
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 RETIRING DIRECTORS AND ELECTION OF DIRECTOR; (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 Auditorium, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 August 2021 at 10:30 a.m. is set out on pages 16 to 20 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.mcgroup.hk).

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 (i.e. not later than 10:30 a.m. on Tuesday, 24 August 2021) 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In order to prevent the spread of Novel Coronavirus ("COVID-19") pandemic and to safeguard the health and safety of Shareholders, the Company will implement, including but not limited to, the following precautionary measures at the Annual General Meeting:

- compulsory body temperature checks
- compulsory wearing of surgical face masks at all times
- no provision of refreshments and corporate gifts

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue, at the Company's discretion to the extent permitted by law. The Company requires attendees to wear surgical face masks at all times during the AGM and reminds Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing Novel Coronavirus (“COVID-19”) pandemic and recent guidelines or regulations for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every attending Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius or otherwise unwell will be denied entry into the AGM venue and be required to leave the AGM venue;
- (ii) all attendees may be asked whether (a) he/she has travelled outside of Hong Kong within 14-day period immediately prior to the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions will be denied entry into the AGM venue and be required to leave the AGM venue;
- (iii) all attendees are required to wear surgical face masks at the AGM venue at all times, and to maintain a safe distance with other attendees; and
- (iv) no refreshments and corporate gifts will be provided.

To the extent permitted under applicable laws, the Company reserves the right to deny entry into the AGM venue and require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders’ health and safety and in response to the recent guidelines or regulations for prevention and control of COVID-19 pandemic, Shareholders are reminded that **physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by completing form of proxy in accordance with the instructions printed thereon, Shareholders may appoint the chairman of the AGM as their proxy to attend and vote on the relevant resolutions at the AGM instead of attending the AGM in person.**

The form of proxy is enclosed with this circular. Alternatively, the form of proxy can be downloaded from the “Investor Relations” section of the Company’s website at www.mcgroup.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the AGM arrangements.

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's branch share registrar and transfer office as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: 852 2980 1333
Fax: 852 2810 8185

DEFINITIONS

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 Auditorium, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 August 2021 at 10:30 a.m., the notice of which is set out on pages 16 to 20 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” | 20 July 2021, 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 |

DEFINITIONS

| | |
|--------------------------|--|
| “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 share capital 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 |
| “%” | per cent. |

LETTER FROM THE BOARD



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. Li Qing
Ms. Au Hoi Lee Janet

Independent Non-executive Directors:

Mr. Lam Chi Hung Louis
Mr. Hung Kin Man
Mr. Ho Man

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 D & E, 20 Floor
China Overseas Building
139 Hennessy Road
Wanchai
Hong Kong

26 July 2021

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS INVOLVING
(I) RE-ELECTION OF RETIRING DIRECTORS
AND ELECTION OF DIRECTOR;
(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, 26 August 2021, resolutions will be proposed for, inter alia, (i) the re-election of retiring Directors and the election of a new Director; (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.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF DIRECTOR

In accordance with Article 116 of the Articles of Association, Ms. Au Hoi Lee Janet (“**Ms. Au**”) and Mr. Lam Chi Hung Louis (“**Mr. Lam**”) shall retire from office by rotation at the Annual General Meeting. Both of the above two Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Ms. Zeng Zhu (“**Ms. Zeng**”) will be proposed to be elected as a new Director at the Annual General Meeting.

The Nomination Committee, having reviewed the Board’s composition, nominated Ms. Au, Mr. Lam and Ms. Zeng 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 Ms. Zeng.

Moreover, the Nomination Committee had assessed and reviewed the written confirmation of the independence of Mr. Lam, who is an independent non-executive Director and has offered himself for re-election at the AGM. The committee members are satisfied that Mr. Lam 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, Ms. Au and Mr. Lam, to stand for re-election and the proposed Director, Ms. Zeng, to stand for 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.

LETTER FROM THE BOARD

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

At the Company's annual general meeting held on 20 August 2020, 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 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 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 16 to 20 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.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice convening the AGM to be held at Auditorium, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 August 2021 at 10:30 a.m. is set out on pages 16 to 20 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 retiring Directors and the election of a new Director, 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, 23 August 2021 to Thursday, 26 August 2021, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 20 August 2021.

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.mcgroup.hk). 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. no later than 10:30 a.m. on Tuesday, 24 August 2021) 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.

LETTER FROM THE BOARD

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 retiring Directors and the election of a new Director; (ii) the granting/extension 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 and 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
Li Qing
Director

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

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

EXECUTIVE DIRECTORS

Ms. Au Hoi Lee Janet (區凱莉)

Ms. Au Hoi Lee Janet (“**Ms. Au**”), aged 43, was appointed as an executive Director on 26 January 2018. She is also a member of the Nomination Committee and the Remuneration Committee. She has been the investment director and deputy general manager of SFund International Investment Fund Management Limited (“**SFund International**”) since June 2017 and March 2018, respectively. Prior to joining SFund International, Ms. Au had work experience in the financial services industry at The Goldman Sachs Group, Inc. from July 2000 to October 2002 and Morgan Stanley Asia Limited from August 2008 to April 2009 and from September 2009 to April 2013. Ms. Au then worked as the deputy general manager at WH Group Limited (a company listed on the Stock Exchange; stock code: 288) from May 2013 to October 2014 and the chief financial officer and director of Eddingpharm International Holdings Limited from November 2014 to March 2016, and Ms. Au worked as a consultant at Baring Private Equity Asia Limited from October 2016 to May 2017. Ms. Au is also a director of Qingda Developments Limited (“**Qingda**”, a direct controlling Shareholder), New Element Investments Limited (an indirect controlling Shareholder) and Kapok Wish Investment Limited (the general partner of Integrity Fund Limited Partnership (“**Integrity Fund**”), which is an indirect controlling Shareholder).

