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If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in MOG Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES;**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 23 September 2022 at 11:00 a.m. is set out on pages 33 to 38 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Alliance Vision”	Alliance Vision Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Dato’ Ng Kwang Hua
“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 23 September 2022 at 11:00 a.m. or any adjournment thereof
“Article”	an article of the Articles of Association
“Articles of Association”	the existing amended and restated articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	MOG Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Delightful Fortune”	Delightful Fortune Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Datin Low Lay Choo
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the Memorandum of Association and the Articles of Association

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the total number of issued Shares at the date of the passing of the resolution approving the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	15 April 2020, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Malaysia”	the Federation of Malaysia
“Memorandum of Association”	the existing amended and restated memorandum of association of the Company
“New Memorandum and Articles of Association”	the second amended and restated memorandum and articles of association of the Company
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

Executive Directors:

Dato' Ng Kwang Hua (*Chairman*)
Ms. Tang Tsz Yuet
Mr. Zhou Yue

Independent Non-Executive Directors:

Mr. Ng Chee Hoong
Mr. Ng Kuan Hua
Ms. Jiao Jie
Puan Sri Datuk Seri Rohani Parkash Binti Abdullah

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit B, 13th Floor
Winsan Tower
98 Thomson Road
Wanchai
Hong Kong

*Headquarters and principal place
of business in China:*

No. 8655, 84 Western Style Villa
Zhuhai Holiday Resort
9 Shihua East Road
519015 Zhuhai
Guangdong, China

*Principal place of business
in Malaysia:*

No. 1-2, 2nd Floor
Jalan Kajang Indah 1
Taman Kajang Indah
Sg Chua, 43000 Kajang
Selangor, Malaysia

29 July 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES;**
- (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;**
- (3) PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The primary purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the General Mandate to the Directors and the extension thereof to the Directors;
- (b) to grant the Buy-back Mandate to the Directors;
- (c) to re-elect the retiring Directors; and
- (d) to adopt the New Memorandum and Articles of Association.

The notice of Annual General Meeting is set out on pages 33 to 38 of this circular.

GENERAL MANDATE, EXTENSION MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 28 September 2021, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares.

Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

LETTER FROM THE BOARD

General Mandate and Extension Mandate

The Company has in issue an aggregate of 500,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 100,000,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate so granted to the Directors by adding thereto any Shares bought-back by the Company pursuant to the Buy-back Mandate.

Save as the issue of consideration shares under general mandate (details of which was disclosed in the announcement of the Company on 21 July 2022), the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders as at the Latest Practicable Date.

Buy-back Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 50,000,000 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 33 to 38 of this circular.

RE-ELECTION OF DIRECTORS

According to Article 84(1) and 84(2), one-third of the Directors for the time being, or if their number is not a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation at every annual general meeting. A retiring Director shall be eligible for re-election.

In accordance with Article 84(1) and 84(2), Mr. Ng Chee Hoong and Mr. Ng Kuan Hua shall retire from their offices by rotation at the Annual General Meeting. Being eligible, Mr. Ng Chee Hoong and Mr. Ng Kuan Hua will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election

In accordance with Article 83(3), Ms. Tang Tsz Yuet and Mr. Zhou Yue shall hold their offices only until the Annual General Meeting and, being eligible, will offer themselves for re-election.

Recommendation of the Nomination Committee

The Nomination Committee had considered the skills, experience, professional expertise of the retiring Directors (the “**Retiring Directors**”), their contributions to the Group’s performance and development and has also taken into account the Company’s policy on board diversity, and the Nomination Committee believes that the Retiring Directors are capable to provide leadership on the continued development of the Group and their re-election would allow continuity of the Board and the senior management team of the Group. Therefore, the Nomination Committee nominated the Retiring Directors, namely Mr. Ng Chee Hoong, Mr. Ng Kuan Hua, Ms. Tang Tsz Yuet and Mr. Zhou Yue to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. To comply with good corporate governance practice, each of the Retiring Directors who were members of the Nomination Committee had abstained from voting at the relevant Nomination Committee meeting on the respective propositions of their recommendations to the Board for re-election.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Ng Chee Hoong, Mr. Ng Kuan Hua, Ms. Tang Tsz Yuet and Mr. Zhou Yue, respectively as Directors.

