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## **MARVEL BONUS HOLDINGS LIMITED**

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

### **PRE-CONDITIONAL VOLUNTARY CONDITIONAL CASH OFFER BY OPTIMA CAPITAL LIMITED AND KINGSTON SECURITIES LIMITED ON BEHALF OF MARVEL BONUS HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF MASON GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

### **FULFILMENT OR WAIVER (AS THE CASE MAY BE) OF ALL PRE-CONDITIONS AND DELAY IN DESPATCH OF OFFER DOCUMENT**

Reference is made to the announcements of Marvel Bonus Holdings Limited (the “**Offeror**”) dated 10 June 2022 (the “**Rule 3.5 Announcement**”), 27 June 2022, 11 July 2022, 10 August 2022, 14 September 2022 and 6 October 2022 (collectively, the “**Announcements**”) in relation to the pre-conditional voluntary conditional cash offer by Optima Capital Limited and Kingston Securities Limited jointly on behalf of the Offeror to acquire all the issued shares of Mason Group Holdings Limited (stock code: 00273) (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

### **FULFILMENT OR WAIVER (AS THE CASE MAY BE) OF ALL PRE-CONDITIONS**

As stated in the Announcements, the making of the Offer is subject to the fulfilment or waiver (as applicable) of the Pre-Conditions on or before 14 October 2022 (unless otherwise further extended and announced by the Offeror) and Pre-Condition (i) cannot be waived.

The Offeror is pleased to announce that on 7 October 2022, the SFC granted approvals for the Applicants to become substantial shareholders of the Hong Kong Licensed Entities (the “**Approvals**”). Following the receipt of the Approvals, the non-waivable Pre-Conditions (i) has been fulfilled. On 14 October 2022, the Offeror waived all other waivable Pre-Conditions (ii) to (iii). Accordingly, all Pre-Conditions have been fulfilled or waived (as the case may be).

## **DELAY IN DESPATCH OF OFFER DOCUMENT**

Pursuant to Rule 8.2 of the Takeovers Code, the Offer Document (accompanied by the form of acceptance) shall be despatched to the Shareholders within 21 days after the date of the Rule 3.5 Announcement (i.e. on or before 4 July 2022), or such later date as the Executive may approve. As stated in the Announcements, an application had been made to the Executive for an extension of time to despatch the Offer Document from 4 July 2022 to the earlier of (i) the date which is 7 days following fulfilment (or waiver, if applicable) of the Pre-Conditions; or (ii) 17 October 2022, and the Executive had granted its consent for such application.

As all Pre-Conditions have been fulfilled or waived (as the case may be) as at the date of this announcement, the Offer Document will be despatched to the Shareholders on or before 21 October 2022 (i.e. the date which is 7 days following fulfilment or waiver of all Pre-Conditions). As such, an application has been made by the Offeror to the Executive pursuant to Rule 8.2 of the Takeovers Code to further extend the deadline for despatch of the Offer Document (accompanied by the form of acceptance) to 21 October 2022, and the Executive has indicated that it is minded to grant its consent to such application.

Further announcement will be made by the Offeror when the Offer Document (accompanied by the form of acceptance) in respect of the Offer is despatched. Following the despatch of the Offer Document by the Offeror, Mason will be required under Rule 8.4 of the Takeovers Code to send all Shareholders the Response Document within 14 days.

## **WARNING**

**Shareholders and/or potential investors of Mason should be aware that the Offer is subject to the satisfaction (or waiver, if applicable) of the Offer Conditions. Accordingly, the Offer may or may not become unconditional. Shareholders should read carefully the Offer Document and the Response Document before making any decision. Shareholders and/or potential investors of Mason should therefore exercise caution when dealing in the securities of Mason.**

**Shareholders and/or potential investors of Mason who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the board  
**Marvel Bonus Holdings Limited**  
**Yam Tak Cheung**  
*Sole Director*

Hong Kong, 14 October 2022

*As at the date of this announcement, the sole director of the Offeror is Mr. Yam Tak Cheung. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, and confirms, having made all reasonable inquiries, that, to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*