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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 29 March 2021 to 22 February 2022, the Group has acquired an aggregate of 2,509,500 China Overseas Shares, representing approximately 0.0229% of the issued share capital of China Overseas as at the date of this announcement, through the open market at an aggregate consideration of approximately HK\$51.5 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 29 March 2021 to 22 February 2022, the Group, through Greco Roman (a wholly-owned subsidiary of the Company), acquired a total of 2,509,500 China Overseas Shares (representing approximately 0.0229% of the issued share capital of China Overseas as at the date of this announcement) on the open market at an aggregate consideration of approximately HK\$51.5 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 OVERSEAS

China Overseas is a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 688.HK). China Overseas principally engaged in property development and investment, and other operations.

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

	For the year ended 31 December	
	2019	2020
	<i>RMB million</i>	<i>RMB million</i>
Revenue	163,651	185,790
Profit before income tax	64,952	69,204
Profit for the year	42,747	47,709

As at 30 June 2021, the total assets and the net asset value of the China Overseas was approximately RMB858,340 million (equivalent to approximately HK\$1,055,759 million) and RMB341,247 million (equivalent to approximately HK\$419,734 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 Overseas is one of the market leader in the property development and investment in China. The Board holds positive views towards future prospects of China Overseas. 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 Overseas Shares by the Group as disclosed in this announcement
“Board”	the board of Directors
“China Overseas”	China Overseas Land & Investment Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock code: 0688.HK)
“China Overseas Share(s)”	ordinary shares of China Overseas
“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, 22 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