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MOG DIGITECH HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1942)

DISCLOSEABLE TRANSACTION IN RELATION TO THE DISPOSAL OF THE EQUITY INTEREST IN THE TARGET COMPANIES

THE DISPOSAL

The Board is pleased to announce that, on 25 August 2025 (after trading hours), Metro Eyewear, an indirect wholly-owned subsidiary of the Company, entered into the Agreement with the Purchaser. According to the Agreement, Metro Eyewear has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Shares, representing all the issued shares of the Target Companies held by Metro Eyewear as the registered holder and beneficial owner thereof, for a total cash consideration of RM22,000,000 (equivalent to approximately RMB37,400,000).

Upon Completion, Metro Eyewear will no longer hold any interest in the Target Companies, and the Target Companies will cease to be accounted as subsidiaries of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal are more than 5% but all applicable percentage ratios are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

Completion is subject to the fulfillment (or waiver) of the Conditions Precedent and therefore the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

On 25 August 2025 (after trading hours), Metro Eyewear and the Purchaser entered into the Agreement.

THE AGREEMENT

Principal terms of the Agreement are set out below.

Date : 25 August 2025

Parties : (i) Metro Eyewear; and

(ii) the Purchaser.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner are Independent Third Parties.

Subject matter

Subject to the terms and conditions set forth in the Agreement, Metro Eyewear (as the registered holder and beneficial owner of the Sale Shares) agreed to sell and the Purchaser agreed to purchase the Sale Shares from the Vendor (on a willing seller and willing buyer basis) free from encumbrances whatsoever, together with all rights attached thereto, at the total Consideration.

Consideration

The total Consideration for the Sale Shares shall be RM22,000,000 (equivalent to approximately RMB37,400,000), which shall be paid to the Vendor within one year from the date of this Agreement.

The breakdown of the consideration for each of the Target Companies is presented on the table below.

| No. | Name of Target Companies | Equity interest to be disposed of | Consideration |
|-----|---------------------------------------|---|---------------------|
| 1. | Caxia Eyewear Sdn. Bhd. | 70% | RM154,000 |
| 2. | Evershine Eyewear Sdn. Bhd. | 71% | RM921,000 |
| 3. | Exon Eyewear Sdn. Bhd. | 60% | RM1,997,000 |
| 4. | Evershine Eye Care Sdn. Bhd. | 52% | RM544,000 |
| 5. | Evershine Gallery Sdn. Bhd. | 52% | RM251,000 |
| 6. | Evershine Vision Care Sdn. Bhd. | 65% | RM190,000 |
| 7. | Exon Optometry Sdn. Bhd. | 51% | RM960,000 |
| 8. | Fabulous Project Management Sdn. Bhd. | 100% | RM210,000 |
| 9. | Lux Optical Sdn. Bhd. | 75% | RM356,000 |
| 10. | Metro Designer Eyewear Sdn. Bhd. | 80% | RM901,000 |
| 11. | MOG Optometry (HK) Sdn. Bhd. | 100% | RM1,535,000 |
| 12. | MOG Eyewear Boutique Sdn. Bhd. | 70% | RM1,525,000 |
| 13. | MOG Eyewear Sdn. Bhd. | 100% | RM1,813,000 |
| 14. | MOG Eyewear Holdings (M) Sdn. Bhd. | 100% | RM4,308,000 |
| 15. | Modern Pride Sdn. Bhd. | 60% | RM208,000 |
| 16. | MOG (TPU) Sdn. Bhd. | 60% | RM434,000 |
| 17. | MOG (QBM) Sdn. Bhd. | 70% | RM643,000 |
| 18. | MOG Eyewear (Kempas) Sdn. Bhd. | 60% | RM1,118,000 |
| 19. | MOG Eyecity Sdn. Bhd. | 100% | RM273,000 |
| 20. | Modern Eyewear Sdn. Bhd. | 55% | RM825,000 |
| 21. | Optical Arts Sdn. Bhd. | 100% | RM1,529,000 |
| 22. | Success Optic Sdn. Bhd. | 51% | RM288,000 |
| 23. | Unique Eyewear Sdn. Bhd. | 100% | RM569,000 |
| 24. | Vivo Vision Sdn. Bhd. | 60% | RM448,000 |
| | | Total | RM22,000,000 |

