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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

I. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND II. PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

Placing Agent to the Company

富強證券 FORTUNE (HK) SECURITIES

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital of the Company from HK$20,000,000 divided into 2,000,000,000 Shares of HK$0.01 each to HK$200,000,000 divided into 20,000,000,000 Shares of HK$0.01 each by creating an additional 18,000,000,000 unissued Shares of HK$0.01 each. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

PROPOSED RIGHTS ISSUE

The Board proposes, subject to the fulfilment of the conditions of the Rights Issue and the Increase in Authorised Share Capital becoming effective, to raise gross proceeds of up to approximately HK$44.60 million before expenses by way of the Rights Issue of 686,130,289 Rights Shares at the Subscription Price of HK$0.065 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date and payable in full on acceptance. The Rights Issue is non-underwritten, available only to the Qualifying Shareholders, and not available to the Non-Qualifying Shareholders.

Assuming that there will be no change to the total issued share capital of the Company on or before the Record Date and there is full acceptance of the Rights Issue, the maximum net proceeds from the Rights Issue (after deducting the estimated expenses) are estimated to be approximately HK$43.20 million.

The Rights Shares (when allotted, issued, and fully paid) will rank pari passu in all respects with the existing Shares in issue. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made, or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the fulfilment of the conditions of the Rights Issue and the Increase in Authorised Share Capital becoming effective, the Rights Issue will proceed on a non-underwritten basis, irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event there is an under-subscription of the Rights Issue, the size of the Rights Issue will be reduced accordingly.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period immediately prior to the date of this announcement and the Rights Issue, in case there is full acceptance of the Rights Issue, will not increase the issued share capital or market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

GENERAL

The EGM will be convened for the Shareholders to consider, if thought fit, approve the resolution in relation to the Increase in Authorised Share Capital.

A circular containing, among other things, further details of the Increase in Authorised Share Capital, together with a notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 4 June 2026.

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents to the Qualifying Shareholders, which contain, among other things, details of the Rights Issue.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Conditions of the Rights Issue" in this announcement.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholders in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

In order to accommodate the future expansion and growth of the Group and to provide the Company with greater flexibility to raise funds by the Rights Issue, the Board proposes to increase the authorised share capital of the Company from HK$20,000,000 divided into 2,000,000,000 Shares of HK$0.01 each to HK$200,000,000 divided into 20,000,000,000 Shares of HK$0.01 each by creating an additional 18,000,000,000 unissued Shares of HK$0.01 each.

The proposed Increase in Authorised Share Capital of the Company is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM to be held on Friday, 26 June 2026.

PROPOSED RIGHTS ISSUE

The Board proposes, subject to the conditions of the Rights Issue and the Increase in Authorised Share Capital becoming effective, to raise gross proceeds of up to approximately HK$44.60 million before expenses by way of the Rights Issue of 686,130,289 Rights Shares at the Subscription Price of HK$0.065 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders on the Record Date. The Rights Issue is only available to the Qualifying Shareholders and will not be available to Non-Qualifying Shareholders.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares.

Further details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue:	One (1) Rights Share for every two (2) existing Shares held by the Qualifying Shareholders as of the close of business on the Record Date
Subscription Price:	HK$0.065 per Rights Share
Net Subscription Price:	HK$0.063 per Rights Share
Number of Shares in issue as at the date this announcement:	1,372,260,578 Shares
Maximum number of Rights Shares:	Up to 686,130,289 Rights Shares (assuming there will be no change to the total issued share capital of the Company on or before the Record Date, and that no fractional Shares will be issued)
Gross proceeds from the Rights Issue	Up to approximately HK$44.60 million before expenses (assuming there will be no change to the total issued share capital of the Company on or before the Record Date, and the Rights Shares will be taken up by the Qualifying Shareholders, or that any Unsubscribed Rights Shares will be successfully placed by the Placing Agent under the Placing)

Assuming there will be no change to the total issued capital of the Company on or before the Record Date, 686,130,289 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 50% of the total issued share capital of the Company as at the date of this announcement; and (ii) approximately 33.33% the total issued share capital of the Company as enlarged by the allotment and issuance of the Rights Shares immediately upon Completion.

As of the date of this announcement, the Company has no outstanding share options, warrants, options, convertible securities, or other similar rights that are convertible or exchangeable into Shares.

Undertakings

The Company has not received any information or irrevocable undertaking from any substantial shareholder of the Company of its intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue as at the date of this announcement.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders and (ii) the Overseas Letter with the Prospectus, for information only, to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, the Shareholders must, at the close of business on the Record Date: (i) be registered on the registers of members of the Company; and (ii) not be the Non-Qualifying Shareholders.

