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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in MOG Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**MOG HOLDINGS LIMITED**

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

**(Stock Code: 1942)**

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND BUY-BACK SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 25 September 2020 at 11:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

31 July 2020

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Alliance Vision”	Alliance Vision Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Dato’ Frankie Ng
“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 25 September 2020 at 11:00 a.m. or any adjournment thereof
“Article”	an article of the Articles of Association
“Articles of Association”	the articles of association of the Company
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to buy-back Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the resolution approving the Buy-back Mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	MOG Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Dato’ Frankie Ng”	Dato’ Ng Kwang Hua
“Dato’ Henry Ng”	Dato’ Ng Chin Kee
“Datin Bernice Low”	Datin Low Lay Choo
“Delightful Fortune”	Delightful Fortune Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Datin Bernice Low
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought-back under the Buy-back Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the total number of issued Shares at the date of the passing of the resolution approving the General Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	15 April 2020
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Malaysia”	the Federation of Malaysia
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

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## DEFINITIONS

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“Sky Pleasure”	Sky Pleasure Limited, a company incorporated in the British Virgin Islands on 8 May 2019 and an investment holding company, is wholly and beneficially owned by Dato’ Henry Ng
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**MOG HOLDINGS LIMITED**

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

**(Stock Code: 1942)**

*Executive Directors:*

Dato' Frankie Ng (*Chairman*)  
Datin Bernice Low (*Chief Executive Officer*)  
Dato' Henry Ng

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent Non-Executive Directors:*

Mr. Ng Chee Hoong  
Mr. Ng Kuan Hua  
Ms. Jiao Jie

*Principal place of business*

*in Hong Kong:*  
Unit B, 13th Floor  
Winsan Tower  
98 Thomson Road  
Wanchai  
Hong Kong

*Headquarters and principal place  
of business in Malaysia:*

No. 1–2, 2nd Floor  
Jalan Kajang Indah 1  
Taman Kajang Indah  
Sg Chua, 43000 Kajang  
Selangor, Malaysia

31 July 2020

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE NEW SHARES  
AND BUY-BACK SHARES;**  
**(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the General Mandate to the Directors and the extension thereof to the Directors;

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## LETTER FROM THE BOARD

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- (b) to grant the Buy-back Mandate to the Directors; and
- (c) to re-elect the Directors.

The notice of Annual General Meeting is set out on pages 21 to 25 of this circular.

### **GENERAL MANDATE, EXTENSION MANDATE AND BUY-BACK MANDATE**

Pursuant to the written resolutions dated 23 March 2020 were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the power to allot, issue and otherwise deal with Shares and to buy-back Shares.

Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The General Mandate, Extension Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

### **General Mandate and Extension Mandate**

The Company has in issue an aggregate of 500,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 100,000,000 Shares, representing 20% of the total number of issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

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## LETTER FROM THE BOARD

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Subject to the passing of the proposed resolutions for the approval of the General Mandate and the Buy-back Mandate, an ordinary resolution will also be proposed to authorise the Directors to extend the General Mandate so granted to the Directors by adding thereto any Shares bought-back by the Company pursuant to the Buy-back Mandate.

As at the Latest Practicable Date, the Directors have no immediate plans to issue any new Shares other than any Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

### **Buy-back Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Buy-back Mandate to the Directors. Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and in accordance with the terms therein, the Company would be allowed to buy-back up to a maximum of 50,000,000 Shares, representing 10% of the total number of issued Shares at the time of the passing of the resolution approving the Buy-back Mandate assuming that no further Shares will be issued or bought-back by the Company prior to the Annual General Meeting.

The full text of the above resolutions is set out in the resolutions numbered 4 to 6 in the notice of the AGM contained on pages 21 to 25 of this circular.

### **RE-ELECTION OF DIRECTORS**

According to Article 83(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

In accordance with Article 83(3), Dato' Frankie Ng, Datin Bernice Low, Dato' Henry Ng, Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms. Jiao Jie shall hold their offices only until the Annual General Meeting and, being eligible, will offer themselves for re-election.

