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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF THE EQUITY INTEREST IN THE TARGET COMPANIES

Financial adviser to the Company



Diligent Capital Limited

THE DISPOSAL

The Board is pleased to announce that, on 8 June 2026 (after trading hours), Metro Eyewear, an indirect wholly owned subsidiary of the Company, entered into the Agreement with the Purchaser. According to the Agreement, Metro Eyewear has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares, representing all the issued shares of the Target Companies held by Metro Eyewear as the registered holder and beneficial owner thereof, for a total cash consideration of RM10,375,000.

Upon Completion, Metro Eyewear will no longer hold any interest in the Target Companies, and the Target Companies will cease to be accounted for as subsidiaries of the Group.

IMPLICATIONS UNDER THE LISTING RULES

The Disposal, together with the Previous Disposal, constitutes a series of transactions conducted by the Company within a 12-month period involving the same parties. In accordance with Rule 14.22 and Rule 14.23 of the Listing Rules, these transactions will be aggregated.

Since one or more of the applicable ratios, as defined under Rule 14.07 of the Listing Rules, regarding the Disposal, when aggregated with the Previous Disposal, are more than 25% but all of which are less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and, therefore, is subject to the reporting, announcement and Shareholder's approval requirements outlined in Chapter 14 of the Listing Rules.

THE EGM

The EGM will be convened for the Shareholders to consider and, if thought fit, to approve, among other things, the Agreement and the transactions contemplated thereunder.

At the EGM, any Shareholder with a material interest in the Agreement and the transactions contemplated thereunder, as set out in the ordinary resolution, is required to abstain from voting on the relevant resolution at the EGM. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no Shareholders (and his/her/its associates) has a material interest in the Agreement and the transactions contemplated thereunder and therefore no Shareholders is required to abstain from voting at the EGM in relation to the resolution to be proposed for approving the Agreement and the transactions contemplated thereunder and related matters at the EGM.

GENERAL

The Circular containing, among other things, (i) a letter from the Board setting out further details about the Agreement and the transactions contemplated thereunder; (ii) the valuation report regarding the valuation of the fair value of the equity interests in the Target Companies; (iii) any other information required under the Listing Rules; and (iv) a notice convening the EGM is expected to be despatched to the Shareholders on or before 24 July 2026 as additional time is required to prepare the information for inclusion in the Circular.

Shareholders and potential investors of the Company should note that Completion is subject to the satisfaction of the conditions precedent as set out in the Agreement. Therefore, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

On 8 June 2026 (after trading hours), Metro Eyewear and the Purchaser entered into the Agreement.

THE AGREEMENT

Principal terms of the Agreement are set out below.

Date : 8 June 2026

Parties : (i) Metro Eyewear; and

(ii) the Purchaser.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are Independent Third Parties.

Subject matter

Subject to the terms and conditions set forth in the Agreement, Metro Eyewear (as the registered holder and beneficial owner of the Sale Shares) agreed to sell, and the Purchaser agreed to purchase the Sale Shares from Metro Eyewear (on a willing seller and willing buyer basis) free from encumbrances whatsoever, together with all rights attached thereto, at the total Consideration.

Metro Eyewear and the Purchaser agree that the purchase of the Sale Shares from Metro Eyewear shall include all the rights, privileges, and obligations attached to the Sale Shares.

Save, and except as otherwise therein provided or as disclosed by Metro Eyewear to the Purchaser prior to the Completion or arising in the ordinary course of business of the Target Companies, Metro Eyewear agrees and acknowledges that there are no outstanding or subsisting loans, charges, liabilities, or amounts owing whatsoever by the Target Companies to Metro Eyewear.

Consideration

The total Consideration for the Sale Shares shall be RM10,375,000, which is arrived at on a willing buyer-willing seller basis, and shall be paid to Metro Eyewear within one year from the date of the Agreement.

The breakdown of the Consideration for each Target Company is presented in the table below.

