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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings.*

“Accountants’ Report”	the report of Deloitte Touche Tohmatsu, the reporting accountants of our Company, the text of which is set out in Appendix I to this prospectus
“affiliate(s)”	with respect to any specific person, any other person(s), directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 4 August 2022 and effective on the Listing Date, as amended or supplemented from time to time, a summary of which is set out in the section headed “Summary of the constitution of our Company and Cayman Companies Act — 2. Articles of Association” in Appendix III to this prospectus
“associates”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Board” or “Board of Directors” or “our Board”	the board of Directors of our Company
“BIS”	Bureau of Industry and Security of the U.S. Department of Commerce
“business day(s)”	a day on which banks in Hong Kong are generally open for normal business hours to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of 499,999,700 Shares (including the Sale Shares) to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company upon completion of the Share Offer, referred to in the section headed “Statutory and general information — Further information about our Group — 3. Resolutions of the Shareholders” in Appendix IV to this prospectus
“Cayman Companies Act” or “Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS EIPO”	the application for the Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account through causing HKSCC Nominees to apply on your behalf, including by (i) instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf, or (ii) if you are an existing CCASS Investor Participant, giving electronic application instructions through the CCASS Internet System ( <a href="https://ip.ccass.com">https://ip.ccass.com</a> ) or through the CCASS Phone System (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time). HKSCC can also input electronic application instructions for CCASS Investor Participants through HKSCC’s Customer Service Centre by completing an input request
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“CO <sub>2</sub> ”	carbon dioxide
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company” or “our Company”	MTT Group Holdings Limited (數科集團控股有限公司), a company incorporated in the Cayman Islands on 24 July 2020 as an exempted company with limited liability under the Cayman Companies Act
“Controlling Shareholder(s)”	has/have the meaning ascribed to it/them under the Listing Rules and, in the context of this prospectus refers to Mr. Charlie Ip, Ip Group and IPW Group
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Conversant”	Conversant Solutions Pte. Ltd., a private limited company headquartered in Singapore and an Independent Third Party premises of our Group, Conversant is one of our five largest customers in FY2021/2022
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	novel coronavirus (COVID-19), a coronavirus identified as the cause of an outbreak of respiratory illness
“CSIL”	China Solar Investment Limited, a company incorporated under the laws of Hong Kong with limited liability on 2 February 2010 and wholly owned by Mr. Charlie Ip, is principally engaged in holding of investment properties
“Deed of Indemnity”	the deed of indemnity dated 4 August 2022 executed by Mr. Charlie Ip, a Controlling Shareholder in favour of our Company (for itself and as trustee for and on behalf of each of its present subsidiaries), further details of which are set out in the section headed “Statutory and general information — Other information — 14. Tax and other indemnity” in Appendix IV to this prospectus
“Directors” or “our Directors”	the director(s) of our Company
“Distribution Channel Party”	a marketing event held by us in our distribution business gathering IT product vendors and resellers with the aim to share and promote information on the latest IT products available in the market
“extreme conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“ECCN(s)”	Export Control Classification Number(s)
“FY2018/2019”	the year ended 31 March 2019
“FY2019/2020”	the year ended 31 March 2020
“FY2020/2021”	the year ended 31 March 2021
“FY2021/2022”	the year ending 31 March 2022
“FY2022/2023”	the year ending 31 March 2023

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“Government”	the government of Hong Kong
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>HK eIPO White Form</b> Service Provider
“Group”, “our Group”, “we” or “us”	our Company and its subsidiaries at the relevant time or, where the context otherwise requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK eIPO White Form”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of <b>HK eIPO White Form</b> service at <b>www.hkeipo.hk</b> or the <b>IPO App</b>
“HK eIPO White Form Service Provider”	the <b>HK eIPO White Form</b> service provider designated by our Company, as specified on the designated website at <b>www.hkeipo.hk</b> or the <b>IPO App</b>
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Branch Share Registrar”	Tricor Investor Services Limited, our Hong Kong branch share registrar and transfer office
“Hong Kong Offer Shares”	15,625,000 new Shares being initially offered by us for subscription pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed “Structure and conditions of the Share Offer — Reallocation” in this prospectus

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares to the public in Hong Kong for subscription at the Offer Price (plus a brokerage fee of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%), on the terms and subject to the conditions set out in this prospectus as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 9 September 2022 relating to the Hong Kong Public Offering entered into by, among others, our Company and the Hong Kong Underwriters, as further described in the section headed “Underwriting” in this prospectus
“Independent Third Party(ies)”	a person(s) or company(ies) who or which, as far as our Directors are aware after having made all reasonable enquiries, is not or are not connected person(s) (as defined under the Listing Rules) of our Company
“Innovax Securities”	Innovax Securities Limited, a licensed corporation under the SFO permitted to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities (as defined under the SFO), being one of the Joint Bookrunners and Joint Lead Managers of the Share Offer
“International Placing”	the conditional placing of the International Placing Shares by the International Underwriters for and on behalf of our Company and the Selling Shareholder to institutional, professional, corporate and/or other investors at the Offer Price, on the terms and subject to the conditions under the International Underwriting Agreement, as further described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“International Placing Shares”	the 140,625,000 Shares comprising 109,375,000 new Shares being initially offered by our Company for subscription and 31,250,000 Sale Shares pursuant to the International Placing together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure and conditions of the Share Offer — Reallocation” in this prospectus

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“International Underwriters”	the group of underwriters for the International Placing who are expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the underwriting agreement relating to the International Placing to be entered into by, among others, our Company and the International Underwriters on or about the Price Determination Date, as further described in the section headed “Underwriting” in this prospectus
“Ip Group”	Ip Group Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 24 July 2020, which is directly wholly-owned by Mr. Charlie Ip and is one of our Controlling Shareholders
“ <b>IPO App</b> ”	the mobile application for <b>HK eIPO White Form</b> service, which can be downloaded by searching “ <b>IPO APP</b> ” in App Store or Google Play or downloaded at <a href="http://www.hkeipo.hk/IPOApp">www.hkeipo.hk/IPOApp</a> or <a href="http://www.tricorglobal.com/IPOApp">www.tricorglobal.com/IPOApp</a>
“Ipsos”	Ipsos Asia Limited, an independent market research company
“Ipsos Report”	a report in respect of the IT industry in Hong Kong issued by Ipsos and commissioned by our Company
“IPW Group”	IPW Group Holdings Limited, a company incorporated under the laws of the BVI with limited liability on 28 July 2020, which is directly wholly-owned by Mr. Charlie Ip and is one of our Controlling Shareholders
“IRD”	the Inland Revenue Department of the government of Hong Kong
“IRO”	the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Joint Bookrunners”	Innovax Securities and China PA Securities (Hong Kong) Company Limited
“Joint Lead Managers”	Innovax Securities, China PA Securities (Hong Kong) Company Limited, Canfield Securities Company Limited and Sinomax Securities Limited
“Kwong Ming Engineering”	Kwong Ming Engineering Limited, principally engaged in the telecommunication engineering and cabling business

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“Latest Practicable Date”	5 September 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Date”	the date, on or about Monday, 26 September 2022, on which dealings in our Shares on the Main Board of the Stock Exchange commence
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Macau”	the Macau Special Administrative Region of the PRC
“Macau Legal Advisers”	FCLaw Lawyers & Private Notaries, the legal advisers to our Company as to Macau law
“Main Contractor”	a company listed on Alternative Investment Market (AIM) of the London Stock Exchange whose principal activities are the supply, design, installation and maintenance of CCTV and surveillance systems, and the sale of security related products, which is an independent third party of the Company
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company, as amended or supplemented from time to time
“MOFCOM”	Ministry of Commerce of the PRC ( 中華人民共和國商務部 )
“MOP” or “Pataca”	Macau Pataca, the lawful currency of Macau
“MOU”	a non-legally binding memorandum of understanding entered into between our Group and the Main Contractor in May 2022 to establish a cooperative framework between our Group and the Main Contractor
“Mr. Chan”	Mr. Chan Tim Cheung (陳添祥), one of the executive Directors of our Company
“Mr. Charlie Ip”	Mr. Ip Ka Wai Charlie (葉嘉威), the chairman of our Board, our chief executive officer, one of the executive Directors of our Company and one of our Controlling Shareholders

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“MTS Group”	MTS Group Limited, a company incorporated under the laws of Hong Kong with limited liability on 17 January 2012, which was wholly owned by Multisoft directly and by Mr. Charlie Ip indirectly before the completion of the Reorganisation, and is wholly owned by Multisoft directly and by Multisoft BVI and our Company indirectly upon completion of the Reorganisation
“MTSM”	MTS Marketing Limited, a company incorporated under the laws of Hong Kong with limited liability on 14 January 2015, was formerly a wholly-owned subsidiary of MTS Group prior to the disposal of its entire equity interests to Mr. Charlie Ip on 6 April 2018
“Multisoft”	Multisoft Limited, a company incorporated under the laws of Hong Kong with limited liability on 18 December 2006, which was wholly owned by Mr. Charlie Ip directly before the completion of the Reorganisation, and is wholly owned by Multisoft BVI directly and by our Company indirectly upon completion of the Reorganisation
“Multisoft BVI”	Multisoft Holding Limited, a company incorporated under the laws of the BVI with limited liability on 24 July 2020, which is a direct wholly-owned subsidiary of our Company upon completion of the Reorganisation
“Multisoft Macau”	Multisoft (Macau) Limited, a company incorporated under the laws of Macau with limited liability on 4 December 2013, which was owned in equal shares by MTS Group and Multisoft directly and wholly owned by Mr. Charlie Ip indirectly before the completion of the Reorganisation, and is owned in equal shares by MTS Group and Multisoft directly and wholly owned by Multisoft BVI and our Company indirectly upon completion of the Reorganisation
“Multisoft WFOE”	華譽中信科技(深圳)有限公司, a company incorporated under the laws of PRC on 5 July 2012, which was wholly owned by MTS Group directly and by Multisoft and Mr. Charlie Ip indirectly before the completion of the Reorganisation, and is wholly owned by MTS Group directly and by Multisoft, Multisoft BVI and our Company indirectly upon completion of the Reorganisation
“MWh”	megawatt-hour, a unit of measure of electric energy
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)



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“New Facilities”	comprising the HK\$8.0 million from the Facility A and the amount of HK\$25.0 million to be drawn down from the Facility B
“NGO(s)”	non-governmental and non-profitable organisation(s)
“Nomination Committee”	the nomination committee of our Board
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%) of not more than HK\$0.86 and expected to be not less than HK\$0.80, such price to be determined by agreement among the Joint Bookrunners (for themselves and on behalf of the Underwriters) and our Company (for ourselves and on behalf of the Selling Shareholder) on or before the Price Determination Date
“Offer Shares”	the Hong Kong Offer Shares and the International Placing Shares
“Over-allotment Option”	the option proposed to be granted by us to the International Underwriters under the International Underwriting Agreement, exercisable by the Joint Bookrunners (on behalf of the International Underwriters), pursuant to which we may be required to allot and issue up to an aggregate of 23,435,000 additional Shares (representing 15% of the number of Offer Shares initially being offered under the Share Offer) at the Offer Price, to, among other things, cover over-allocations in the International Placing, if any, as further described in “Structure and Conditions of the Share Offer” in this prospectus
“PRC” or “China”	the People’s Republic of China, excluding for the purposes of this prospectus only, Hong Kong, Macau and Taiwan
“PRC Legal Advisers”	Jingtian & Gongcheng, the Company’s legal advisers as to the PRC law
“Price Determination Agreement”	the agreement to be entered into by 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 to record and fix the Offer Price

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“Price Determination Date”	the date expected to be on or around Friday, 16 September 2022 but no later than Friday, 23 September 2022, on which the Offer Price is fixed for the purpose of the Share Offer
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration Committee”	the remuneration committee of our Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Reorganisation”	the reorganisation of our Group in preparation for the Listing, details of which are set out in the section headed “History, Reorganisation and Corporate Structure — Reorganisation” in this prospectus
“Ruijie Group”	Star-Net Ruijie (Hong Kong) Company Limited and its affiliates, principally engaged in the provision of data communication and systems infrastructure products
“Sale Shares”	the 31,250,000 Offer Shares initially offered by the Selling Shareholder for sale at the Offer Price under the International Placing
“Second MOU”	a non-legally binding memorandum of understanding entered into between our Group and the Main Contractor in July 2022
“Selling Shareholder”	Ip Group, being the Shareholder which offer the Sale Shares for sale under the Share Offer, particulars of which are set out in “Statutory and General Information — Other information — 25. Particulars of the Selling Shareholder” in Appendix IV to this prospectus
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“SGD” or “SG\$”	Singapore dollar(s), the lawful currency of Singapore
“Share Offer”	the Hong Kong Public Offering and the International Placing
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 4 August 2022, the principal terms of which are summarised in “Statutory and General Information — Other information — 13. Share Option Scheme” in Appendix IV to this prospectus

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“Share(s)” or “our Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of our Company
“SME(s)”	small and medium enterprise(s)
“Sole Sponsor” or “Innovax Capital”	Innovax Capital Limited, a licenced corporation under the SFO permitted to carry on in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities (as defined under the SFO), being the Sole Sponsor of the Share Offer
“Solution Day”	a marketing event held by us in our SI solutions business coordinating IT product vendors, IT architects and end-users with the aim to promote IT awareness and the latest industry trend
“Stabilising Manager”	Innovax Securities
“Stock Borrowing Agreement”	the stock borrowing agreement to be entered into by Ip Group and the Stabilising Manager on or around the Price Determination Date, pursuant to which the Stabilising Manager may borrow up to 23,435,000 Shares to cover any over-allocation in the International Placing
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Companies Ordinance
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the SFC, as amended or supplemented from time to time
“TID”	Trade and Industry Department of the Government
“Track Record Period”	FY2019/2020, FY2020/2021 and FY2021/2022
“TriTech”	TriTech Distribution Limited (previously known as Mach Distribution Limited), a company incorporated under the laws of Hong Kong with limited liability on 28 February 2014, which was wholly owned by Mr. Charlie Ip directly before the completion of the Reorganisation, and is wholly owned by TriTech BVI directly and by our Company indirectly upon completion of the Reorganisation

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“TriTech BVI”	TriTech Distribution Holding Limited, a company incorporated under the laws of the BVI with limited liability on 24 July 2020, which is a direct wholly-owned subsidiary of our Company upon completion of the Reorganisation
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.S.” or “United States”	the United States of America, its territories and possessions, any state of the United States and the District of Columbia
“U.S. Securities Act”	the United States Securities Act 1933, as amended or supplemented from time to time
“USD” or “US\$”	U.S. dollar(s), the lawful currency of the United States of America
“YOA”	year of assessment
“sq. ft.”	square feet
“sq. m.”	square metre(s)
“%”	per cent

*In this prospectus, unless otherwise stated or the context otherwise requires,*

- the terms “associate”, “close associate”, “connected person”, “connected transaction”, “core connected person”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires;*
- amounts and percentage figures, including share ownership and operating data, may have been subject to rounding adjustments. Where information is presented in thousands or millions, amounts of less than one thousand or one million, as the case may be, have been rounded to the nearest hundred or hundred thousand respectively, and amounts presented as percentages have been rounded to the nearest tenth of a percent. Accordingly, totals of rows or columns of numbers in tables may not be equal to the apparent total of the individual items;*

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- *translated English names of the PRC natural persons, legal persons, governmental authorities and departments, instructions, facilities, certificates, titles and the like, or any descriptions for which no official English translation exists are unofficial translation from their corresponding Chinese names and included for identification purpose only. In the event of inconsistencies, the Chinese name(s) shall prevail. English translation of names in Chinese or another language which are marked with “\*” is for identification purpose only; and*
- *all times and dates refer to Hong Kong local time and dates unless otherwise stated.*