Particulars relating to Mr. Ng Chee Hoong, Mr. Ng Kuan Hua, Ms. Tang Tsz Yuet and Mr. Zhou Yue are set out in Appendix II to this circular.

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 July 2022 in relation to the proposed adoption of the New Memorandum and Articles of Association.

The Board proposes that the Shareholders adopt the New Memorandum and Articles of Association in substitution for, and to the exclusion of, 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 other housekeeping changes.

LETTER FROM THE BOARD

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 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;

LETTER FROM THE BOARD

- (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, 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 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;

LETTER FROM THE BOARD

- (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 any other corresponding and ancillary amendments as the Company deems necessary.

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, are set out in Appendix III to this circular. 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 Annual General Meeting. If that resolution is passed, the New Memorandum and Articles of Association will become effective immediately after the Annual General Meeting.

The legal advisers to the Company as to Hong Kong law have confirmed that the New Memorandum and Articles of Association conform with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands law have confirmed that the New Memorandum and Articles of Association do not violate the laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the proposed amendments to the Existing Memorandum and Articles of Association for a company listed in Hong Kong.

The Shareholders are advised that the New Memorandum and Articles of Association are drafted in English and that there is no official Chinese translation of them. The Chinese translation of the New Memorandum and Articles of Association is provided for reference only. In the event of any inconsistency between the English version and the Chinese version, the English version shall prevail.

ANNUAL GENERAL MEETING

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 33 to 38 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 20 September 2022 (Tuesday) to 23 September 2022 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 19 September 2022 (Monday).

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate, the Extension Mandate and the Buy-back Mandate, the proposed re-election of Retiring Directors and the proposed adoption of the New Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 50,000,000 Shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the Memorandum of Association and the Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full would not have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 March 2022, being the date of its latest published audited consolidated financial statements. However, the Directors do not propose to exercise the buy-back of Shares to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months, and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
July	1.00	0.80
August	1.05	0.86
September	0.96	0.86
October	1.04	0.88
November	1.22	0.88
December	1.29	1.09
2022		
January	1.15	1.06
February	1.15	1.08
March	1.26	1.10
April	1.79	1.13
May	1.79	1.62
June	1.84	1.63
July (up to the Latest Practicable Date)	1.83	1.69

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If, as a result of a securities buy-back, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as

defined in the Takeovers Code), depending on the level of increase, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are substantial shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity	Number of class of securities⁽²⁾	Approximate percentage of the issued shares
Alliance Vision ⁽¹⁾	Beneficial owner and interests held jointly with another person	206,250,000 ordinary shares	41.25
Delightful Fortune ⁽¹⁾	Beneficial owner and interests held jointly with another person	206,250,000 ordinary shares	41.25

In the event that the Directors will exercise in full the Buy-back Mandate, the interests in the Company of each of Dato' Ng Kwang Hua, and Datin Low Lay Choo (through Alliance Vision and Delightful Fortune respectively) would increase to approximately 45.83% of the issued share capital of the Company. Based on the information known to date, the Directors consider that such increase in the said shareholding as a result of buy-back to be made in full under the Buy-Back Mandate would give rise to an obligation to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Buy-Back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

Notes:

1. Pursuant to the acting in concert confirmation executed on 20 September 2019, Dato' Ng Kwang Hua, Dato' Ng Chin Kee and Datin Low Lay Choo confirmed through Alliance Vision, Sky Pleasure Limited and Delightful Fortune, are regarded as a group of Controlling Shareholders acting in concert to exercise their voting rights in the Company and Alliance Vision together with Delightful Fortune will be interested in a total of approximately 41.25% of the Shares.
2. Interests in shares stated above represent long positions.

8. SHARES BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Ng Chee Hoong (“**Mr. CH Ng**”), aged 55, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. CH Ng is the chairman of the Audit Committee, as well as a member of the Nomination and Remuneration committees. Mr. CH Ng does not hold any other position with the members of the Group.

Mr. CH Ng is the sole partner of an accounting firm which provides auditing, taxation and advisory services. He has more than 30 years of experience in the provision of audit and assurance services. Prior to joining the Group, Mr. CH Ng was a partner in various mid-tier accounting firms from June 1990 to April 2020 except for the period from March 2017 to February 2019 where he joined an oil palm and rubber plantation company as the Chief Financial Officer. On 3 November 2020 and 1 April 2021, Mr. CH Ng was appointed as an independent non-executive director of Tan Chong Motor Holdings Berhad (stock code: 4405) and Pestech International Berhad (stock code 5219) respectively, the shares of both companies are listed on the Main Market of Bursa Malaysia Securities Berhad.

Mr. CH Ng obtained his diploma in Commerce (Financial Accounting) from Tunku Abdul Rahman College (currently known as Tunku Abdul Rahman University of Management and Technology) in Malaysia in July 1990. Mr. CH Ng was qualified as a chartered accountant by the Association of Chartered Certified Accountants in January 1999.

Save as disclosed, Mr. CH Ng does not hold any directorship in any public listed companies in the last three years.

Mr. CH Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. CH Ng did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. CH Ng has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. CH Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. CH Ng is entitled to receive an annual emolument of HK\$144,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. CH Ng to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr.

CH Ng and was and is satisfied with his independence, and that Mr. CH Ng has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. CH Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. CH Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Ng Kuan Hua (“**Mr. KH Ng**”), aged 43, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. KH Ng is the chairman of the Remuneration Committee, as well as a member of Audit and Nomination committees. Mr. KH Ng does not hold any other position with the members of the Group.

Mr. KH Ng has approximately 18 years of experience in accounting and finance fields. Prior to joining the Group, he was a business analyst in CIMB Bank Berhad from October 2001 to October 2003, being responsible for evaluating the loan applications. He then started to work as a senior auditor and later was promoted to business consultant in Anuarul Azizan Chew Consulting Sdn. Bhd., which provides business management consultancy services, from November 2003 to June 2005, being responsible for auditing for the company that attempts to be listed. He then joined Perdana Petroleum Berhad, a provider of offshore marine services and served as a senior corporate executive from July 2005 to October 2007, being responsible for assisting on financial reporting and all corporate exercises. Between November 2007 and July 2008, he worked as a finance and operation manager in Fortune Laboratories Sdn. Bhd., a personal care products manufacturer, where he was responsible for handling day-to-day operation and financial matters. Subsequently, he joined World Equipment Sdn. Bhd. (a related company of Only World Group Holdings Berhad mentioned below) as a corporate finance manager from October 2008 to September 2010 prior to joining Nextnation Network Sdn. Bhd. as a corporate finance manager from October 2010 to September 2011, where he was responsible for all the corporate exercises. He re-joined World Equipment Sdn. Bhd. as a corporate finance manager from October 2011 to June 2013. Mr. KH Ng was then appointed as an executive director of Only World Group Holdings Berhad, a company listed on Kuala Lumpur Stock Exchange (stock code: 5260) and held the role from June 2013 to February 2019, being responsible for day-to-day operation and financial matters. He was an executive director of Goodway Integrated Industries Berhad, a company listed on Kuala Lumpur Stock Exchange (stock code: 7192) from 24 October 2019 to 30 December 2019.

Mr. KH Ng obtained his higher diploma in business administration from Inti College Malaysia in Malaysia in December 1998. After that, he obtained his bachelor’s degree in accounting from the University of Hertfordshire in United Kingdom and his master’s degree in commerce (applied finance) in the University of Queensland in Australia in September 1999 and in August 2001, respectively.

Save as disclosed, Mr. KH Ng does not hold any directorship in any public listed companies in the last three years.

Mr. KH Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. KH Ng did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. KH Ng has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. KH Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. KH Ng is entitled to receive an annual emolument of HK\$144,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. KH Ng to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr. KH Ng and was and is satisfied with his independence, and that Mr. KH Ng has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. KH Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. KH Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Tang Tsz Yuet, formerly known as Tang Fung Chu (“**Ms. TY Tang**”), aged 44, was appointed as an executive Director on 23 June 2022. She has over 20 years of experience in overall corporate management in the tourism industry. Prior to joining the Group, Ms. TY Tang has been served as the senior manager of International Travel Services Limited (冠威國際旅遊有限公司), a company principally engaged in travel-related business, since 2022 and is mainly responsible for overall business development and strategic planning as well as the operation and management in general.

Save as disclosed, Ms. TY Tang does not hold any directorship in any public listed companies in the last three years.

Ms. TY Tang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. TY Tang did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Ms. TY Tang has entered into a service contract with the Company for a term of three years commencing from 23 June 2022. Ms. TY Tang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Ms. TY Tang is entitled to receive an annual emolument of HK\$360,000 and for her other work positions with the Group (which was determined with reference to her qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Ms. TY Tang and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Ms. TY Tang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. Zhou Yue (“**Mr. Zhou**”), aged 36, was appointed as an executive Director on 23 June 2022. He has extensive experience in corporate operations management. Prior to joining the Group, Mr. Zhou has been served as an engineer in HannStar Board International Holdings Limited* (瀚宇博德科技股份(江陰)有限公司), a company principally engaged in manufacturing of printed circuit board for the notebook computer industry worldwide, since February 2008 and is mainly responsible for technology hardware system development and providing strategic advice on the overall business development.

Mr. Zhou obtained a bachelor’s degree in mechanical design manufacturing and automation from Jiangsu University in July 2017.

Save as disclosed, Mr. Zhou does not hold any directorship in any public listed companies in the last three years.

Mr. Zhou does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhou did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Zhou has entered into a service contract with the Company for a term of three years commencing from 23 June 2022. Mr. Zhou is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Zhou is entitled to receive an annual emolument of HK\$360,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Mr. Zhou and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Zhou that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

* *For identification purpose only*

The following are the proposed amendments to the Existing Memorandum and Articles of Association which will be effected by the adoption of the New Memorandum and Articles of Association. Unless otherwise specified, paragraphs and Article numbers referred to herein are paragraphs of the Memorandum of Association and numbers of Articles of the Articles of Association.

THE MEMORANDUM OF ASSOCIATION**General amendments**

- (i) By deleting the words “Law” wherever it may appear and replacing it with the words “Act”.
- (ii) Replacing all references to the words “the Companies Law (Revised)” with “the Companies Act (As Revised)” wherever it may appear.

THE ARTICLES OF ASSOCIATION**General amendments**

- (i) By deleting the words “Law” wherever it may appear and replacing it with the words “Act”.
- (ii) Replacing all references to the words “the Companies Law (Revised)” with “the Companies Act (As Revised)” wherever it may appear.
- (iii) By deleting the words “rules of the Designated Stock Exchange”, “rules of any Designated Stock Exchange”, “rules governing the listing of shares on the Designated Stock Exchange” and “rules and regulations of the Designated Stock Exchange” wherever it may appear and replacing it with the words “Listing Rules”.