To be registered as members of the Company on the Record Date, the Shareholders must lodge any transfer of the Shares (with the relevant share certificates) for registration with the Registrar by 4:30 p.m. on Thursday, 2 July 2026.

Closure of the register of members

The register of members of the Company will be closed from Friday, 3 July 2026 to Thursday, 9 July 2026 (both days inclusive) to ascertain entitlements for the Rights Issue. During this period, no transfer of Shares will be registered.

Subscription Price

The Subscription Price of HK$0.065 per Rights Share is payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares and, where applicable, when a transferee of the nil-paid Rights Shares subscribes for the Rights Shares.

The Subscription Price represents:

(i) a discount of approximately 54.55% to the closing price of HK$0.1430 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 56.95% to the average closing price of approximately HK$0.1510 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to the Last Trading Day;

(iii) a discount of approximately 58.52% to the average closing price of approximately HK$0.1567 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to the Last Trading Day;

(iv) a discount of approximately 46.85% to the theoretical ex-rights price of approximately HK$0.1223 per Share as adjusted for the effect of the Rights Issue, based on the closing price of HK$0.1430 per Share as quoted on the Stock Exchange on the Last Trading Day;

(v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) represented by a discount of approximately 18.98%, which is calculated based on the theoretical diluted price of approximately HK$0.1223 per Share (as defined under Rule 7.27B of the Listing Rules, taking account the higher of (i) the closing price of the Shares as quoted on the Stock Exchange on the Last Trading Day and (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement); and

(vi) a discount of approximately 90.05% to the audited net asset value per Share of approximately HK$0.653 based on the latest audited consolidated net asset value Group of approximately RMB808,654,000 (equivalent to approximately HK$896,716,000) as at 31 December 2025 and the number of Shares in issue as at the date of this announcement (i.e. 1,372,260,578 Shares).

The Subscription Price was determined after an arm's-length negotiation, based on, among other things, the prevailing market price of the Shares and the Group's financial condition.

As the Rights Shares are offered to all Qualifying Shareholders, the Directors would like to set the Subscription Price at a level that would attract the Qualifying Shareholders to participate in the Rights Issue. Each Qualifying Shareholder is entitled to subscribe for the Rights Shares at the same price in proportion to his/her/its existing shareholding in the Company. The Directors consider the Subscription Price to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Status of the Rights Shares

The Rights Shares (when allotted, issued, and fully paid) will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares will be entitled to receive all future dividends and distributions, which may be declared, made, or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Basis of provisional allotments

The basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) Shares held by the Qualifying Shareholders as at the close of business on the Record Date.

Qualifying Shareholders may apply for all or any part of their respective provisional allotment by lodging a duly completed PAL(s) and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Rights of the Overseas Shareholders

The Prospectus Documents are not intended to be, have not been, and will not be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong. Overseas Shareholder(s) may not be eligible to take part in the Rights Issue.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Directors will conduct inquiries into the feasibility of extending the Rights Issue to Overseas Shareholders (if any) with registered addresses in the listed jurisdictions. If, based on legal advice, the Board is of the opinion that it would be necessary or expedient not to offer the Rights Shares to any Overseas Shareholders on account either of the legal restrictions under the laws of relevant place(s) or the requirements of the relevant overseas regulatory body or stock exchange, no provisional allotment of the nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholder(s). In such circumstances, the Rights Issue will not be extended to the Non-Qualifying Shareholders. The basis for excluding the Non-Qualifying Shareholders, if any, from the Rights Issue will be set out in the Prospectus to be issued.

According to the register of members of the Company as of the date of this announcement, the Company does not have any Overseas Shareholders.

The Company reserves the right to treat as invalid any acceptance of or application for Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

The Rights Issue does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, nil-paid Rights Shares or fully-paid Rights Shares or to take up any entitlements to nil-paid Rights Shares or fully-paid Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful.

Arrangements will be made for the Rights Shares, which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence and before dealings in the nil-paid Rights Shares end, if a premium (net of expenses) can be obtained. The proceeds from such sale, less expenses, exceeding HK$100 will be paid on a pro rata basis to the relevant Non-Qualifying Shareholders. In view of administrative costs, the Company will retain individual amounts of HK$100 or less for its own benefit.

Any unsold entitlement of Non-Qualifying Shareholders to the Rights Shares and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders will, if possible, be placed by the Placing Agent under the Compensatory Arrangements to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Fractional entitlement

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any of the Rights Shares remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought on any other stock exchanges.

