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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

RESULTS OF THE RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE

References are made to the prospectus (the “**Prospectus**”) of MOG Digitech Holdings Limited (the “**Company**”) dated 28 July 2026 and the announcement of the Company dated 18 August 2026 (the “**Announcement**”), in relation to, among other things, the Rights Issue. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Prospectus and the Announcement.

RESULTS OF THE RIGHTS ISSUE AND THE COMPENSATORY ARRANGEMENTS

As disclosed in the Announcement, as at 4:00 p.m. on Tuesday, 11 August 2026, being the Latest Time for Acceptance, the Company had received a total of four (4) valid applications and acceptances of provisional allotments under the PALs for a total of 190,251,021 Rights Shares offered under the Rights Issue, representing approximately 27.73% of the total number of Rights Shares offered under the Rights Issue. Accordingly, the Rights Issue was under-subscribed by 495,879,268 Rights Shares (the “**Unsubscribed Rights Share(s)**”), representing approximately 72.27% of the total number of Rights Shares available for subscription under the Rights Issue, which will be subject to the Compensatory Arrangements.

The Board wishes to announce that, as at 4:00 p.m. on Tuesday, 25 August 2026, being the latest time of placing of the Unsubscribed Rights Shares by the Placing Agent, 495,878,000 Unsubscribed Rights Shares were successfully placed to six (6) independent placees at the Placing Price of HK\$0.065 per Unsubscribed Rights Share, which is equal to the Subscription Price. Therefore, there is no Net Gain available to be distributed to the No Action Shareholders under the Compensatory Arrangements.

Based on the acceptance results of the Rights Issue and the placing results of the Compensatory Arrangements, the Rights Shares (including the Unsubscribed Rights Shares) to be allotted and issued amounted to 686,129,021 Rights Shares, representing approximately 100.00% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the placees under the Placing and where appropriate, their respective ultimate beneficial owner(s), is independent of and not connected with the Company and its connected persons and not a connected person of the Company; and (ii) none of the placees has become a substantial shareholder of the Company (as defined under the Listing Rules) upon the Completion. As all the conditions with respect to the Rights Issue as set out in the Prospectus have been fulfilled, the Rights Issue became unconditional on Thursday, 27 August 2026.

USE OF PROCEEDS

The gross proceeds raised from the Rights Issue (including the Compensatory Arrangements) were approximately HK\$44.60 million, and the net proceeds (after deducting all relevant expenses) from the Rights Issue were approximately HK\$43.20 million.

As disclosed in the Prospectus, the Company intends to apply the net proceeds as to (i) approximately HK\$21.60 million (approximately 50% of the Net Proceeds), will be designated for capital injection into the Group's existing financing services business; and (ii) approximately HK\$21.60 million (approximately 50% of the Net Proceeds), will be designated for general working capital, including staff-related costs and rental costs. For further details on the use of proceeds, please refer to the section titled "REASONS FOR THE RIGHTS ISSUE AND THE USE OF PROCEEDS" in the Prospectus.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company and to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the Completion:

	Immediately before the Completion		Immediately after the Completion	
	<i>Number of Shares</i>	<i>Approximately Shareholding percentage</i>	<i>Number of Shares</i>	<i>Approximately Shareholding percentage</i>
Charming Blaze Limited (Note 1)	212,121,212	15.46%	212,121,212	10.31%
The Placees	—	—	495,878,000	24.09%
Public Shareholders	1,160,139,366	84.54%	1,350,390,387	65.60%
Total	<u>1,372,260,578</u>	<u>100.00 %</u>	<u>2,058,389,599</u>	<u>100.00 %</u>

Notes:

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

DESPATCH OF SHARE CERTIFICATES FOR RIGHTS SHARES

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risks on Thursday, 3 September 2026. Given the Rights Issue has become unconditional, no monies received in respect of the relevant PALs will be refunded, and no refund cheque will be posted, to any accepting or applying shareholders.

COMMENCEMENT OF DEALINGS IN THE FULLY-PAID RIGHTS SHARES

Dealings in the fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 4 September 2026.

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

Hong Kong, 2 September 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. Gao Hongxiang, Mr. Yau Tung Shing and Ms. Chen Wen.

If there is any inconsistency in this announcement between the Chinese and English versions, the English version shall prevail.