

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company or the Offeror nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities of the Company or the Offeror in any jurisdiction in contravention of applicable law.

**LIBERTY HIGH
CAPITAL LIMITED**

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



MASON GROUP

HOLDINGS LIMITED

茂宸集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 273)

JOINT ANNOUNCEMENT

- (1) PROPOSAL FOR THE TAKE-PRIVATE OF
MASON GROUP HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 673 OF THE COMPANIES ORDINANCE**
- (2) EFFECTIVE DATE OF THE SCHEME**
- (3) WITHDRAWAL OF LISTING OF THE SHARES OF
MASON GROUP HOLDINGS LIMITED**
- (4) DESPATCH OF CHEQUES UNDER THE SCHEME**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



INTRODUCTION

Reference is made to (i) the Scheme Document dated 8 September 2023 (the “**Scheme Document**”) jointly issued by Mason Group Holdings Limited (the “**Company**”) and Liberty High Capital Limited (the “**Offeror**”) in relation to, among other things, the proposal for the take-private of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong); (ii) the joint announcement dated 3 October 2023 jointly issued by the Company and the Offeror in relation to, among other things, the results of the Court Meeting and the General Meeting; (iii) the joint announcement dated 5 October 2023 jointly issued by the Company and the Offeror in relation to the status of fulfillment of the Conditions to the Proposal; and (iv) the joint announcement dated 7 November 2023 jointly issued by the Company and the Offeror in relation to, among other things, the sanction of the Scheme by the High Court. Capitalised terms used herein shall have the same meanings as defined in the Scheme Document unless the context requires otherwise.

EFFECTIVE DATE OF THE SCHEME

An office copy of the order of the High Court made on Tuesday, 7 November 2023 sanctioning the Scheme and confirming the reduction of the share capital of the Company involved in the Scheme under section 229 of the Companies Ordinance, and the minute (approved by the High Court) and the return containing particulars required under section 230 of the Companies Ordinance were delivered to the Registrar of Companies for registration on Friday, 10 November 2023.

All the Conditions were fulfilled and the Scheme became effective on Friday, 10 November 2023.

Upon the Scheme becoming effective on Friday, 10 November 2023:

- (a) all Scheme Shares were cancelled and extinguished in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price for each Scheme Share; and
- (b) upon the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company was restored to its former number by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company’s books of account as a result of any reduction in issued share capital was applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror.

The Company has accordingly become a direct wholly-owned subsidiary of the Offeror on Friday, 10 November 2023.

WITHDRAWAL OF THE LISTING OF THE SHARES

The listing of the Shares on the Stock Exchange will be withdrawn after 4:00 p.m. on Monday, 13 November 2023.

DESPATCH OF CHEQUES UNDER THE SCHEME

Cheques for payment of the Cancellation Price under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event on or before Tuesday, 21 November 2023.

By the order of the board of directors
Liberty High Capital Limited
Hui Xia
Director

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

Hong Kong, 10 November 2023

As at the date of this joint announcement, the Board comprises two executive Directors, namely Ms. Han Ruixia and Mr. Zhang Zhenyi; one non-executive Director, namely Ms. Hui Mei Mei, Carol; and four independent non-executive Directors, namely Mr. Tian Ren Can, Mr. Wang Cong, Mr. Wu Xu'an and Mr. Ng Yu Yuet.

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

As at the date of this joint announcement, (i) the Offeror is wholly-owned by Red Emerald Capital Fund II, the general partner of which is Red Emerald Capital II Ltd., which is wholly-owned by Red Emerald Capital Limited, which is in turn wholly-owned by Mr. Hui Xia; (ii) the directors of the Offeror are Mr. Hui Xia and Ms. Chen Juan; (iii) the directors of Red Emerald Capital II Ltd. are Mr. Hui Xia and Ms. Chen Juan and (iv) the directors of Red Emerald Capital Limited are Mr. Hui Xia and Ms. Chen Juan.

The directors of the Offeror, Red Emerald Capital II Ltd. and Red Emerald Capital Limited jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.