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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 15 July 2020 to 5 February 2021, the Group has acquired accumulated 164,500 Tencent Shares, representing approximately 0.0017% of the issued share capital of Tencent as at the date of this announcement, through the open market at an aggregate consideration of approximately HK\$101,000,000 (excluding stamp duty and related expenses).

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 15 July 2020 to 5 February 2021, the Group, through Greco Roman (a wholly owned subsidiary of the Company), acquired accumulated 164,500 Tencent Shares (representing approximately 0.0017% of the issued share capital of Tencent as at the date of this announcement) on the open market at an aggregate consideration of approximately HK\$101,000,000 (excluding stamp duty and related expenses). 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 TENCENT

Tencent is a company incorporated in the Cayman Islands with limited liability which together with its subsidiaries are principally engaged in the business of provision of internet value-added services and online advertising services to users in China.

The following information is extracted from the published annual report of Tencent for the year ended 31 December 2019:

	For the year ended	
	31 December	
	2018	2019
	<i>RMB million</i>	<i>RMB million</i>
Revenue	312,694	377,289
Profit before income tax	94,466	109,400
Profit for the year	79,984	95,888

As at 30 June 2020, the total assets and the net asset value of the Tencent was approximately RMB1,159,544 million (equivalent to approximately HK\$1,391,453 million) and RMB298,679 million (equivalent to approximately HK\$358,415 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.

Tencent is the market leader in the information technology industry. The Board holds positive views towards future prospects of Tencent. 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 Tencent Shares by the Group as disclosed in this announcement
“Board”	the board of Directors
“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
“Tencent”	Tencent Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 0700.HK)

“Tencent Share(s)” ordinary shares of HK\$0.00002 each in the share capital of Tencent

“%” per cent

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

Hong Kong, 5 February 2021

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