Specific amendments

Article No.	Proposed amendments showing changes to the original Article																
2.	<p>(1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table border="0" data-bbox="327 549 1394 1847"> <thead> <tr> <th data-bbox="327 549 630 585"><u>WORD</u></th> <th data-bbox="630 549 1394 585"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="327 649 630 685"><u>“Act”</u></td> <td data-bbox="630 649 1394 723"><u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u></td> </tr> <tr> <td data-bbox="327 776 630 812">“business day”</td> <td data-bbox="630 776 1394 1089">shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.</td> </tr> <tr> <td data-bbox="327 1142 630 1178">“close associate”</td> <td data-bbox="630 1142 1394 1455">in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.</td> </tr> <tr> <td data-bbox="327 1508 630 1544">“Company”</td> <td data-bbox="630 1508 1394 1544">MOG Holdings Limited.</td> </tr> <tr> <td data-bbox="327 1598 630 1634">“dollars” and “\$”</td> <td data-bbox="630 1598 1394 1634">dollars, the legal currency of Hong Kong.</td> </tr> <tr> <td data-bbox="327 1687 630 1723">“Law”</td> <td data-bbox="630 1687 1394 1761">The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.</td> </tr> <tr> <td data-bbox="327 1815 630 1851"><u>“Listing Rules”</u></td> <td data-bbox="630 1815 1394 1851"><u>rules of the Designated Stock Exchange.</u></td> </tr> </tbody> </table>	<u>WORD</u>	<u>MEANING</u>	<u>“Act”</u>	<u>the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands.</u>	“business day”	shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.	“close associate”	in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.	“Company”	MOG Holdings Limited.	“dollars” and “\$”	dollars, the legal currency of Hong Kong.	“Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.	<u>“Listing Rules”</u>	<u>rules of the Designated Stock Exchange.</u>
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Article No.	Proposed amendments showing changes to the original Article
	<p>“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.</p>
3.	<p>(1) The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of <u>\$Hong Kong dollars</u> 0.01 each.</p>
8.	<p>(1) Subject to the provisions of the <u>LawAct</u> and the Company’s Memorandum and Articles of Association and to any special rights conferred on the holders of any shares or class of shares, any share in the Company (whether forming part of the present capital or not) may be issued with or have attached thereto such rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Board may determine.</p> <p>(2) Subject to the provisions of the Law, the rules of any Designated Stock Exchange and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</p>
9.	<p>Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike. <u>Subject to the provisions of the LawAct, the rules of any Designated Stock Exchange Listing Rules and the Memorandum and Articles of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holder are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.</u></p>

Article No.	Proposed amendments showing changes to the original Article
10.	<p>Subject to the Law<u>Act</u> and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of not less than three fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, <i>mutatis mutandis</i>, apply, but so that:</p> <p>(a) the necessary quorum (other than at an adjourned meeting) shall be two persons <u>present in person</u> (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than <u>at least</u> one third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person or (in the case of a Member being a corporation) its duly authorized representative or by proxy (whatever the number of shares held by them) shall be a quorum; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p>
16.	<p>Every share certificate shall be issued under the Seal or a facsimile thereof or with the Seal printed thereon and shall specify the number and class and distinguishing numbers (if any) of the shares to which it relates, and the amount paid up thereon and may otherwise be in such form as the Directors may from time to time determine. The seal of the Company may only be affixed <u>or imprinted</u> to a share certificate with the authority of the Directors, or be executed under the signature of appropriate officials with statutory authority, unless otherwise determined by the Directors. No certificate shall be issued representing shares of more than one class. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon.</p>

Article No.	Proposed amendments showing changes to the original Article
44.	<p>The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of <u>\$Hong Kong dollars 2.50</u> or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law<u>Act</u> or, if appropriate, upon a maximum payment of <u>\$Hong Kong dollars 1.00</u> or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u></p>
51.	<p>The registration of transfers of shares or of any class of shares may, after notice has been given by <u>announcement or by electronic communication or by</u> advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. <u>The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</u></p>
56.	<p>An annual general meeting of the Company shall be held in each year other than the<u>financial</u> year of the Company's adoption of these Articles (within a period of not more than fifteen (15) months after the holding of the last preceding<u>and such</u> annual general meeting or not more than<u>must be held within</u> eighteen<u>six (186)</u> months after the date<u>end</u> of adoption of these Articles, the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange<u>Listing Rules</u>, if any) at such time and place as may be determined by the Board.</p>

Article No.	Proposed amendments showing changes to the original Article
57.	<p>Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. General <u>All general meetings</u> may be held in any part of the world as may be determined by the Board. <u>Notwithstanding any provisions in these Articles, any general meeting or any class meeting 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 participation in such a meeting shall constitute presence at such meeting. Unless otherwise determined by the Directors, the manner of convening and the proceedings at a general meeting set out in these Articles shall, mutatis mutandis, apply to a general meeting held wholly by or in-combination with electronic means.</u></p>
58.	<p>The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Members <u>Member(s)</u> holding at the date of deposit of the requisition <u>in aggregate not less than one-tenth of 10% of the voting rights (on a one vote per share basis) in the paid-up issued share capital of the Company carrying the right of voting at general meetings of the Company,</u> 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 <u>or resolution</u> specified in such requisition; and such <u>(ii) add resolutions to the agenda of an extraordinary general meeting.</u> Such an extraordinary general meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>
59.	<p>(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange <u>Listing Rules</u>, a general meeting may be called by shorter notice, subject to the Law <u>Act</u>, if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent. (95%) of the total voting rights at the meeting of all the Members.</p>