Basis for the determination of the Consideration

The Consideration was determined after arm's length negotiations between the Purchaser and Metro Eyewear on normal commercial terms and after taking into consideration the valuation results of the aggregate fair value of the equity interest in the Target Companies held by Metro Eyewear, estimated at RM22,006,762 (equivalent to approximately RMB37,411,495) as of 30 June 2025 ("Valuation"). The Valuation was conducted by an independent valuer adopting the higher value between the market approach based on a price-to-earnings multiple and the cost approach.

Taking into account the above, the Directors consider that the Consideration is fair and reasonable.

Conditions Precedent

The obligations of Metro Eyewear and the Purchaser set out in the Agreement are conditional upon the following conditions being fulfilled, obtained, or waived:

- (a) the Stock Exchange not raising any objection against any of the transactions contemplated under the Agreement;
- (b) Metro Eyewear having obtained approval from its shareholder, MOG (BVI) Limited and/or having procured and obtained approval from the Board and the Shareholders at a general meeting or extraordinary general meetings to be convened in respect of Metro Eyewear's disposal of the Target Companies on the terms and conditions of the Agreement, where applicable;
- (c) the Purchaser having completed, and to its satisfaction with the results of, the due diligence review conducted on the Target Companies; and
- (d) there having been no material breach by each of Metro Eyewear and the Purchaser of its obligations under the Agreement and/or any documents incidental to the transactions contemplated under the Agreement, to which it is a party.

The Agreement shall become unconditional on the date the Conditions Precedent are fulfilled, obtained, or if applicable, waived in accordance with the provisions of the Agreement on or before the Long Stop Date.

Metro Eyewear and the Purchaser may (but shall not be obligated to) waive or modify, by written agreement signed by them, any of the Conditions Precedent which, by applicable laws, can be waived, whereupon such Conditions Precedent shall be deemed to be (as applicable) deleted or modified as aforesaid.

In the event that any of the Conditions Precedent is not or cannot be fulfilled or waived on or before the Long Stop Date or such extended date, both Metro Eyewear and the Purchaser mutually agree in writing, either Metro Eyewear or the Purchaser shall be entitled, by notice of termination to the other party and, subject to the performance by Metro Eyewear and the Purchaser of their respective obligations upon termination including but not limited to refund by Metro Eyewear all the monies paid towards the Consideration, if any, free of interest to the Purchaser, the Agreement shall be null and void and be of no further effect.

Completion

Subject to the fulfilment of Conditions Precedent, the Completion shall take place on the Completion Date.

Upon Completion, Metro Eyewear will no longer hold any interest in the Target Companies, and the Target Companies will cease to be accounted as subsidiaries of the Group.

INFORMATION ABOUT THE GROUP AND METRO EYEWEAR

The Group is principally engaged in digital payment solutions-related business, digital currency solutions and insurance related-business, including the provision of secure and efficient digital currency application solutions for insurance companies, intermediaries and other insurance participants, as well as e-commerce and financing services, optical products retail, and franchise and license management.

Metro Eyewear is a company incorporated in Malaysia with limited liability and is wholly-owned by MOG (BVI) Limited as of the date of this announcement.

MOG (BVI) Limited is a company incorporated under the laws of the British Virgin Islands with limited liability and is a wholly-owned subsidiary of the Company as of the date of this announcement.

INFORMATION ABOUT THE PURCHASER

The Purchaser is a limited liability partnership registered with and governed by the Companies Commission of Malaysia (SSM) under the Limited Liability Partnerships Act 2012.