No.	**Name of Target Companies**	**Equity interest to be disposed of**	**Consideration** *RM'000*
1.	Caxia Eyewear Sdn. Bhd.	70%	124
2.	Exon Optometry Sdn. Bhd.	51%	547
3.	Fabulous Project Management Sdn. Bhd.	100%	118
4.	Lux Optical Sdn. Bhd.	40%	203
5.	Metro Designer Eyewear Sdn. Bhd.	80%	761
6.	Metro RWG Sdn. Bhd.	60%	111
7.	Modern Pride Sdn. Bhd.	60%	725
8.	MOG (TPU) Sdn. Bhd.	60%	470
9.	MOG Eyecity Sdn. Bhd.	100%	796
10.	MOG Eyewear Holdings (M) Sdn. Bhd.	100%	4,541
11.	MOG Eyewear Sdn. Bhd.	100%	1,709
12.	Success Optic Sdn. Bhd.	51%	270
		Total	10,375

Basis for the determination of the Consideration

The Consideration was determined after arm's length negotiations between the Purchaser and Metro Eyewear on normal commercial terms and after taking into consideration the valuation results of the aggregate fair value of the equity interest in the Target Companies held by Metro Eyewear, which is estimated at RM10,375,000 as of 30 April 2026 (the "**Valuation**").

The Valuation was carried out by an independent valuer (the "**Valuer**"). The Valuer employed both the market approach, which utilizes a price-to-earnings (P/E) multiple, and the cost approach, ultimately selecting the higher of the two values. The Company is committed to transparency and will provide comprehensive information about the Valuation in the Circular. This disclosure will include, but is not limited to: (a) the scope of work performed by the Valuer, (b) the methodologies and approaches used in the valuation process, (c) the key assumptions underpinning the Valuation, (d) the calculations involved in the Valuation, and (e) any limitations associated with the Valuation.

Having regard to the above, the Directors consider that the Consideration is fair and reasonable.

Conditions Precedent

The obligations of Metro Eyewear and the Purchaser set out in the Agreement are conditional upon the following conditions being fulfilled, obtained, or waived:

(a) the Stock Exchange not raising any objection against any of the transactions contemplated under the Agreement;

(b) Metro Eyewear having obtained approval from its shareholder, MOG (BVI) Limited and/or having procured and obtained approval from the Board and the Shareholders at a general meeting or extraordinary general meetings to be convened in respect of the Disposal on the terms and conditions of the Agreement, where applicable;

(c) the Purchaser having completed, and to its satisfaction with the results of, the due diligence review conducted on the Target Companies; and

(d) there having been no material breach by each of Metro Eyewear and the Purchaser of its obligations under the Agreement and/or any documents incidental to the transactions contemplated under the Agreement, to which it is a party.

The Agreement shall become unconditional on the date the Conditions Precedent are fulfilled, obtained (or, if applicable, waived) in accordance with the provisions of the Agreement on or before the Long Stop Date.

Metro Eyewear and the Purchaser may (but shall not be obligated to) waive or modify, by written agreement signed by them, any of the Conditions Precedent which, by applicable laws, can be waived, whereupon such Conditions Precedent shall be deemed to be (as applicable) deleted or modified as aforesaid.

In the event that any of the Conditions Precedent is not or cannot be fulfilled or waived on or before the Long Stop Date or such extended date, both Metro Eyewear and the Purchaser mutually agree in writing, either Metro Eyewear or the Purchaser shall be entitled, by notice of termination to the other party and, subject to the performance by Metro Eyewear and the Purchaser of their respective obligations upon termination including but not limited to refund by Metro Eyewear all the monies paid towards the Consideration, if any, free of interest to the Purchaser, the Agreement shall be null and void and be of no further effect.

Completion

Subject to the fulfilment of Conditions Precedent, the Completion shall take place on the Completion Date.

Upon Completion, Metro Eyewear will no longer hold any interest in the Target Companies, and the Target Companies will cease to be accounted for as subsidiaries of the Group.

INFORMATION ABOUT THE GROUP AND METRO EYEWEAR

The Group is principally engaged in digital payment solutions related business, e-commerce and, financing services and money lending business in the PRC. The Group also participates in optical product retail, and franchise and license management in Malaysia.

Metro Eyewear is a company incorporated in Malaysia with limited liability and is wholly owned by MOG (BVI) Limited as of the date of this announcement.

