

MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We (note 1) _____
of _____
being the registered shareholder(s) of (note 2) _____ shares of HK\$0.01 each in the share capital of
MOG Digitech Holdings Limited (the “**Company**”), hereby appoint (note 3) _____
of _____
or, failing him/her, the Chairman of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at
the annual general meeting (“**Meeting**”) of the Company to be held at Room 2, 14/F, Fairmont House, 8 Cotton
Tree Drive, Central, Hong Kong on Thursday, 27 June 2024 at 11:00 a.m. and at any adjournment thereof on the
under-mentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (note 5)	AGAINST (note 5)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “ Director(s) ”) and independent auditor of the Company for the year ended 31 December 2023.		
2.	(a) To re-elect Ms. Tang Tsz Yuet as an executive Director.		
	(b) To re-elect Mr. Zhou Yue as an executive Director.		
	(c) To re-elect Mr. Gao Hongxiang as an independent non-executive Director.		
	(d) To authorise the board (the “ Board ”) of Directors to fix the directors’ remuneration.		
3.	To re-appoint Elite Partners CPA Limited, Certified Public Accountants as the Company’s auditor and to authorise the Board to fix their remuneration.		
4.	To grant an unconditional general mandate to the Directors to allot, issue and deal with additional shares of the Company. (note 11)		
5.	To grant an unconditional general mandate to the Directors to buy-back the shares of the Company. (note 11)		
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of shares of the Company bought back by the Company pursuant to the Resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company. (note 11)		
SPECIAL RESOLUTION			
7.	To approve and adopt the third amended and restated memorandum of association and third amended and restated articles of association of the Company. (note 11)		

Dated the _____ day of _____, 2024

Signature: _____ (notes 6, 7, 8 and 9)

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. 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. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the meeting” and insert the name and address of the person appointed proxy in the space provided.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In the event that you attend the Meeting, the form of proxy will be deemed to have been revoked.
5. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
6. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
7. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
8. In order to be valid, this 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 (the “**Closing Time**”).
9. Any alteration made to this form should be initialled by the person who signs the form.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
11. The description of these resolution is by way of summary only. The full text appears in the Notice of Annual General Meeting dated 26 April 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.