

*Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 28 March 2020 (the “**Prospectus**”) issued by MOG Holdings Limited (the “**Company**”).*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Prospective investors should read the Prospectus for detailed information about the Hong Kong Public Offer and the International Placing (collectively, the “**Global Offering**”) described below before deciding whether or not to invest in the Offer Shares.*

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

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia) or any other jurisdiction where such distribution is prohibited by law. This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered, sold, pledged, transferred or delivered in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities in the United States.

*In connection with the Global Offering, Zhongtai International Securities Limited, as the stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action. Such stabilising action, if taken, will be conducted at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time and is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offer, being Wednesday, 6 May 2020. In Hong Kong, stabilising activities must be carried out in accordance with the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).*

Potential investors should be aware that stabilising actions cannot be taken to support the price of the Shares for longer than the stabilising period which will begin on the Listing Date and is expected to expire on Wednesday, 6 May 2020, being the 30th day after the last day for lodging application under the Hong Kong Public Offer. After this date, no further stabilising action may be taken and demand for the Shares and the price of the Shares could fall.



MOG Holdings Limited

(incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

- Number of Offer Shares under the Global Offering** : 125,000,000 Shares (subject to the Over-allotment Option)
- Number of Hong Kong Public Offer Shares** : 12,500,000 Shares (subject to reallocation)
- Number of International Placing Shares** : 112,500,000 Shares (subject to the Over-allotment Option and reallocation)
- Offer Price** : Not more than HK\$1.20 per Offer Share and expected to be not less than HK\$1.00 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application and subject to refund)
- Nominal value** : HK\$0.01 per Share
- Stock code** : 1942

Sole Sponsor



Sole Global Coordinator and Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and the Shares to be issued pursuant to the Global Offering (including any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option).

The Global Offering comprises the International Placing of initially 112,500,000 Shares, representing 90.0% of the total number of Offer Shares being offered under the Global Offering (subject to the Over-allotment Option and reallocation) and the Hong Kong Public Offer of initially 12,500,000 Shares, representing 10.0% of the total number of Offer Shares being offered under the Global Offering (subject to reallocation). The allocation of the Offer Shares between the Hong Kong Public Offer and the International Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Global Offering — The Hong Kong Public Offer — Reallocation” in the Prospectus. In particular, the Sole Global Coordinator may reallocate Offer Shares from the International Placing to the Hong Kong Public Offer to satisfy valid applications under the Hong Kong Public Offer. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if any reallocation is done other than pursuant to Practice Note 18 of the Listing Rules, the maximum number of Offer Shares that may be reallocated from the International Placing to the Hong Kong Public Offer shall not be more than 10% of the total number of Offer Shares initially available under the Global Offering (i.e. 12,500,000 Offer Shares), provided that (i) the total number of Offer Shares under the Hong Kong Public Offer shall not be more than double the number of Offer Shares initially available under the Hong Kong Public Offer and 20% of the total number of Offer Shares initially available under the Global Offering (i.e. 25,000,000 Offer Shares) and (ii) the final Offer Price shall be fixed at the bottom end of the indicative Offer Price range (i.e. HK\$1.00 per Offer Share).

In connection with the Global Offering, the Company intends to grant the Over-allotment Option to the International Underwriters, exercisable at the discretion of the Sole Global Coordinator on behalf of the International Underwriters at any time from the date of the International Underwriting Agreement until 30 days from the last day for the lodging of applications under the Hong Kong Public Offer, being Wednesday, 6 May 2020, to require the Company to issue and allot up to 18,750,000 additional Offer Shares (representing 15% of the Offer Shares initially available under the Global Offering) at the same price per Offer Share under the International Placing to, among other things (such as effecting the permitted stabilising actions as set out in section headed “Structure and Conditions of the Global Offering — Stabilisation” in the Prospectus), cover over-allocations in the International Placing, if any.

In the event that the Over-allotment Option is exercised, an announcement will be made by the Company on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.mog.com.my.

If the Stock Exchange grants approval of the listing of, and permission to deal in, the Shares and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Investors should seek the advice of their

stockbroker or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$1.20 per Offer Share and is currently expected to be not less than HK\$1.00 per Offer Share. In the event that the Sole Global Coordinator (for itself and on behalf of the Underwriters) and the Company are unable to reach agreement on the Offer Price on or before Tuesday, 14 April 2020, the Global Offering will not proceed and will lapse. Applicants for the Hong Kong Public Offer Shares must pay, on application, the maximum indicative Offer Price of HK\$1.20 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the application is wholly or partially unsuccessful and/or if the final Offer Price is lower than HK\$1.20 per Offer Share.

Applications for the Hong Kong Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms and the designated website at www.eipo.com.hk in relation to White Form eIPO.

Applicants who would like the Hong Kong Public Offer Shares to be allotted in their own names should either (i) complete and sign the **WHITE** Application Form or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk. Applicants who would like the Hong Kong Public Offer Shares to be allotted in the name of HKSCC Nominees and deposited directly into CCASS for credit to their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts should either (i) complete and sign the **YELLOW** Application Form or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be collected during normal business hours from 9:00 a.m. on Saturday, 28 March 2020 until 12:00 noon on Monday, 6 April 2020 from:

(i) any of the following addresses of the Hong Kong Underwriters:

Zhongtai International Securities Limited

19/F., Li Po Chun Chambers
189 Des Voeux Road Central
Central, Hong Kong

Livermore Holdings Limited

Unit 1214A, 12/F Tower II
Cheung Sha Wan Plaza
833 Cheung Sha Wan Road
Kowloon, Hong Kong

