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 **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)

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
TWO (2) RIGHTS SHARES FOR EVERY FIVE (5) SHARES
HELD ON THE RECORD DATE
ON A NON-UNDERWRITTEN BASIS**

Placing Agent
 **TradeGo Markets**

PROPOSED RIGHTS ISSUE

The Company proposed to implement the Rights Issue on the basis of two (2) Rights Shares for every five (5) Shares held on the Record Date at the Subscription Price of HK\$0.275 per Rights Share, to raise gross proceeds of up to approximately HK\$68.8 million by issuing 250,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) to the Qualifying Shareholders. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders (if any).

The maximum net proceeds are estimated to be approximately HK\$65.8 million (assuming no change in the number of Shares in issue on or before the Record Date). Details of the use of the net proceeds are set out in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this announcement.

Subject to the fulfilment of the conditions of the Rights Issue, there will be no excess application arrangements in relation to the Rights Issue and the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. There are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue.

THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

Pursuant to Rule 7.21(1)(b) of the Listing Rules, the Company must make arrangements to dispose of any Unsubscribed Shares and the NQS Unsold Rights Shares not validly applied for by the No Action Shareholders by offering such Unsubscribed Shares and the NQS Unsold Rights Shares to independent places for the benefit of those No Action Shareholders. On 12 May 2026 (after trading hours of the Stock Exchange), the Company entered into the Placing Agreement with the Placing Agent to place the Unsubscribed Shares and the NQS Unsold Rights Shares after the Latest Time for Acceptance to independent places on a best effort basis. Details of the Placing Agreement are set out in the section headed “Placing Agreement” in this announcement.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 17 June 2026 to Wednesday, 24 June 2026 (both days inclusive) for the purpose of determining Shareholder’s entitlement to the Rights Issue. No transfer of Shares will be registered during the above book closure period.

LISTING RULES IMPLICATIONS

As the Company has not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is not underwritten by a director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders’ approval under Rule 7.19A(1) of the Listing Rules.

The Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period prior to the date of this announcement. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfilment of certain conditions of the Rights Issue, the Prospectus Documents containing, among other matters, details of the Rights Issue, will be made available and/or despatched (as the case may be) to the Qualifying Shareholders on the Prospectus Posting Date. To the extent permitted under the relevant laws and regulations and where reasonably practicable, the Prospectus (excluding the PAL) will be made available and/or despatched (as the case may be) to the Non-Qualifying Shareholders (if any) for their information only. The Company will despatch the PALs in printed form to the Qualifying Shareholders, but no PAL will be despatched to the Non-Qualifying Shareholders (if any).

WARNING OF THE RISKS OF DEALINGS IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares will be dealt on an ex-rights basis from Monday, 15 June 2026. Dealings in the nil-paid Rights Shares are expected to take place from Monday, 29 June 2026 to Tuesday, 7 July 2026 (both days inclusive).

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of the conditions as set out in the section headed “Conditions of the Rights Issue” in this announcement. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any dealing in the Shares from the date of this announcement up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholder or other person dealing in the Shares and/or Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the acceptance of the provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s).

PROPOSED RIGHTS ISSUE

The Company proposed to implement the Rights Issue on the basis of two (2) Rights Shares for every five (5) Shares held on the Record Date at the Subscription Price of HK\$0.275 per Rights Share, to raise gross proceeds of up to approximately HK\$68.8 million by issuing 250,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) to the Qualifying Shareholders. The Rights Issue is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders (if any).

Further details of the Rights Issue are set out below:

Issue statistics

Basis of the Rights Issue	:	two (2) Rights Shares for every five (5) Shares held by the Qualifying Shareholders at the close of business on the Record Date
Subscription Price	:	HK\$0.275 per Rights Share
Number of Shares in issue as at the date of this announcement	:	625,000,000 Shares
Number of Rights Shares	:	up to 250,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
Aggregate nominal value of the Rights Shares	:	up to HK\$2,500,000 (assuming no change in the number of Shares in issue on or before the Record Date)
Number of Shares in issue as enlarged by the allotment and issue of the Rights Shares	:	up to 875,000,000 Shares (assuming no change in the number of Shares in issue on or before the Record Date and that no new Shares (other than the Rights Shares) will be allotted and issued on or before completion of the Rights Issue)
Gross proceeds from the Rights Issue	:	up to approximately HK\$68.8 million (assuming no change in the number of Shares in issue on or before the Record Date)
Net proceeds from the Rights Issue	:	up to approximately HK\$65.8 million (assuming no change in the number of Shares in issue on or before the Record Date)
Net subscription price per Rights Share (i.e. maximum net proceeds divided by the maximum number of Rights Shares to be issued)	:	approximately HK\$0.263 per Rights Share (assuming no change in the number of Shares in issue on or before the Record Date)

