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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 27 JUNE 2024

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of MOG Digitech Holdings Limited (the “**Company**”) both dated 26 April 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was successfully convened on 27 June 2024 at Room 2, 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong. At the AGM, all proposed resolutions as set out in the Notice (the “**Proposed Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the Company had 776,199,366 Shares in issue, which was the total number of Shares entitling the holders to attend and vote on the Proposed Resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of any of the Proposed Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required to abstain from voting on the Proposed Resolutions at the AGM under the Listing Rules. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on any of the Proposed Resolutions at the AGM.

The Company had appointed Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, as the scrutineer for the vote-taking at the AGM.

Details of poll results in respect of the Proposed Resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS		Number of Votes (Approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “ Director(s) ”) and independent auditor of the Company for the year ended 31 December 2023.	36,292,395 (100.00%)	0 (0.00%)
2.	(a) To re-elect Ms. Tang Tsz Yuet as an executive Director.	36,292,395 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Zhou Yue as an executive Director.	36,292,395 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Gao Hongxiang as an independent non-executive Director.	36,292,395 (100.00%)	0 (0.00%)
	(d) To authorise the board (the “ Board ”) of Directors to fix the directors’ remuneration.	36,292,395 (100.00%)	0 (0.00%)
3.	To re-appoint Elite Partners CPA Limited, Certified Public Accountants as the Company’s auditor and to authorise the Board to fix their remuneration.	36,292,395 (100.00%)	0 (0.00%)
4.	To grant an unconditional general mandate to the Directors to allot, issue and deal with additional shares of the Company. <i>(Note)</i>	36,158,395 (97.70%)	852,000 (2.30%)
5.	To grant an unconditional general mandate to the Directors to buy-back the shares of the Company. <i>(Note)</i>	36,326,395 (100.00%)	0 (0.00%)
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of shares of the Company bought back by the Company pursuant to the Resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company. <i>(Note)</i>	35,850,395 (98.69%)	476,000 (1.31%)
SPECIAL RESOLUTION			
7.	To approve and adopt the third amended and restated memorandum of association and third amended and restated articles of association of the Company. <i>(Note)</i>	36,292,395 (100.00%)	0 (0.00%)

Note: The description of these Proposed Resolutions is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions numbered 1 to 6 as set out above, all of such ordinary resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As more than 75% of the votes were cast in favour of the special resolution 7 as set out above, it was duly passed as special resolution of the Company at the AGM.

All the Directors, namely Mr. Deng Zhihua, Ms. Tang Tsz Yuet, Mr. Zhou Yue, Mr. Yau Tung Shing, Ms. Jiao Jie and Mr. Gao Hongxiang attended the AGM in person or by way of electronic means.

By Order of the Board
MOG Digitech Holdings Limited
Zhou Yue
Executive Director

Hong Kong, 27 June 2024

As at the date of this announcement, the Company has three executive Directors, namely Mr. Deng Zhihua (Chairman), Ms. Tang Tsz Yuet and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Jiao Jie and Mr. Gao Hongxiang.