MOG (BVI) Limited is a company incorporated under the laws of the British Virgin Islands with limited liability and is a wholly owned subsidiary of the Company as of the date of this announcement.

INFORMATION ABOUT THE PURCHASER

The Purchaser is a limited liability partnership registered with and governed by the Companies Commission of Malaysia (SSM) under the Limited Liability Partnerships Act 2012.

As of the date of this announcement, the Purchaser has three partners: Mr. Lee Lou Yee, Mr. Wong Kang Xian, and Equitic Asset Sdn. Bhd, while Equitic Asset Sdn. Bhd is 30% owned by Mr. Keithson Neoh Tze Thow, 30% owned by Ms. Lee Chee Tien, 20% owned by Mr. Tan Liong Fook and 20% owned by Ms. Koon Mei Yuen.

Based on the information available to the Board, the Purchaser is identified as a venture capital corporation that provides capital financing and technological and managerial expertise to companies.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

INFORMATION ABOUT THE TARGET COMPANIES

The Target Companies consist of twelve (12) companies. Below is a comprehensive list of the Target Companies along with the relevant details for each.

No.	Name of Target Companies	Place of incorporation	Equity interest held by Metro Eyewear	Principal activities
1.	Caxia Eyewear Sdn. Bhd.	Malaysia	70%	Wholesale and retail of optical products
2.	Exon Optometry Sdn. Bhd.	Malaysia	51%	Retail of spectacles and other optical goods
3.	Fabulous Project Management Sdn. Bhd.	Malaysia	100%	Business of optometry and the sale of various optical devices and related accessories
4.	Lux Optical Sdn. Bhd.	Malaysia	40%	Wholesale and retail of optical products
5.	Metro Designer Eyewear Sdn. Bhd.	Malaysia	80%	Retail of optical products and property investment holdings
6.	Metro RWG Sdn. Bhd.	Malaysia	60%	Retail of spectacle frames, sunglasses, and eye care chemicals
7.	Modern Pride Sdn. Bhd.	Malaysia	60%	Wholesale and retail of optical products
8.	MOG (TPU) Sdn. Bhd.	Malaysia	60%	Wholesale and retail of optical products
9.	MOG Eyecity Sdn. Bhd.	Malaysia	100%	Business of optometry and the sale of all kinds of optical apparatus and related accessories
10.	MOG Eyewear Holdings (M) Sdn. Bhd.	Malaysia	100%	Trading and dealing in spectacle frames, lenses, and related eye care products
11.	MOG Eyewear Sdn. Bhd.	Malaysia	100%	Trading and dealing in spectacle frames, lenses, and related eye care products
12.	Success Optic Sdn. Bhd.	Malaysia	51%	Wholesale and retail of optical products

Financial information of the Target Companies

Set out below is the unaudited combined financial performance of the Target Companies for the two years ended 31 December 2024 and 31 December 2025:

	For the years ended 31 December	
	2025	**2024**
	RM'000	*RM'000*
	(unaudited)	*(unaudited)*
Revenue	46,159	45,458
Profit before taxation	790	2,822
Profit after taxation	265	1,898

As at 31 March 2026, the unaudited combined total asset and net asset value of the Target Companies were approximately RM22,550,000 and RM9,678,000, respectively.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT AND USE OF PROCEEDS FROM DISPOSAL

The Company would like to provide a recap of the Previous Disposal. Initially, the plan included the disposal of 24 subsidiaries, which encompassed most of the Target Companies. However, due to anticipated delays in finalizing the transaction consideration, both parties mutually agreed to revise the list of subsidiaries designated for disposal. This revision was formalized through a supplemental agreement on 14 October 2025, which ultimately excluded the Target Companies from the disposal list.

As of the date of this announcement, the Previous Disposal has been completed. Following a series of constructive negotiations, the Purchaser is now prepared to proceed with the acquisition of the Target Companies at the revised agreed consideration.