As at the date of this announcement, the Company (i) did not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants or convertible securities or other similar rights which are convertible or exchangeable into Shares; and (ii) had no treasury Shares or repurchased Shares pending cancellation. The Company has no intention to issue or grant any Shares, convertible securities, warrants and/or options on or before the Record Date.

Assuming no change in the share capital of the Company on or before the Record Date and that no new Shares will be allotted and issued on or before completion of the Rights Issue, the 250,000,000 Rights Shares to be issued pursuant to the terms of the Rights Issue represents (i) 40.0% of the total number of issued Shares as at the date of this announcement; and (ii) approximately 28.6% of the issued share capital of the Company as enlarged by the allotment and issue of the Rights Shares (assuming full subscription under the Rights Issue).

Non-underwritten basis

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event that the Rights Issue is not fully subscribed, any Unsubscribed Rights Shares together with the NQS Unsold Rights Shares will be placed to independent places on a best effort basis under the Compensatory Arrangements. Any Unsubscribed Rights Shares and NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

There are no statutory requirements regarding minimum subscription levels in respect of the Rights Issue. There is no minimum amount to be raised under the Rights Issue. As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its provisional allotment under the PAL(s), or transferees of nil-paid Rights Shares (or either of them, whichever shall be appropriate), may unwittingly incur an obligation to make a general offer for all issued Shares under the Takeovers Code.

Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that, if the Rights Shares are not fully taken up, the application of any Shareholder (except for HKSCC Nominees Limited) for his/her/its provisional allotment under the Rights Issue will be scaled down to a level which does not (i) trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules; and/or (ii) result in the non-compliance of the Public Float Requirement on the part of the Company.

Undertakings

The Company has not received any information or irrevocable undertaking from any substantial or controlling Shareholder of any intention in relation to the Rights Shares to be provisionally allotted to that Shareholder under the Rights Issue as at the date of this announcement.

Subscription Price

The Subscription Price of HK\$0.275 per Rights Share shall be payable in full when a Qualifying Shareholder accepts the relevant provisional allotment of Rights Shares, or when a transferee of nil-paid Rights Shares applies for the relevant Rights Shares.

The Subscription Price represents:

- (i) a discount of approximately 64.29% to the closing price of HK\$0.770 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 65.01% to the average closing price of HK\$0.786 per Share as quoted on the Stock Exchange for the five (5) consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 65.01% to the average closing price of HK\$0.786 per Share as quoted on the Stock Exchange for the ten (10) consecutive trading days up to and including the Last Trading Day;
- (iv) a discount of approximately 57.10% to the theoretical ex-rights price of approximately HK\$0.641 per Share as adjusted for the effect of the Rights Issue, based on the benchmarked price of HK\$0.788 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of (i) the closing price on the Last Trading Day of HK\$0.770 per Share; and (ii) the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the Last Trading Day of HK\$0.788 per Share) (the “**Benchmarked Price**”);
- (v) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 18.65%, represented by the theoretical diluted price of approximately HK\$0.641 per Share to the Benchmarking Price;
- (vi) a premium of approximately 1.85% over the unaudited consolidated net asset value per Share of approximately HK\$0.27 (based on the latest published unaudited consolidated net asset value of the Company of approximately HK\$169,114,000 as at 30 September 2025 as disclosed in the interim report of the Company for the six months ended 30 September 2025 and 625,000,000 Shares in issue as at the date of this announcement); and

(vii) a discount of approximately 5.17% to the audited consolidated net asset value per Share of approximately HK\$0.29 (based on the latest published audited consolidated net asset value of the Company of approximately HK\$183,563,000 as at 31 March 2025 as disclosed in the annual report of the Company for the year ended 31 March 2025 and 625,000,000 Shares in issue as at the date of this announcement).

