THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Magnus Concordia Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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融太集團股份有限公司

MAGNUS CONCORDIA GROUP LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1172)

PROPOSALS INVOLVING
(I) RE-ELECTION OF DIRECTORS;
(II) GRANT OF GENERAL MANDATE TO ISSUE SHARES; AND
(III) GRANT OF GENERAL MANDATE TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used herein shall have the same meaning as those defined in the section headed "Definitions" of this circular.

A notice convening the AGM to be held at Room 103, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 August 2025 at 11:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mcgrouphk.com).

Whether or not you intend to attend the said meeting, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the said meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you subsequently so wish. If you attend and vote at the AGM (or at any adjournment thereof), the authority of your proxy will be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

31 July 2025

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular will prevail.

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company to be held at Room 103, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 August 2025 at 11:00 a.m., the notice of which is set out on pages 14 to 17 of this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Company"	Magnus Concordia Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issue Mandate"	as defined in paragraph 3(a) of the Letter from the Board
"Latest Practicable Date"	24 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum"	the memorandum of association of the Company
"Nomination Committee"	the nomination committee of the Board
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	as defined in paragraph 3(b) of the Letter from the Board
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	ordinary share(s) of HK$0.10 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the sharecapital of the Company, shares forming part of the ordinary equity share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Code on Takeovers and Mergers of Hong Kong as administered by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules and as amended from time to time
"%"	per cent.

融太集團股份有限公司
MAGNUS CONCORDIA GROUP LTD
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1172)

Executive Directors:
Mr. Xiang Jun
Ms. Zhou Lan

Independent Non-executive Directors:
Mr. Wang Zhengjun
Mr. Liu Ying Shun
Mr. Wang Ping

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Units 02–03, 7/F
Tung Wai Commercial Building
109–111 Gloucester Road
Wanchai, Hong Kong

31 July 2025

To the Shareholders,

Dear Sir or Madam,

PROPOSALS INVOLVING (I) RE-ELECTION OF DIRECTORS; (II) GRANT OF GENERAL MANDATE TO ISSUE SHARES; AND (III) GRANT OF GENERAL MANDATE TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

At the Annual General Meeting to be held on Thursday, 28 August 2025, resolutions will be proposed for, inter alia, (i) the re-election of Directors; (ii) the granting of Issue Mandate to the Directors; (iii) the granting of Repurchase Mandate to the Directors; and (iv) the extension of the Issue Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate. The purpose of this circular is to provide the Shareholders with details of these proposals and the relevant information required under the Listing Rules.

2. PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Wang Zhengjun ("**Mr. Wang**") shall retire from office by rotation at the Annual General Meeting.

In addition, in accordance with Article 99 of the Articles of Association, Mr. Xiang Jun ("**Mr. Xiang**") and Ms. Zhou Lan ("**Ms. Zhou**"), being the Director appointed by the Board after the Company's last annual general meeting held on 28 August 2024, shall hold office until the next following general meeting of the Company.

In accordance with Article 116 and Article 99, all of the above Directors shall be eligible for re-election at the AGM.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. Xiang, Ms. Zhou and Mr. Wang to the Board for it to recommend to Shareholders for re-election or election (as applicable) at the Annual General Meeting.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge. Given their different backgrounds and expertise, the Nomination Committee has assessed and is satisfied with the performance of the retiring Directors and considered that each of them contributes to the diversity of the Board. The Nomination Committee also assessed the experience, skills and knowledge of Mr. Xiang, Ms. Zhou and Mr. Wang.

Moreover, the Nomination Committee had assessed and reviewed the written confirmation of the independence of Mr. Wang, the independent non-executive Director, who has offered himself for re-election at the AGM. The committee members are satisfied that Mr. Wang remains independent in accordance with Rule 3.13 of the Listing Rules and are of the view that he has provided independent, balanced and objective views to the Company's affairs.

The Board, having considered the nomination of the Nomination Committee, recommends the retiring Directors, Mr. Xiang, Ms. Zhou and Mr. Wang to stand for re-election as Directors at the Annual General Meeting. Each of them abstained from voting at the Board meeting and the Nomination Committee meeting (as applicable) regarding their nominations.

