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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

PROPOSED CHANGE OF AUDITOR

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of MOG Digitech Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The Board hereby announces that the Board and the audit committee of the Company (the “**Audit Committee**”) have received a resignation letter (“**Resignation Letter**”) dated 16 October 2026 from Suya WWC CPA Limited (“**Suya WWC**”), tendering their resignation as auditor of the Company with immediate effect (the “**Resignation**”). Suya WWC stated in the Resignation Letter that they have taken into account a number of factors for the Resignation including, among others, their available internal resources required to complete the audit for the financial year ending 31 December 2026 (the “**2026 Audit**”).

Suya WWC has confirmed in the Resignation Letter that it is not aware of any circumstances connected with the Resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”). The Board has confirmed that, save as disclosed above, there is no disagreement between Suya WWC and the Group and there is no other matter in respect of proposed change of auditor that needs to be brought to the attention of the Shareholders or the Stock Exchange.

As at the date of this announcement, Suya WWC has not commenced any audit work on the 2026 Audit. The Board believes that the change of auditor of the Company will not have any significant impact on the 2026 Audit and the release of annual results of the Group for the financial year ending 31 December 2026.

PROPOSED APPOINTMENT OF NEW AUDITOR

The Board further announces that, with the recommendation of the Audit Committee, McMillan Woods (Hong Kong) CPA Limited (“**McMillan Woods**”) has been proposed by the Board as the new auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company (the “**Proposed Appointment**”), subject to the approval of the Shareholders at an extraordinary general meeting of the Company (“**EGM**”).

CHRONOLOGY OF KEY EVENTS LEADING TO THE APPOINTMENT OF AUDITOR

Date	Event
Mid-September 2026	The Company commenced the process of reviewing audit fee arrangements for the 2026 Audit and invited Suya WWC and other audit firms to provide audit fee proposals for the 2026 Audit.
30 September 2026 – 9 October 2026	The Company received fee quotations from four audit firms, including Suya WWC and McMillan Woods.
14 October 2026	The Company approached and discussed with Suya WWC, and understood from Suya WWC their indication to resign as auditor of the Company considering their available internal resource and allocation thereof to the 2026 Audit.
14 October 2026	The Audit Committee further reviewed the fee quotations from other audit firms, and discussed with McMillan Woods their independence, objectivity, technical competence, industry knowledge, and engagement performance in order to evaluate McMillan Woods' audit quality, proposed audit timetable, resources assigned and other relevant information. After consideration thereof, the Audit Committee recommended to the Board the change of auditor to McMillan Woods.
16 October 2026	The Board, after due consideration and with the recommendation from the Audit Committee, resolved to change the auditor of the Company to McMillan Woods.
16 October 2026	Suya WWC formally tendered its resignation as the auditor of the Company.

AUDIT FEE

The estimated audit fee for audit services as quoted by McMillan Woods for the 2026 Audit is expected to be approximately HK\$900,000. The audit fee quoted by McMillan Woods is at a similar level of the audit fee of Suya WWC for the audit for the previous financial year ended 31 December 2025.

The estimated audit fee has been determined after due consideration and arm's length negotiations between the Company and McMillan Woods, taking into account, among other things, the size, nature and complexity of the Group's business operations, the expected scope of the audit, the audit timetable, and the level and mix of professional staff to be deployed. McMillan Woods' indicative resource commitment is to deploy an experienced team comprising one engagement director, one engagement quality reviewer, one technical reviewer, one audit principal, one audit manager, one audit senior and two audit associates for the 2026 Audit.

ASSESSMENT OF MCMILLAN WOODS

When assessing the selection of McMillan Woods for recommendation to the Board as the new auditor of the Company, the Audit Committee has taken into account the criteria set out in the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the “**Guide**”), and is satisfied that McMillan Woods is independent, competent and capable to perform a high quality audit after assessing a number of factors including (a) governance and leadership, (b) compliance with relevant ethical requirements, (c) industry knowledge and technical competence, (d) engagement performance, (e) communication and interaction with the Audit Committee, and (f) audit inspection results, as follows:

(a) Governance and Leadership

McMillan Woods has a team consisting of qualified accountants and professional consultants currently serving over 70 listed companies in Hong Kong. It is a member firm of McMillan Woods Global, a global network of independent local and regional firms of recognised qualified accountants and professional advisors, covering over 3,200 people operating over 70 countries and regions.

(b) Compliance with relevant ethical requirements

McMillan Woods has maintained a quality management manual, with reference to the Codes of Ethics for Professional Accountants and Hong Kong Standards of Quality Management issued by the Hong Kong Institute of Certified Public Accountants, and required all professional staff to comply with. Further, through the independence statements set out in the fee quotation of McMillan Woods, McMillan Woods declares that it is independent of the Company. McMillan Woods possesses Hong Kong practicing credentials and qualifications as auditors for Hong Kong listed companies, with no material misconduct on record.