Dealing in the Rights Shares in their nil-paid and fully-paid forms will be in the board lots of 2,000 Rights Shares.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms, will be accepted as eligible securities by HKSCC for deposit, clearance, and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Stamp duty and other applicable fees

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of (i) stamp duty, (ii) the Stock Exchange trading fee, (iii) SFC transaction levy, and (iv) any other applicable fees and charges in Hong Kong.

Share certificates and refund cheques for Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue as set out below, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Tuesday, 18 August 2026.

If the Rights Issue does not become unconditional, refund cheques are expected to be despatched by ordinary post on or before Tuesday, 18 August 2026 at the respective Shareholders' own risk.

Non-underwritten basis

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis, irrespective of the level of acceptances of the provisionally allotted Rights Shares.

In the event the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares that remain unplaced under the Compensatory Arrangements will not be issued by the Company, and the size of the Rights Issue will be reduced accordingly. There is no minimum amount to be raised under the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, the Shareholder who applies to take up all or part of his/her/its entitlements under the PAL(s) may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code and the Company to ensure the compliance of the requirements of the sufficient public float be maintained upon the Completion in accordance to the note to Rule 7.19(5) and Rule 8.08 of the Listing Rules.

Procedures in respect of the Unsubscribed Rights Shares and the Compensatory Arrangements

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company must make arrangements to dispose of the Unsubscribed Rights Shares by offering the Unsubscribed Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the rights. There will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

On 21 May 2026, the Company entered into the Placing Agreement with the Placing Agent in relation to the placing of the Unsubscribed Rights Shares to independent placees on a best effort basis. Pursuant to the Placing Agreement, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the Subscription Price for those Rights Shares that is realised will be paid to those No Action Shareholders and Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will, on a best-effort basis, procure, by not later than 4:00 p.m. on Friday, 7 August 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares. Any Unsubscribed Rights Shares that are not placed will not be issued by the Company, and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders and Non-Qualifying Shareholders as set out below on a pro-rata basis (but rounded down to the nearest cent):

A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and

B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders or Non-Qualifying Shareholders become entitled on the basis described above to an amount of HK$100 or more, such amount will be paid to the relevant No Action Shareholders and No-Qualifying Shareholders in Hong Kong dollars only and the Company will retain individual amounts of less than HK$100 for its benefit.

The Placing Agreement

The principal terms of the Placing Agreement are summarised below:

Date	:	21 May 2026
Issuer	:	The Company
Placing Agent	:	Fortune (HK) Securities Limited As at the date of this announcement, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties.
Placing Period	:	The period from Monday, 3 August 2026 up to 4:00 p.m. on Friday, 7 August 2026, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements.
Placing Price	:	The placing price of the Unsubscribed Rights Shares shall be at least equal to the Subscription Price, and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process.

Placing commission	:	Subject to the completion of the Placing, the Company shall pay the Placing Agent a placing commission, being 1% of the amount which is equal to the Placing Price multiplied by the total number of the Unsubscribed Rights Shares which are successfully placed by the Placing Agent.
Placees	:	The placees shall be professional, institutional, corporate or other investors. The Placing Agent shall ensure that the placees, and whose ultimate beneficial owner(s), shall be Independent Third Parties. The Placing Agent undertakes to use its reasonable endeavours to procure that (i) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) the Placing will not result in the Company failing to maintain the minimum public float as required under the Listing Rules upon Completion.
Ranking of the Unsubscribed Rights Shares	:	The placed Unsubscribed Rights Shares (when allotted, issued and fully paid, if any) shall rank pari passu in all respects among themselves and with the Shares in issue as at the date of completion of the Placing.
Conditions of the Placing Agreement	:	The obligations of the Placing Agent under the Placing Agreement are conditional upon the following conditions being fulfilled: i) the Increase in Authorised Share Capital having become effective; ii) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Rights Shares; iii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained; and iv) the Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events.

None of the above conditions precedent may be waived by the parties to the Placing Agreement. For the avoidance of doubt, if all the Rights Shares are fully subscribed under the Rights Issue, the Placing will not proceed.

The Company shall use its best endeavor to procure the fulfillment of the conditions to the Placing by the second Business Day after the last day of the Placing Period (or such later date as may be agreed between the Company and the Placing Agent in writing) (the "**Placing Long Stop Date**"). If any of such conditions have not been fulfilled by the Placing Long Stop Date, then all respective rights, obligations and liabilities of the Company and the Placing Agent in relation to the Placing shall cease and determine, and none of the parties shall have any claim against the other in relation thereto, save in respect of any antecedent breach and any liabilities expressed to survive termination under the Agreement.