### **Recommendation of the Nomination Committee**

The Nomination Committee had assessed and reviewed the written confirmation of independence of the independent non-executive directors (“INEDs”), based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. After considered the skills, experience, professional expertise of the retiring Directors (the “**Retiring Directors**”), independence of INEDs and current situation of board diversity, the Nomination Committee believe that the Retiring Directors are capable to provide good contributions to the Group. Therefore, the Nomination Committee nominated the retiring Directors, namely Dato' Frankie Ng, Datin Bernice Low, Dato' Henry Ng, Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms.



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## LETTER FROM THE BOARD

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Jiao Jie to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors who were members of the Nomination Committee have abstained from voting at the relevant Nomination Committee meeting on the respective propositions of their recommendations to the Board for re-election.

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Dato' Frankie Ng, Datin Bernice Low, Dato' Henry Ng, Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms. Jiao Jie, respectively as Directors.

Particulars relating to Dato' Frankie Ng, Datin Bernice Low, Dato' Henry Ng, Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms. Jiao Jie are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages 21 to 25 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 of the Articles of Association to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

None of the Shareholders is required to abstain from voting at the Annual General Meeting pursuant to the Listing Rules and/or the Articles of Association.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 22 September 2020 (Tuesday) to 25 September 2020 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 21 September 2020 (Monday).

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

### GENERAL

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Your attention is drawn to the information set out in the appendices to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By Order of the Board  
**MOG Holdings Limited**  
**Dato' Frankie Ng**  
*Chairman and Executive Director*

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

### **1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 500,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 50,000,000 Shares.

### **3. REASONS FOR THE BUY-BACK**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum and Articles of Association for such purpose.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 March 2020 in the event that the buy-back of Shares under the Buy-back Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the buy-back of Shares to such extent as would, in the

circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange since the Listing Date, and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
April (since the Listing Date)	0.83	0.39
May	0.51	0.335
June	0.63	0.36
July (up to the Latest Practicable Date)	0.74	0.455

## 6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE

If, as a result of a securities buy-back, a Shareholder's proportionate interest in the voting rights of the Company is increased, such an increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are substantial shareholders of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name	Capacity	Number of class of securities <sup>(2)</sup>	Approximate percentage of the issued shares
Alliance Vision <sup>(1)</sup>	Beneficial owner	375,000,000 ordinary shares	75%
Sky Pleasure <sup>(1 &amp; 3)</sup>	Beneficial owner	375,000,000 ordinary shares	75%
Delightful Fortune <sup>(1)</sup>	Beneficial owner	375,000,000 ordinary shares	75%
Datin Lee Kwai Fah <sup>(3)</sup> (“Datin Lee”)	Interest of spouse	375,000,000 ordinary shares	75%

In the event that the Directors will exercise in full the Buy-back Mandate, the interests in the Company of each of Dato’ Frankie Ng, Dato’ Henry Ng, Datin Bernice Low (through Alliance Vision, Sky Pleasure and Delightful Fortune respectively) and Datin Lee would increase to approximately 83.33% of the issued share capital of the Company. However, such increase will not give rise to any obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of the buy-back, an exercise of the Buy-back Mandate in whole or in part will result in the number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Buy-back Mandate will not be exercised if the buy-back would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

*Notes:*

1. Pursuant to the acting in concert confirmation executed on 20 September 2019, Dato’ Frankie Ng, Dato’ Henry Ng and Datin Bernice Low through Alliance Vision, Sky Pleasure and Delightful Fortune, are regarded as a group of Controlling Shareholders acting in concert to exercise their voting rights in the Company and they together will be interested in a total of 75% of the Shares.
2. Interests in shares stated above represent long positions.

3. Datin Lee is the spouse of Dato' Henry Ng and thus she is deemed to be interested in the Shares in which Dato' Henry Ng is interested for the purpose of the SFO.

