
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MOG Holdings Limited (the “**Company**”), you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

(1) PROPOSED CHANGE OF COMPANY NAME AND (2) NOTICE OF THE EGM

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the extraordinary general meeting (“**EGM**”) of the Company to be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 21 April 2023 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed in this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at www.hkexnews.hk and the Company at <http://www.mogglobal.com>.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. Delivery of an instrument appointing a proxy shall not preclude you from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed revoked.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange for seven days from the date of its publication.

29 March 2023

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DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this circular:

“Announcement”	the announcement of the Company dated 24 March 2023 in relation to the Proposed Change of Company Name
“Board”	the board of Directors
“Company”	MOG Holdings 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 (stock code: 1942)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name
“Form of Proxy”	the form of proxy for use by Shareholders at the EGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 March 2023, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “MOG Holdings Limited” to “MOG Digitech Holdings Limited” and adopt the Company’s secondary name in Chinese as “馬可數字科技控股有限公司”
“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

Executive Directors:

Mr. Dato' Ng Kwang Hua (*Chairman*)

Ms. Tang Tsz Yuet

Mr. Zhou Yue

Mr. Deng Zhihua

Independent non-executive Directors

Mr. Yau Tung Shing

Mr. Chu Hoi Kan

Ms. Jiao Jie

Puan Sri Datuk Seri Rohani Parkash Binti Abdullah

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarter and principal place
of business in China:*

No. 8655, 84 Western Style Villa

9 Shihua East Road

519015 Zhuhai

Guangdong

China

*Principal place of business
in Malaysia:*

No. 1-2, 2nd Floor

Jalan Kajang Indah 1

Taman Kajang Indah

Sg Chua, 43000 Kajang

Selangor

Malaysia

*Principal place of business
in Hong Kong:*

Room 1910, 19th Floor

CC Wu Building

302-308 Hennessy Road

Wan Chai

Hong Kong

29 March 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) NOTICE OF EGM**

INTRODUCTION

Reference is made to the Announcement.

LETTER FROM THE BOARD

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the EGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the English name of the Company from “MOG Holdings Limited” to “MOG Digitech Holdings Limited” and to adopt “馬可數字科技控股有限公司” as the secondary Chinese name of the Company.

CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM to be convened to consider and, if thought fit, approve the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in the Cayman Islands.

REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Group is principally engaged in business-to-business hardware trading in the PRC, sales of optical products and franchise and license management in Malaysia. The Board considers that the Proposed Change of Company Name may better reflect the identity of the Company and establish a more positive image to the Shareholders and potential investors of the Company.

The Board believes that the Proposed Change of Company Name will benefit the Company's future business development and is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders, the trading of the Shares on the Stock Exchange or the Company's daily business operation and its financial position. All the existing share certificates in issue bearing the existing name of the Company, will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new English name and secondary Chinese name of the Company. Once the Proposed Change of Company Name becomes effective, any new share certificates will be issued in the new English name and secondary Chinese name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short name for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

THE EGM

The EGM will be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 21 April 2023 at 11:00 a.m. for the Shareholders to consider and, if thought fit, pass the ordinary resolution for approving the Proposed Change of Company Name. The resolution approving the Proposed Change of Company Name will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution for approving the Proposed Change of Company Name at the EGM.

The notice of the EGM is set out on pages 6 to 7 of this circular.

A Form of Proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the EGM if they so wish and in such event, the proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the EGM.

Yours faithfully
For and on behalf of the Board
MOG Holdings Limited
Zhou Yue
Executive Director

NOTICE OF THE EGM



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of MOG Holdings Limited (the “**Company**”) will be held at Room 3, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 21 April 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company as an ordinary resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman being obtained, the English name of the Company be and is hereby changed from “MOG Holdings Limited” to “MOG Digitech Holdings Limited” and adopt “馬可數字科技控股有限公司” as the secondary name of the Company in Chinese (the “**Proposed Change of Company Name**”), with effect from the date on which the Registrar of Companies in Cayman Islands registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Cayman Islands respectively, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

Yours faithfully

For and on behalf of the Board

MOG Holdings Limited

Zhou Yue

Executive Director

Hong Kong, 29 March 2023

NOTICE OF THE EGM

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy and 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, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not less than 48 hours before the time appointed for holding the Meeting.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending the Meeting and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting after having deposited the form of proxy, his/her/its form of proxy will be deemed revoked.
4. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, then 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 holder stand on the register in respect of the relevant joint holding.
5. For determining the entitlement of the Shareholders to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 18 April 2023 to Friday, 21 April 2023 (both dates inclusive) during which period no transfer of the Shares will be registered. In order to qualify for entitlement to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 17 April 2023.
6. As at the date of this notice, the Company has four executive Directors, namely Dato' Ng Kwang Hua (Chairman), Ms. Tang Tsz Yuet, Mr. Zhou Yue and Mr. Deng Zhihua, and four independent non-executive Directors, namely Mr. Yau Tung Shing, Mr. Chu Hoi Kan, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah.