

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

**(1) RESIGNATION OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) NON-COMPLIANCE WITH THE LISTING RULES;
AND
(3) WITHDRAWAL OF AN ORDINARY RESOLUTION AT THE
ANNUAL GENERAL MEETING TO BE HELD ON 23 SEPTEMBER 2022**

RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that Mr. Ng Kuan Hua has tendered his resignation as an independent non-executive Director and also ceased to be a chairman of the Remuneration Committee and a member of each of the Nomination Committee and the Audit Committee, with effect from 21 September 2022 due to the reason of his other personal career development.

NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Mr. Ng Kuan Hua, the composition of the Board comprises three executive Directors and three independent non-executive Directors and the number of the member of each of the Audit Committee, Remuneration Committee and Nomination Committee fails to meet the Rules 3.21 and Rules 3.25 of the Listing Rule.

WITHDRAWAL OF AN ORDINARY RESOLUTION

Due to the resignation of Mr. Ng Kuan Hua, ordinary resolution numbered 2(B) in respect of the re-election of Mr. Ng as an independent non-executive Director as set out in the AGM Notice, the Circular, the Original Proxy Form, the Announcement and the Revised Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

(1) RESIGNATION OF AN 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 Kuan Hua (“**Mr. Ng**”) has tendered his resignation as an independent non-executive Director and also ceased to be a chairman of the remuneration committee (the “**Remuneration Committee**”) of the Company and a member of each of the nomination committee (the “**Nomination Committee**”) and audit committee (the “**Audit Committee**”) of the Company, with effect from 21 September 2022 due to the reason of his other personal career development.

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.

(2) NON-COMPLIANCE WITH THE LISTING RULES

Following the resignation of Mr. Ng, the composition of the Board comprises three executive Directors and three independent non-executive Directors and the number of the member of each of the Audit Committee, Remuneration Committee and Nomination Committee fails to meet the Rules 3.21 and Rules 3.25 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

In order to comply with the Listing Rules and the terms of reference of the Audit Committee, the Remuneration Committee and the Nomination Committee, the Company is in the course of identifying a suitable candidate to fill the vacancies for the position of independent non-executive Director and member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee and will use its best endeavour to ensure that such candidate is appointed as soon as practicable, and in any event, within three months from 21 September 2022, being the effective date of the resignation of Mr. Ng pursuant to Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

(3) WITHDRAWAL OF AN ORDINARY RESOLUTION

Reference is made to (i) the circular of the Company dated 29 July 2022 (the “**Circular**”); (ii) the notice of annual general meeting (the “**AGM**”) dated 29 July 2022 (the “**AGM Notice**”); (iii) the form of proxy for of the Company (the “**Original Proxy Form**”); (iv) the announcement of the Company dated 16 August 2022 (the “**Announcement**”); and (v) the revised form of proxy of the Company (the “**Revised 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(B) in respect of the re-election of Mr. Ng as an independent non-executive Director as set out in the AGM Notice, the Circular, the Original Proxy Form, the Announcement and the Revised Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

Save for the above, all other resolutions as set out in the AGM Notice and the Announcement, the sequence thereof and matters in relation to the AGM, including the date, time and venue for holding the AGM, remain unchanged. The Original Proxy Form and the Revised Proxy Form lodged by the Shareholders will remain valid except that no poll will be conducted or counted for ordinary resolutions numbered 2(B).

Shareholders are reminded to read the Circular, AGM Notice (including its notes), the Proxy Form, the Announcement and the Revised 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, 21 September 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 three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah.