

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of MTT Group Holdings Limited (the “**Company**”) dated 13 September 2022.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, 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 announcement.

This announcement is for information purposes only and does not constitute an invitation or offer by any person to acquire, purchase or subscribe for any Shares or other securities of our Company. Potential investors should read the Prospectus carefully for detailed information about our Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of our Company in the United States or in any other jurisdictions or an invitation to engage in any investment activity with respect to securities or investments of any kind. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”), or any state securities laws of the United States, and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S under U.S. Securities Act (the “**Regulation S**”)) except in transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transaction in accordance with Regulation S. There will be no public offer and is not currently intended to be any public offer of securities of our Company in the United States.

In connection with the Share Offer, Innovax Securities Limited as stabilising manager (the “**Stabilising Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilisation action, if taken, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules (Cap. 571W of the Laws of Hong Kong), as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on Sunday, 16 October 2022, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken. Demand for the Shares, and therefore the price of the Shares, could fall.

Prospective investors should note that the Joint Bookrunners are entitled to terminate their obligations under the Hong Kong Underwriting Agreement by notice in writing to our Company (for itself and on behalf of the Selling Shareholders) given by the Joint Bookrunners (for themselves and on behalf of the Hong Kong Underwriters) upon the occurrence of any of the events set forth under the section headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Monday, 26 September 2022.

In connection with the Share Offer, our Company is expected to grant the Over-allotment Option to the International Underwriters, exercisable at the sole discretion of the Joint Bookrunners (for themselves and on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the Joint Bookrunners (for themselves and on behalf of the International Underwriters) have the right, exercisable at any time from the date of the International Underwriting Agreement until the 30th day after the last day for lodging application under the Hong Kong Public Offering (being Sunday, 16 October 2022), to require our Company to allot and issue up to 23,435,000 additional Shares, representing approximately 15% of the number of Offer Shares initially available under the Share Offer, at the same price per Offer Share under the International Placing, to cover, among others, over-allocations in the International Placing.

 **MTT Group Holdings Limited**  
數科集團控股有限公司  
**MTT GROUP HOLDINGS LIMITED**  
數科集團控股有限公司  
(Incorporated in the Cayman Islands with limited liability)

**SHARE OFFER**

<b>Number of Offer Shares under the Share Offer</b>	<b>:</b>	<b>156,250,000 Shares comprising 125,000,000 new Shares and 31,250,000 Sale Shares (subject to the reallocation and the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>:</b>	<b>15,625,000 Shares (subject to reallocation)</b>
<b>Number of International Placing Shares</b>	<b>:</b>	<b>140,625,000 Shares comprising 109,375,000 new Shares and 31,250,000 Sale Shares (subject to reallocation and the Over-allotment Option)</b>
<b>Offer Price</b>	<b>:</b>	<b>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)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>2350</b>

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers



## IMPORTANT NOTICE TO INVESTORS:

### FULLY ELECTRONIC APPLICATION PROCESS

**We have adopted a fully electronic application process for the Hong Kong Public Offering. We will not provide printed copies of the Prospectus or printed copies of any application forms to the public in relation to the Hong Kong Public Offering.**

**The Prospectus is available at the website of the Hong Kong Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the “*HKEXnews>New Listings>New Listing Information*” section, and our website at <http://www.mttgholdings.com>. If you require a printed copy of the Prospectus, you may download and print from the website addresses above.**

To apply for the Hong Kong Offer Shares, you may:

- (1) apply online through the **HK eIPO White Form** service in the **IPO App** (which can be downloaded by searching “**IPO App**” in App Store or Google Play or downloaded at [www.hkeipo.hk/IPOApp](http://www.hkeipo.hk/IPOApp) or [www.tricorglobal.com/IPOApp](http://www.tricorglobal.com/IPOApp)) or at [www.hkeipo.hk](http://www.hkeipo.hk); or
- (2) apply through **CCASS EIPO** service to electronically cause HKSCC Nominees to apply on your behalf, including by:
  - (a) 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
  - (b) (if you are an existing **CCASS Investor Participant**) giving electronic application instructions through the CCASS Internet System (<https://ip.ccass.com>) or through the CCASS Phone System by calling +852 2979 7888 (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 Center at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong by completing an input request.

