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MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

COMPLETION OF DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF POSITIVE OASIS LIMITED INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER GENERAL MANDATE

References are made to the announcements (the “**Announcements**”) of MOG Holdings Limited (the “**Company**”) dated 21 July 2022 and 9 August 2022 in relation to, amongst others, the acquisition of the entire issued share capital of Positive Oasis Limited. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE ACQUISITION

The Board announces that all the Conditions Precedents have been fulfilled and the Completion took place on 6 September 2022 in accordance with the terms and conditions of the Agreement. Upon Completion, the Target Company has become a subsidiary of the Company.

Immediately prior to the Completion, the Company had 500,000,000 Shares in issue. Upon Completion, 98,992,805 new Shares, representing approximately 16.53% of the issued share capital of the Company as at the date of this announcement, have been allotted and issued to the Vendor. Accordingly, immediately after the Completion, the Company has 598,992,805 Shares in issue.

EFFECT OF THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out, for the purpose of illustration only, the shareholding structure of the Company (i) immediately prior to the Completion; and (ii) immediately after the Completion:

	Immediately prior to the Completion		Immediately after the Completion and upon the allotment and issue of the Consideration Shares	
	Number of Shares	Approximate shareholding percentage	Number of Shares	Approximate shareholding percentage
Shareholders				
Alliance Vision Limited (<i>Note 1</i>)	168,750,000	33.75	168,750,000	28.17
Delightful Fortune Limited (<i>Note 2</i>)	37,500,000	7.50	37,500,000	6.26
The Vendor	—	—	98,992,805	16.53
Other public Shareholders	<u>293,750,000</u>	<u>58.75</u>	<u>293,750,000</u>	<u>49.04</u>
Total	<u>500,000,000</u>	<u>100.00%</u>	<u>598,992,805</u>	<u>100%</u>

Notes:

- Alliance Vision Limited is a company incorporated in the British Virgin Islands on 8 May 2019 and is wholly owned by Dato' Ng Kwang Hua, who is the executive Director. Dato' Ng Kwang Hua is the spouse of Datin Low Lay Choo and thus he is deemed to be interested in the shares in which Datin Low Lay Choo is interested for the purpose of the Securities and Futures Ordinance.
- Delightful Fortune Limited is a company incorporated in the British Virgin Islands on 8 May 2019 and is wholly owned by Datin Low Lay Choo. Datin Low Lay Choo is the spouse of Dato' Ng Kwang Hua and thus she is deemed to be interested in the shares in which Dato' Ng Kwang Hua is interested for the purpose of the Securities and Futures Ordinance.

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

Hong Kong, 6 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 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.