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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)

**MAJOR TRANSACTION IN RELATION TO
THE DISPOSAL OF THE ENTIRE EQUITY INTEREST IN
THE DISPOSAL COMPANY**

Financial adviser to the Company



BAOQIAO PARTNERS SECURITIES (HK) LIMITED

THE AGREEMENT

On 20 November 2025 (after trading hours), the Vendor, as the vendor and the Purchaser, as the purchaser entered into the Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Interest and the Intercompany Balances at a consideration of HK\$4,000,000.

Upon Completion, the Company will cease to have any equity interest in the Disposal Company and the financial results of the Disposal Group will no longer be consolidated into the accounts of the Group.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 25% but is less than 75%, the Disposal constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

EGM

An EGM will be convened for the Shareholders to consider and, if thought fit, to approve, among other things, the Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting for the resolution(s) to approve the Agreement and the transactions contemplated thereunder.

GENERAL

A circular containing, among other things, (i) further details of the Disposal; (ii) financial information of the Group; (iii) the Property Valuation Report; (iv) the notice of the EGM; and (v) other information in accordance with the requirements of the Listing Rules, is expected to be despatched to the Shareholders on or before 30 November 2025.

Shareholders and potential investors of the Company should note that the Agreement and the Disposal contemplated thereunder are subject to the satisfaction of the Conditions under the Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

INTRODUCTION

On 8 October 2025, the Vendor and the Purchaser entered into a MOU in relation to the Possible Sale and Purchase of the Sale Interest. Pursuant to the MOU, the Purchaser agreed to pay and has paid to the Vendor a Refundable Deposit of HK\$3.6 million and the exact amount of the consideration, the manner and the method of payment of the consideration for the Possible Sale and Purchase will be negotiated between the parties to the MOU based on the results of the due diligence to be conducted on the Disposal Group and shall be subject to the terms and conditions of the formal agreement which may or may not be entered into by the parties to the MOU in relation to the Possible Sale and Purchase.

On 20 November 2025 (after trading hours), the Vendor, as the vendor and the Purchaser, as purchaser entered into the Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Interest and the Intercompany Balances at a consideration of HK\$4,000,000.

THE AGREEMENT

Principal Terms of the Agreement

The principal terms of the Agreement are summarised as follows:

Date: 20 November 2025 (after trading hours)

Parties: (a) the Vendor (as the vendor); and
(b) the Purchaser (as the purchaser).

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are Independent Third Parties.

Subject Matter

The Sale Interest and the Intercompany Balances to be transferred to the Purchaser by the Vendor pursuant to the terms and conditions of the Agreement.

The principal asset of the Disposal Group is the Disposal Property, details of which have been disclosed in the section headed “Information of the Disposal Group and the Disposal Property” in this announcement.

Consideration and payment terms

The Consideration in the sum of HK\$4,000,000 shall be payable by the Purchaser in cash in the following manner:

- (a) HK\$3,600,000, being 90% of the Consideration, shall be offset by applying the Refundable Deposit upon signing of the Agreement; and
- (b) HK\$400,000, being the remaining 10% of the Consideration, shall be payable by the Purchaser to a bank account designated by the Vendor at Completion.

The Consideration was determined after arm’s length negotiations between the Vendor and the Purchaser with reference to the market value of the Disposal Property appraised by the Independent Valuer of approximately RMB276.3 million (equivalent to approximately HK\$302.3 million) as at 31 August 2025 and the financial position of the Disposal Group as at 31 March 2025, in particular, the Disposal Group Adjusted Net Liabilities (as defined below) of approximately HK\$3.3 million.

The information of the Disposal Property is set out in the section headed “Information of the Disposal Group and the Disposal Property” in this announcement. The Company has engaged the Independent Valuer to perform a valuation on the Disposal Property for the purpose of the Disposal, the Property Valuation Report will be included in the circular to be despatched to the Shareholders on or before 30 November 2025 in respect of the Disposal.

According to the Property Valuation Report prepared by the Independent Valuer, the fair value of the Disposal Property as at 31 August 2025 was approximately RMB276.3 million (equivalent to approximately HK\$302.3 million).

Conditions Precedent

Completion of the Disposal is conditional upon fulfilment of the following Conditions:

- (i) the Vendor has completed all the necessary approval procedures for the Agreement and the transactions contemplated thereunder, including but not limited to obtaining approval from its board of directors (and shareholders’ meeting, if applicable); and

- (ii) the Vendor has performed, or procured the performance of, all compliance procedures required under applicable laws and regulations and the Listing Rules in respect of the Agreement and the transactions contemplated thereunder, including among others, approvals of the board of directors and (where applicable) the EGM, disclosure obligations, and any necessary filings or submissions, and Shareholders' approval at the EGM for the Agreement and the transactions contemplated thereunder has been obtained in accordance with the Listing Rules.

Neither party can waive the Conditions set out above. If any of the Conditions set out above have not been fulfilled by the Long Stop Date, the party(ies) to the Agreement (the "**Party(ies)**") (unless being mutually agreed by the Parties) may (i) proceed with the Completion to the fullest extent practicable (without affecting the Parties' rights under the Agreement); (ii) postpone the Completion to a date after the Long Stop Date (not exceeding three (3) Business Days following the Completion Date); or (iii) terminate the Agreement and all rights and obligations of the Parties shall cease and terminate, whereupon (a) the survival clauses remain in full force and effect; and (b) the termination of the Agreement shall not affect any rights or liabilities accrued by either Party prior to the termination.

Completion

Completion shall take place on the Completion Date, which is the 5th Business Day following all the Conditions having been fulfilled, or such other date as may be agreed between the Purchaser and the Vendor in writing.

INFORMATION OF THE GROUP AND THE VENDOR

The Group

The Company is an investment holding company and the principal activities of the Group are property development, manufacturing and trading of printed products, property investment and treasury business.

The Vendor

The Vendor is an investment holding company incorporated in the BVI with limited liability and is directly wholly-owned by the Company.

INFORMATION OF THE PURCHASER

The Purchaser

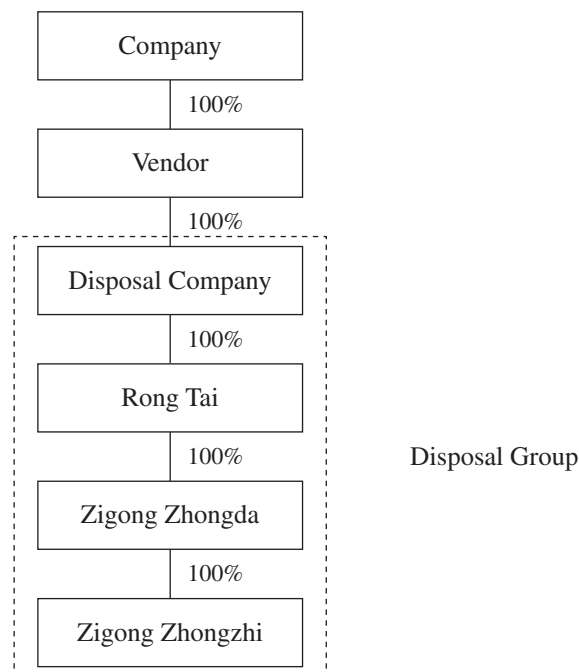
The Purchaser is a limited partnership fund incorporated in Hong Kong and the general partner is Rose Pioneer (Hong Kong) Limited. Rose Pioneer (Hong Kong) Limited is an investment holding company incorporated in Hong Kong with limited liability and is wholly-owned by Mr. Song Yi ("**Mr. Song**"). As informed by the Purchaser, Mr. Song has been engaged in internet e-commerce business operations and various investment businesses in the PRC and abroad for more than 10 years. Mr. Song's e-commerce business focuses on home furnishing products and new energy related businesses, and his investment business focuses on primary and secondary equity investments and non-performing asset investments.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner is an Independent Third Party.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, there is, and in the past twelve months, there has been, no material loan arrangement between (a) the Purchaser, its directors and legal representatives and any ultimate beneficial owner(s) of the Purchaser who can exert influence on the Disposal; and (b) the Company, any connected person at the Company's level and/or any connected person at the subsidiary level (to the extent that such subsidiary/subsidiaries is/are involved in the Disposal).