If you have any questions about the application online via the **HK eIPO White Form** service for the Hong Kong Offer Shares, you may call the enquiry hotline of our Hong Kong Branch Share Registrar Tricor Investor Services Limited, at +852 3907 7333 on the following dates:

**Tuesday, 13 September 2022 — 9:00 a.m. to 9:00 p.m.**  
**Wednesday, 14 September 2022 — 9:00 a.m. to 9:00 p.m.**  
**Thursday, 15 September 2022 — 9:00 a.m. to 9:00 p.m.**  
**Friday, 16 September 2022 — 9:00 a.m. to 12:00 noon**

We will not provide any physical channels to accept any application for the Hong Kong Offer Shares by the public. The contents of the electronic version of the Prospectus are identical to the printed Prospectus as registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

If you are an **intermediary, broker or agent**, please remind your customers, clients or principals, as applicable, that the Prospectus is available online at the website above.

Please refer to “How to Apply for Hong Kong Offer Shares” in the Prospectus for further details on the procedures through which you can apply for the Hong Kong Offer Shares electronically.

## THE LISTING APPLICATION

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the additional Shares to be issued pursuant to the Capitalisation Issue and pursuant to the exercise of the Over-allotment Option and the options which may be granted under the Share Option Scheme). Assuming that the Share Offer becomes unconditional, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 26 September 2022.

The application through the **HK eIPO White Form** service or the **CCASS EIPO** service must be for a minimum of 5,000 Hong Kong Offer Shares and in one of the numbers set out in the table. Applicants are required to pay the amount next to the number selected.

No. of Offer Shares applied for	Amount payable on application HK\$	No. of Offer Shares applied for	Amount payable on application HK\$	No. of Offer Shares applied for	Amount payable on application HK\$	No. of Offer Shares applied for	Amount payable on application HK\$
5,000	4,343.35	60,000	52,120.05	400,000	347,467.01	2,500,000	2,171,668.78
10,000	8,686.67	70,000	60,806.73	450,000	390,900.38	3,000,000	2,606,002.53
15,000	13,030.02	80,000	69,493.40	500,000	434,333.76	3,500,000	3,040,336.29
20,000	17,373.35	90,000	78,180.08	600,000	521,200.50	4,000,000	3,474,670.04
25,000	21,716.69	100,000	86,866.75	700,000	608,067.25	4,500,000	3,909,003.80
30,000	26,060.03	150,000	130,300.12	800,000	694,934.01	5,000,000	4,343,337.55
35,000	30,403.37	200,000	173,733.50	900,000	781,800.76	6,000,000	5,212,005.06
40,000	34,746.70	250,000	217,166.88	1,000,000	868,667.51	7,000,000	6,080,672.57
45,000	39,090.04	300,000	260,600.26	1,500,000	1,303,001.27	7,810,000*	6,784,293.25
50,000	43,433.37	350,000	304,033.63	2,000,000	1,737,335.02		

\* Maximum number of Hong Kong Offer Shares you may apply for.

No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## STRUCTURE OF THE SHARE OFFER

The Share Offer consists of:

- (a) the Hong Kong Public Offering of 15,625,000 Shares (subject to reallocation) in Hong Kong, representing 10% of the total number of Offer Shares initially available under the Share Offer; and
- (b) the International Placing of 140,625,000 Shares, comprising 109,375,000 new Shares and 31,250,000 Sale Shares (subject to reallocation and the Over-allotment Option) outside the United States in reliance on Regulation S, representing 90% of the total number of Offer Shares initially available under the Share Offer.

The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to reallocation as described in the section headed “Structure and conditions of the Share Offer” in the Prospectus.

