
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **MOG Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND BUY-BACK SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 23 May 2023 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office 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 and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
General Mandate, Extension Mandate and Buy-back Mandate	4
Re-election of Directors	5
Annual General Meeting	6
Closure of Register of Members	7
Recommendation	7
General	7
Appendix I – Explanatory Statement	8
Appendix II – Details of Directors proposed to be re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	16

DEFINITIONS

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

“Alliance Vision”	Alliance Vision Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Dato’ Ng Kwang Hua
“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 23 May 2023 at 11:00 a.m. 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
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Delightful Fortune”	Delightful Fortune Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Datin Low Lay Choo
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate

DEFINITIONS

“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the total number of issued Shares at the date of the passing of the resolution approving the General Mandate
“Group”	the Company and its subsidiaries
“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
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Malaysia”	the Federation of Malaysia
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the 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 Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

Executive Directors:

Dato' Ng Kwang Hua (*Chairman*)

Mr. Zhou Yue

Ms. Tang Tsz Yuet

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

*Principal place of business
in Hong Kong:*

Room 1910, 19th Floor

C C Wu Building

302-308 Hennessy Road

Wan Chai

Hong Kong

*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

27 April 2023

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
ISSUE NEW SHARES AND BUY-BACK SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The primary purpose of this circular is to give you details of the following proposals which will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the General Mandate to the Directors and the extension thereof to the Directors;
- (b) to grant the Buy-back Mandate to the Directors; and
- (c) to re-elect the retiring Directors.

The notice of Annual General Meeting is set out on pages 16 to 20 of this circular.

GENERAL MANDATE, EXTENSION MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 23 September 2022, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares.

Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

LETTER FROM THE BOARD

General Mandate and Extension Mandate

The Company has in issue an aggregate of 646,832,805 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 129,366,561 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate so granted to the Directors by adding thereto any Shares bought back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

Buy-back Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 646,832,805 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought back by the Company prior to the Annual General Meeting.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 17 to 19 of this circular.

RE-ELECTION OF DIRECTORS

According to Article 84(1) and 84(2), one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Article 84(1) and 84(2), each of Ms. Jiao Jie, Dato' Ng Kwang Hua and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah shall retire from their offices by rotation at the Annual General Meeting. Both Dato' Ng Kwang Hua and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah wish to retire and not to offer themselves for re-election at the Annual General Meeting. Ms. Jiao Jie being eligible, has offered herself for re-election at the Annual General Meeting.

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election

LETTER FROM THE BOARD

In accordance with Article 83(3), Mr. Deng Zhihua and Mr. Chu Hoi Kan shall hold their offices only until the Annual General Meeting and, being eligible, will offer themselves for re-election.

Recommendation of the Nomination Committee

The Nomination Committee had considered the skills, experience, professional expertise of the retiring Directors (the “**Retiring Directors**”), their contributions to the Group’s performance and development and has also taken into account the Company’s policy on board diversity, and the Nomination Committee believes that the Retiring Directors are capable to provide leadership on the continued development of the Group and their re-election would allow continuity of the Board and the senior management team of the Group. Therefore, the Nomination Committee nominated the Retiring Directors, namely Ms. Jiao Jie, Mr. Deng Zhihua and Mr. Chu Hoi Kan to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. To comply with good corporate governance practice, each of the Retiring Directors who were members of the Nomination Committee had abstained from voting at the relevant Nomination Committee meeting on the respective propositions of their recommendations to the Board for re-election.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Ms. Jiao Jie, Mr. Deng Zhihua and Mr. Chu Hoi Kan, respectively as Directors.

Particulars relating to Ms. Jiao Jie, Mr. Deng Zhihua and Mr. Chu Hoi Kan are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 16 to 20 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office 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 and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 17 May 2023.

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate, the Extension Mandate and the Buy-back Mandate and the proposed re-election of Retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

GENERAL

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.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
MOG Holdings Limited
Zhou Yue
Executive Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 646,832,805 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 64,683,280 Shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the Memorandum of Association and the Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full would not have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2022, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the buy-back of Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months, and up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
May	1.79	1.62
June	1.84	1.63
July	1.83	1.69
August	3.20	1.64
September	3.25	2.66
October	3.30	2.98
November	3.17	3.00
December	9.33	3.04
2023		
January	15.02	7.41
February	18.00	13.32
March	21.10	15.94
April (up to the Latest Practicable Date)	31.00	23.10

