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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)

INSIDE INFORMATION

LETTER FROM A SUBSTANTIAL SHAREHOLDER WITH RESPECT TO THE OFFER

This announcement is made by Mason Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

Reference is made to the announcement made by Marvel Bonus Holdings Limited (the “**Offeror**”) dated 10 June 2022 (the “**Offeror Announcement**”) in relation to the Offer and the announcement made by the Company dated 13 June 2022 in relation to the Offer (the “**Offeree Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offeror Announcement and the Offeree Announcement.

The board of directors of the Company (the “**Board**”) announces that on 28 July 2022, the Company received a letter from Future Achiever Limited (“**FAL**”, a substantial shareholder of the Company), whereby FAL notified the Company its intention not to accept the Offer in the event the Offeror proceeds to make the Offer upon fulfilment (or waiver, if applicable) of the pre-conditions detailed in the Offeror Announcement.

As at the date of this announcement, FAL holds 7,656,916,000 shares, representing approximately 17.26% of the issued share capital of the Company. The non-executive director of the Company, Ms. Hui Mei Mei, Carol (“**Ms. Hui**”), is also a director of FAL and the daughter of Mr. Hui Wing Mau (the sole beneficial owner of FAL). In this regard, Ms. Hui ceased to act as a member of the Independent Board Committee on 29 July 2022. As at the date of this announcement, the Independent Board Committee, comprising Mr. Tian Ren Can, Mr. Wang Cong, Mr. Wu Xu’an, and Mr. Ng Yu Yuet.

WARNING Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should read the Offer Document and the Response Document carefully before taking any action in respect of the Offer. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

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

Hong Kong, 2 August 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

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