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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 6 August 2021 to 14 February 2022, the Group has acquired an aggregate of 27,100 Moutai Shares, representing approximately 0.0022% of the issued share capital of Moutai as at the date of this announcement, through the open market at an aggregate consideration of approximately RMB52.10 million (equivalent to approximately HK\$63.89 million) (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 6 August 2021 to 14 February 2022, the Group, through Greco Roman and Maochen Technology (the wholly owned subsidiaries of the Company), acquired a total of 27,100 Moutai Shares (representing approximately 0.0022% of the issued share capital of Moutai as at the date of this announcement) on the open market at an aggregate consideration of approximately RMB52.10 million (equivalent to approximately HK\$63.89 million) (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 MOUTAI

Moutai is a company incorporated in the People's Republic of China with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 600519.SH). Moutai principally engaged in the production and distribution of Moutai liquor series products.

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

	For the year ended 31 December	
	2019	2020
	<i>RMB million</i>	<i>RMB million</i>
Revenue	88,854	97,993
Profit before income tax	58,783	66,197
Profit for the year	43,970	49,523

As at 30 June 2021, the total assets and the net asset value of the Moutai was approximately RMB212,869 million (equivalent to approximately HK\$261,056 million) and RMB161,738 million (equivalent to approximately HK\$198,351 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.

Moutai is the market leader in the liquor industry in China. The Board holds positive views towards future prospects of Moutai. 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 Moutai 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
“Maochen Technology”	Shenzhen Qianhai Maochen Technology Co., Ltd.* 深圳市前海茂宸科技有限公司, a company incorporated in the People’s Republic of China with limited liability, is an indirect wholly-owned subsidiary of the Company
“Moutai”	Kweichow Moutai Co.,Ltd., a company incorporated in the People’s Republic of China with limited liability whose shares are listed on the Shanghai Stock Exchange (stock code: 600519.SH)
“Moutai Share(s)”	ordinary shares of RMB1 each in the share capital of Moutai
“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, 15 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

** English name is only translation of its official Chinese name. In case of inconsistencies, the Chinese name shall prevail.*