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## **MOG DIGITECH HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1942)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement (the “**Announcement**”) of MOG Digitech Holdings Limited dated 6 September 2022 in relation to the completion of the acquisition of the entire issued share capital of Positive Oasis Limited. Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Directors would like to clarify that the allottee(s) of the Consideration Shares under the section headed “EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY” of the Announcement, which had been disclosed in the table as “**The Vendor**” shall be amended and replaced by four companies nominated by the Vendor, namely “**Full Key Management Limited**”, “**Keen Dart Full Limited**”, “**Central Forward Corporate Limited**” and “**Able Choice Enterprises Limited**” (the “**Nominated Allottees**”). In light of this, the illustrated shareholding structure of the Company (i) immediately prior to the Completion; and (ii) immediately after the Completion, shall be amended and replaced as follows:

| <b>Shareholders</b>                    | <b>Immediately prior to<br/>the Completion</b> |  | <b>Immediately after<br/>the Completion and upon<br/>the allotment and issue of<br/>the Consideration Shares</b> |  |
|--|--|--|--|--|
|  | <i>Number of<br/>Shares</i>                    | <i>Approximate<br/>shareholding<br/>percentage</i> | <i>Number of<br/>Shares</i>  | <i>Approximate<br/>shareholding<br/>percentage</i> |
| Alliance Vision Limited                | 168,750,000                                    | 33.75%   | 168,750,000  | 28.17%   |
| Delightful Fortune Limited             | 37,500,000                                     | 7.50%  | 37,500,000   | 6.26%  |
| The Nominated Allottees                | –  | –  | 98,992,805   | 16.53%   |
| – Full Key Management Limited          | –  | –  | 24,502,805   | 4.09%  |
| – Keen Dart Full Limited               | –  | –  | 24,650,000   | 4.12%  |
| – Central Forward Corporate<br>Limited | –  | –  | 24,890,000   | 4.15%  |
| – Able Choice Enterprises<br>Limited   | –  | –  | 24,950,000   | 4.17%  |
| Other public Shareholders              | 293,750,000                                    | 58.75%   | 293,750,000  | 49.04%   |
| <b>Total</b>                           | <b>500,000,000</b>                             | <b>100.00%</b>                                     | <b>598,992,805</b>   | <b>100.00%</b>                                     |

To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, the ultimate beneficial owner of each of the Nominated Allottees are independent third parties of the Company and its connected person.

Save as disclosed above, all other information and content set out in the Announcement remain unchanged and shall continue to be valid for all purposes.

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

Hong Kong, 13 October 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.*