INFORMATION OF THE DISPOSAL GROUP AND THE DISPOSAL PROPERTY

The Disposal Group



The Disposal Company is an investment holding company incorporated in the BVI with limited liability and is directly wholly-owned by the Vendor.

Rong Tai is an investment holding company incorporated in Hong Kong with limited liability.

Zigong Zhongda is a limited liability company incorporated under the laws of the PRC and is principally engaged in investment holding.

Zigong Zhongzhi is a limited liability company incorporated under the laws of PRC and is principally engaged in property development and mainly held the Disposal Property located at Zigong City, Sichuan Province, the PRC.

The unaudited consolidated financial information of the Disposal Group for each of the two financial years ended 31 March 2024 (“**FY2024**”) and 31 March 2025 (“**FY2025**”) respectively is set out below:

	FY2025 <i>HK\$000</i> (Unaudited)	FY2024 <i>HK\$000</i> (Unaudited)
Revenue	83,511	84,992
Loss before taxation	(25,015)	(38,655)
Net loss	(26,173)	(40,135)

The unaudited consolidated net liabilities of the Disposal Group as at 31 March 2024 and 31 March 2025 were approximately HK\$101.1 million and approximately HK\$126.3 million respectively. The entire amounts owed by the Disposal Group to the Remaining Group (i.e. the Intercompany Balances) as at 31 March 2025 and the date of this announcement were approximately HK\$4.9 million and approximately HK\$4.9 million, respectively. The terms of the Intercompany Balances are unsecured, interest free and repayable on demand.

The Intercompany Balances will not be settled before Completion.

In accordance with to the relevant accounting policies adopted by the Group, the value of the Disposal Property as at 31 March 2025 was approximately HK\$179.3 million (“**331 Book Value**”), which was recorded at the lower of cost and net realisable value as at the balance sheet date. If adjusting the difference between the fair value of the Disposal Property as at 31 August 2025 of approximately RMB276.3 million (equivalent to approximately HK\$302.3 million) based on the Property Valuation Report and the 331 Book Value, the adjusted net liabilities of the Disposal Group (“**Disposal Group Adjusted Net Liabilities**”) would be approximately HK\$3.3 million (including the Intercompany Balances of approximately HK\$4.9 million as at 31 March 2025).

The Disposal Property

The Disposal Property comprises a residential property development project (the “**Project**”), forming part of Zhonggang Shenhai Forest Project (中港榮海森林項目), on 3 plots of land (collectively, the “**Land**”), located in the high-tech industrial development zone of the Yanluyu District of Wolong Lake in Zigong City, Sichuan Province, the PRC (中國四川省自貢市高新技術產業開發區高新臥龍湖鹽鹵浴片區). The Land has total site area of approximately 493,842.96 sq.m. The land use right to the Land is 70 years commencing in August 2013 for residential property purpose.

The Group acquired (the “**Acquisition**”) the Project on 1 August 2019 and the 3 plots of land have an aggregate remaining gross floor area of approximately 500,000 sq.m. available for sales subsequent to 1 August 2019. As at 31 August 2025, the total gross floor area of properties (including villas and apartments) remained unsold was 10,803 sq.m. and there were 4,390 unsold units of car parking space and 568 units of car parking spaces designated for civil defence purpose.

