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MOG HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 SEPTEMBER 2022

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) of MOG Holdings Limited (the “**Company**”) both dated 29 July 2022 and the supplemental notice (the “**Supplemental Notice**”) of the AGM of the Company dated 16 August 2022. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the AGM was successfully convened on 23 September 2022. At the AGM, a poll was demanded by the chairman of the AGM for voting on all proposed ordinary and special resolutions (the “**Resolutions**”) as set out in the Circular, the Notice and the Supplemental Notice.

As at the date of the AGM, the Company had 598,992,805 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the AGM.

No Shareholder was required to abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions.

There was no restriction on any Shareholders to cast votes on any of the Resolutions at the AGM under the Listing Rules.

None of the Shareholders had indicated in the Circular that he/she/it intends to abstain from voting on, or vote against any of the Resolutions at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed by the Company as the scrutineer for the vote-taking at the AGM.

Details of poll results in respect of the Resolutions at the AGM are as follows:

Ordinary Resolutions (Note)		No. of Votes (%)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 March 2022.	469,236,805 (100%)	0 (0%)
2.	A. To re-elect Mr. Yau Tung Shing as an independent non-executive director.	469,236,805 (100%)	0 (0%)
	B. To re-elect Mr. Ng Kuan Hua as an independent non-executive director.	N/A	N/A
	C. To re-elect Ms. Tang Tsz Yuet as an executive director.	469,236,805 (100%)	0 (0%)
	D. To re-elect Mr. Zhou Yue as an executive director.	469,236,805 (100%)	0 (0%)
	E. To authorise the board (the “ Board ”) of directors (the “ Directors ”) to fix the directors’ remuneration.	469,236,805 (100%)	0 (0%)
3.	To re-appoint Mazars CPA Limited, <i>Certified Public Accountants</i> as the Company’s auditor and to authorise the Board to fix their remuneration.	469,236,805 (100%)	0 (0%)
4.	To grant an unconditional general mandate to the Directors to allot, issue and deal with additional shares of the Company.	467,072,805 (99.54%)	2,164,000 (0.46%)
5.	To grant an unconditional general mandate to the Directors to buy-back the shares of the Company.	469,236,805 (100%)	0 (0%)
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of shares of the Company bought back by the Company pursuant to the Resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company.	467,072,805 (99.54%)	2,164,000 (0.46%)
Special Resolution (Note)			
7.	To approve and adopt the second amended and restated memorandum and articles of association of the Company.	469,236,805 (100%)	0 (0%)

Note: The description of the Resolutions above is by way of summary only. The full text appears in the Circular, the Notice and the Supplemental Notice.

As more than 50% of the votes were cast in favour of each of the ordinary resolutions 1 to 6 (other than 2(B) which was withdrawn on 21 September 2022) as set out above, the Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As more than 75% of the votes were cast in favour of the special resolution 7 as set out above, it was duly passed as special resolution of the Company at the AGM.

All the Directors, namely Dato' Ng Kwang Hua, Ms. Tang Tsz Yuet, Mr. Zhou Yue, Mr. Yau Tung Shing, Ms. Jiao Jie and Puan Sri Datuk Seri Rohani Parkash Binti Abdullah attended the AGM in person or by way of electronic means.

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

Hong Kong, 23 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.