

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

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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.

The Joint Bookrunners confirm that there has been no over-allocation of the Offer Shares under the International Placing and the Over-allotment Option will not be exercised. In view of the fact that there has been no over-allocation of the Offer Shares under the International Placing, no stabilisation activity as described in the Prospectus will take place during the stabilisation period.

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.

 **MTT Group Holdings Limited**
數科集團控股有限公司
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(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
Number of Hong Kong Offer Shares	:	78,125,000 Shares (as adjusted after reallocation)
Number of International Placing Shares	:	78,125,000 Shares comprising 46,875,000 new Shares and 31,250,000 Sale Shares (as adjusted after reallocation)
Offer Price	:	HK\$0.85 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.005% and Financial Reporting Council transaction levy of 0.00015%
Nominal value	:	HK\$0.01 per Share
Stock code	:	2350

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Joint Lead Managers