#### **8. SHARES BUY-BACK MADE BY THE COMPANY**

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date, up to and including the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

**Dato' Frankie Ng**

Dato' Frankie Ng, aged 49, is the founder of the Group, one of the controlling shareholders of the Company, the chairman of the Board and the Nomination Committee, a member of the Remuneration Committee and an executive Director. He is responsible for the overall strategic planning and corporate policies as well as overseeing the operations of the Group. He is also a director of several subsidiaries of the Company.

Dato' Frankie Ng attended high school in Sekolah Menengah Yu Hua Kajang (Yu Hua Kajang High School\*), Selangor and left in July 1988. After that, he worked as a branch manager of Brilliant Optical Sdn. Bhd., an eyewear retailer, from April 1989 to December 1990 and from June 1992 to April 1995. Between January 1991 and May 1992, he was a branch manager of another eyewear retailer, England Optical Sdn. Bhd. Mr. Ng became a registered optician in Malaysia in June 1996. He became a director of Metro Designer Eyewear Sdn. Bhd. of the Group in September 1997. He has more than 29 years of experience in the eyewear retail industry. He was conferred Darjah Indera Mahkota Pahang (D.I.M.P.) which carries the honourary title "Dato" by His Majesty Sultan Haji Ahmad of Pahang Darul Makmur in 2016.

Dato' Frankie Ng does not hold any directorship in any public listed companies in the last three years.

Apart from Datin Bernice Low and Dato' Henry Ng, the executive Directors, are the spouse and brother of Dato' Frankie Ng respectively, Dato' Frankie Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dato' Frankie Ng was interested and deemed to be interested in 375,000,000 Shares pursuant to Part XV of the SFO.

Dato' Frankie Ng has entered into a service contract with the Company for a term of three years commencing from the Listing Date. Dato' Frankie Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Dato' Frankie Ng is entitled to receive an annual emolument of RM850,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Dato' Frankie Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Dato' Frankie Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Datin Bernice Low**

Datin Bernice Low, aged 49, is the chief executive officer and an executive Director. She is responsible for the overall management and operation of the Group. She joined the Group on 1 April 1999. She also holds directorship in several subsidiaries of the Company. Datin Low has more than 20 years of experience in the eyewear retail industry. Prior to joining the Group, she worked as a customer support supervisor in Upha Corporation (M) Sdn. Bhd. from September 1990 to March 1999 and was mainly responsible for supervising the customer service team. Upha Corporation (M) Sdn. Bhd. is currently known as CCM Pharmaceuticals Sdn. Bhd. and it is a related company of Chemical Company of Malaysia Berhad, a company listed on Kuala Lumpur Stock Exchange (stock code: 2879). Datin Low became a registered optician in Malaysia in March 2000. Datin Low graduated from Sekolah Menengah Yu Hua Kajang (Yu Hua Kajang High School\*), Selangor in November 1988.

Datin Bernice Low does not hold any directorship in any public listed companies in the last three years.

Apart from Dato' Frankie Ng and Dato' Henry Ng, the executive Directors, are the spouse and brother-in-law of Datin Bernice Low respectively, Datin Bernice Low does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Datin Bernice Low was interested and deemed to be interested in 375,000,000 Shares pursuant to Part XV of the SFO.

Datin Bernice Low has entered into a service contract with the Company for a term of three years commencing from the Listing Date. Datin Bernice Low is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Datin Bernice Low is entitled to receive an annual emolument of RM450,000 and for her other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Datin Bernice Low and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Datin Bernice Low that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



**Dato' Henry Ng**

Dato' Henry Ng, aged 53, is an executive Director of the Group. He is responsible for management and operation of the Group with focus on purchasing and merchandising. He is currently a director of several subsidiaries of the Company. Prior to joining the Group, Dato' Henry Ng ran family business of a grocery store from 1988 to 1991. He then invested in and managed a Chinese restaurant from 1992 to 1995. His first directorship within the Group was in Metro Designer Eyewear Sdn. Bhd. in June 1997. Dato' Henry Ng has more than 22 years of experience in the eyewear retail industry. He was conferred Darjah Indera Mahkota Pahang (D.I.M.P.) which carries the honourary title "Dato" by His Majesty Sultan Haji Ahmad of Pahang Darul Makmur in 2014. Dato' Henry Ng became a registered optician in Malaysia in May 1999.

