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**LIBERTY HIGH
CAPITAL LIMITED**

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



MASON GROUP

HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

JOINT ANNOUNCEMENT

- (1) PROPOSAL FOR THE TAKE-PRIVATE OF
MASON GROUP HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE**
- (2) PROPOSED WITHDRAWAL OF LISTING OF
MASON GROUP HOLDINGS LIMITED**

STATUS OF FULFILLMENT OF THE CONDITIONS TO THE PROPOSAL

Financial Adviser to the Offeror



SOMERLEY CAPITAL LIMITED

Independent Financial Adviser to the Independent Board Committee



**Gram Capital Limited
嘉林資本有限公司**

INTRODUCTION

Reference is made to (i) the Scheme Document dated 8 September 2023 (the “**Scheme Document**”) jointly issued by Mason Group Holdings Limited (the “**Company**”) and Liberty High Capital Limited (the “**Offeror**”) in relation to, among other things, the proposal for the take-private of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); and (ii) the joint announcement dated 3 October 2023 jointly issued by the Company and the Offeror in relation to, among other things, the results of the Court Meeting and the General Meeting. Capitalised terms used herein shall have the same meanings as defined in the Scheme Document unless the context requires otherwise.

STATUS OF FULFILLMENT OF THE CONDITIONS TO THE PROPOSAL

As disclosed in the paragraph headed “5. Conditions to the Proposal” in the “Explanatory Statement” section of the Scheme Document, the implementation of the Proposal is, and the Scheme will become effective and binding on the Company and all the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions, including Condition (e), which requires, among others, the SFC having granted approval (the “**SFC Approvals**”) for the Offeror, Red Emerald Capital Fund II, Red Emerald Capital II Ltd., Red Emerald Capital Limited, Olentangy River Capital Limited, Mr. Xia, and, if required by the SFC, any other persons, to become substantial shareholders of the Hong Kong Licensed Entities.

On 3 October 2023, the SFC Approvals were obtained, pursuant to which the SFC granted approvals for each of the Offeror, Red Emerald Capital Fund II, Red Emerald Capital II Ltd., Red Emerald Capital Limited, Olentangy River Capital Limited and Mr. Xia to become substantial shareholders of each of the Hong Kong Licensed Entities pursuant to section 132 of the SFO. Accordingly, Condition (e) was fulfilled on 3 October 2023.

The SFC Approvals were granted subject to the statutory conditions provided under section 132(5) of the SFO, and shall lapse and cease to have effect unless the Scheme becomes effective (upon which the Company will become a direct wholly-owned subsidiary of the Offeror) within six months after the date of the SFC Approvals or within such further period as may be agreed by the SFC in writing.

As at the date of this joint announcement, the Proposal remains, and the Scheme will become effective and binding on the Company and all the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions (other than Conditions (a), (b) and (e), which have been fulfilled). Subject to such Conditions being fulfilled or waived (as applicable), the Scheme is expected to become effective on Friday, 10 November 2023.

Warnings:

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and thus the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors of the Company 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 the order of the board of directors
Liberty High Capital Limited
Hui Xia
Director

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

Hong Kong, 5 October 2023

As at the date of this joint announcement, the Board comprises two executive Directors, namely Ms. Han Ruixia and Mr. Zhang Zhenyi; one non-executive Director, namely Ms. Hui Mei Mei, Carol; and four independent non-executive Directors, namely Mr. Tian Ren Can, Mr. Wang Cong, Mr. Wu Xu'an and Mr. Ng Yu Yuet.

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

As at the date of this joint announcement, (i) the Offeror is wholly-owned by Red Emerald Capital Fund II, the general partner of which is Red Emerald Capital II Ltd., which is wholly-owned by Red Emerald Capital Limited, which is in turn wholly-owned by Mr. Hui Xia; (ii) the directors of the Offeror are Mr. Hui Xia and Ms. Chen Juan; (iii) the directors of Red Emerald Capital II Ltd. are Mr. Hui Xia and Ms. Chen Juan and (iv) the directors of Red Emerald Capital Limited are Mr. Hui Xia and Ms. Chen Juan.

The directors of the Offeror, Red Emerald Capital II Ltd. and Red Emerald Capital Limited jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.