

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.

MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

(1) TERMINATION OF SUBSCRIPTION OF CONVERTIBLE BONDS UNDER GENERAL MANDATE AND (2) RESUMPTION OF TRADING

Reference is made to the announcement (the “**Announcement**”) issued by MOG Digitech Holdings Limited (the “**Company**”) dated 15 September 2023 in relation to, among other things, the subscription of convertible bonds under general mandate. Unless otherwise stated, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

THE TERMINATION DEED

As the conditions precedent to the Subscription Agreement disclosed in the Announcement are not able to be fully satisfied (or waived) due to a non-compliance of Rule 13.36(6) under the Listing Rules, following further negotiation and discussion, the Company and the Subscriber decided not to proceed with the transaction contemplated under the Subscription Agreement, and the Subscription Agreement will be terminated and lapse accordingly.

On 21 September 2023, the Company and the Subscriber entered into a deed of termination (the “**Termination Deed**”) pursuant to which the Company and the Subscriber have mutually agreed to terminate the Subscription Agreement and to release and discharge each other from any and all duties, obligations, claims and liabilities past, present and/or future arising out of or in respect of the Subscription Agreement with effect from the date of the Termination Deed.

The Board believes that the terms of the Termination Deed are fair and reasonable and are in the interest of the Company and Shareholders as a whole; and the entering into the Termination Deed will not cause any material adverse impact to the Group’s business and operation.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 18 September 2023 pending the publication of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 22 September 2023.

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

Hong Kong, 21 September 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, Ms. Jiao Jie and Mr. Gao Hongxiang.