Dato' Henry Ng does not hold any directorship in any public listed companies in the last three years.

Apart from Datin Bernice Low and Dato' Frankie Ng, the executive Directors, are the sister-in-law and brother of Dato' Henry Ng respectively, Dato' Henry Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Dato' Henry Ng was interested and deemed to be interested in 375,000,000 Shares pursuant to Part XV of the SFO.

Dato' Henry Ng has entered into a service contract with the Company for a term of three years commencing from the Listing Date. Dato' Henry Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Dato' Henry Ng is entitled to receive an annual emolument of RM620,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

In relation to the proposed re-election of Dato' Henry Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Dato' Henry Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ng Chee Hoong**

Mr. Ng Chee Hoong, aged 53, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. Ng is the chairman of the Audit Committee, as well as a member of the Nomination and Remuneration Committees. Mr. Ng does not hold any other position with the members of the Group.

Mr. Ng has more than 29 years of experience in accounting and auditing. Prior to joining the Group, he was a partner in BDO PLT, PKF and Grant Thornton Malaysia (currently known as Grant Thornton Malaysia PLT), all accounting firms, from June 1990 to February 2009, from March 2009 to September 2010 and from October 2010 to February 2017, respectively. He was responsible for auditing and assurance engagements during all of these different periods. He then joined Tradewinds Plantation Berhad, an oil and rubber plantation company and served as a chief financial officer from March 2017 to February 2019, being responsible for overseeing finance functions and supporting the chief executive officer. In March 2019, Mr. Ng rejoined PKF, where he worked as an audit director, being responsible for auditing and assurance engagements.

Mr. Ng obtained his diploma in commerce (financial accounting) from Tunku Abdul Rahman College (currently known as Tunku Abdul Rahman University College) in Malaysia in July 1990. Mr. Ng was qualified as a chartered accountant by the Association of Chartered Certified Accountants in January 1999.

Mr. Ng does not hold any directorship in any public listed companies in the last three years.

Mr. Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Ng has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Ng is entitled to receive an annual emolument of HK\$144,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. Ng to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr. Ng and was and is satisfied with his independence, and that Mr. Ng has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Ng Kuan Hua**

Mr. Ng Kuan Hua, aged 41, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Mr. Ng is the chairman of the Remuneration Committee, as well as a member of Audit and Nomination Committees. Mr. Ng does not hold any other position with the members of the Group.

Mr. Ng has approximately 17 years of experience in accounting and finance fields. Prior to joining the Group, he was a business analyst in CIMB Bank Berhad from October 2001 to October 2003, being responsible for evaluating the loan applications. He then started to work as a senior auditor and later was promoted to business consultant in Anuarul Azizan Chew Consulting Sdn. Bhd., which provides business management consultancy services, from November 2003 to June 2005, being responsible for auditing for the company that attempts to be listed. He then joined Perdana Petroleum Berhad, a provider of offshore marine services and served as a senior corporate executive from July 2005 to October 2007, being responsible for assisting on financial reporting and all corporate exercises. Between November 2007 and July 2008, he worked as a finance and operation manager in Fortune Laboratories Sdn. Bhd., a personal care products manufacturer, where he was responsible for handling day-to-day operation and financial matters. Subsequently, he joined World Equipment Sdn. Bhd. (a related company of Only World Group Holdings Berhad mentioned below) as a corporate finance manager from October 2008 to September 2010 prior to joining Nextnation Network Sdn. Bhd. as a corporate finance manager from October 2010 to September 2011, where he was responsible for all the corporate exercises. He re-joined World Equipment Sdn. Bhd. as a corporate finance manager from October 2011 to June 2013. Mr. Ng was then appointed as an executive director of Only World Group Holdings Berhad, a company listed on Kuala Lumpur Stock Exchange (stock code: 5260) and held the role from June 2013 to February 2019, being responsible for day-to-day operation and financial matters. He was an executive director of Goodway Integrated Industries Berhad, a company listed on Kuala Lumpur Stock Exchange (stock code: 7192) from 24 October 2019 to 30 December 2019.

