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 **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)
(Stock Code: 2350)

VOLUNTARY ANNOUNCEMENT

DISPOSAL OF SHARES BY A CONTROLLING SHAREHOLDER

This announcement is made by the board (“**Board**”) of directors (the “**Director(s)**”) of MTT Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The Board has been informed that, Mr. Ip Ka Wai Charlie (“**Mr. Ip**”) (an executive Director, the chairman of the Board and a controlling shareholder (as defined under the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company), as the vendor, has entered into a conditional sale and purchase agreement dated 28 August 2023 (the “**Agreement**”) with an independent third party (the “**Purchaser**”), as the purchaser, to dispose (the “**Disposal**”) the entire issued shares of IPW Group Holdings Limited (“**IPW Group**”). As advised by Mr. Ip, as at the date of this announcement, IPW Group, which is wholly owned by Mr. Ip, is beneficially interested in 50,000,000 shares (the “**Shares**”) of the Company, representing 8% of the issued share capital of the Company.

Completion of the Disposal shall take place on 29 August 2023 (or such other date as Mr. Ip and the Purchaser may agree in writing).

Upon the completion of the Disposal, assuming there will be no change in the issued share capital of the Company since the date of the Agreement, (i) the Purchaser will hold the entire issued shares of IPW Group, which in turn directly holds 50,000,000 Shares, representing 8% of the issued share capital of the Company; and (ii) Mr. Ip will be interested in 418,750,000 Shares, representing 67% of the issued share capital of the Company, through Ip Group Holdings Limited (which is wholly owned by Mr. Ip), and will remain as the controlling shareholder (as defined in the Listing Rules) of the Company.

The Board is of the view that the Disposal would not have any material adverse effect on the business operations and financial position of the Group.

Shareholders and potential investors of the Company should note that completion of the Disposal is subject to the satisfaction of the conditions precedent. Accordingly, the Disposal may or may not proceed. Shareholders and potential investors of the Company are therefore urged to exercise caution when dealing in any securities of the Company.

By Order of the Board
MTT Group Holdings Limited
Ip Ka Wai Charlie
Chairman

Hong Kong, 28 August 2023

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