Termination : If any of the following events occur at any time prior to 6:00 p.m. on the Placing Long Stop Date, the Placing Agent may (after such consultation with the Company and/or its advisers as the circumstances shall admit or be necessary), by giving a written notice to the Company, at any time prior to the date of completion of the Placing provided that such notice is received by the Company prior to 6:00 p.m. on the Placing Long Stop Date, terminate the Placing Agreement without liability to the other parties and, subject to clauses in the Placing Agreement which survives termination, the Placing Agreement shall thereupon cease to have effect and none of the parties to the Placing Agreement shall have any rights or claims by reason thereof save for any rights or obligations which may accrue under the Placing Agreement prior to such termination:

(a) in the reasonable opinion of the Placing Agent there shall have been since the date of the Placing Agreement such a change in national or international financial, political or economic conditions or taxation or exchange controls as would be likely to prejudice materially the consummation of the Placing; or

(b) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any matter whatsoever which may adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any material breach of any of the representations and warranties by the Company comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date of the Placing Agreement and prior to the date of completion of the Placing which if it had occurred or arisen before the date of the Placing Agreement would have rendered any of such representations and warranties untrue or incorrect in any material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or

(d) any moratorium, suspension or restriction on trading in the Shares generally on the Stock Exchange due to exceptional financial circumstances; or

(e) there is any adverse change in the financial position of the Company which, in the reasonable opinion of the Placing Agent, is material in the context of the Placing.

The Compensatory Arrangements comply with the requirements under Rule 7.21(1)(b) under which the No Action Shareholders may be compensated even if they do nothing (i.e., neither subscribe for Rights Shares nor sell their nil-paid rights), given that the Unsubscribed Rights Shares will be first offered to Independent Third Parties. Any premium over the Subscription Price will be paid to the No Action Shareholders. The commission payable to the Placing Agent and the related fees and expenses in relation to such placing will be borne by the Company.

The Placing Agent confirms that it is an Independent Third Party. The terms of the Placing Agreement, including the placing commission, were determined after arm's length negotiation between the Placing Agent and the Company, with reference to the prevailing market rate, and the Company considers the terms to be normal commercial terms.

The Company believes the Compensatory Arrangements will provide a compensatory mechanism for the No Action Shareholders, protect the interests of the Shareholders, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Given that the Company has put in place the Compensatory Arrangements as required by Rule 7.21(1)(b) of the Listing Rules, there will be no excess application arrangements in relation to the Rights Issue as stipulated under Rule 7.21(1)(a) of the Listing Rules.

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions:

(1) the Increase in Authorised Share Capital having become effective;

(2) the delivery to the Stock Exchange and the filing and registration with the Registrar of Companies in Hong Kong, the Prospectus Documents, in compliance with the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance, not later than the Posting Date;

(3) following registration, the posting of the Prospectus Documents to the Qualifying Shareholders (and where applicable, the posting of the Prospectus to the Non-Qualifying Shareholders, if any, for information purposes only) and the publication of the Prospectus Documents on the website of the Stock Exchange on or before the Posting Date;

(4) the Stock Exchange granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the Rights Shares (in their nil-paid and fully-paid forms) by no later than the first day of their dealings;

(5) the Placing Agreement not being terminated pursuant to the terms thereof and remain in full force and effect; and

(6) all other necessary waivers, consents, and approvals (if required) from the relevant governmental or regulatory authorities for the Rights Issue and the transactions contemplated thereunder having been obtained and fulfilled.

None of the above conditions precedent can be waived. If any of the conditions referred to above are not fulfilled at or before 4:00 p.m. on Wednesday, 12 August 2026 (or such later date as the Company may determine), the Rights Issue will not proceed.

As the proposed Rights Issue is subject to the above conditions, it may or may not proceed.

REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS

The estimated net proceeds from the Rights Issue, after considering all anticipated expenses and assuming there will be no changes to the total issued share capital of the Company on or before the Record Date, are projected to amount to approximately HK$43.20 million (the "**Net Proceeds**"). This projection is based on the expectation that Qualifying Shareholders will fully subscribe to the Rights Shares or that any Unsubscribed Rights Shares will be successfully placed by the Placing Agent. The Directors intend to allocate the Net Proceeds as follows:

(i) approximately HK$21.60 million, representing approximately 50% of the Net Proceeds, will be designed for capital injection into the Group's existing financing services business (the "**Financing Services**"); and

(ii) approximately HK$21.60 million, representing approximately 50% of the Net Proceeds, will be designated for general working capital, including staff-related costs and rental costs.