SPDB International Capital Limited

33/F, SPD Bank Tower,
One Hennessy,
1 Hennessy Road,
Hong Kong

Valuable Capital Limited

Room 2808, 28/F,
China Merchants Tower, Shun Tak Centre,
168–200 Connaught Road Central,
Hong Kong

- (ii) or any of the following branches of Bank of China (Hong Kong) Limited, the receiving bank for the Hong Kong Public Offer:

District	Branch Name	Address
Hong Kong Island	Gilman Street Branch	136 Des Voeux Road Central, Hong Kong
Kowloon	Olympian City Branch	Shop 133, 1/F, Olympian City 2, 18 Hoi Ting Road, Kowloon
New Territories	Tai Po Plaza Branch	Unit 4, Level 1 Tai Po Plaza, 1 On Tai Road, Tai Po, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be collected during normal business hours from 9:00 a.m. on Saturday, 28 March 2020 until 12:00 noon on Monday, 6 April 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Both **WHITE** and **YELLOW** Application Forms which have been completed in all respects in accordance with the instructions printed thereon, together with a cheque or a banker's cashier order attached and marked payable to "**BANK OF CHINA (HONG KONG) NOMINEES LIMITED — MOG HOLDINGS PUBLIC OFFER**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Saturday, 28 March 2020	—	9:00 a.m. to 1:00 p.m.
Monday, 30 March 2020	—	9:00 a.m. to 5:00 p.m.
Tuesday, 31 March 2020	—	9:00 a.m. to 5:00 p.m.
Wednesday, 1 April 2020	—	9:00 a.m. to 5:00 p.m.
Thursday, 2 April 2020	—	9:00 a.m. to 5:00 p.m.
Friday, 3 April 2020	—	9:00 a.m. to 5:00 p.m.
Monday, 6 April 2020	—	9:00 a.m. to 12:00 noon

The application for the Hong Kong Public Offer Shares will commence from Saturday, 28 March 2020 through to Monday, 6 April 2020. Such time period is longer than the normal market practice of 3.5 days. The application monies (including brokerage, SFC transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of the Company and the refund monies, if any, will be returned to the applicant(s) without interest on Tuesday, 14 April 2020. Investors should be aware that the dealings in Shares on the Stock Exchange are expected to commence on Wednesday, 15 April 2020.

Applicants applying through the **White Form eIPO** service may submit applications to the **White Form eIPO** Service Provider through the designated website at **www.eipo.com.hk** (24 hours daily, except on the last application day) from 9:00 a.m. on Saturday, 28 March 2020 until 11:30 a.m. on Monday, 6 April 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Monday, 6 April 2020 or such later time as set out in the section headed “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus.

The Application Lists will open from 11:45 a.m. to 12:00 noon on Monday, 6 April 2020, the last application day or such later time as described in the section headed “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates or such later time as set out in the section headed “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus⁽¹⁾:

Saturday, 28 March 2020	—	9:00 a.m. to 1:00 p.m.
Monday, 30 March 2020	—	8:00 a.m. to 8:30 p.m.
Tuesday, 31 March 2020	—	8:00 a.m. to 8:30 p.m.
Wednesday, 1 April 2020	—	8:00 a.m. to 8:30 p.m.
Thursday, 2 April 2020	—	8:00 a.m. to 8:30 p.m.
Friday, 3 April 2020	—	8:00 a.m. to 8:30 p.m.
Monday, 6 April 2020	—	8:00 a.m. to 12:00 noon

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing Participants, CCASS Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Saturday, 28 March 2020 until 12:00 noon on Monday, 6 April 2020 (24 hours daily, except on the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Monday, 6 April 2020, the last application day or such later time as described in the section headed “How to Apply for the Hong Kong Public Offer Shares — 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Global Coordinator, the Sole Bookrunner, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to Apply for the Hong Kong Public Offer Shares” in the Prospectus for details of the conditions and application procedures of the Global Offering.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offer and the basis of allocation of the Hong Kong Public Offer Shares on Tuesday, 14 April 2020 on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.mog.com.my.

The results of allocations in the Hong Kong Public Offer, including the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Hong Kong Public Offer and the number of the Hong Kong Public Offer Shares successfully applied for, will be available through a variety of channels from Tuesday, 14 April 2020 as described in the section headed “How to Apply for the Hong Kong Public Offer Shares — 11. Publication of results” in the Prospectus.

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum indicative Offer Price of HK\$1.20 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offer are not fulfilled in accordance with the section headed “Structure and Conditions of the Global Offering — Conditions of the Global Offering” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded without interest or the cheque or banker’s cashier order will not be cleared. Any refund of your application monies will be made on or before Tuesday, 14 April 2020.

The Company will not issue temporary documents of title in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Wednesday, 15 April 2020 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — The Hong Kong Public Offer — Grounds for termination” in the Prospectus has not been exercised.

Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Wednesday, 15 April 2020, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Wednesday, 15 April 2020. The Shares will be traded in board lots of 2,000 Shares each. The stock code of the Shares is 1942.

By Order of the Board
MOG Holdings Limited
Dato' Ng Kwang Hua
Chairman and Executive Director

Hong Kong, 28 March 2020

As at the date of this announcement, the Board comprises Dato' Ng Kwang Hua, Dato' Ng Chin Kee and Datin Low Lay Choo as executive Directors, and Mr. Ng Kuan Hua, Mr. Ng Chee Hoong and Ms. Jiao Jie as independent non-executive Directors.

This announcement is available for viewing on the website of the Company at www.mog.com.my and the website of the Stock Exchange at www.hkexnews.hk.