According to the PRC legal opinion, there were 31 residential units of the Disposal Property were under seizure by court as at the date of this announcement. Based on the information provided by the Company's PRC legal adviser, a total of 29 units ("**29 Units Seized**") have been seized as part of a preservation measure implemented during an ongoing litigation. These units are associated with a contractual dispute ("**Zigong High-tech Dispute**") between the Zigong High-tech Industrial Development Zone Management Committee (自貢高新技術產業開發區管理委員會) ("**Zigong High-tech Committee**"), acting as plaintiff, and Mingjun Group Technology Co., Ltd. (明君集團科技有限公司) ("**Mingjun Technology**"), one of the defendants and the lead developer of Zhonggang Shenhai Forest Project (中港欒海森林項目) and partial owner of the development. The dispute relates to the agreement in respect of the development of the Zhonggang Shenhai Forest Project (中港欒海森林項目) signed between Zigong High-tech Committee and Mingjun Technology.

The plaintiff contends that Zigong Zhongzhi, as the current owner of the Disposal Property, should bear joint and several liability alongside Mingjun Technology for the alleged contractual breach. However, based on the legal opinion provided by the Company's PRC legal representative responsible for the Zigong High-tech Dispute, Zigong Zhongzhi and Mingjun Technology are independent legal entities, each solely responsible for its own legal actions and liabilities. Accordingly, the contractual obligations and any consequences arising from a breach by Mingjun Technology should not be attributed to Zigong Zhongzhi. The plaintiff's claim that Zigong Zhongzhi should bear joint and several liability is inconsistent with the terms of the original agreement and, in the Company's view, should be dismissed by judicial ruling. As of the date of the announcement, Zigong High-tech Dispute remains under litigation, no judgment has been rendered and the amount in dispute has not been determined.

In addition, 11 units out of the above 29 Units Seized, together with another 2 units, totaling 13 units were associated with 8 contractual disputes arising from the outstanding payables (the "**Payables**") relating to the construction works of certain units of the Disposal Property. All 8 disputes have been adjudicated, with the total adjudicated amount being approximately RMB15.1 million. As of the date of the announcement, approximately RMB11.7 million had been settled by the Group, and the Company confirmed that adequate provision for the remaining balance has been appropriately reflected as payables in the Group's consolidated financial statements.

As advised by the Company's PRC legal advisor, Zigong Zhongzhi is still permitted to use and occupy the subject properties subject to existing seizures, however, transfer of title/legal ownership of or creation of encumbrances on such property assets are not permitted. However, the existing seizures have no impact on the Vendor's equity interest in the Disposal Company and the Vendor's rights to transfer it at all. Therefore, as the Disposal involves only the transfer of equity interests of Disposal Company held by the Vendor, the Disposal will not be prohibited by the seizures and the Vendor can freely transfer its equity interests in Disposal Company.

The Purchaser has been duly informed status of existing seizures imposed on the Disposal Property and the above contractual disputes of Zigong Zhongzhi as aforesaid, and the Purchaser has agreed that the amount and payment schedule of the Consideration will not be changed. There are no ongoing effects to the Group's financial position resulting from the Disposal.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company is an investment holding company and the principal activities of the Group are property development, manufacturing and trading of printed products, property investment and treasury business.

As disclosed in the interim report of the Company for the six months ended 30 September 2024, despite the Chinese government's implementation of measures to support stable economic and real estate development, the prevailing negative sentiment and systemic risks permeate the property market showing no sign of subsiding in the near future, thus posing challenges to the Group's property development business in the PRC.

