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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcements (the "**Announcements**") issued by MOG Digitech Holdings Limited (the "**Company**") dated 30 June 2025 and 8 July 2025 in respect of, among others, the placing by Waton Securities International Limited of up to 228,710,000 Placing Shares under the general mandate. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that as at the date of this announcement all the Conditions Precedent have been fulfilled and that the Completion took place on 22 July 2025. A total of 228,710,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK$0.475 per Placing Share pursuant to the terms and conditions of the Placing Agreement, representing approximately 16.67% of the total issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after the Completion.

The Placing Shares, when issued and fully paid up, shall rank pari passu in all respects among themselves and with the other Shares in issue.

To the best of the Directors' knowledge, having made all reasonable enquiries, (i) each of the Placees and/or their respective ultimate beneficial owner(s) is a third party independent of and not connected with, and is not acting in concert with the Company or its connected persons or any of their respective associates; and (ii) immediately after the Placing, none of the Placees will become a substantial shareholder of the Company.

The net proceeds from the Placing, after deduction of the placing commission and other related expenses, amounted to approximately HK$107.45 million.

The Company intends to apply such net proceeds from the Placing as follows: (i) approximately 91.2%, or approximately HK$97.99 million, for the development and investment in insurance and financial technology related business; and (ii) approximately 8.8%, or approximately HK$9.46 million, for general working capital and general corporate purposes of the Group.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The table below illustrates the shareholding structure of the Company (i) immediately before the Completion; and (ii) immediately upon the Completion and as at the date of this announcement:

Shareholders	**Immediately before the Completion**		**Immediately after the Completion**	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Charming Blaze Limited *(Note)*	212,121,212	18.55	212,121,212	15.46
Public Shareholders:				
The Placees	–	–	228,710,000	16.67
Other public Shareholders	931,429,366	81.45	931,429,366	67.87
Total	**1,143,550,578**	**100.00**	**1,372,260,578**	**100.00**

Note:

Mr. Lee Cho Man Joe is the ultimate beneficial owner of Charming Blaze Limited.

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

Hong Kong, 22 July 2025

As at the date of this announcement, the Board has five executive Directors, namely Mr. Deng Zhihua (Chairman and Co-chief executive officer), Mr. Chen Yongzhong (Co-chief executive officer), Mr. Mo Mingdong, Ms. Tang Tsz Yuet and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Chen Wen and Mr. Gao Hongxiang.