As of the date of this announcement, the Purchaser has two partners: Mr. Keithson Neoh Tze Thow and Equitic Asset Sdn. Bhd, while Equitic Asset Sdn. Bhd is 50% owned by Mr. Keithson Neoh Tze Thow and 50% owned by Mr. Lee Chee Tien.

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, the Purchaser and its ultimate beneficial owners are Independent Third Parties.

Based on the information available to the Board, the Purchaser is a partnership focused on investing in opportunities related to the Internet of Things (IoT), Industry 4.0 technology, as well as retail, logistics, and financial technology within Malaysia.

INFORMATION ABOUT THE TARGET COMPANIES

The Target Companies consist of twenty-four (24) companies. Below is a comprehensive list of the Target Companies along with the relevant details for each.

1. Caxia Eyewear Sdn Bhd.

Caxia Eyewear Sdn Bhd is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Caxia Eyewear Sdn Bhd is 70% owned by Metro Eyewear and 30% owned by Chong Fooi Lee.

2. Evershine Eyewear Sdn. Bhd.

Evershine Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the business of optometry and dealing in various optical devices and related accessories.

As of the date of this announcement, Evershine Eyewear Sdn. Bhd. is 71% owned by Metro Eyewear and 29% owned by Tan Chip Seng.

3. Exon Eyewear Sdn. Bhd.

Exon Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Exon Eyewear Sdn. Bhd. is 60% owned by Metro Eyewear and 40% owned by Low Wei Min.

4. Evershine Eye Care Sdn. Bhd.

Evershine Eye Care Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Evershine Eye Care Sdn. Bhd. is 52% owned by Metro Eyewear, 16% owned by Chua Wei Quan, 11% owned by Ang Wang Chee, and 21% owned by Tan Chip Seng.

5. Evershine Gallery Sdn. Bhd.

Evershine Gallery Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Evershine Gallery Sdn. Bhd. is 52% owned by Metro Eyewear, 20% owned by Tan Kian Siong, 20% owned by Tan Chip Seng, 4% owned by Siti Hajar Binti Saad, and 4% owned by Foong Pei You.

6. Evershine Vision Care Sdn. Bhd.

Evershine Vision Care Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Evershine Vision Care Sdn. Bhd. is 65% owned by Metro Eyewear, 15% owned by Chua Wei Quan, 10% owned by Muhammad Adham Bin Mohd Saad, 5% owned by Tan Kian Siong, and 5% owned by Tan Chip Seng.

7. Exon Optometry Sdn. Bhd.

Exon Optometry Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Exon Optometry Sdn. Bhd. is 51% owned by Metro Eyewear, 20% owned by Low Wei Min, 14% owned by Low Wei Sheng, 10% by Koh Koh Wei and 5% owned by Lee Wen Hui.

8. Fabulous Project Management Sdn. Bhd.

Fabulous Project Management Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the business of optometry and dealing in various optical devices and related accessories.

As of the date of this announcement, Fabulous Project Management Sdn. Bhd. is wholly-owned by Metro Eyewear.

9. Lux Optical Sdn. Bhd.

Lux Optical Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Lux Optical Sdn. Bhd. is 75% owned by Metro Eyewear and 25% owned by Retailtech Capital Sdn Bhd.

10. Metro Designer Eyewear Sdn. Bhd.

Metro Designer Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of optical products and property investment holding.

As of the date of this announcement, Metro Designer Eyewear Sdn. Bhd. is 80% owned by Metro Eyewear, 10% owned by Ng Mui Quee and 10% owned by Ng Moh Tang.

11. MOG Optometry (HK) Sdn. Bhd.

MOG Optometry (HK) Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, MOG Optometry (HK) Sdn. Bhd. is wholly-owned by Metro Eyewear.

12. MOG Eyewear Boutique Sdn. Bhd.

MOG Eyewear Boutique Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in trading and dealing in spectacle frames, sunglasses, and eye care chemicals.

As of the date of this announcement, MOG Eyewear Boutique Sdn. Bhd. is 70% owned by Metro Eyewear and 30% owned by Dato' Mohzani Bin Abdul Wahab.