The Disposal Group is principally engaged in property development in the PRC. The principal asset of the Disposal Group is the Disposal Property. The Disposal Property have contributed an accumulated revenue amounting to approximately RMB3,736 million to the Disposal Group during the period following the Acquisition to 31 March 2025. As at 31 August 2025, approximately 98% in terms of total gross floor area of the residential portion and 1,099 units of carparking spaces of Disposal Property were sold. As only remaining stocks of the residential portion of Disposal Property are left and the carparking spaces alone have limited marketability, it is expected that sales of Disposal Property will continue to decrease and the project of Disposal Property will no longer contribute significant revenue to the Group. In addition, the Disposal Group reported net losses of approximately HK\$26.2 million and approximately HK\$40.1 million for the year ended 31 March 2025 and 31 March 2024 respectively as well as net current liabilities and net liabilities of approximately HK\$125.6 million and approximately HK\$126.3 million respectively as at 31 March 2025.

Furthermore, the financial position of the Group had also deteriorated and the Group reported an increase in net current liabilities to approximately HK\$182.6 million as at 31 March 2025 from net current liabilities of approximately HK\$166.2 million as at 31 March 2024. Since 2023, the auditor of the Company had indicated the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern in the independent auditors' reports for both the financial years ended 31 March 2023 and 2024. For the year ended 31 March 2025, the auditor issued a disclaimer of opinion on the consolidated financial statements of the Group in respect of the material uncertainties relating to going concern of the Group (**"Disclaimer of Opinion"**).

In view of the challenging business environment of the real estate sector in the PRC, the business prospect and the negative financial position of the Disposal Group, the Directors consider that it is an opportune time for the Group to re-assess the Group's investments in the Disposal Group and reallocate its resources to the Group's other businesses. In addition, the Group is expected to report an estimated gain (including reserve adjustments but excluding transaction costs) of approximately HK\$145.2 million and the Group's overall liabilities will be substantially reduced, which would strengthen the overall financial position of the Remaining Group and help to address the Disclaimer of Opinion.

As a result of the Disposal, the Group's properties portfolio will be reduced. The Group will continue to hold investments properties in Hong Kong and the PRC. Going forward, the Company will periodically review the performance and prospects of its property portfolio and may consider to dispose of its investment properties to enhance the Group's liquidity position, should such opportunities arise. The Group remain committed to operating its existing businesses with a view to maximizing the return to its Shareholders taking into account resources available to the Group.

On the basis of the above, the Board considers that the terms of the Agreement (including the Consideration) and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms and the entering into the Agreement is in the interests of the Company and its Shareholders as a whole.

ACTION PLANS TO ADDRESS THE DISCLAIMER OF OPINION

As mentioned in the section headed "Reasons for and benefits of the Disposal" in this announcement and as disclosed in the annual report of the Company for FY2025 ("**2025 Annual Report**"), the auditor issued a Disclaimer of Opinion on the consolidated financial statements of the Group for FY2025.

The Disposal reflects the Company's commitment to strengthen the liquidity and financial position of the Group and its completion is expected to materially strengthen the Group's financial position as illustrated in the section headed "Financial Effect of the Disposal" in this announcement.

In addition to the Disposal, the Company has proposed various measures as disclosed in the subsection headed "Disclaimer of opinion" under the section headed "Corporate Governance Practices" on page 62 of the 2025 Annual Report. The Board would like to provide the Shareholders and the potential investors of the Company with the supplementary information to the voluntary announcement of the Company dated 30 September 2025 regarding the latest development of the Group and the measures that have been implemented by the Group to address the Disclaimer of Opinion.

1. Repayment/Refinancing of Group's Borrowings

In relation to the borrowings of the Group that had breached the financial covenants, an aggregate amount of HK\$12 million has been repaid on schedule by the Group from 1 April 2025 and up to the date of this announcement. As at the date of this announcement, the outstanding amount of such borrowing was HK\$76 million.

In addition, the Company is currently in negotiations with a bank in Hong Kong regarding a factoring loan facility of up to HK\$12 million. This facility is presently under the bank's review and approval process.