The Group's current business strategy regarding its optical operations

As outlined in the Company's announcement dated 14 October 2025, the Company is transitioning to an asset-light, service-oriented business model. This involves granting non-exclusive, non-transferable trademark licenses (including the "MOG" mark and related intellectual property) to disposed subsidiaries of the Previous Disposal and the Target Companies. Under these agreements, licensees may use the intellectual property in their packaging, advertising, and promotional materials. In return, they will pay the Group a licensing fee based on a percentage of their monthly revenue.

To ensure brand consistency and enhance performance, the Group will provide an integrated management and support platform. This includes centralized supply chain facilitation, supplier selection, ongoing training and supervision (covering store management, new product launches, online monitoring, and scheduled visits), tailored promotional and marketing support, and regular performance evaluations, along with remedial education when necessary.

This new model preserves the Group's current operational scale while transferring capital expenditure and day-to-day operational funding to the licensees. It reduces financial risk associated with capital investments, strengthens recurring revenue streams, and enables the Group to focus its resources on expanding its licensing network and increasing market share. Apart from the changes described above, there are no significant alterations to the Group's existing operations.

The Directors would like to clarify that, except in circumstances where financial or strategic investors may be required to support or collaborate on business development initiatives to increase the Company's value, the Company does not plan to downsize its existing optical businesses within the next 12 months. Should there be any updates regarding this investment or such an investment constitutes a notifiable transaction as defined under Chapter 14 of the Listing Rules, the Company will publish announcements as soon as possible, in accordance with the applicable Listing Rules.

Intended use of proceeds from the Disposal

The Directors intend to apply the net proceeds from the Disposal (the "**Proceeds**") to support and grow the Group's optical-related business as follows:

(i) Marketing and brand development (primary focus): strengthen visibility of the "MOG" brand in Malaysia through targeted advertising, strategic promotions, digital marketing, and comprehensive brand-building initiatives;

(ii) Events and product launches: fund participation in industry exhibitions, product launch events, and related promotional activities to drive product awareness and trade engagement;

(iii) Sales and customer service enhancement: improve sales processes and customer service capabilities to increase customer satisfaction and retention, including staff training and systems upgrades;

(iv) Customer loyalty program: develop and launch a loyalty program to deepen relationships with key customers and licensees, including the Target Companies; and

(v) Working capital and implementation costs: cover associated operational costs, project implementation, and any incidental expenses required to execute the above initiatives.

The allocation of the Proceeds among these categories will be determined by the Directors based on business needs and market conditions. The Directors anticipate that the Proceeds will be fully utilized in the second half of 2027.

FINANCIAL EFFECT OF THE DISPOSAL

It is estimated that the Company will record a gain on the Disposal of approximately RM1,838,000, which is calculated with reference to the Consideration for the Disposal less the unaudited combined net asset value after deduction of non-controlling interest of the Target Companies as at 31 March 2026 of approximately RM8,082,000, taking into account the expenses directly attributable to the Disposal of approximately RM455,000.

The abovementioned financial effects are shown for illustrative purposes only, and the actual gain to be recognised in the consolidated financial statements of the Company depends on, among other things, the review by the auditor of the Company, upon finalisation of the consolidated financial statements of the Group.

IMPLICATIONS UNDER THE LISTING RULES

The Disposal, together with the Previous Disposal, constitutes a series of transactions conducted by the Company within a 12-month period involving the same parties. In accordance with Rule 14.22 and Rule 14.23 of the Listing Rules, these transactions will be aggregated.

Since one or more of the applicable ratios, as defined under Rule 14.07 of the Listing Rules, regarding the Disposal, when aggregated with the Previous Disposal, are more than 25% but all of which are less than 75%, the Disposal constitutes a major transaction of the Company under Chapter 14 of the Listing Rules and, therefore, is subject to the reporting, announcement and Shareholder's approval requirements outlined in Chapter 14 of the Listing Rules.

THE EGM

The EGM will be convened for the Shareholders to consider and, if thought fit, to approve, among other things, the Agreement and the transactions contemplated thereunder.

At the EGM, any Shareholder with a material interest in the Agreement and the transactions contemplated thereunder, as set out in the ordinary resolution, is required to abstain from voting on the relevant resolution at the EGM. To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no Shareholders (and his/her/its associates) has a material interest in the Agreement and the transactions contemplated thereunder and therefore no Shareholders is required to abstain from voting at the EGM in relation to the resolution to be proposed for approving the Agreement and the transactions contemplated thereunder and related matters at the EGM.