Based on the current business plan, the Group anticipates that the proceeds will be fully utilised within 12 months following completion of the Rights Issue.

The Financing Services

Over the years, the Group has consistently demonstrated its commitment to providing trade financing services through its wholly-owned subsidiary, Shenzhen Baao Industrial Co., Ltd.* (深圳柏傲實業有限公司) ("**Shenzhen Baao**"). This initiative has been crucial in generating interest income from these financing services, which primarily serve customers who purchase hardware from the Group.

According to the Company's annual report for the financial year ended 31 December 2025, the Group maintained its hardware trading services, generating revenue of approximately RMB522.3 million. Additionally, the Financing Services, which complement the trading operations, contributed approximately RMB17 million to the Group's overall revenue during this period.

As indicated in the Company's annual report, the sources of financing for the Financing Services shifted. Previously, support was provided by Mr. Tang Jun, the original vendor in the acquisition of Positive Oasis Limited (the holding company of Shenzhen Baao). Starting in 2025, however, the Group began to rely on its internal resources for financing. Due to the limited capital allocated to this segment, the scope of the Financing Services was restricted, which directly affected the performance of the Group's hardware trading business. Consequently, revenue from hardware trading operations for the year ended 31 December 2025 declined by approximately 48% compared to 2024.

The Company emphasises that the Financing Services business is inherently capital-intensive, with growth closely tied to access to capital. To sustain and enhance this business, capitalise on growth opportunities, and positively influence the Group's financial performance, the Board plans to expand its financing portfolio by increasing capital support for Shenzhen Baao. However, the successful execution of these expansion plans is contingent on securing adequate financing.

The Company has faced challenges with banks and other financial institutions due to the lack of secured assets. As a result, the Group is currently encountering obstacles related to the planned expansion and is actively exploring alternative sources of financing to achieve its objectives. Considering this, the Directors plan to allocate approximately 50% of the Net Proceeds toward the expansion of the Financing Services. The Directors are confident that these strategic initiatives will enable the Group to increase revenue through higher transaction volume and/or value.

General working capital

After reviewing the Group's financial information for the year ended 31 December 2025, the Directors have decided to allocate approximately HK$21.60 million from the Net Proceeds to cover operating costs, which include approximately HK$11.4 million for employee salaries and related expenses, approximately HK$6.0 million for rental payments, approximately HK$3.0 million for legal and professional fees, and approximately HK$1.2 million for other administrative costs. It is anticipated that this budget will be fully utilised within 12 months following Completion.

Other fund-raising alternatives

Apart from conducting the Rights Issue, the Directors have considered other debt and equity fundraising alternatives, such as bank borrowings, placements, or an open offer. In view of the current financial environment, the Directors believe that it might be difficult for the Group to obtain debt financing, including bank borrowings, if any, without paying an above-market-average interest rate and providing security. It is anticipated that increased debt financing may elevate the Group's gearing. This potential increase could result in higher interest expenses and finance costs, thereby imposing an additional financial burden on the Group's future cash flow. Furthermore, creditors will rank ahead of the Shareholders, and placings of new shares will dilute the Shareholders' interests without affording them the opportunity to participate in the exercise. In the interests of the Group and its Shareholders as a whole, the Board believes it is prudent to finance the Group's business growth through equity financing, which will not increase the Group's costs or interest burden. Unlike an open offer, the Rights Issue enables the Shareholders to sell the nil-paid rights in the market. The Rights Issue will allow the Qualifying Shareholders to maintain their respective pro rata shareholdings in the Company and continue to participate in the Company's future development.

Having considered the abovementioned alternatives, the Directors consider that raising funds through the Rights Issue is more attractive in the current market conditions. The Rights Issue will enable the Company to strengthen its working capital base and enhance its financial position while allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company.

Based on the above, the Board considers that raising capital through the Rights Issue is in the interests of the Company and the Shareholders as a whole. In addition, having considered the capital needs of the Group, the terms of the Rights Issue and the Subscription Price, the Board also considers that it is in the interests of the Company to proceed with the Rights Issue on a non-underwritten basis. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholder(s), if any, should note that their shareholdings will be diluted.

Conclusion

The Company is committed to effectively managing its cash balances to ensure that adequate financial resources are available to capitalise on emerging business opportunities. The Directors are of the opinion that raising additional funds to support the Financing Services and daily operations will not only yield positive financial returns for the Group but also help to alleviate its financial challenges.

The Directors are confident that this course of action will not adversely impact the Group's financial performance from its ongoing business activities. Furthermore, the Directors consider that the Rights Issue is in the best interests of the Company and its Shareholders as a whole.

