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## **MOG HOLDINGS LIMITED**

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

**(Stock Code: 1942)**

### **(1) CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

**AND**

### **(2) WITHDRAWAL OF AN ORDINARY RESOLUTION AT AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

#### **CHANGE OF INDEPENDENT NON-EXECUTIVE AND CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board announces the following changes with effect from 16 August 2022:

- (i) Mr. Ng has tendered his resignation as an independent non-executive Director and also ceased to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee; and
- (ii) Mr. Yau has been appointed as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee.

#### **WITHDRAWAL OF AN ORDINARY RESOLUTION AT AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

Due to the resignation of Mr. Ng, ordinary resolution numbered 2(A) in respect of the re-election of Mr. Ng as an independent non-executive Director as set out in the AGM Notice, the Circular and the Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Further, as regard to the appointment of Mr. Yau, the Board also announces the following supplemental notice of the annual general meeting regarding the re-election of Directors.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that ordinary resolution numbered 2 as set out in the AGM Notice regarding the re-election of Directors and the authorization of the Board to fix the remuneration of Directors be deleted in its entirety and replaced by the following:

2. (A) Mr. Yau 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 be authorised to fix the remuneration of the Directors.

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director(s)**”) of MOG Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Ng Chee Hoong (“**Mr. Ng**”) has tendered his resignation as an independent non-executive Director and also ceased to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee, with effect from 16 August 2022.

Mr. Ng confirmed that (i) he has no claim against the Company in respect of fees nor in respect of compensation for loss of office; (ii) he has no disagreement with the Board; and (iii) there is no other matter that should be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) in relation to his resignation.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Ng for his valuable contributions to the Company during his tenure of directorship.

### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Following the resignation of Mr. Ng, the Board also announces that Mr. Yau Tung Shing (“**Mr. Yau**”) has been appointed as an independent non-executive Director.

The biographical details of Mr. Yau are as follows:

Mr. Yau, aged 31, has extensive years’ experience in corporate finance, mergers and acquisitions and fund-raising exercises in various ventures and projects with a deal portfolio covering private entities and publicly listed companies in Hong Kong and the People’s Republic of China. He is also a licensed person registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) to carry out Type 6 (advising on corporate finance) regulated activity.

Prior to joining the Group, Mr. Yau is (i) a licensed representative of RHB Capital Hong Kong Limited, a licensed corporation registered under the SFO to carry out Type 6 (advising on corporate finance) regulated activity, from April 2018 to December 2018; (ii) a licensed representative of Draco Capital Limited; (iii) a licensed representative of DL Securities (HK) Limited, a licensed corporation registered under the SFO to carry out Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities, from July 2020 to March 2021; and (iv) a responsible officer of DL Securities (HK) from March 2021 to April 2022.

Save as disclosed in this announcement, Mr. Yau does not hold any other position in the Company or any other members of the Group. As at the date of this announcement, save as disclosed above, to the best knowledge and information of the Board having made reasonable enquiries, Mr. Yau (i) does not hold any other directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; (ii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange) of the Company; (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) does not have any other major appointments and professional qualifications.

Mr. Yau has entered into a letter of appointment with the Company for a term of 3 years. Mr. Yau is subject to retirement by rotation and re-election at annual general meetings in accordance with the articles of association of the Company. Under the said letter of appointment, Mr. Yau is entitled to a director’s fee of HK\$12,000 per month. The aforementioned director’s fee was determined by the Board with reference to Mr. Yau’s relevant experience and qualifications, his duties and responsibilities in the Company as well as the prevailing market condition.

Save as disclosed above, Mr. Yau has confirmed that there is no other information which is required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules nor any other matters concerning his appointment as an independent non-executive Director that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Yau for joining the Board.

## **CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board further announces that with effect from 16 August 2022, the change of chairman and member of each of the audit committee of the Company (“**Audit Committee**”); the remuneration committee of the Company (“**Remuneration Committee**”); and the nomination committee of the Company (“**Nomination Committee**”) are as follows:

- (i) Mr. Ng has ceased to be the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee; and
- (ii) Mr. Yau has been appointed as the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee.

## **WITHDRAWAL OF AN ORDINARY RESOLUTION AT AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

Reference is made to (i) the circular of the Company dated 29 July 2022 (the “**Circular**”), the notice of annual general meeting (the “**AGM**”) dated 29 July 2022 (the “**AGM Notice**”) and the form of proxy for of the Company (the “**Proxy Form**”) in relation to the AGM. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

Due to the resignation of Mr. Ng, ordinary resolution numbered 2(A) in respect of the re-election of Mr. Ng as an independent non-executive Director as set out in the AGM Notice, the Circular and the Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM. Further, as regard to the appointment of Mr. Yau, the Board also announces the following supplemental notice of the annual general meeting regarding the re-election of Directors.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that ordinary resolution numbered 2 as set out in the AGM Notice regarding the re-election of Directors and the authorization of the Board to fix the remuneration of Directors be deleted in its entirety and replaced by the following:

- 2. (A) Mr. Yau 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 be authorised to fix the remuneration of the Directors.

For the biographical details of Mr. Yau, please refer to the section headed “**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**” of this announcement.

Save for the above, (i) all other content in the Circular, the Notice and the Proxy Form remains unchanged; and (ii) all other resolutions shall remain unchanged and will be proposed at the AGM for consideration and approval by the Shareholders. Any Proxy Form(s) duly completed and returned in accordance with the instructions printed thereon by the Shareholders will remain valid except that no poll will be counted for the ordinary resolution numbered 2(A) as stated above.

Shareholders are reminded to read the Circular, the AGM Notice and the Proxy Form for details in respect of other resolutions which will be put forward as scheduled for consideration and approval at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.

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

Hong Kong, 16 August 2022

*As at the date of this announcement, the Company has 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. Yau Tung Shing, Mr. Ng Kuan Hua, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah.*