The biographical details of the above three Directors which are required to be disclosed pursuant to Rule 13.74 of the Listing Rules are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At the Company's annual general meeting held on 28 August 2024, general mandates were granted to the Directors: (i) to exercise the power of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date thereof; and (ii) to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date thereof. As at the Latest Practicable Date, such mandates have not been used and, if not used by the date of the AGM, will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates to the Directors:

(a) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing such resolution (i.e. not exceeding 1,155,839,332 Shares based on the issued share capital of the Company of 5,779,196,660 Shares as at the Latest Practicable Date and assuming such share capital remains unchanged as at the date of the AGM) (the "**Issue Mandate**");

(b) to purchase Shares on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing such resolution (i.e. not exceeding 577,919,666 Shares based on the issued share capital of the Company of 5,779,196,660 Shares as at the Latest Practicable Date and assuming such share capital remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**"); and

(c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 4 and 5 of the notice of the AGM as set out on pages 14 to 17 of this circular.

The explanatory statement required by Rule 10.06(1)(b) of the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II hereto.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Room 103, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 August 2025 at 11:00 a.m. is set out on pages 14 to 17 of this circular. At the AGM, ordinary resolutions will be proposed to the Shareholders to consider and to approve, inter alia, the re-election of Directors, the granting of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate.

In order to determine Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 August 2025 to Thursday, 28 August 2025, both days inclusive, during which period no Share transfers will be effected. In order to be qualified to attend and vote at the AGM, all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 22 August 2025. The record date for ascertaining Shareholders' entitlement to attend and vote at the meeting is Thursday, 28 August 2025.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also uploaded on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mcgrouphk.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete and sign the said form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish and in such event, your form of proxy shall be deemed to be revoked.

5. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Article 80 of the Articles of Association and Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the Annual General Meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by show of hands.

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading insofar as it relates to the Company.

7. RECOMMENDATIONS

The Directors believe that (i) the re-election of Directors; (ii) the granting of Issue Mandate to the Directors; and (iii) the granting of Repurchase Mandate to the Directors are all in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the resolutions set out in the notice of the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Directors proposed to be re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on Repurchase Mandate) to this circular.

By Order of the Board
Magnus Concordia Group Limited
Xiang Jun
Director

Set out below are details of the Directors who will retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

EXECUTIVE DIRECTORS

Mr. Xiang Jun (向均)

Mr. Xiang Jun ("**Mr. Xiang**"), aged 50, is currently the Assistant General Manager of a garden landscape project company in Chengdu. Mr. Xiang has many years of working experience including real estate management and project management. Mr. Xiang has rich experience in communicating and cooperation with local government departments and officials. Our Group believes that the past working experience of Mr. Xiang can help to promote the various projects and businesses of our Group in future.

Save as disclosed above, Mr. Xiang (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Xiang did not have and was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the service agreement dated 1 February 2025 entered into between the Company and Mr. Xiang, the appointment of Mr. Xiang is for a term of three years commencing from 1 February 2025. The appointment of Mr. Xiang is subject to the Articles of Association and the Listing Rules which contain provisions for retirement by rotation and re-election of directors at annual general meetings of the Company.

Pursuant to the service agreement, Mr. Xiang is entitled to an annual Director's fee of HK$240,000 and a discretionary performance bonus which can be determined by the Board. The amounts of emolument of the executive Directors are determined by reference to their duties and responsibilities within the Company, the remuneration benchmark in the industry and the prevailing market conditions.

As far as the Directors are aware, there is no information of Mr. Xiang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters in relation to Mr. Xiang's appointment that need to be brought to the attention of the Shareholders.

Ms. Zhou Lan (周兰)

Ms. Zhou Lan ("**Ms. Zhou**"), aged 51, graduated from the Zigong Shi Economics and Finance School in 1994. Ms. Zhou also obtained other academic qualifications in accounting and finance. She started as an accounting staff and later became the head of finance. Ms. Zhou has thirty years working experience in accounting and finance. She worked with companies in various industries including construction project, labour service, trading and logistics. Ms. Zhou joined our Group in 2021 and she is currently working in the finance department of a subsidiary of our Group in mainland China.