In the event that the proceeds from the Rights Issue fall short of the estimated maximum Net Proceeds, the Company will allocate the funds proportionately. Furthermore, the Company will assess various options, including exploring additional financing and fundraising alternatives.

FUNDRAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has conducted the following equity fundraising activities in the past twelve months immediately before the date of this announcement:

Date of relevant announcements	Event	Net proceeds	Intended use of proceeds	Actual use of proceeds as at the date of this announcement
30 June 2025, 8 July 2025 and 22 July 2025	Placing of new shares under the general mandate	HK$107.45 million	(i) as to approximately HK$97.99 million for the development and investment in insurance and financial technology-related business (ii) as to approximately HK$9.46 million for the Group's general working capital and general corporate purposes.	HK$102.93 million

Save as disclosed above, the Company has not conducted any equity fundraising activities in the past twelve months immediately prior to the date of this announcement. According to the Group's planning, it is expected that the remaining unutilised proceeds from the placing (which was completed on 22 July 2025), which has been reserved for the expansion and development of the Group's insurance and financial-technology-related businesses, will be fully utilised by the end of 2026.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the possible changes to the Company's shareholding structure arising from the Rights Issue, for illustrative purposes only. Below is the illustration of the Company's shareholding structure, including

(i) as of the date of this announcement;

(ii) immediately after Completion, assuming (a) all Qualifying Shareholders will take up their respective entitlements of the Rights Issue in full, and (b) there will be no change to the total issued share capital of the Company on or before the Record Date ("**Scenario 1**"); and

(iii) immediately after Completion, assuming (a) none of the Qualifying Shareholders will take up their respective entitlements of the Rights Shares, (b) the Placing Agent will successfully place all the Unsubscribed Rights Shares under the Placing, and (c) there will be no change to the total issued share capital of the Company on or before the Record Date ("**Scenario 2**").

	As of the date of this announcement		**Scenario 1**		**Scenario 2** *(Note 1)*	
Shareholders	*Number of Shares*	*Approximately Shareholding Percentage*	*Number of Shares*	*Approximately Shareholding Percentage*	*Number of Shares*	*Approximately Shareholding Percentage*
Charming Blaze Limited *(Note 2)*	212,121,212	15.46%	318,181,818	15.46%	212,121,212	10.31%
The Placees	–	–	–	–	686,130,289	33.33%
Public Shareholders	1,160,139,366	84.54%	1,740,209,049	84.54%	1,160,139,366	56.36%
Total	**1,372,260,578**	**100.00%**	**2,058,390,867**	**100.00%**	**2,058,390,867**	**100.00%**

Note:

(1) This scenario is for illustrative purposes only. The Company has entered into the Placing Agreement, pursuant to which the Placing Agent has conditionally agreed to procure Placee(s), on a best-effort basis, to subscribe for the Unsubscribed Rights Shares. The Company will take all appropriate steps to ensure that sufficient public float is maintained in compliance with Rule 8.08 of the Listing Rules. In the event that the Rights Issue would result in public float not being maintained, the Company and/or the Placing Agent will take necessary action to place down the Shares such that sufficient public float could be maintained in compliance with Rule 8.08 of the Listing Rules.

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

EXPECTED TIMETABLE

The expected timetable for the Increase in Authorised Share Capital, the Rights Issue and the Placing set out below is for indicative purposes only and has been prepared on the assumption that all conditions of the Rights Issue and the Placing will be fulfilled.

Events	**Date and Time**
Expected despatch date of the circular, proxy form and the notice of the EGM	Thursday, 4 June 2026
Latest time for lodging transfer of the Shares to qualify for attendance and voting at the EGM	4:30 p.m. on Monday, 22 June 2026
Closure of register of members of the Company for determination of the right to attend and vote at the EGM	Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive)
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Wednesday, 24 June 2026
Record date for attendance and voting at the EGM	Friday, 26 June 2026
Expected time and date of the EGM to approve the proposed Increase in Authorised Share Capital	11:00 a.m. on Friday, 26 June 2026
Announcement of the poll results of the EGM	Friday, 26 June 2026
Effective date of the Increase in Authorised Share Capital	Friday, 26 June 2026
Register of members of the Company re-opens	Monday, 29 June 2026
Last day of dealings in the Shares on a cum-rights basis	Monday, 29 June 2026
First day of dealings in the Shares on an ex-rights basis relating to the Rights Issue	Tuesday, 30 June 2026
Latest time for lodging transfers of the Shares to qualify for the Rights Issue	4:30 p.m. on Thursday, 2 July 2026