2. Sale of Completed Properties of the Disposal Property

The Group has promoted sales of the completed properties, but the PRC real estate sector remains challenging and property sales prospects are subdued. With only limited residential units left and carparking spaces offering low marketability, sales are expected to decline further and the Disposal Property will cease to contribute meaningful revenue. The Disposal represents a strategic option for the Group. By divesting from a project that no longer generates significant returns, the Group can reduce exposure to the volatility of the PRC real estate market and reallocate its resources to the Group's other businesses.

3. Potential Disposal of Investment Properties

The Group is actively considering an offer received from a real estate agent for one of its investment properties in Hong Kong. In addition to this offer, the Group will continue to engage with various real estate agents in Hong Kong to explore disposal opportunities for other properties in Hong Kong.

As these properties have been pledged as security for the Group's borrowings, the Group is currently negotiating with the relevant bank regarding repayment arrangements. These discussions include, but are not limited to, refinancing options and partial loan repayments, contingent upon the successful completion of the property disposal.

4. Operating Cost Control

The Group has implemented various measures to control the Group's administrative and other operating expenses, including but not limited to a reduction in headcount. As at the date of this announcement, the number of employees of the Group are 107 as compared to 114 as at 31 March 2025. Furthermore, upon completion of the Disposal and as the Disposal Group accounted for approximately 18% of the Group's administrative and other operating expenses for FY2025, it is expected the Group's administrative and other operating expenses will be further reduced.

5. Other fund-raising options

The Group is exploring fund-raising options such as new share placements and convertible bonds to enhance its capital base and cash flow. However, execution will depend on market conditions, including investor sentiment and pricing feasibility.

The Board will continue to work closely with auditor of the Company and use its best endeavours to implement plans and measures with an aim of addressing the Disclaimer of Opinion. The Company will issue further announcement(s) to provide updates on these initiatives as and when appropriate in accordance with the Listing Rules.

FINANCIAL EFFECTS OF THE DISPOSAL AND USE OF PROCEEDS

Upon Completion, the Company will cease to have any equity interest in the Disposal Company and the financial results of the Disposal Group will no longer be consolidated into the accounts of the Group.

Earnings

For illustration purpose only, based on the unaudited net liabilities of the Disposal Group of approximately HK\$126.3 million as at 31 March 2025 and the Consideration of HK\$4.0 million, the Company is expected to recognise a gain (including reserve adjustments but excluding transaction costs) of approximately HK\$145.2 million from the Disposal following Completion.

Net assets

Based on the audited consolidated financial statements of the Group as at 31 March 2025 and the unaudited consolidated financial statements the Disposal Group as at 31 March 2025, as a result of the Disposal, the net assets (before deduction of transaction costs and expenses) of the Remaining Group is expected to increase by approximately HK\$125.4 million.

The actual gain/loss on the Disposal and the financial position of the Disposal Group may be different from the above and will be determined based on the financial position of the Disposal Group on the date of the Completion and be subject to audit.

The net proceeds from the Disposal, after deducting the estimated transaction costs attributable to the Disposal are estimated to be approximately HK\$3.4 million, will be applied for the general working capital of the Group.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in Rule 14.07 of the Listing Rules) in respect of the Disposal exceeds 25% but is less than 75%, the Disposal constitutes a major transaction for the Company and is therefore subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

EGM

An EGM will be convened for the Shareholders to consider and, if thought fit, to approve, among other things, the Agreement and the transactions contemplated thereunder.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting for the resolution(s) to approve the Agreement and the transactions contemplated thereunder.

GENERAL

Based on the reasons set out in this announcement and having considered all of the relevant factors, the Directors consider that the Disposal, though not in the ordinary and usual course of business of the Group, is conducted on normal commercial terms, is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

None of the Directors has a material interest in the Agreement and the transactions contemplated thereunder, and therefore no Director was required to abstain from voting on the board resolution(s) to approve the Agreement and the transactions contemplated thereunder at the board meeting.