Save as disclosed above, Ms. Zhou (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, Ms. Zhou did not have and was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the service agreement dated 1 September 2024 entered into between the Company and Ms. Zhou, the appointment of Ms. Zhou is for a term of three years commencing from 1 September 2024. The appointment of Ms. Zhou is subject to the Articles of Association and the Listing Rules which contain provisions for retirement by rotation and re-election of directors at annual general meetings of the Company.

Pursuant to the service agreement, Ms. Zhou is entitled to an annual Director's fee of HK$240,000 and a discretionary performance bonus which can be determined by the Board. The amounts of emolument of the executive Directors are determined by reference to their duties and responsibilities within the Company, the remuneration benchmark in the industry and the prevailing market conditions.

As far as the Directors are aware, there is no information of Ms. Zhou to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters in relation to Ms. Zhou's appointment that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Wang Zhengjun (王政君)

Mr. Wang Zhengjun ("**Mr. Wang**"), aged 54, was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of the Audit Committee and the Remuneration Committee on 26 January 2022. Mr. Wang serves as the Dean of the Dongwei Research Institute of Beijing Dongwei Law Firm from 2021 and is mainly responsible for negotiating commercial litigation cases, commercial bankruptcy cases, corporate mergers and acquisitions and reorganisation, advising legal opinions, research on legal professional issues and conducting legal case studies.

Mr. Wang possess years of experience in enterprise operation and management. Before joining Beijing Dongwei Law Firm, Mr. Wang served in Law Press China from 2013 to 2020 and his last position was the deputy general manager and the sales director. Mr. Wang worked in China Legal Books Co., Ltd. from 2005 to 2012 and his last position was the chairman of the board and the general manager.

Mr. Wang obtained a bachelor's degree in economics from the School of Economics, Renmin University of China in 1994. He received a master's degree from the Law School of Renmin University of China in 2000.

Save as disclosed above, Mr. Wang (i) did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) did not have any relationships with any other Directors, senior management of the Company, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Wang did not have and was not deemed to have any interests in the shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment dated 21 January 2022 entered into between the Company and Mr. Wang, the appointment of Mr. Wang is for a term of two years commencing from 26 January 2022. The appointment of Mr. Wang is subject to the Articles of Association and the Listing Rules which contain provisions for retirement by rotation and re-election of directors at annual general meetings of the Company.

Pursuant to the said letter of appointment, Mr. Wang is entitled to an annual Director's fee of HK$120,000 and other discretionary bonuses as may be determined by the Board. The amounts of emolument of the independent non-executive Directors are determined by reference to their duties and responsibilities within the Company, the remuneration benchmark in the industry and the prevailing market conditions.

As far as the Directors are aware, there is no information of Mr. Wang to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters in relation to Mr. Wang's appointment that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement to the Shareholders as required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and its Shareholders. The Company may cancel any Shares repurchased or hold them as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the repurchase. Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,779,196,660 Shares. Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 5,779,196,660 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 577,919,666 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and the Articles of Association and the laws of the Cayman Islands which provide that the amount of capital repaid in connection with Share repurchases may only be paid out of either the capital paid up on the relevant Shares, or the Company's profits, or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on repurchase of Shares may only be paid out of either or both the profit of the Company or share premium account of the Company.

IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the positions disclosed in the audited accounts contained in the Company's annual report for the year ended 31 March 2024) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the Company's gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Qingda Developments Limited ("**Qingda**"), a company incorporated in the British Virgin Islands and an indirect wholly-owned subsidiary of Integrity Fund, is the controlling Shareholder (as defined in the Listing Rules) and is interested in 1,905,583,473 Shares, representing approximately 32.97% of the issued share capital of the Company. In addition, to the best of the knowledge and belief of the Company, Huijin Dingsheng International Holding Company Limited ("**Huijin**"), a company incorporated in the British Virgin Islands, which is wholly-owned by Ms. Xu Ruiqiao, is a substantial Shareholder (as defined in the Listing Rules) and is interested in 1,618,143,724 Shares, representing approximately 28% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate (presuming there is no other change in the issued share capital of the Company), the shareholding of Qingda and Huijin will increase from approximately 32.97% to 36.64% and 28% to 31.11% of the issued share capital of the Company respectively, and such increases would give rise to an obligation to make a mandatory offer to shareholders under Rules 26 and 32 of the Takeover Code. The Directors have no intention to repurchase any Shares to the extent that it will trigger the obligations under the Takeover Code to make a mandatory offer.