Events	Date and Time
Closure of the register of members of the Company for the determination of entitlements to the Rights Issue	Friday, 3 July 2026 to Thursday, 9 July 2026 (both days inclusive)
Record Date for the Rights Issue	Thursday, 9 July 2026
Register of members of the Company re-opens	Friday, 10 July 2026
Expected despatch date of the Prospectus Documents (including the PAL and the Prospectus), and in case of the Non-Qualifying Shareholders, the Prospectus only	Friday, 10 July 2026
First day of dealings in nil-paid Rights Shares	Tuesday, 14 July 2026
Latest time for splitting of PAL	4:30 p.m. on Thursday, 16 July 2026
Last day of dealings in nil-paid Rights Shares	Tuesday, 21 July 2026
Latest time for acceptance and payment for the Rights Shares	4:00 p.m. on Friday, 24 July 2026
Announcement of the number of Unsubscribed Rights Shares subject to the Compensatory Arrangements	Friday, 31 July 2026
Commencement of the placing of Unsubscribed Rights Shares by the Placing Agent	Monday, 3 August 2026
Placing Long Stop Date	Tuesday, 11 August 2026
Announcement of the allotment results of the Rights Issue to be published on the websites of the Stock Exchange and the Company	Monday, 17 August 2026
Despatch of share certificates for fully-paid Rights Shares and completion of Placing to take place	Tuesday, 18 August 2026

Events	Date and Time
Despatch of refund cheques, if any, if the Rights Issue is terminated	Tuesday, 18 August 2026
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Wednesday, 19 August 2026
Payment of Net Gain to relevant No Action Shareholders (if any) or Non-Qualifying Shareholders (if any)	Tuesday, 25 August 2026

All times and dates in this announcement refer to local times and dates in Hong Kong. Dates or deadlines specified in the expected timetable above or other parts of this announcement are indicative only and may be extended or varied. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place if a tropical cyclone warning signal is no.8 or above, or "extreme conditions" are caused by super typhoons as announced by the Government of the Hong Kong Special Administrative Region or a "black" rainstorm warning:

(i) is/are in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or

(ii) is/are in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance. Instead, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day, which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on the currently scheduled date, the dates mentioned in the section headed "Expected timetable of the Rights Issue" above may be affected. The Company will notify the Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period immediately prior to the date of this announcement and the Rights Issue, in case there is full acceptance of the Rights Issue, will not increase the issued share capital or market capitalisation of the Company by more than 50%, the Rights Issue is not subject to the Shareholders' approval under the Listing Rules. The Rights Issue will be carried out in compliance with Rule 7.19A of the Listing Rules.

GENERAL

The EGM will be convened for the Shareholders to consider, if thought fit, approve the resolution in relation to the Increase in Authorised Share Capital.

A circular containing, among other things, further details of the Increase in Authorised Share Capital, together with a notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 4 June 2026.

Subject to the fulfilment of certain conditions of the Rights Issue, the Company will despatch the Prospectus Documents to the Qualifying Shareholders, which contain, among other things, details of the Rights Issue.

The Company will despatch the Prospectus to the Non-Qualifying Shareholders for their information only, but the Company will not send the PAL to the Non-Qualifying Shareholders.

WARNING OF THE RISK OF DEALINGS IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed "Conditions of the Rights Issue" in this announcement.

Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any dealings in the Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of conditions, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholders in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the Rights Shares. Any Shareholders or other persons contemplating any dealings in the Shares and/or Rights Shares in nil-paid form are recommended to consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"acting in concert"	has the same meaning ascribed thereto under the Takeovers Code
"associate(s)"	has the meaning ascribed thereto under to the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)
"Company"	MOG Digitech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1942)
"Compensatory Arrangements"	the arrangement involving the placing of the Unsubscribed Rights Shares, if any, by the Placing Agent on a best-effort basis pursuant to the Placing Agreement in accordance with Rule 7.21(1)(b) of the Listing Rules
"Completion"	completion of the Rights Issue and the Placing
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company

"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, the Increase in Authorised Share Capital
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Increase in Authorised Share Capital"	the proposed increase in the Company's authorised share capital from HK$20,000,000 divided into 2,000,000,000 Shares to HK$200,000,000 divided into 20,000,000,000 Shares by the creation of an additional 18,000,000,000 unissued Shares
"Independent Third Party (ies)"	third party(ies) who, to the best of the Directors' knowledge, information, and belief having made all reasonable enquiry, are independent of and not acting in concert or connected with the Company and any of its connected persons or any of their respective associates
"Last Trading Day"	Thursday, 21 May 2026, being the last trading day for the Shares on the Stock Exchange immediately prior to the date of this announcement
"Latest Time for Acceptance"	4:00 p.m. on Friday, 24 July 2026 (or such other time or date as may be determined by the Company), being the latest time for acceptance of the offer of and payment for, the Rights Shares, as described in the Prospectus Documents
"Listing Committee"	has the meaning as defined in the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange

"Net Gain"	the aggregate of any premiums (being the aggregate amount paid by the placees after deducting the aggregate amount of the Subscription Price for the Unsubscribed Rights Shares placed by the Placing Agent under the Placing Agreement) pursuant to the Compensatory Arrangements
"No Action Shareholder(s)"	those Qualifying Shareholder(s) who do not subscribe for the Right Shares (whether partially or fully) in their assured entitlements, or Non-Qualifying Shareholders (as the case may be)
"Non-Qualifying Shareholder(s)"	the Overseas Shareholder(s) whom the Directors, based on legal opinions provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account of either restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place
"Overseas Letter"	a letter from the Company to the Non-Qualifying Shareholders explaining the circumstances in which the Non-Qualifying Shareholders are not permitted to participate in the Rights Issue
"Overseas Shareholders"	the Shareholder(s) whose name(s) appear on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are in a place(s) outside Hong Kong
"PAL(s)"	the renounceable provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
"Placee(s)"	professional, institutional, corporate or other investor(s), procured by the Placing Agent to subscribe for any of the Unsubscribed Rights Shares pursuant to the Placing Agreement
"Placing"	the offer by way of private placing of the Unsubscribed Rights Shares on a best effort basis by the Placing Agent to the independent placee(s) during the Placing Period on the terms and conditions set out in the Placing Agreement
"Placing Agent"	Fortune (HK) Securities Limited, a licensed corporation carrying out type 1 (dealing in securities) regulated activity under the SFO, being the placing agent appointed by the Company pursuant to the Placing Agreement

"Placing Agreement"	the placing agreement dated Thursday, 21 May 2026 (after trading hours of the Stock Exchange) entered into between the Company and the Placing Agent in respect of the Compensatory Arrangements, pursuant to which the Placing Agent has agreed to procure placees on a best effort basis to subscribe for the Unsubscribed Rights Shares
"Placing Long Stop Date"	Tuesday, 11 August 2026, or such other date as may be agreed between the Company and the Placing Agent
"Placing Period"	the period from Monday, 3 August 2026 up to Friday, 7 August 2026, or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Compensatory Arrangements
"Placing Price"	the placing price of the Unsubscribed Rights Shares which shall be at least equal to the Subscription Price and the final price determination will depend on the demand for and the market conditions of the Unsubscribed Rights Shares during the placement process
"Posting Date"	Friday, 10 July 2026 or such other date as the Company may announce, being the date of despatch of the Prospectus Documents
"PRC"	the People's Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan
"Prospectus"	the prospectus to be despatched to the Shareholders by the Company, containing details of the Rights Issue
"Prospectus Documents"	collectively, the Prospectus and the PAL
"Qualifying Shareholder(s)"	Shareholder(s), whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
"Record Date"	Thursday, 9 July 2026, (or such other date as the Company may announce, being the date by reference to which entitlements of the Shareholders to participate in the Rights Issue will be determined
"Registrar"	the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

"Rights Issue"	the proposed issue of the Rights Shares on the basis of one (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Prospectus Documents
"Rights Share(s)"	Shares to be issued and allotted under the proposed Rights Issue on the basis of one (1) Rights Share for every two (2) Shares in issue on the Record Date, being 686,130,289 Shares based on the Company's issued share capital as at the date of this announcement
"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	HK$0.065 per Rights Share
"substantial shareholder"	has the meaning as ascribed to it under the Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"Unsubscribed Rights Shares"	those Rights Shares that are not subscribed by the Qualifying Shareholders or renouncee(s) or transferee(s) of nil-paid rights and Rights Shares which would otherwise have been allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company (as the case may be)
"%"	per cent.

By Order of the Board
MOG Digitech Holdings Limited
Chen Yongzhon
Executive Director

Hong Kong, 21 May 2026

As at the date of this announcement, the Board has three executive Directors, namely Mr. Chen Yongzhong (Chief executive officer), Mr. Deng Zhihua and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Chen Wen and Mr. Gao Hongxiang.

For the purpose of this announcement, unless otherwise specified, the conversion of RMB into HK$ is based on the approximate exchange rate from RMB1 = HK$1.1089. The exchange rate is adopted for illustration purposes only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at this rate or any other rate at all.

* *For identification only*