13. MOG Eyewear Sdn. Bhd.

MOG Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in trading and dealing in spectacle frames, lenses, and related eye care products.

As of the date of this announcement, MOG Eyewear Sdn. Bhd. is wholly-owned by Metro Eyewear.

14. MOG Eyewear Holdings (M) Sdn. Bhd.

MOG Eyewear Holdings (M) Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in trading and dealing in spectacle frames, lenses, and related eye care products.

As of the date of this announcement, MOG Eyewear Holdings (M) Sdn. Bhd. is wholly-owned by Metro Eyewear.

15. Modern Pride Sdn. Bhd.

Modern Pride Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Modern Pride Sdn. Bhd. is 60% owned by Metro Eyewear and 40% owned by Saw Boon Leng.

16. MOG (TPU) Sdn. Bhd.

MOG (TPU) Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, MOG (TPU) Sdn. Bhd. is 60% owned by Metro Eyewear, 30% owned by Tam Chai Shen, and 10% owned by Tan Aik Mun.

17. MOG (QBM) Sdn. Bhd.

MOG (QBM) Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, MOG (QBM) Sdn. Bhd. is 70% owned by Metro Eyewear and 30% owned by Saw Boon Leng.

18. MOG Eyewear (Kempas) Sdn. Bhd.

MOG Eyewear (Kempas) Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, MOG Eyewear (Kempas) Sdn. Bhd. is 60% owned by Metro Eyewear, 32% owned by Sai Chow Joo, and 8% owned by Retailtech Capital Sdn. Bhd..

19. MOG Eyecity Sdn. Bhd.

MOG Eyecity Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the business of optometry and the sale of all kinds of optical apparatus and related accessories.

As of the date of this announcement, MOG Eyecity Sdn. Bhd. is wholly-owned by Metro Eyewear.

20. Modern Eyewear Sdn. Bhd.

Modern Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Modern Eyewear Sdn. Bhd. is 55% owned by Metro Eyewear, 35% owned by Saw Boon Leng and 10% owned by Kau Jueheng.

21. Optical Arts Sdn. Bhd.

Optical Arts Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Optical Arts Sdn. Bhd. is wholly-owned by Metro Eyewear.

22. Success Optic Sdn. Bhd.

Success Optic Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Success Optic Sdn. Bhd. is 51% owned by Metro Eyewear and 49% owned by Ko Kwan Yee.

23. Unique Eyewear Sdn. Bhd.

Unique Eyewear Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the wholesale and retail of optical products.

As of the date of this announcement, Unique Eyewear Sdn. Bhd. is wholly-owned by Metro Eyewear.

24. Vivo Vision Sdn. Bhd.

Vivo Vision Sdn. Bhd. is a limited liability company incorporated in Malaysia, primarily engaged in the retail of spectacles and other optical goods.

As of the date of this announcement, Vivo Vision Sdn. Bhd. is 60% owned by Metro Eyewear and 40% owned by Koek Phek Ying.

Financial information of the Target Companies

Set out below is the unaudited combined financial information of the Target Companies for the two years ended 31 December 2023 and 31 December 2024, and the unaudited combined financial information for the six months ended 30 June 2025:

| | For the six months ended 30 June 2025 RM'000 (unaudited) | For the years ended 31 December 2024 RM'000 (unaudited) | 2023 RM'000 (unaudited) |
|------------------------|---|--|--|
| Revenue | 42,972 | 85,377 | 77,772 |
| Profit before taxation | 2,628 | 6,940 | 7,180 |
| Profit after taxation | 2,010 | 5,005 | 5,177 |

As at 30 June 2025, the unaudited combined total asset and net asset value of the Target Companies was approximately RM44,757,000 and RM19,062,000, respectively.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT AND USE OF PROCEEDS FROM THE DISPOSAL

The Directors would like to announce that, starting from the fourth quarter of 2022, the Company is gradually shifting its strategy from a capital-intensive model to a more asset-light and service-oriented approach due to uncertain business conditions. Throughout the year, the Group's management has carefully monitored the optical industry, which has led to the decision to dispose of the Target Companies, influenced by several key factors.

