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## **MOG HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1942)**

### **PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by MOG Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes that the shareholders of the Company (the “**Shareholders**”) adopt a second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in order for the Company’s memorandum and articles of association to, amongst others, (i) comply with the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules; (ii) comply with the relevant changes to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) reflect consequential, tidy-up and housekeeping changes.

The major areas of proposed amendments to the Existing Memorandum and Articles of Association that will be effected by the proposed adoption of the New Memorandum and Articles of Association include, amongst others, the following:

- (a) to change the definition of “Companies Law” to “Companies Act”;
- (b) to add the definition of “Listing Rules” replacing the phrase “rules of the Designated Stock Exchange” and making corresponding changes to the relevant references;
- (c) to delete the provision in relation to the Company’s purchases of redeemable shares not made through the market or by tender;
- (d) to provide that the respective period of (i) the closure of the register(s) of members for inspection and (ii) the suspension for the registration of transfers of shares in any year may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Shareholders by ordinary resolution;

- (e) to specify the requirements for varying or abrogating all or any of the special rights attached to any class of shares and the necessary quorum required for a separate general meeting;
- (f) to provide that the Company shall hold an annual general meeting in each financial year and that such annual general meeting shall be held within six months after the end of the Company's financial year;
- (g) to provide that a meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other, and participating in such a meeting shall constitute presence at such meeting;
- (h) to provide that unless otherwise determined by the Board, the manner of convening and the proceedings at a general meeting set out in the articles of association of the Company shall, *mutatis mutandis*, apply to a general meeting held wholly by or in-combination with electronic means.
- (i) to provide that any one or more Shareholder(s) holding at the date of deposit of the requisition in aggregate not less than 10% of the voting rights (on a one vote per share basis) in the issued share capital of the Company, shall at all times have the right, by written requisition to the Board or the secretary of the Company, to (i) require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition, and (ii) add resolutions to the agenda of an extraordinary general meeting;
- (j) to clarify that (i) an annual general meeting of the Company must be called by notice of not less than twenty-one (21) clear days, and (ii) all other general meetings of the Company (including an extraordinary general meeting of the Company) must be called by notice of not less than fourteen (14) clear days;
- (k) to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
- (l) to clarify that a Shareholder which is a clearing house (or its nominee(s)) may appoint proxies or representatives to attend any meeting of the Company (including but not limited to general meetings and creditors meetings);
- (m) to provide that any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following annual general meeting of the Company after his appointment and shall then be eligible for re-election at such annual general meeting;

- (n) to clarify that the Shareholders may, at any general meeting convened and held in accordance with the articles of association of the Company, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in the articles of association of the Company or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement);
- (o) to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under Rule 13.44 of the Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the Listing Rules;
- (p) to clarify that the appointment of the auditor of the Company shall be by way of an ordinary resolution;
- (q) to provide that the Shareholders may remove the auditor of the Company at any time before the expiration of his term of office by way of an ordinary resolution;
- (r) to clarify that the remuneration of the auditor of the Company shall be fixed by ordinary resolution;
- (s) to provide that the Board may fill any casual vacancy in the office of the auditor of the Company and fix the remuneration thereof, and that any such auditor appointed shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment and remuneration to be fixed by the Shareholders by way of an ordinary resolution;
- (t) to clarify that the Board's power to present a petition to the court for the Company to be wound up is subject to the approval of the Shareholders by way of a special resolution;
- (u) to add the definition of "financial year" and provide that the financial year end of the Company shall be 31st of March in each year, unless otherwise determined by the Board from time to time; and
- (v) to make other corresponding and ancillary amendments as the Company deems necessary.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "AGM"). If that resolution is passed, the New Memorandum and Articles of Association will become effective immediately after the AGM.

A circular containing, among other things, the notice of the AGM and particulars of the proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the proposed adoption of the New Memorandum and Articles of Association will be despatched to the Shareholders in due course.

By Order of the Board  
**MOG Holdings Limited**  
**Dato' Ng Kwang Hua**  
*Chairman and Executive Director*

Hong Kong, 14 July 2022

*As at the date of this announcement, the Board comprises three executive Directors, namely Dato' Ng Kwang Hua (Chairman), Ms. Tang Tsz Yuet and Mr. Zhou Yue, and four independent non-executive Directors, namely Mr. Ng Chee Hoong, Mr. Ng Kuan Hua, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah.*

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*