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## **MARVEL BONUS HOLDINGS LIMITED**

*(Incorporated in the British Virgin Islands with limited liability)*

### **VOLUNTARY CONDITIONAL CASH OFFER BY OPTIMA CAPITAL LIMITED AND KINGSTON SECURITIES LIMITED ON BEHALF OF MARVEL BONUS HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF MASON GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

#### **DESPATCH OF THE OFFER DOCUMENT**

Reference is made to (i) the announcements of Marvel Bonus Holdings Limited (the “**Offeror**”) dated 10 June 2022, 27 June 2022, 11 July 2022, 10 August 2022, 14 September 2022, 6 October 2022 and 14 October 2022; and (ii) the offer document dated 21 October 2022 issued by the Offeror (the “**Offer Document**”) in relation to the pre-conditional voluntary conditional cash offer by Optima Capital Limited and Kingston Securities Limited jointly on behalf of the Offeror to acquire all the issued shares of Mason Group Holdings Limited (stock code: 00273) (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

#### **DESPATCH OF THE OFFER DOCUMENT**

The Offer Document, together with the Form of Acceptance, containing, among other things, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) the letter from the Joint Securities Advisers setting out, among others, the details of the Offer and the reasons and benefits of the Offer the Shareholders should consider, have been despatched to the Shareholders on Friday, 21 October 2022 in accordance with the Takeovers Code.

## EXPECTED TIMETABLE OF THE OFFER

Set out below is the expected timetable of the Offer as extracted from the Offer Document. The timetable set out below is indicative only and is subject to change. Further announcement(s) will be made by the Offeror in the event of any changes to the timetable as and when appropriate.

All references to dates and times contained in this announcement refer to Hong Kong dates and times.

<b>Event</b>	<b>Time and date</b>
Despatch date of the Offer Document and the accompanying Form of Acceptance ( <i>Note 1</i> ) . . . . .	Friday, 21 October 2022
Commencement of the Offer ( <i>Note 1</i> ) . . . . .	Friday, 21 October 2022
Latest date for the posting of the Response Document ( <i>Note 2</i> ) . . . . .	Friday, 4 November 2022
First Closing Date . . . . .	Friday, 18 November 2022
Latest time and date for acceptance of the Offer on the First Closing Date ( <i>Note 3 &amp; 4</i> ). . . . .	By 4:00 p.m. on Friday 18 November 2022
Announcement of the results of the Offer (or its extension or revision, if any) to be posted on the website of the Stock Exchange ( <i>Note 3</i> ). . . . .	By 7:00 p.m. on Friday 18 November 2022
Latest date for posting of remittances in respect of valid acceptances received under the Offer at or before 4:00 p.m. on the First Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Note 5</i> ) . . . . .	Tuesday, 29 November 2022
Final Closing Date if the Offer becomes or is declared unconditional in all respects on the First Closing Date ( <i>Note 6</i> ) . . . . .	Friday, 2 December 2022

<b>Event</b>	<b>Time and date</b>
Latest time and date for the acceptance of the Offer on the Final Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Note 6</i> ) . . . . .	By 4:00 p.m. on Friday, 2 December 2022
Announcement of the results of the Offer as at the Final Closing Date to be posted on the website of the Stock Exchange . . . . .	By 7:00 p.m. on Friday, 2 December 2022
Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Final Closing Date (assuming the Offer becomes or is declared unconditional in all respects on the First Closing Date) ( <i>Note 5</i> ) . . . . .	Tuesday, 13 December 2022
Latest time and date by which the Offer can become or be declared unconditional as to acceptances ( <i>Note 7</i> ). . . . .	By 7:00 p.m. Tuesday, 20 December 2022

*Notes:*

1. The Offer is open for acceptance on and from Friday, 21 October 2022 until 4:00 p.m. on Friday, 18 November 2022, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. Where the period set out in the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day.
2. In accordance with the Takeovers Code, Mason is required to post the Response Document to the Shareholders within 14 days from the posting of the Offer Document unless the Executive consents to a later date. Should the despatch of the Response Document be extended with the consent of the Executive, the Offeror reserves the right to extend the Closing Date by the number of days in respect of which the posting of the Response Document is delayed.
3. The latest time and date for acceptance of the Offer will be at 4:00 p.m. on Friday, 18 November 2022 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. The Offeror will issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Friday, 18 November 2022 stating whether the Offer has been extended, revised or has closed for acceptance. In the event that the Offeror decides to extend or revise the Offer, at least 14 days' notice by way of an announcement will be given before the Offer is closed to those Shareholders who have not accepted the Offer.

4. Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Offer Document) for placing instructions with CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out under “4. RIGHT OF WITHDRAWAL” in Appendix I to the Offer Document.
5. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable in respect of acceptances of the Offer will be posted to the accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of (i) the date on which the Offer becomes or is declared unconditional in all respects and (ii) the date on which duly completed Form of Acceptance and the relevant documents of title of Shares are received by the Receiving Agent to render each such acceptance complete and valid.
6. In accordance with the Takeovers Code, if the Offer becomes or is declared unconditional (whether as to acceptances or in all respects), the Offer should remain open for acceptance for not less than 14 days thereafter. When the Offer becomes or is declared unconditional in all respects, at least 14 days’ notice in writing must be given before the Offer is closed to those Shareholders who have not accepted the Offer. The Offeror has the right, subject to the Takeovers Code, to extend the Offer until such date as it may determine or as permitted by the Executive.
7. In accordance with the Takeovers Code, except with the consent of the Executive, the Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day (i.e. 20 December 2022) after the date of despatch of the Offer Document (or such later day as permitted by the Executive in accordance with the Takeovers Code). In accordance with Rule 15.7 of the Takeovers Code, except with the consent of the Executive, all Offer Conditions must be fulfilled or the Offer must lapse within 21 days of the First Closing Date or of the date the Offer becomes or is declared unconditional as to acceptances, whichever is the later.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the time and date as stated above, the other dates mentioned above may be affected. The Offeror will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## **WARNING**

**Shareholders and/or potential investors of Mason should be aware that the Offer is subject to the satisfaction (or waiver, if applicable) of the Offer Conditions. Accordingly, the Offer may or may not become unconditional. Shareholders should read carefully the Offer Document and the Response Document before making any decision. Shareholders and/or potential investors of Mason should therefore exercise caution when dealing in the securities of Mason.**

**Shareholders and/or potential investors of Mason who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the board  
**Marvel Bonus Holdings Limited**  
**Yam Tak Cheung**  
*Sole Director*

Hong Kong, 21 October 2022

*As at the date of this announcement, the sole director of the Offeror is Mr. Yam Tak Cheung. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, and confirms, having made all reasonable inquiries, that, to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*