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a securities buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase, 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.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are substantial shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity	Number of class of securities⁽²⁾	Approximate percentage of the issued shares
Alliance Vision ⁽¹⁾	Beneficial owner and interests held jointly with another person	90,000,000 ordinary shares	13.91%
Delightful Fortune ⁽¹⁾	Beneficial owner and interests held jointly with another person	90,000,000 ordinary shares	13.91%

In the event that the Directors will exercise in full the Buy-back Mandate, the interests in the Company of each of Dato' Ng Kwang Hua, and Datin Low Lay Choo (through Alliance Vision and Delightful Fortune respectively) would increase to approximately 15.46% of the issued share capital of the Company. Based on the information known to date, the Directors consider that such increase in the said shareholding as a result of buy-back to be made in full under the Buy-Back Mandate would give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Buy-Back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

Notes:

1. On 20 September 2019, Alliance Vision, Delightful Fortune and Sky Pleasure Limited executed the deed of confirmation pursuant to which they confirmed that they had been acting in concert with one another in respect of all relevant activities concerning Metro Eyewear Holdings Sdn. Bhd. and its subsidiaries since 17 May 2001 through Metro Eyewear Holdings Sdn. Bhd., and further confirmed that they would maintain the arrangements. Therefore, under the Takeovers Code, Alliance Vision and Delightful Fortune are regarded as acting in concert to exercise their voting rights in the Company.
2. Interests in shares stated above represent long positions.

8. SHARES BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Ms. Jiao Jie (焦捷女士) (“Ms. Jiao”)

Ms. Jiao, aged 42, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Ms. Jiao is also a member of the Audit Committee. Ms. Jiao does not hold any other position with the members of the Group.

Ms. Jiao has extensive experience in initial public offerings, private equity financing and corporate legal affairs. Ms. Jiao worked as a legal assistant at Beijing Jingtian & Gongcheng* Attorneys at Law (北京市競天公誠律師事務所) from November 2004 to February 2007. Thereafter, she joined China Sunshine Paper Holdings Company Limited (stock code: 2002) (“**China Sunshine**”), the shares of which are listed on the Main Board of the Stock Exchange, as the board secretary and special assistant to the chairman of China Sunshine from March 2007 to January 2010. From January 2010 to February 2012, Ms. Jiao worked as chief counsel and head of investor relations in Beijing Soufun Network Technology Company Limited* (北京搜房網絡技術有限公司), a subsidiary of Fang Holdings Limited, a company listed on the NYSE (stock code: SFUN). She then joined Huijin Stone (Xiamen) Co. Ltd.* (滙金石(廈門)有限公司), a subsidiary of ArtGo Holdings Limited (formerly known as ArtGo Mining Holdings Limited) (stock code: 3313), the shares of which are listed on the Main Board of the Stock Exchange, as vice president and general counsel from March 2012 to June 2014. She was appointed to the position of joint company secretary of ArtGo Holdings Limited in December 2013 and resigned in May 2014. Ms. Jiao served as the chief financial officer at iClick Interactive Asia Group Limited, a company listed on the NASDAQ (stock code: ICLK), from June 2014 to December 2018. Ms. Jiao has been an independent non-executive director of China Sunshine since January 2014 and TradeGo FinTech Limited (捷利交易寶金融科技有限公司) (stock code: 8017) since August 2018, the shares of which are listed on GEM of the Stock Exchange. She was an independent director of China Index Holdings Limited, a company listed on the NASDAQ (stock code: CIH) from May 2019 to May 2022. Save as being independent director/non-executive director, Ms. Jiao has also served as the supervisor of Beijing OptAim Network Technology Co., Ltd.* (北京智雲眾網絡科技有限公司) since April 2017.

Ms. Jiao obtained the degrees of Laws and Economics from Peking University in July 2003. She further obtained the degree of Magister Juris from University of Oxford in July 2005. In addition, she obtained the Legal Professional Qualification Certificate* (法律職業資格證書) from the Ministry of Justice of the PRC in March 2010. She has also obtained the Registered Qualification Certificate of Enterprise Legal Adviser (企業法律顧問執業資格證書) accredited jointly by the Ministry of Human Resources and Social Security of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC and the Ministry of Justice of the PRC in October 2011. Ms. Jiao has been a chartered financial analyst accredited by the CFA Institute since September 2014.

* For identification purpose only

Save as disclosed, Ms. Jiao does not hold any directorship in any public listed companies in the last three years.