Ms. Au obtained a bachelor of arts degree from the University of Rochester in May 2000. Ms. Au received a master of business administration degree from the Columbia University in May 2008. Ms. Au has over 15 years of experience in mergers & acquisitions and corporate management.

Save as disclosed above, Ms. Au (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. Au 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.

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

Pursuant to the service agreement dated 26 January 2018 entered into between the Company and Ms. Au, the appointment of Ms. Au is for a term of three years commencing from 26 January 2018. The appointment of Ms. Au 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 supplemental service agreement dated 28 November 2020, Ms. Au is not entitled to any Director's fee but is entitled to discretionary bonuses as may be determined by the Board. Save and except above, all the other terms of the service agreement dated 26 January 2018 remain unchanged. The amounts of emolument of 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. Au 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. Au's appointment that need to be brought to the attention of the Shareholders.

Ms. Zeng Zhu (曾竹)

Ms. Zeng Zhu ("Ms. Zeng"), aged 31, will be appointed as an executive Director on the date of the AGM (i.e. 26 August 2021), subject to Shareholders' approval at the AGM. Prior to joining the Company, Ms. Zeng worked in the audit department of Deloitte Touche Tohmatsu Certified Public Accountants LLP Shenzhen Branch from September 2012 to October 2019, and her last position was an audit manager.

Ms. Zeng obtained a bachelor degree of accounting from the Southwestern University of Finance and Economics (西南財經大學) in June 2012. Ms. Zeng has about 10 years' experience of providing audit and advisory services to listed companies, multinational companies and other entities. She has extensive experience in handling various investment projects, fund raising projects and corporate governance matters.

Save as disclosed above, Ms. Zeng (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).

APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Ms. Zeng 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.

Ms. Zeng will enter into a service agreement with the Company for a term of three years commencing from the date of passing of the resolution approving her appointment at the AGM. The appointment of Ms. Zeng 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. Zeng is entitled to an annual Director's fee of HK\$240,000 and discretionary bonuses as may 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. Zeng 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. Zeng's appointment that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Lam Chi Hung Louis (林志雄)

Mr. Lam Chi Hung Louis ("Mr. Lam"), aged 73, was appointed as an independent non-executive Director on 26 January 2018. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Lam has been the managing director and founder of LR Construction Technologies Limited since August 2012 and the managing director and co-founder of LR Construction and Consultancy Limited since April 2012. He has also been the managing director and co-founder of LR IOT Limited (formerly known as Alternative Turbine Technologies Limited) since May 2009. He is also currently an independent non-executive director of In Construction Holdings Limited (a company listed on the Stock Exchange, stock code: 1500). From 1976 to 1987, Mr. Lam was a lecturer in the Department of Civil and Structural Engineering of the University of Hong Kong. From November 1996 to August 2004, Mr. Lam was a principal lecturer of the Vocational Training Council. Mr. Lam has been the head of the Department of Civil Engineering of Chu Hai College of Higher Education since March 2020.

**APPENDIX I DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED
AND ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Lam obtained a bachelor of science in engineering degree from the University of Hong Kong in November 1969. In November 1972, he received a PhD from the University of Hong Kong. Mr. Lam was admitted as a member of The Institution of Civil Engineers in July 1975 and he has also been admitted as a member of The Hong Kong Institution of Engineers since November 1975 and is also a registered professional engineer of Engineers Registration Board.

Mr. Lam has over 45 years of experience in engineering.

Save as disclosed above, Mr. Lam (1) 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 (2) 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. Lam 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 20 January 2020 entered into between the Company and Mr. Lam, the appointment of Mr. Lam is for a term of two years commencing from 26 January 2020. The appointment of Mr. Lam 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. Lam is entitled to an annual Director's fee of HK\$276,000 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. Lam 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. Lam'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. 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 2021) 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, 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 2,025,303,473 Shares, representing approximately 35.04% 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 35.04% to 38.94% 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 2020 up to and including the Latest Practicable Date were as follows:

| | Share price | |
|--|------------------------|-----------------------|
| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
| 2020 | | |
| July | 0.109 | 0.075 |
| August | 0.090 | 0.077 |
| September | 0.099 | 0.082 |
| October | 0.095 | 0.078 |
| November | 0.093 | 0.077 |
| December | 0.110 | 0.075 |
| 2021 | | |
| January | 0.108 | 0.077 |
| February | 0.100 | 0.083 |
| March | 0.107 | 0.075 |
| April | 0.103 | 0.089 |
| May | 0.095 | 0.080 |
| June | 0.084 | 0.071 |
| July (up to and including the Latest Practicable Date) | 0.077 | 0.073 |

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.

NOTICE OF ANNUAL GENERAL MEETING



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 Auditorium, 1/F, Duke of Windsor Social Service Building, 15 Hennessy Road, Wanchai, Hong Kong on Thursday, 26 August 2021 at 10:30 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 2021.
2.
 - (a) To re-elect Ms. Au Hoi Lee Janet as an executive director of the Company.
 - (b) To re-elect Mr. Lam Chi Hung Louis as an independent non-executive director of the Company.
 - (c) To elect Ms. Zeng Zhu as an 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 Ernst & Young as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 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

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 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
Li Qing
Director

Hong Kong, 26 July 2021

NOTICE OF ANNUAL GENERAL MEETING

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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 10:30 a.m. on Tuesday, 24 August 2021) 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, 23 August 2021 to Thursday, 26 August 2021, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 20 August 2021.
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, Mr. Li Qing and Ms. Au Hoi Lee Janet are the executive directors of the Company; and Mr. Lam Chi Hung Louis, Mr. Hung Kin Man and Mr. Ho Man are the independent non-executive directors of the Company.