(c) Industry knowledge and technical competence

McMillan Woods’ previous or existing clients include a number of listed companies operating in sectors comparable to that of the Group.

McMillan Woods has maintained an independent technical department, which is responsible for performing independent review on each listed audit engagement. Concurring review must be completed by audit engagement directors, engagement quality reviewer and the independent technical department before issue of auditor’s opinion.

(d) Engagement performance

McMillan Woods proposes to set up a dedicated service team. Its directors and staff possess comprehensive expertise and knowledge in audit, taxation and industry matters, with proven experience in serving listed companies and enterprises across multiple industries. The assigned team have direct access to the information of the listed companies and is also well versed in common accounting and taxation issues faced by enterprises operating in Hong Kong.

McMillan Woods proposes to adopt a structured and flexible audit strategy. The audit process includes the following three key stages:

(i) *Planning*

In this stage, the auditor identifies potential risks through planning and discussions, clarifies service requirements and finalises a work timetable.

(ii) *Conducting audit work*

In this stage, the auditor carries out analysis and review, executes comprehensive year end audit procedures including tests of controls and substantive tests, and discusses audit findings with management team of the Company.

(iii) *Finalising audit report*

In this stage, the auditor reviews and finalises the financial statements, submits an audit report on key issues within the prescribed time limit.

(e) *Communication and interaction with the Audit Committee*

McMillan Woods guarantees liaison with the Audit Committee at each stage of the audit where necessary. As part of the two-way communication with the Audit Committee, McMillan Woods will provide an overview of the planned audit scope and preliminary audit timetable. Upon completion of the audit, McMillan Woods will also present the audit findings and discuss with the Audit Committee from time to time during the course of its audit. At this stage, McMillan Woods understands the Company's requirements and expectations clearly at the outset of meetings with the Audit Committee and senior management, including addressing inquiries relating to risks and potential concerns.

(f) *Audit inspection results*

To facilitate the assessment process for the appointment of the incoming auditor, McMillan Woods presented to the Audit Committee the findings and results of recent Accounting and Financial Reporting Council inspections. Improvements in its audit engagements were evidenced by the engagement inspection scores, which improved from ratings of 4 in its previous two inspections to ratings of 3 in the latest inspection, with which the Audit Committee is satisfied.

Having considered the above factors, the Audit Committee is satisfied that McMillan Woods is independent, competent and capable of performing a high-quality audit. The Audit Committee is also satisfied that the agreed audit fee is reasonable and commensurate with the size and level of complexity of the Group's business, and that McMillan Woods proposed audit plan, timetable and committed resources are adequate to complete the 2026 Audit without compromising audit quality.

PROPOSED TIMETABLE OF THE AUDIT

McMillan Woods' proposed audit plan and timetable is set out below:

Phase	Proposed time period	Audit Plan
Audit planning	December 2026	Receive the draft consolidated financial statements and the draft management accounts of each reporting entity in the Group Arrange bank confirmations Commencement of audit planning Understanding client's business operation and major business cycles Meeting with Audit Committee, management and key finance staffs
Audit fieldwork	Mid of December 2026-March 2027	Perform inventory and fixed assets count Perform audit work on opening balances Audit procedures across significant areas Review valuation working papers and reports from valuers Communicate with key finance staff for ongoing issues
Communication with management and Audit Committee on key audit findings	Mid of March 2027	Review draft financial statements Communicate with Audit Committee/management to discuss major accounting and auditing issues
Publish results announcement	March 2027	Coordinate with the Company for draft result announcement and annual report Release of annual results announcement
Publish annual report	April 2027	Release of annual report

The Audit Committee has reviewed the proposed audit timetable above and confirmed with McMillan Woods its commitment to fulfilling the proposed audit timetable. Based on the above, the Audit Committee has assessed and considered McMillan Woods is eligible and suitable to act as the auditor of the Company for the 2026 Audit. The Board and the Audit Committee are of the view that the appointment of McMillan Woods as the auditor of the Company would maintain audit quality and enhance the effectiveness of the Company's annual audit and is in the interest of the Company and the Shareholders as a whole.

EGM

The appointment of McMillan Woods as the auditor of the Company is subject to the approval of the Shareholders by way of an ordinary resolution at an EGM. A circular containing, among other things, details of the proposed appointment of McMillan Woods as the auditor and a notice of the EGM will be despatched to the shareholders of the Company in due course.

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

Hong Kong, 16 October 2026

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