GENERAL

The Circular containing, among other things, (i) a letter from the Board setting out further details about the Agreement and the transactions contemplated thereunder; (ii) the valuation report regarding the valuation of the fair value of the equity interests in the Target Companies; (iii) any other information required under the Listing Rules; and (iv) a notice convening the EGM is expected to be despatched to the Shareholders on or before 24 July 2026 as additional time is required to prepare the information for inclusion in the Circular.

Shareholders and potential investors of the Company should note that Completion is subject to the satisfaction of the conditions precedent as set out in the Agreement. Therefore, the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in securities of the Company, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"Agreement"	the conditional sale and purchase agreement dated 8 June 2026 entered into between the Purchaser and Metro Eyewear in relation to the Disposal
"Board"	board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday, or a public holiday) on which commercial banks are generally open for banking business in Kuala Lumpur and Selangor
"Circular"	the circular to be published by the Company in relation to the Disposal
"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)
"Completion"	completion of the Disposal in accordance with the Agreement
"Completion Date"	the date of the settlement of the Consideration or such other date as may be mutually agreed by the parties to the Agreement
"Condition(s) Precedent"	condition(s) precedent to Completion as set out in the Agreement

"Consideration"	the aggregate consideration for the Disposal
"connected person(s)"	has the meaning as ascribed to it under the Listing Rules
"Director(s)"	director(s) of the Company
"Disposal"	the sale of the Sale Shares by Metro Eyewear to the Purchaser in accordance with the terms of the Agreement
"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Agreement and the transactions contemplated thereunder
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Thid Part(ies)"	person(s) or entity(ies) who is/are third party(ies) independent of, and not connected with the Company and any of its respective connected persons
"Listing Rules"	the Rules Governing the Listing of Securities
"Long Stop Date"	within 3 months from the date of the Agreement for the fulfilment of the Conditions Precedent
"Metro Eyewear"	Metro Eyewear Holdings Sdn. Bhd., a company incorporated in Malaysia with limited liability and an indirect wholly owned subsidiary of the Company
"PRC"	People's Republic of China
"Previous Disposal"	the transactions involving the disposal of shares of certain subsidiaries of the Company by Metro Eyewear to Equitic Dynamic Core PLT in accordance with the terms and conditions specified in the agreement entered into between Metro Eyewear and Equitic Dynamic Core PLT on 25 August 2025, which was subsequently supplemented by a supplemental agreement on 14 October 2025. For details, please refer to the Company's announcements released on 25 August 2025 and 14 October 2025

"Purchaser"	Aventure Asia Capital Plt, a limited liability partnership registered with and governed by the Companies Commission of Malaysia (SSM) under the Limited Liability Partnerships Act 2012
"RM"	Ringgit, the lawful currency of Malaysia
"Sale Share(s)"	total number of ordinary shares of the Target Companies held by Metro Eyewear as the registered holder and beneficial owner thereof, and the respective shareholdings of Metro Eyewear in each of the Target Companies
"Share(s)"	ordinary share(s) of HK$0.01 each in the issued share capital of the Company
"Shareholder(s)"	holder(s) of the issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Companies"	collectively (1) Caxia Eyewear Sdn. Bhd., (2) Exon Optometry Sdn. Bhd., (3) Fabulous Project Management Sdn. Bhd., (4) Lux Optical Sdn. Bhd., (5) Metro Designer Eyewear Sdn. Bhd., (6) Metro RWG Sdn. Bhd., (7) Modern Pride Sdn. Bhd., (8) MOG (TPU) Sdn. Bhd., (9) MOG Eyecity Sdn. Bhd., (10) MOG Eyewear Holdings (M) Sdn. Bhd., (11) MOG Eyewear Sdn. Bhd., (12) Success Optic Sdn. Bhd., each a "Target Company"
"Valuation"	the valuation conducted by a qualified independent valuer regarding the market value of the equity interest in the Target Companies held by Metro Eyewear as of 30 April 2026
"%"	per cent

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

Hong Kong, 8 June 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.