In particular, subject to the requirements under Practice Note 18 of the Listing Rules and Guidance Letter HKEX-GL91-18, the Joint Bookrunners (for themselves and on behalf of the Underwriters) may, at their discretion, reallocate Offer Shares from the International Placing to Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to the clawback mechanism as described in the section headed “Structure and conditions of the Share Offer – Reallocation” in the Prospectus, the maximum total number of Offer Shares that may be reallocated to the Hong Kong Public Offering following such reallocation shall be not more than double the initial allocation to the Hong Kong Public Offering (i.e. up to a maximum of 31,250,000 Offer Shares) and the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.80 per Offer Share) stated in the Prospectus pursuant to HKEX-GL91-18.

Under the International Underwriting Agreement, our Company is expected to grant an Over-allotment Option to the International Underwriters exercisable at the sole discretion of the Joint Bookrunners (for themselves and on behalf of the International Underwriters). Pursuant to the Over-allotment Option, the Joint Bookrunner (for themselves and on behalf of the Underwriters) have the right, exercisable at any time from the Listing Date and ending on the 30th day from the last day of lodging applications under the Hong Kong Public Offering, i.e. Sunday, 16 October 2022, to require our Company to allot and issue up to 23,435,000 additional Shares, representing 15% of the number of the Offer Shares initially available under the Share Offer, at the same price per Offer Share under the International Placing to cover over-allocation in the International Placing, if any, on the same terms and conditions as the Offer Shares that are subject to the Share Offer. In the event that the Over-allotment Option is exercised, an announcement will be made by Company and posted on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and Company’s website at <https://www.mttgholdings.com/>.

## **PRICING**

The Offer Price will not be more than HK\$0.86 per Offer Share and is expected to be not less than HK\$0.80 per Offer Share.

Applicants for the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$0.86 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% thereon, subject to refund under various circumstances as detailed below. The application monies (including brokerage, SFC transaction levy, Stock Exchange trading fee and Financial Reporting Council transaction levy thereon) will be held by the receiving bank on behalf of our Company. If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.86 per Offer Share (excluding brokerage, SFC transaction levy, Stock Exchange trading fee and Financial Reporting Council transaction levy thereon), or if the conditions of the Share Offer are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus, or if any application is revoked, the application monies, or the appropriate portion thereof, together with the brokerage, SFC transaction levy, Stock Exchange trading fee and Financial Reporting Council transaction levy, will be refunded, without interest. Any refund of application monies will be made on Friday, 23 September 2022.



## SETTLEMENT

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS. Investors should seek the advice of their stockbrokers or other professional advisers for details of the settlement arrangement as such arrangements may affect their rights and interests.

## EXPECTED TIMETABLE

Hong Kong Public Offering commences .....	9:00 a.m., on Tuesday, 13 September 2022
Latest time for completing electronic applications under the <b>HK eIPO White Form</b> service through one of the below ways:	
(1) the designated website <b>www.hkeipo.hk</b>	
(2) the <b>IPO App</b> , which can be downloaded by searching “ <b>IPO App</b> ” in App Store or Google Play Store or downloaded at <b>www.hkeipo.hk/IPOApp</b> or <b>www.tricorglobal.com/IPOApp</b> .....	11:30 a.m. on Friday, 16 September 2022
Application lists of the Hong Kong Public Offering open .....	11:45 a.m. on Friday, 16 September 2022
Latest time to give <b>electronic application instructions</b> to HKSCC .....	12:00 noon on Friday, 16 September 2022
Latest time to complete payment of <b>HK eIPO White Form</b> applications by effecting internet banking transfer(s) or PPS payment transfer(s).....	12:00 noon on Friday, 16 September 2022
Application lists of the Hong Kong Public Offering close .....	12:00 noon on Friday, 16 September 2022
Expected Price Determination Date to be on or around. ....	Friday, 16 September 2022

Announcement of the final Offer Price, an indication of the level of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares to be published on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at [www.mttgholdings.com](http://www.mttgholdings.com) on or before ..... Friday, 23 September 2022

Results of allocations in the Hong Kong Public Offering (including successful applicants' identification document numbers, where appropriate) to be available through a variety of channels as described in the section headed "How to apply for Hong Kong Offer Shares — 11. Publication of results" in the Prospectus from.....Friday, 23 September 2022

