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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

VOLUNTARY ANNOUNCEMENT COMPLETION OF AN ACQUISITION OF THE ENTIRE EQUITY INTEREST IN HOPE TALENT LIMITED

This announcement is made by MOG Digitech Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company wishes to announce that on 9 June 2023, the Group completed (the “**Completion**”) an acquisition (the “**Acquisition**”) of an entire equity interest in Hope Talent Limited (the “**Target Company**”).

Immediately after the Completion, the Target Company has become an indirect wholly owned subsidiary of the Company and the financial results and the Target Company, together with its subsidiaries from time to time (the “**Target Group**”), will be consolidated into the financial statements of the Group.

REASONS AND BENEFITS OF ENTERING INTO THE AGREEMENT

Based on the information provided by the Vendor, Beijing Yuntu (as defined below), being an associate company of the Target Company, by leveraging on the technical support of Dr. Peng Telecom & Media Group Company Limited (a company listed on the Shanghai Stock Exchange) and the close cooperation among certain Stated Owned Enterprises, such as China Railway Signal & Communication Corporation Limited* (中國鐵路通信信號集團有限公司), Power Construction Corporation of China Limited (中國電力建設股份有限公司), China Railway Group Limited* (中國中鐵股份有限公司) and China State Construction Engineering Corporation Limited (中國建築股份有限公司), in the areas of market expansion, is committed to providing customers with comprehensive solutions for smart cities in the People’s Republic of China (the “**PRC**”) based on its cloud computing know-how and big data platforms.

As at the date hereof, Beijing Yuntu mainly focuses on creating benchmark projects around such smart cities and developing multiple business scenarios. Focusing on the main context of smart cities, Beijing Yuntu takes smart people’s livelihood, urban management and services, and data centers as the main application scenarios, and combines actual business capabilities in manufacturing, education, transportation, government and enterprise, internet and other industries to lay out and superimpose core technology advantages with extensive industry project experience. Based on this, Beijing Yuntu is able to replicate related project capabilities to multiple business scenarios.

In the era of big data, Beijing Yuntu also helps to promote the vision of construction of a new generation of interconnected “**Safe City**”, “**Smart Community**”, “**Smart Transportation**”, “**Smart Pipe Network**”, “**Smart Education**”, “**Smart Tourism**”, “**Smart Energy**” and “**Snow Bright Construction**”.

By entering to the Agreement, the parties to the Agreement aim to replicate the smart city business scenarios through the network and in terms of project selection, each of them will focus on finance, internet, data centers, government and enterprise, etc., continue to expand the boundaries, and create an integrated solution for smart cities.

In view of the potential business growth of the Target Group and potential synergies which may be created between the Company and the Target Group, the Board considers that the transactions contemplated under the Agreement is a unique investment opportunity for the Group. The Board also believes that, by investing in the Target Group and participating in the digital big data industry which is highly connected with the Group’s core business (i.e. digital retail and payment services), such investment will diversify and enrich the Group’s investment portfolio.

INFORMATION OF THE TARGET GROUP

The Target Company is a company incorporated in the British Virgin Islands with limited liability. As at the date of the announcement, the Target Company owns the entire issued share capital of Hope Talent Group (HK) Limited (the “**HK Subsidiary**”), being a company incorporated in Hong Kong with limited liability. As at the date of the announcement, the HK Subsidiary owns the entire equity interest in Henan Yuntu Kexing Information Company Limited* (河南雲圖科興信息有限公司), a company established in the PRC, which in turns own 29% equity interest in Beijing Yuntu Digital Technology Company Limited* (北京雲圖數智科技有限公司) (the “**Beijing Yuntu**”).

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Target Company and its ultimate beneficial owners are third party(ies) independent of, and not connected with the Company and any of their respective connected persons.

IMPLICATIONS UNDER THE LISTING RULES

As all the applicable percentage ratios under Rule 14.07 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in respect of the Acquisition were below 5%, the Acquisition did not constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules and thus the Company did not issue any announcement in relation to the Acquisition.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 9 June 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.

* *For identification only*