Firstly, the optical market is currently characterised by intense competition, featuring a wide range of established local and international players, as well as new entrants such as online retailers. This competitive landscape has made it increasingly challenging for the Group to maintain its market share. Additionally, consumer spending has significantly declined due to inflation and rising cost pressures, further complicating the retail environment.

Moreover, operational costs have risen because of the expanded Sales and Service Tax (SST), which now imposed an 8% service tax by local government on rentals. This has put additional pressure on profit margins. Finally, a shortage of certified optometrists has limited the company's ability to provide quality service and effectively meet consumer demand.

In light of these factors, the strategic decision to dispose of the Target Companies is deemed necessary to realign resources and mitigate potential financial risks.

Upon Completion, the Group plans to establish licensing agreements with the Target Companies, granting them the necessary trademark and operational rights. As licensees, the Target Companies will be fully responsible for all operational costs, including staff expenses and rental obligations. In return, the Group will receive licensing fees based on the revenue performance of the Target Companies.

This strategic approach is designed to effectively mitigate risks by aligning potential business growth with ownership interests while minimising exposure to uncertainties. The Directors have also observed that, following the completion of this process, the number of subsidiaries under the Group's control will be reduced, thereby streamlining the Group's organisational structure. This simplification is expected to lower management costs and enable the Directors to concentrate on monitoring market trends and guiding the business direction to achieve the Group's long-term objectives.

Furthermore, the Directors intend to use the proceeds from the Disposal to support the development of the Group's optical-related business. Additionally, if suitable targets for mergers, acquisitions, or strategic investments are identified, the Group may consider reallocating some of its cash resources to meet the funding requirements for these business developments or investment opportunities.

In light of the ongoing review of the Group's business, the Board believes that the Disposal represents a valuable opportunity to reposition the Group's strategic initiatives. They are confident that, post-completion, the Group will continue to leverage its strengths in retail acumen, operational excellence, and proven business models to serve its core customers and achieve sustainable growth.

Consequently, the Directors believe that the Disposal is conducted on normal commercial terms, and is fair, reasonable, and in the best interests of the Company and its Shareholders as a whole.

FINANCIAL EFFECT OF THE DISPOSAL

It is estimated that the Company will record a gain on the Disposal of approximately RM5,884,000 (equivalent to RMB10,002,800), which is calculated with reference to the Consideration for the Disposal less the unaudited combined net asset value of the Target Companies attributable to the Group as at 30 June 2025 of approximately RM15,416,000 (equivalent to RMB26,207,200), taking into account the expenses directly attributable to the Disposal of approximately RM700,000 (equivalent to RMB1,190,000).

The abovementioned financial effects are shown for illustrative purposes only, and the actual gain to be recognised in the consolidated financial statements of the Company depends on, among other things, the review by the auditor of the Company, upon finalisation of the consolidated financial statements of the Group.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Disposal are more than 5% but all applicable percentage ratios are less than 25%, the Disposal constitutes a discloseable transaction of the Company and is therefore subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

Completion is subject to the fulfillment (or waiver) of the Conditions Precedent and therefore the Disposal may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

| | |
|----------------|--|
| “Agreement” | the conditional sale and purchase agreement dated 25 August 2025 entered into between the Purchaser and Metro Eyewear in relation to the Disposal |
| “Board” | board of Directors |
| “Business day” | a day (excluding Saturday, Sunday or a public holiday) on which commercial banks are generally open for banking business in Kuala Lumpur and Selangor |
| “Company” | MOG Digitech Holdings Limited, a company incorporated in the Cayman Islands with limited liability, and the issued Shares of which are listed on main board of the Stock Exchange (Stock code: 1942) |