Results of allocations in the Hong Kong Public Offering will be available at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) (alternatively: [www.hkeipo.hk/IPOResult](http://www.hkeipo.hk/IPOResult)) or available at "Allotment Result" function in the **IPO App** with a "search by ID/Business Registration Number" function .....Friday, 23 September 2022

Despatch/collection of Share certificates in respect of wholly or partially successful applications pursuant to the Hong Kong Public Offering on .....Friday, 23 September 2022

Despatch/collection of **HK eIPO White Form** e-Auto Refund payment instructions/refund cheques on .....Friday, 23 September 2022

Dealings in Shares on the Stock Exchange to commence at ..... 9:00 a.m. on Monday, 26 September 2022

*Note:* Unless otherwise stated, all dates and times refer to Hong Kong dates and times.

## **ELECTRONIC APPLICATION CHANNELS**

### **HK eIPO White Form Service**

You may submit your application to the **HK eIPO White Form** service in the **IPO App** or on the designated website at [www.hkeipo.hk](http://www.hkeipo.hk) (24 hours daily, except on the last application day) from 9:00 a.m. on Tuesday, 13 September 2022 until 11:30 a.m. on Friday, 16 September 2022 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Friday, 16 September 2022 or such later time under the section headed "How to apply for Hong Kong Offer Shares — 10. Effect of bad weather and/or extreme conditions on the opening of the application lists" in the Prospectus.

## CCASS EIPO SERVICE

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates(Note):

**Tuesday, 13 September 2022 – 9:00 a.m. to 8:30 p.m.**  
**Wednesday, 14 September 2022 – 8:00 a.m. to 8:30 p.m.**  
**Thursday, 15 September 2022 – 8:00 a.m. to 8:30 p.m.**  
**Friday, 16 September 2022 – 8:00 a.m. to 12:00 noon**

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 13 September 2022 until 12:00 noon on Friday, 16 September 2022 (24 hours daily, except on Friday, 16 September 2022, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Friday, 16 September 2022, the last application day or such later time as described in the section headed “How to apply Hong Kong shares — 10. Effect of bad weather and/or extreme conditions on the opening of the application lists” in the Prospectus.

*Note:* These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

If you are 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, you are advised to contact your **broker** or **custodian** for the latest time for giving such instructions which may be different from the latest time as stated above.

The application monies (including the brokerage, SFC transaction levy, Financial Reporting Council transaction levy and Stock Exchange trading fee) will be held by the receiving bank on behalf of our Company and the refund monies, if any, will be returned to the applicants without interest on Friday, 23 September 2022.

Please refer to the sections headed “Structure and conditions of the Share Offer” and “How to apply for Hong Kong Offer Shares” of the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

## PUBLICATION OF RESULTS

Our Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Friday, 23 September 2022 on our Company’s website at **www.mttgholdings.com** and the website of the Stock Exchange at **www.hkexnews.hk**. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels at the times and dates and in the manners specified in the section headed “How to apply for Hong Kong Offer Shares — 11. Publication of results” in the Prospectus.



If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum Offer Price of HK\$0.86 per Offer Share (excluding brokerage, SFC transaction levy, Stock Exchange trading fee and Financial Reporting Council transaction levy thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with the section headed “Structure and conditions of the Share Offer — Conditions of the Share Offer” in the Prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy, Stock Exchange trading fee and Financial Reporting Council transaction levy, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on Friday, 23 September 2022.

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, 26 September 2022 provided that the Share Offer has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Monday, 26 September 2022. The Shares will be traded in board lots of 5,000 Shares each and the stock code is 2350.

On behalf of the Board  
**MTT Group Holdings Limited**  
**Ip Ka Wai Charlie**  
*Chairman*

Hong Kong, 13 September 2022

*As at the date of this announcement, the Board comprises Ip Ka Wai Charlie and Chan Tim Cheung as executive Directors, and Lam Chi Wing, Chung Anita Mei Yiu, and Wu Ching Tung Grace as independent non-executive Directors.*