Mr. Ng obtained his higher diploma in business administration from Inti College Malaysia in Malaysia in December 1998. After that, he obtained his bachelor's degree in accounting from the University of Hertfordshire in United Kingdom and his master's degree in commerce (applied finance) in the University of Queensland in Australia in September 1999 and in August 2001, respectively.

Save as disclosed, Mr. Ng does not hold any directorship in any public listed companies in the last three years.

Mr. Ng does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ng did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Mr. Ng has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Mr. Ng is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Ng is entitled to receive an annual emolument of HK\$144,000 and for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Mr. Ng to the Company pursuant to Rule 3.13 of the Listing Rules prior to his appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Mr. Ng and was and is satisfied with his independence, and that Mr. Ng has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Mr. Ng and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### **Ms. Jiao Jie**

Ms. Jiao Jie, aged 39, was appointed as an independent non-executive Director on 23 March 2020, and is mainly responsible for providing independent opinion and judgement to the Board. Ms. Jiao is also a member of the Audit Committee. Ms. Jiao does not hold any other position with the members of the Group.

Ms. Jiao has over 11 years of experience in initial public offerings, private equity financing and corporate legal affairs. Ms. Jiao worked as a legal assistant at Beijing Jingtian & Gongcheng\* Attorneys at Law (北京市競天公誠律師事務所) from November 2004 to February 2007. Thereafter, she joined China Sunshine Paper Holdings Company Limited (stock code: 2002) (“**China Sunshine**”), the shares of which are listed on the Main Board of the Stock Exchange, as the board secretary and special assistant to the chairman of China Sunshine from March 2007 to January 2010. From January 2010 to February 2012, Ms. Jiao worked as chief counsel and head of investor relations in Beijing Soufun Network Technology Company Limited\* (北京搜房網絡技術有限公司), a subsidiary of Fang Holdings Limited, a company listed on the NYSE (stock code: SFUN). She then joined Huijin Stone (Xiamen) Co. Ltd.\* (滙金石(廈門)有限公司), a subsidiary of ArtGo Holdings Limited (formerly known as ArtGo Mining Holdings Limited) (stock code: 3313), the shares of which are listed on the Main Board of the Stock Exchange, as vice president and

general counsel from March 2012 to June 2014. She was appointed to the position of joint company secretary of ArtGo Holdings Limited in December 2013 and resigned in May 2014. Ms. Jiao served as the chief financial officer at iClick Interactive Asia Group Limited, a company listed on the NASDAQ (stock code: ICLK), from June 2014 to December 2018. Ms. Jiao has been an independent non-executive director of China Sunshine since January 2014 and TradeGo FinTech Limited (捷利交易寶金融科技有限公司) (stock code: 8017) since August 2018, the shares of which are listed on GEM of the Stock Exchange, and an independent director of China Index Holdings Limited since May 2019, a company listed on the NASDAQ (stock code: CIH). Save as being independent director/non-executive director, Ms. Jiao has also served as the supervisor of Beijing OptAim Network Technology Co., Ltd.\* (北京智雲眾網絡科技有限公司) since April 2017.

Ms. Jiao obtained the degrees of Laws and Economics from Peking University in July 2003. She further obtained the degree of Magister Juris from University of Oxford in July 2005. In addition, she obtained the Legal Professional Qualification Certificate\* (法律職業資格證書) from the Ministry of Justice of the PRC in March 2010. She has also obtained the Registered Qualification Certificate of Enterprise Legal Adviser (企業法律顧問執業資格證書) accredited jointly by the Ministry of Human Resources and Social Security of the PRC, the State-owned Assets Supervision and Administration Commission of the State Council of the PRC and the Ministry of Justice of the PRC in October 2011. Ms. Jiao has been a chartered financial analyst accredited by the CFA Institute since September 2014.

Save as disclosed, Ms. Jiao does not hold any directorship in any public listed companies in the last three years.

