately 0.01829% of the issued share capital of China Vanke as at the date of this announcement, through the open market at an aggregate consideration of approximately HK\$51.4 million.

LISTING RULES IMPLICATION

As certain applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition exceed 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

THE ACQUISITION

The Board announces that during the period from 11 October 2021 to 28 February 2022, the Group, through Greco Roman (a wholly-owned subsidiary of the Company), acquired a total of 2,121,500 China Vanke Shares (representing approximately 0.01829% of the issued share capital of China Vanke as at the date of this announcement) on the open market at an aggregate consideration of approximately HK\$51.4 million. The aggregate consideration of the Acquisition was fully paid in cash by the Group's internal financial resources.

As the Acquisition was conducted in the open market, the identities of the counterparties of the acquired shares in the Acquisition cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the counterparties and the ultimate beneficial owner(s) of the counterparties of the acquired shares in the Acquisition are third parties independent of the Company and its connected persons.

INFORMATION ON CHINA VANKE

China Vanke is a joint stock limited company incorporated in the PRC on 30 May 1984, its H shares are listed on the Main Board of Stock Exchange and its A shares are listed on the Shenzhen Stock Exchange. China Vanke is principally engaged in the property development and property investment in the PRC.

The following information is extracted from the published annual report of China Vanke for the year 2020:

	For the year ended 31 December	
	2019	2020
	<i>RMB million</i>	<i>RMB million</i>
Revenue	367,894	419,112
Profit before income tax	106,116	103,756
Profit for the year	55,132	59,298

As at 30 June 2021, the total assets and the net asset value of the China Vanke was approximately RMB1,955,103 million (equivalent to approximately HK\$2,414,552 million) and RMB363,721 million (equivalent to approximately HK\$449,195 million), respectively.

REASONS FOR AND BENEFITS FOR THE ACQUISITION

The Group principally provides comprehensive financial services in Mainland China, Japan, South Korea and Europe, with businesses covering private banking, wealth and asset management, securities and futures brokerage, securities margin financing, corporate finance advisory services, investment in securities trading and money lending. The Group also invests in healthcare sector and mother-infant-child consumer products sector and engages in trading of securities.

China Vanke is one of the market leader in the property development and property investment in the PRC. The Board holds positive views towards future prospects of China Vanke. The Company considers that the Acquisition are good long-term investment opportunity and can enhance investment return for the Group.

As the Acquisition was made in the open market at prevailing market price, the Directors are of the view that the terms of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As certain applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition exceed 5% but less than 25%, the Acquisition constitutes a discloseable transaction on the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting and announcement requirements of the Listing Rules.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Acquisition”	acquisition of China Vanke Shares by the Group as disclosed in this announcement
“Board”	the board of Directors
“China Vanke”	China Vanke Co., Ltd.* (萬科企業股份有限公司), a joint stock limited company incorporated in the PRC on 30 May 1984, its H shares are listed on the Main Board of Stock Exchange (stock code: 2202.HK) and its A shares are listed on the Shenzhen Stock Exchange (stock code: 000002.SZ)
“China Vanke Share(s)”	ordinary shares of China Vanke
“Company”	Mason Group Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Stock Exchange
“Director(s)”	directors of the Company
“Greco Roman”	Greco Roman Limited, a company incorporated in Hong Kong with limited liability, is an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	People’s Republic of China, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region and Taiwan are excluded
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the shares of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

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

Hong Kong, 28 February 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

** For identification purpose only*