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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 23 MAY 2023;
(2) RETIREMENT OF DIRECTORS;
(3) CHANGE OF AUTHORISED REPRESENTATIVE; AND
(4) CHANGE IN COMPOSITION OF NOMINATION COMMITTEE AND
REMUNERATION COMMITTEE**

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of MOG Digitech Holdings Limited (the “**Company**”) both dated 27 April 2023. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was successfully convened on 23 May 2023 at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong. At the AGM, all proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the Company had 646,832,805 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the Proposed Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting on the Proposed Resolutions at the AGM under the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

The Company had appointed Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, as the scrutineer for the vote-taking at the AGM.

The poll results are set out below:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and the independent auditor (the “ Auditor ”) of the Company for the nine months ended 31 December 2022.	181,550,001 (100%)	0 (0%)
2.	(a) Ms. Jiao Jie be re-elected as an independent non-executive Director;	181,550,001 (100%)	0 (0%)
	(b) Mr. Deng Zhihua be re-elected as an executive Director;	181,550,001 (100%)	0 (0%)
	(c) Mr. Chu Hoi Kan be re-elected as an independent non-executive Director; and	181,550,001 (100%)	0 (0%)
	(d) the Board be authorised to fix the remuneration of the Directors.	181,550,001 (100%)	0 (0%)
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.	181,550,001 (100%)	0 (0%)
4.	To grant to the Directors a general mandate to allot, issue and otherwise deal with the Shares not exceeding 20 per cent of the total number of Shares in issue as at the date of this resolution.	179,904,001 (99.09%)	1,646,000 (0.91%)
5.	To grant to the Directors a general mandate to exercise the power of the Company to repurchase its own Shares not exceeding 10 per cent of the total number of Shares in issue as at the date of this resolution.	181,550,001 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares in the capital of the Company by adding the aggregate number of the Shares repurchased by the Company, subject to a maximum of 10% of the total issued shares of the Company.	179,904,001 (99.09%)	1,646,000 (0.91%)

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions numbered 1 to 6 at the AGM, all of such Proposed Resolutions were duly passed as ordinary resolutions of the Company by way of poll.

All the Directors, namely Dato' Ng Kwang Hua ("**Dato Ng**"), Ms. Tang Tsz Yuet, Mr. Zhou Yue, Mr. Deng Zhihua ("**Mr. Deng**"), Mr. Yau Tung Shing, Mr. Chu Hoi Kan, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah ("**Puan Sri**") attended the AGM in person or by way of electronic means.

RETIREMENT OF DIRECTORS

Reference is made to the Circular. At the AGM, each of Dato' Ng, the then executive Director, and Puan Sri, the then independent non-executive Director, did not offer themselves for re-election as they would like to devote more time to their other commitments, and accordingly, has retired as an executive Director and an independent non-executive Director, respectively, upon the conclusion of the AGM.

Following Dato Ng's retirement as an executive Director, Dato Ng has also ceased to be an authorised representative of the Company (the "**Authorised Representative**") under Rule 3.05 of the Listing Rules.

Each of Dato' Ng and Puan Sri has confirmed that he/she has no disagreement with the Board and there is no matter concerning his retirement that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Dato' Ng and Puan Sri for their past valuable contribution to the Company during their tenure of service with the Company.

CHANGE OF AUTHORISED REPRESENTATIVE

With effect from the conclusion of the AGM, Mr. Deng, an executive Director, has been appointed as the Authorised Representative in place of Dato Ng.

CHANGE IN COMPOSITION OF NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

The Board further announces that with effect from 23 May 2023, the change of chairman and member of each of the remuneration committee of the Company ("**Remuneration Committee**"); and the nomination committee of the Company ("**Nomination Committee**") are as follows:

- (i) Dato' Ng has ceased to be the chairman of the Nomination Committee and a member of the Remuneration Committee; and
- (ii) Mr. Deng has been appointed as the chairman of the Nomination Committee and a member of the Remuneration Committee.

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

Hong Kong, 23 May 2023

As at the date of this announcement, the Company has three executive Directors, namely Mr. Deng Zhihua (Chairman), Ms. Tang Tsz Yuet and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Mr. Chu Hoi Kan and Ms. Jiao Jie.