THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MOG Digitech Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

(I) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND (II) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 26 June 2026 at 11:15 a.m., at which the above proposal will be considered, is set out in this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM if you so wish and, in such event, the relevant form of proxy shall be deemed to be revoked.

4 June 2026

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"Announcement"	the announcement of the Company dated 21 May 2026 in relation to, among other things, the Increase in Authorised Share Capital and the proposed Rights Issue
"Board"	the board of Directors
"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)
"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
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"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
"Latest Practicable Date"	29 May 2026, being the latest practicable date for ascertaining the content in this circular
"Listing Committee"	has the same meaning ascribed to it under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Registrar"	Computershare Hong Kong Investor Services Limited, being the branch share registrar and transfer office of the Company in 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 Shareholder(s) as stated in the Announcement
"Rights Share(s)"	Share(s) 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 as stated in the Announcement, being 686,130,289 Shares based on the Company's issued share capital as at the date of the Announcement
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

Executive Directors:
Mr. Chen Yongzhong *(Chief Executive Officer)*
Mr. Deng Zhihua
Mr. Zhou Yue

Independent Non-executive Directors:
Mr. Yau Tung Shing
Mr. Gao Hongxiang
Ms. Chen Wen

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

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29 Austin Road
Tsim Sha Tsui
Kowloon
Hong Kong

Headquarter and principal place of business in China:
Room 201, 2nd Floor
Tower 2, Hengye Plaza
No. 1666 Ziyu Road
Chaoyang New City
Xihu District
Nanchang City
Jiangxi Province
China

Principal place of business in Malaysia:
No. 1-2, 2nd Floor
Jalan Kajang Indah 1
Taman Kajang Indah
Sg Chua, 43000 Kajang
Selangor
Malaysia

4 June 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

INTRODUCTION

Reference is made to the Announcement in relation to the proposed Increase in Authorised Share Capital.

The purpose of this circular is to provide you with, among other things, (i) further information on the Increase in Authorised Share Capital; and (ii) the notice of the EGM at which an ordinary resolution will be proposed to approve the Increase in Authorised Share Capital.

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 proposed 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.

Immediately before the completion of the Increase in Authorised Share Capital and no other change in the issued share capital of the Company between the Latest Practicable Date and the EGM, there will be no change in the total number of issued Shares from the Latest Practicable Date up to the date of the EGM, the Company will have 1,372,260,578 Shares in issue, and 627,739,422 Shares that are authorised but unissued. Based on the above, immediately after the completion of the Increase in Authorised Share Capital, there will be no change to the number of Shares in issue, while the number of unissued Shares will be increased to 18,627,739,422 Share.

The new Shares authorised to be allotted and issued by the Company shall rank *pari passu* with the existing Shares upon issue. The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM and will become effective on the date of the EGM upon the passing of the relevant ordinary resolution.

The Board is of the view that the Increase in Authorised Share Capital will provide the Company with greater flexibility for fundraising under the proposed Rights Issue, and is therefore in the interests of the Company and the Shareholders as a whole.

THE EGM

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A notice convening the EGM is set out on pages 7 to 8 of this circular. A form of proxy for use at the EGM is enclosed herewith.

Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or any adjourned meeting thereof should you so wish.

The register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive) for determine the eligibility of the Shareholders to attend and vote at the EGM. In order to qualify for attendance and voting at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 22 June 2026. The record date for determining shareholders' eligibility to attend and vote at the EGM is Friday, 26 June 2026.

Pursuant to rule 13.39(4) of the Listing Rules, the ordinary resolution to be proposed at the EGM to approve the Increase in Authorised Share Capital will be voted by way of poll by the Shareholders. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, none of the Shareholders has a material interest in the proposed Increase in Authorised Share Capital and no Shareholders will be required to abstain from voting on the resolution to be proposed at the EGM.

TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company's website at www.mogglobal.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify the Shareholders of the date, time and place of the rescheduled meeting.

RECOMMENDATION

The Board believes that the Increase in Authorised Share Capital is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

This circular is in English and Chinese. In case of any inconsistency, the English version shall prevail.

By order of the Board
MOG Digitech Holdings Limited
Chen Yongzhong
Executive Director

MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of MOG Digitech Holdings Limited (the "**Company**") will be held at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 26 June 2026 at 11:15 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** (a) the authorised share capital of the Company be increased 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 "**Increase in Authorised Share Capital**"), and each such new share, upon issue and fully paid, shall rank *pari passu* in all respects with the existing issued shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and articles of association of the Company; and (b) any director, secretary, assistant secretary and registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents as may be necessary, desirable or expedient for the purpose of, or in connection with the implementation of or giving effect to the Increase in Authorised Share Capital, including without limitation to make any relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong."

By order of the Board
MOG Digitech Holdings Limited
Chen Yongzhong
Executive Director

Hong Kong, 4 June 2026

Notes:

1. Unless otherwise defined in this notice or the context otherwise requires, terms defined in the circular of the Company dated 4 June 2026 shall have the same meanings when used in this notice.

2. The resolution set out in this notice of EGM will be taken by poll (except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the Stock Exchange's website at www.hkex.com.hk and the Company's website at www.mogglobal.com in accordance with the Listing Rules.

3. The register of members of the Company will be closed from Tuesday, 23 June 2026 and Friday, 26 June 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 June 2026. The record date for determining shareholders' eligibility to attend and vote at the EGM is Friday, 26 June 2026.

4. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.

5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

6. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

7. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

9. The English text of this notice shall prevail over the Chinese text in case of inconsistency.

10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or at any time after 7: 00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company's website at www.mogglobal.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk to notify the Shareholders of the date, time and place of the rescheduled meeting.

11. As at the date of this notice, 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.