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PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The board (the “**Board**”) of directors (the “**Directors**”) of MTT Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) proposes to adopt a new share option scheme (the “**New Share Option Scheme**”) in accordance with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The Company had adopted a share option scheme which became effective upon the listing of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 26 September 2022 (“**Existing Share Option Scheme**”). In light of amendments to the Listing Rules relating to share schemes of listed issuers which will take effect on 1 January 2023, the Board proposes to seek approval by the shareholders of the Company (“**Shareholders**”) by way of ordinary resolution at the extraordinary general meeting (“**EGM**”) to adopt the New Share Option Scheme and terminate the Existing Share Option Scheme.

The proposed adoption of the New Share Option Scheme is subject to:

- (a) The Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of the Company (“**Shares**”) which may fall to be issued pursuant to the exercise of options to be granted under the New Share Option Scheme; and
- (b) The passing of the ordinary resolution by the Shareholders in general meeting to (i) approve the adoption of the New Share Option Scheme and to authorise the Board to grant options under the New Share Option Scheme and to allot and issue Shares pursuant to exercise of any options granted under the New Share Option Scheme; and (ii) terminate the Existing Share Option Scheme.

A circular containing, among other things, the notice of the EGM and details of the proposed adoption of the New Share Option Scheme, including the principal terms of the New Share Option Scheme, will be dispatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, the New Share Option Scheme remains subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

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

Hong Kong, 28 October 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.