A circular containing, among other things, (i) further details of the Disposal; (ii) financial information of the Group; (iii) the Property Valuation Report; (iv) the notice of the EGM; and (v) other information in accordance with the requirements of the Listing Rules, is expected to be despatched to the Shareholders on or before 30 November 2025.

Shareholders and potential investors of the Company should note that the Agreement and the Disposal contemplated thereunder are subject to the satisfaction of the Conditions under the Agreement and therefore may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Agreement”	the agreement dated 20 November 2025 entered into between the Purchaser and the Vendor in relation to, among others, the Disposal
“Board”	the board of Directors
“Business Day”	any day on which licensed banks in Hong Kong, the PRC or the BVI are generally open for business (excluding Saturday, Sunday, any day which is designated as a public holiday in Hong Kong, the PRC or the BVI, and any day in Hong Kong in which a Typhoon Signal No.8 or above or a black rainstorm warning signal is issue between 9:00 am and 5:00 pm)
“BVI”	the British Virgin Islands
“Company”	Magnus Concordia Group Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1172)

“Completion”	Completion of the Disposal in accordance with the terms of the Agreement
“Completion Date”	the 5th Business Day following the fulfilment of the Conditions or such other date as agreed by the Vendor and the Purchaser in writing
“Conditions”	the conditions as provided in the Agreement and set out under the section headed “The Agreement — Conditions Precedent” in this announcement
“Directors”	the directors of the Company
“Disposal”	the sale and transfer of the Sale Interest and Intercompany Balances by the Vendor to the Purchaser pursuant to the terms and conditions of the Agreement
“Disposal Company”	Jinjin Investments Co., Limited, a company incorporated in the BVI with limited liability
“Disposal Group”	the Disposal Company and its subsidiaries
“Disposal Property”	the property project held by the Disposal Group in Zigong City, Sichuan Province, the PRC, details of which are set out in the section “Information of the Disposal Group and the Disposal Property”
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	a person or company who or which is, to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, not a connected person of the Company
“Independent Valuer”	APAC Asset Valuation and Consulting Limited, an independent valuer appointed by the Company to conduct the valuation of the Disposal Property

“Intercompany Balances”	the entire amounts of no more than HK\$5,000,000 owed by the Disposal Group to the Remaining Group on the Completion Date
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	19 May 2026 or such other date as agreed by the Vendor and the Purchaser in writing
“MOU”	the memorandum of understanding entered into between the Vendor and the Purchaser on 8 October 2025 in relation to the Possible Sale and Purchase
“Possible Sale and Purchase”	the possible sale and purchase of the Sale Interest pursuant to the terms of the MOU
“Property Valuation Report”	the valuation report on the Disposal Property prepared by the Independent Valuer
“Purchaser”	Vanguard Investments Special Opportunities Fund I, L.P.* (先鋒投資特殊機會一期有限合夥基金), a limited partnership fund incorporated in Hong Kong
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Refundable Deposit”	the refundable deposit of HK\$3,600,000 paid from the Purchaser to the Vendor pursuant to the terms of MOU
“Remaining Group”	the Group immediately after Completion
“RMB”	Renminbi, the lawful currency of the PRC
“Rong Tai”	Rong Tai Investment Holding Company Limited, a company incorporated in Hong Kong with limited liability
“Sale Interest”	the entire issued share capital in the Disposal Company
“Share(s)”	ordinary shares of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“sq.m.”	square meters
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Vendor”	Clever Star Development Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of the Company
“Zigong Zhongda”	自貢中達科技有限公司 (Zigong Zhongda Technology Company Limited*), a limited liability company incorporated in the PRC
“Zigong Zhongzhi”	自貢中置文化旅遊投資有限公司 (Zigong Zhongzhi Culture and Tourism Investment Company Limited*), a limited liability company incorporated in the PRC
“%”	per cent

* For identification purposes only

By Order of the Board
Magnus Concordia Group Ltd
Zhou Lan
Executive Director

Hong Kong, 20 November 2025

As at the date of this announcement, 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.