

# IMPORTANT

*IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.*



## MTT GROUP HOLDINGS LIMITED 數科集團控股有限公司

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

### SHARE OFFER

Number of Offer Shares under the Share Offer	:	156,250,000 Shares comprising 125,000,000 new Shares and 31,250,000 Sale Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	15,625,000 Shares (subject to reallocation)
Number of International Placing Shares	:	140,625,000 Shares comprising 109,375,000 new Shares and 31,250,000 Sale Shares (subject to reallocation and the Over-allotment Option)
Offer Price	:	Not more than HK\$0.86 per Offer Share and expected to be not less than HK\$0.80 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	:	HK\$0.01 per Share
Stock code	:	2350

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



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

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents delivered to the Registrar of Companies and documents on display" in Appendix V to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be determined by an agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and our Company (for ourselves and on behalf of the Selling Shareholder) on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, 16 September 2022, and in any case no later than Friday, 23 September 2022. The Offer Price will be not more than HK\$0.86 per Offer Share and is currently expected to be not less than HK\$0.80 per Offer Share unless otherwise announced. If our Company (for ourselves and on behalf of the Selling Shareholder) and the Joint Bookrunners (for themselves and on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by Friday, 23 September 2022, the Share Offer (including the Hong Kong Public Offering) will lapse and will not proceed. In such case, a notice will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.mttgoholdings.com](http://www.mttgoholdings.com).

Prior to making an investment decision, prospective investors should carefully consider all of the information set forth in this prospectus, including the risk factors set forth in the section headed "Risk factors" in this prospectus.

**The Joint Bookrunners (for themselves and on behalf of the Underwriters) may, with the consent of our Company, reduce the number of Offer Shares in the Share Offer and/or the indicative Offer Price range below that stated in this prospectus (which is HK\$0.80 to HK\$0.86 per Share) at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, notices of the reduction in the number of Offer Shares in the Share Offer and/or the indicative Offer Price range will be published on the website of our Company at [www.mttgoholdings.com](http://www.mttgoholdings.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Further details are set forth in the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Hong Kong Offer Shares" in this prospectus.**

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, the Hong Kong Offer Shares, are subject to termination by the Joint Bookrunners (for themselves and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. Please see the section headed "Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination" in this prospectus for further details. It is important that you refer to that section for further details.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable state securities laws in the United States. The Offer Shares are being offered and sold only outside of the United States in offshore transactions in reliance on Regulations S of the U.S. Securities Act.

### ATTENTION

We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of this prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering. This prospectus is available on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.mttgoholdings.com](http://www.mttgoholdings.com). If you require a printed copy of this prospectus, you may download and print from the website addresses above.