Article No.	Proposed amendments showing changes to the original Article
61.	<p>(1) All business shall be deemed special that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting, with the exception of:</p> <ul style="list-style-type: none">(a) the declaration and sanctioning of dividends;(b) consideration and adoption of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;(c) the election of Directors whether by rotation or otherwise in the place of those retiring;(d) <u>the appointment and removal</u> of Auditors (where special notice of the intention for such appointment <u>and removal</u> is not required by the Law<u>Act</u>) and other officers; and(e) the fixing of the remuneration of the Auditors, and the voting of remuneration or extra remuneration to the Directors. <p>(2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (in the case of a Member being a corporation) by its duly authorised representative or by <u>proxy or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy</u> shall form a quorum for all purposes.</p>

Article No.	Proposed amendments showing changes to the original Article
66.	<p>(1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</p>
73.	<p>(2) <u>All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p> <p>(3) Where the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange<u>Listing Rules</u>, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.</p>

Article No.	Proposed amendments showing changes to the original Article
75.	<p>Any Member <u>(including a Member which is a clearing house (or its nominee(s)) entitled to attend and vote at a meeting of the Company (including but not limited to general meetings and creditors meetings) or at a meeting of a class of Members</u> shall be entitled to appoint another person as his proxy to attend and vote instead of him <u>such Member</u>. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or <u>/proxies</u> representing either a Member who is an individual or a Member which is <u>, a corporation, or a clearing house</u> shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.</p>
81.	<p>(1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation <u>which he represents</u> could exercise <u>as if</u> it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.</p> <p>(2) If a clearing house (or its nominee(s)) , being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company <u>(including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) <u>including but not limited to</u>, where a show of hands is allowed, the right to vote individually on a show of hands.</p>

Article No.	Proposed amendments showing changes to the original Article
83.	<p>(3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director <u>so</u> appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election <u>at such annual general meeting.</u></p> <p>(5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director <u>(including a managing or other executive Director)</u> at any time before the expiration of his period<u>term</u> of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).</p> <p>(6) A vacancy on the Board created by the removal of a Director under the provisions of subparagraph (5) above may be filled by the election or appointment by ordinary resolution <u>of</u> the Members at the meeting at which such Director is removed.</p>
100.	<p>(1) A Director shall not vote (nor be 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, but this prohibition shall not apply to any of the following matters namely:</p> <p>(i) any contract or arrangement for the giving <u>of any security or indemnity</u> either:</p> <p>(a) to such<u>the</u> Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associate(s) or obligations incurred or undertaken by him or any of his close associate(s)<u>them</u> at the request of or for the benefit of the Company or any of its subsidiaries; <u>or</u></p> <p>(ii)<u>(b)</u> any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part <u>and</u> whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

Article No.	Proposed amendments showing changes to the original Article
	<p data-bbox="391 323 1396 536">(iii)<u>(ii)</u> any contract or arrangement<u>proposal</u> concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase; where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p data-bbox="391 591 1396 770">(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or</p> <p data-bbox="391 825 1396 889">(v)<u>(iii)</u> any proposal or arrangement concerning the <u>benefit of employees of the Company or its subsidiaries including:</u></p> <p data-bbox="497 940 1396 1046"><u>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme, under which the Director or his close associate(s) may benefit; or</u></p> <p data-bbox="497 1098 1396 1387"><u>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors or <u>the Director</u>, his close associate(s) and to employees<u>employee(s)</u> of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally <u>accorded</u> to the class of persons to which such scheme or fund relates; <u>and</u></u></p> <p data-bbox="391 1438 1396 1600"><u>(iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</u></p>