Ms. Jiao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Ms. Jiao did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Ms. Jiao has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date. Ms. Jiao is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Ms. Jiao is entitled to receive an annual emolument of HK\$144,000 and for her other work positions with the Group (which was determined with reference to her qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

Based on the information contained in the confirmation on independence provided by Ms. Jiao to the Company pursuant to Rule 3.13 of the Listing Rules prior to her appointment as independent non-executive Director, the Board had reviewed and evaluated the independence of Ms. Jiao and was and is satisfied with her independence, and that Ms. Jiao has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that she is re-elected at the Annual General Meeting.

In relation to the proposed re-election of Ms. Jiao and so far as the Directors are aware, there are no other matters that need to be brought to the attention of the Shareholders nor other information relating to Ms. Jiao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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### MOG HOLDINGS LIMITED

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

**(Stock Code: 1942)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of MOG Holdings Limited (the “**Company**”) will be held at No. 1–2, 2nd Floor, Jalan Kajang Indah 1, Taman Kajang Indah, Sg Chua, 43000 Kajang, Selangor, Malaysia on Friday, 25 September 2020 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent joint auditors (the “**Joint Auditors**”) of the Company for the year ended 31 March 2020.
2.
  - (a) Dato’ Ng Kwang Hua (“**Dato’ Frankie Ng**”) be re-elected as an executive Director;
  - (b) Datin Low Lay Choo (“**Datin Bernice Low**”) be re-elected as an executive Director;
  - (c) Dato’ Ng Chin Kee (“**Dato’ Henry Ng**”) be re-elected as an executive Director;
  - (d) Mr. Ng Chee Hoong be re-elected as an independent non-executive Director;
  - (e) Mr. Ng Kuan Hua be re-elected as an independent non-executive Director;
  - (f) Ms. Jiao Jie be re-elected as an independent non-executive Director; and
  - (g) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Mazars CPA Limited, *Certified Public Accountants* and Grant Thornton Malaysia PLT, *Chartered Accountants* as the Joint Auditors to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the Company (the **“Shares”**) and to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the **“Companies Law”**) or any applicable laws of the Cayman Islands to be held; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy-back the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought-back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon the ordinary resolution nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company pursuant to resolution no. 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares bought-back by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing of resolution no. 5.”

By Order of the Board  
**MOG Holdings Limited**  
**Dato’ Frankie Ng**  
*Chairman and Executive Director*

Hong Kong, 31 July 2020

*Registered Office:*

Cricket Square  
Hutchins Drive  
PO Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business  
in Hong Kong:*

Unit B, 13th Floor  
Winsan Tower  
98 Thomson Road  
Wanchai  
Hong Kong

*Headquarters and principal place  
of business in Malaysia:*

No. 1–2, 2nd Floor  
Jalan Kajang Indah 1  
Taman Kajang Indah  
Sg Chua, 43000 Kajang  
Selangor, Malaysia

*Notes:*

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from 22 September 2020 (Tuesday) to 25 September 2020 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have

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## NOTICE OF ANNUAL GENERAL MEETING

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to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 21 September 2020 (Monday).

4. Dato' Frankie Ng, Datin Bernice Low, Dato' Henry Ng, Mr. Ng Chee Hoong, Mr. Ng Kuan Hua and Ms. Jiao Jie will hold their offices only until the above meeting pursuant to article 83(3) of the articles of association of the Company and, being eligible, will offer themselves for re-election.
5. In relation to proposed resolution nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.
6. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting and in such event, the instrument appointing to proxy shall be revoked.
9. In light of the outbreak of the coronavirus disease 2019 ("**COVID-19**") pandemic, to safeguard the health and safety of shareholders of the Company and other participants of the annual general meeting and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the annual general meeting including, without limitation:
  - compulsory body temperature screening/checks;
  - mandatory use of surgical face masks;
  - appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the annual general meeting as may be necessary to avoid over-crowding; and
  - no refreshment or drinks will be provided at the annual general meeting.

For the health and safety of shareholders of the Company, the Company encourages shareholders of the Company to appoint the Chairman of the annual general meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the annual general meeting in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.