| | |
|--------------------------------|--|
| “Completion” | completion of the Disposal in accordance with the Agreement |
| “Completion Date” | the date of the settlement of the Consideration or such other date as may be mutually agreed by the parties to the Agreement |
| “Condition(s) Precedent” | condition(s) precedent to Completion as set out in the Agreement |
| “Consideration” | the aggregate consideration for the Disposal |
| “connected person(s)” | has the meaning as ascribed to it under the Listing Rules |
| “Director(s)” | director(s) of the Company |
| “Disposal” | the sale of the Sale Shares by Metro Eyewear to the Purchaser in accordance with the terms of the Agreement |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “Hong Kong” | Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party(ies)” | person(s) or entity(ies) who is/are third party(ies) independent of, and not connected with the Company and any of its respective connected persons |
| “Listing Rules” | the Rules Governing the Listing of Securities |
| “Long Stop Date” | the date immediately after the expiry of three months immediately after the date of the Agreement or such later date as agreed by the Purchaser and Metro Eyewear |
| “Metro Eyewear” | Metro Eyewear Holdings Sdn. Bhd., a company incorporated in Malaysia with limited liability and is an indirect wholly-owned subsidiary of the Company |
| “PRC” | People’s Republic of China |
| “Purchaser” | Equitic Dynamic Core PLT, a limited liability partnership registered with and governed by the Companies Commission of Malaysia (SSM) under the Limited Liability Partnerships Act 2012 |
| “RM” | Ringgit, the lawful currency of Malaysia |
| “RMB” | Renminbi, the lawful currency of the PRC |

| | |
|--------------------|--|
| “Sale Share(s)” | a total number of ordinary shares of the Target Companies held by Metro Eyewear as the registered holder and beneficial owner thereof, and the respective shareholdings of Metro Eyewear in each of the Target Companies |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Shareholder(s)” | holder(s) of the issued Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Target Companies” | collectively (1) Caxia Eyewear Sdn. Bhd., (2) Evershine Eyewear Sdn. Bhd., (3) Exon Eyewear Sdn. Bhd., (4) Evershine Eye Care Sdn. Bhd., (5) Evershine Gallery Sdn. Bhd., (6) Evershine Vision Care Sdn. Bhd., (7) Exon Optometry Sdn. Bhd., (8) Fabulous Project Management Sdn. Bhd., (9) Lux Optical Sdn. Bhd., (10) Metro Designer Eyewear Sdn. Bhd., (11) MOG Optometry (HK) Sdn. Bhd., (12) MOG Eyewear Boutique Sdn. Bhd., (13) MOG Eyewear Sdn. Bhd., (14) MOG Eyewear Holdings (M) Sdn. Bhd., (15) Modern Pride Sdn. Bhd., (16) MOG (TPU) Sdn. Bhd., (17) MOG (QBM) Sdn. Bhd., (18) MOG Eyewear (Kempas) Sdn. Bhd., (19) MOG Eyecity Sdn. Bhd., (20) Modern Eyewear Sdn. Bhd., (21) Optical Arts Sdn. Bhd., (22) Success Optic Sdn. Bhd., (23) Unique Eyewear Sdn. Bhd., (24) Vivo Vision Sdn. Bhd. |
| “%” | per cent |

For the purpose of this announcement, unless otherwise specified, the conversion of RM into RMB is based on the approximate exchange rate from RM1 = RMB1.7. The exchange rate is adopted for illustration purpose only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this rate or any other rate at all.

By Order of the Board
MOG Digitech Holdings Limited
Chen Yongzhong
Executive Director

Hong Kong, 25 August 2025

As at the date of this announcement, the Board has five executive Directors, namely Mr. Deng Zhihua (Chairman and Co-chief executive officer), Mr. Chen Yongzhong (Co-chief executive officer), Mr. Mo Mingdong, Ms. Tang Tsz Yuet, and Mr. Zhou Yue, and three independent non-executive Directors, namely Mr. Yau Tung Shing, Ms. Chen Wen, and Mr. Gao Hongxiang.