Article No.	Proposed amendments showing changes to the original Article
152.	<p>(1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.</p> <p>(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special<u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.</p>
154.	The remuneration of the Auditor shall be fixed by the Company <u>Members</u> in general meeting <u>by ordinary resolution</u> , or in such manner as the Members may determine <u>by ordinary resolution</u> .
155.	If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed. <u>The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 152(2), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 152(1) at such remuneration to be determined by the Members under Article 154.</u>
161.	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any notice or document to be given by the Company may be written, printed or made electronically.</u>
162.	<p>(1) The<u>Subject to Article 162(2), the</u> Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.</p> <p>(2) A resolution that the Company be wound up by the court or <u>to</u> be wound up voluntarily shall be a special resolution.</p>
<u>165.</u>	<u>Unless otherwise determined by the Directors, the financial year end of the Company shall be the 31st of March in each year.</u>

Article No.	Proposed amendments showing changes to the original Article
165 . <u>166</u> .	No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.
166 . <u>167</u> .	No Member shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the members of the Company to communicate to the public.

NOTICE OF ANNUAL GENERAL MEETING



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of MOG Holdings Limited (the “**Company**”) will be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 23 September, 2022 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditor (the “**Auditor**”) of the Company for the year ended 31 March 2022.
2.
 - (a) Mr. Ng Chee Hoong be re-elected as an independent non-executive Director;
 - (b) Mr. Ng Kuan Hua be re-elected as an independent non-executive Director;
 - (c) Ms. Tang Tsz Yuet be re-elected as an executive Director;
 - (d) Mr. Zhou Yue be re-elected as an executive Director; and
 - (e) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Mazars CPA Limited, *Certified Public Accountants* as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company (the **“Shares”**) and to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act (as revised) of the Cayman Islands (the **“Companies Act”**) or any applicable laws of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy-back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Act or any other applicable law of the Cayman Islands to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of resolution no. 5.”

SPECIAL RESOLUTION

7. To consider, as special business and, if thought fit, passing the following resolution, with or without amendment, as a special resolution:

“THAT:

- (a) the second amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purposes of identification) be and is hereby approved and adopted as the memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting; and
- (b) any one director, the secretary of the Company or the registered office provider of the Company be and is hereby authorised to execute all such documents and do all such other acts and things as he/she/it may, in his/her/its absolute discretion, consider necessary, desirable or expedient to effect, or in connection with, the adoption of the New Memorandum and Articles of Association and to make each registration or filing that is required in connection with the adoption of the New Memorandum and Articles of Association under the laws of Hong Kong or the Cayman Islands.”

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

Hong Kong, 29 July, 2022

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit B, 13th Floor
Winsan Tower
98 Thomson Road
Wanchai
Hong Kong

*Headquarters and principal place
of business in China:*

No. 8655, 84 Western Style Villa
Zhuhai Holiday Resort
9 Shihua East Road
519015 Zhuhai
Guangdong, China

*Principal place of business
in Malaysia:*

No. 1–2, 2nd Floor
Jalan Kajang Indah 1
Taman Kajang Indah
Sg Chua, 43000 Kajang
Selangor, Malaysia

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from 20 September 2022 (Tuesday) to 23 September 2022 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 19 September, 2022 (Monday).

NOTICE OF ANNUAL GENERAL MEETING

4. In relation to proposed resolution no. 2 above, Mr. Ng Chee Hoong and Mr. Ng Kuan Hua will retire from their offices at the above meeting and, being eligible, will offer themselves for re-election pursuant to article 84(1) and 84(2) of the articles of association of the Company (the “**Articles of Association**”). Ms. Tang Tsz Yuet and Mr. Zhou Yue will hold their offices only until the above meeting pursuant to article 83(3) of the Articles of Association and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the Articles of Association to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting and in such event, the instrument appointing to proxy shall be deemed to be revoked.
9. In light of the outbreak of the coronavirus disease 2019 (“**COVID-19**”) pandemic, to safeguard the health and safety of shareholders of the Company and other participants of the annual general meeting and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the annual general meeting including, without limitation:
 - compulsory body temperature screening/checks;
 - mandatory use of surgical face masks;
 - appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the annual general meeting as may be necessary to avoid over-crowding; and
 - no refreshment or drinks will be provided at the annual general meeting.

For the health and safety of shareholders of the Company, the Company encourages shareholders of the Company to appoint the Chairman of the annual general meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the annual general meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.