Save as aforesaid, the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the number of the company's issued shares would be in public hands. The Directors therefore will not propose to repurchase Shares if it would result in less than the prescribed minimum percentage of Shares in public hands.

SHARES REPURCHASE MADE BY THE COMPANY

There was no repurchase made by the Company of any Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices per Share at which the Shares had been traded on the Stock Exchange during each month from July 2024 up to and including the Latest Practicable Date were as follows:

	Share price	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.036	0.030
August	0.031	0.025
September	0.032	0.024
October	0.042	0.022
November	0.026	0.022
December	0.024	0.019
2025		
January	0.022	0.016
February	0.020	0.015
March	0.016	0.014
April	0.019	0.013
May	0.022	0.016
June	0.080	0.016
July (up to and including the Latest Practicable Date)	0.033	0.023

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any Shares to the Company, nor have any such core connected persons undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

融太集團股份有限公司
MAGNUS CONCORDIA GROUP LTD
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1172)

NOTICE IS HEREBY GIVEN that the annual general meeting of Magnus Concordia Group Limited (the "**Company**") will be held at Room 103, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 28 August 2025 at 11:00 a.m. for the following purposes:

1. To consider and receive the audited consolidated financial statements and the directors' report and the auditor's report of the Company for the year ended 31 March 2025.

2. (a) To re-elect Mr. Xiang Jun as an executive director of the Company.

   (b) To re-elect Ms. Zhou Lan as an executive director of the Company.

   (c) To re-elect Mr. Wang Zhengjun as an independent non-executive director of the Company.

   (d) To authorize the board of directors of the Company to fix the remuneration of the respective directors of the Company.

3. To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

4. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with authorized and unissued Shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares in the share capital allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise), issued or dealt with, by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company; or (3) the exercise of options granted under any share option scheme of the Company; or (4) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company, shall not exceed 20 per cent of the total number of issued shares of the Company (excluding treasury shares, if any) at the date of passing this resolution, and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or

(iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Company's shareholders in general meeting; and

"**Rights Issue**" means an offer of shares open for a period fixed by the directors of the Company to the holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).".

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own ordinary shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of issued shares of the Company (excluding treasury shares, if any) at the date of passing this resolution, and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purpose of this resolution, "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; or

(iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Company's shareholders in general meeting.".

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the resolutions set out in items 4 and 5 of the notice convening this meeting (the "**Notice**") being passed, the aggregate number of shares of the Company which are purchased by the Company under the authority granted to the directors of the Company by the resolution set out in item 5 of the Notice shall be added to the aggregate number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to the resolution set out in item 4 of the Notice provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.".

By Order of the Board
Magnus Concordia Group Limited
Xiang Jun
Director

Hong Kong, 31 July 2025

Notes:

1. Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.

2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Delivery of any instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The form of proxy must be signed by the appointor or his/her attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.

3. To ascertain shareholders' eligibility to attend and vote at this meeting, the register of members of the Company will be closed from Monday, 25 August 2025 to Thursday, 28 August 2025, both days inclusive, during which period no share transfers of the Company will be effected. In order to be qualified for attending and voting at this meeting, all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Friday, 22 August 2025. The record date for ascertaining Shareholders' entitlement to attend and vote at the meeting is Thursday, 28 August 2025.

4. Where there are joint registered holders of any share, any one of such persons may vote at this meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, one of the said persons so present being the most, or as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand in the register in respect of the relevant joint holding.

As at the date of this notice, the executive directors of the Company are Mr. Xiang Jun and Ms. Zhou Lan, and the independent non-executive directors of the Company are Mr. Wang Zhengjun, Mr. Liu Ying Shun and Mr. Wang Ping.