Ms. Jiao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Jiao did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Ms. Jiao has entered into a letter of appointment with the Company for a term of three years. Ms. Jiao is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Ms. Jiao is entitled to receive an annual emolument of HK\$144,000 and for her other work positions with the Group (which was determined with reference to her qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Ms. Jiao to the Company pursuant to Rule 3.13 of the Listing Rules prior to her appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Ms. Jiao and was and is satisfied with her independence, and that Ms. Jiao has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that she is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Ms. Jiao and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Ms. Jiao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Deng Zhihua (鄧志華先生) (“Mr. Deng”)

Mr. Deng, aged 45, was appointed as an executive Director on 28 October 2022. He has extensive experience in corporate operations management. Prior to joining the Group, Mr. Deng served as several senior positions in China United Network Communications Group Co., Ltd (中國聯合網絡通信有限公司) during the period from 1999 to 2007. After 2007, Mr. Deng has participated in several China corporations which mainly engaged in the provision of mobile communications value added services. Mr. Deng has more than 15 years of experience in the areas of mobile communications related services.

Mr. Deng obtained a bachelor’s degree in telecommunications from East China Jiaotong University (華東交通大學).

Save as disclosed, Mr. Deng does not hold any directorship in any public listed companies in the last three years.

Mr. Deng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Deng did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Deng has entered into a letter of appointment with the Company for a term of three years. Mr. Deng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Deng is entitled to receive an annual emolument of HK\$360,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Mr. Deng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Deng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chu Hoi Kan (朱凱勤先生) (“Mr. Chu”)

Mr. Chu, aged 36, was appointed as an independent non-executive Director on 26 September 2022, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. Chu is the chairman of the Remuneration Committee and member of each of the Nomination Committee and the Audit Committee. Mr Chu does not hold any other position with the members of the Group.

Mr. Chu is currently an associate director and the responsible officer of Honestum International Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity, since January 2020. From December 2012 to January 2019, Mr. Chu was mainly engaged in corporate finance advisory work at CLC International Limited with his last position as a manager. Mr. Chu has been appointed as an independent non-executive director of Alco Holdings limited, whose shares are listed on main board of the Stock Exchange (stock code: 328), since September 2022. Mr. Chu has extensive experience in the areas of accounting and corporate finance.

Mr. Chu obtained a bachelor’s degree in finance and professional accounting from The Hong Kong University of Science and Technology in November 2010 and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu is also a licensed person registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity.

Save as disclosed, Mr. Chu does not hold any directorship in any public listed companies in the last three years.

Mr. Chu does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Chu did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Chu has entered into a letter of appointment with the Company for a term of three years. Mr. Chu is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Deng entitled to receive an annual emolument of HK\$144,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. Chu to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr. Chu and was and is satisfied with his independence, and that Mr. Chu has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Chu and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Chu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of MOG Holdings Limited (the “**Company**”) will be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Tuesday, 23 May 2023 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditor (the “**Auditor**”) of the Company for the nine months ended 31 December 2022.
2.
 - (a) Ms. Jiao Jie be re-elected as an independent non-executive Director;
 - (b) Mr. Deng Zhihua be re-elected as an executive Director;
 - (c) Mr. Chu Hoi Kan be re-elected as an independent non-executive Director; and
 - (d) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Elite Partners CPA Limited, Certified Public Accountants as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. **“THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company (the **“Shares”**) and to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
 - (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
 - (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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, the Companies Act (as revised) of the Cayman Islands (the **“Companies Act”**) or any applicable laws of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy-back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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, the Companies Act or any other applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of resolution no. 5.”

By Order of the Board
MOG Holdings Limited
Zhou Yue
Executive Director

Hong Kong, 27 April 2023

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Room 1910, 19th Floor
C C Wu Building
302-308 Hennessy Road
Wan Chai
Hong Kong

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4: 30 p.m. on Wednesday, 17 May 2023.
4. In relation to proposed resolution no. 2 above, Ms. Jiao Jie will retire from her office at the above meeting and, being eligible, will offer herself for re-election pursuant to article 84(1) and 84(2) of the articles of association of the Company (the "**Articles of Association**"). Mr. Deng Zhihua and Mr. Chu Hoi Kan will hold their offices only until the above meeting pursuant to article 83(3) of the Articles of Association and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the Articles of Association to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting and in such event, the instrument appointing to proxy shall be deemed to be revoked.