The Company had not conducted any rights issue, open offer or specific mandate placing within the 12-month period prior to the date of this announcement. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

In determining the Subscription Price, the Board has made reference to, among other matters, (i) the unaudited consolidated net asset value per Share of the Company as at 30 September 2025 as discussed above, which is close to the Subscription Price; (ii) the thin trading volume of the Shares for the six-month period prior to and including the Last Trading Day, the average of which represents merely approximately 0.36% of the total issued share capital of the Company, indicating a lack of liquidity and demand for the Shares; and (iii) the Group having been loss making for the years ended 31 March 2024 and 2025, and the six months ended 30 September 2025; and (iv) the reasons for and benefits of the Rights Issue as discussed in the section headed “Reasons for and benefits of the Rights Issue and use of proceeds” in this announcement. The Board considers that it would be commercially reasonable to set a subscription price lower than the prevailing market price as illustrated above in order to increase the attractiveness of the Rights Issue and motivate the Qualifying Shareholders and investors to engage in the Rights Issue. With regard to the above and having considered that (i) all the Qualifying Shareholders will be offered an equal opportunity to subscribe for the Rights Shares by way of provisional allotment; (ii) Qualifying Shareholders who do not wish to subscribe to their pro-rata entitlement of the Rights Shares can sell the nil-paid rights Shares in return for economic benefits in the market; and (iii) the Compensatory Arrangements will be provided to the No Action Shareholders who do not/cannot take up their provisional allotments, the Board considers that the terms of the Rights Issue, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfilment of the following conditions:

- (i) the submission of the Prospectus Documents for authorisation by the Stock Exchange and registration by the Registrar of Companies in Hong Kong not later than the Prospectus Posting Date;
- (ii) the Prospectus Documents being made available and/or despatched (as the case may be) to the Qualifying Shareholders (and, where applicable, the Prospectus to the Non-Qualifying Shareholders, if any, for information only), by no later than the Prospectus Posting Date;

- (iii) the Listing Committee of the Stock Exchange granting or agreeing to grant and not having withdrawn or revoked the approval for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms; and
- (iv) the Placing Agreement not having been terminated pursuant to the terms thereof, and remaining in full force and effect.

None of the above conditions can be waived. If any of the above conditions is not fulfilled at or prior to the Latest Time for Termination, the Rights Issue will not proceed.

As at the date of this announcement, none of the above conditions precedent has been fulfilled.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders only and will not be extended to the Non-Qualifying Shareholders (if any). To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company as at the close of business on the Record Date and not be a Non-Qualifying Shareholder.

In order to be registered as a member of the Company on the Record Date, a Shareholder must lodge the relevant transfer(s) of Share(s) (with the relevant share certificates) for registration with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Tuesday, 16 June 2026.

Shareholders whose Shares are held by nominee companies (or which are deposited in CCASS) should note that the Board will regard a nominee company (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Such Shareholders are advised to consider whether they would like to arrange for registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Subject to the registration of the Prospectus Documents in accordance with the applicable laws and regulations, the Prospectus Documents will be made available and/or despatched (as the case may be) to the Qualifying Shareholders on the Prospectus Posting Date. The Prospectus (excluding the PAL) will be made available and/or despatched (as the case may be) to the Non-Qualifying Shareholders (if any) for their information purpose only to the extent permitted under the relevant laws and regulations and reasonably practicable. The Company will despatch the PALs in printed form to the Qualifying Shareholders, but will not despatch any PAL to Non-Qualifying Shareholders (if any).

Qualifying Shareholders who take up their pro rata assured entitlement in full will not suffer any dilution to their interests in the Company apart from any nominal dilution resulting from the non-issuance of fractional Rights Shares.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.

Rights of Overseas Shareholders

The Prospectus Documents to be issued in connection with the Rights Issue are not intended to be, have not been, and will not be registered or filed under the applicable securities law of any jurisdiction other than Hong Kong. If, at the close of business on the Record Date, a Shareholder's address on the Company's register of members is in a place outside Hong Kong, such Shareholder may not be eligible to take part in the Rights Issue.

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Company will make necessary enquiries regarding the feasibility of extending the Rights Issue to Overseas Shareholders (if any) under the laws of the relevant overseas jurisdictions and the requirements of the relevant regulatory bodies or stock exchanges. If, based on legal advice, the Board is of the opinion that it would be necessary or expedient not to offer the Rights Shares to any Overseas Shareholders on account either of the legal restrictions under the laws of relevant place(s) or the requirements of the relevant overseas regulatory body or stock exchange, no provisional allotment of the nil-paid Rights Shares or allotment of fully-paid Rights Shares will be made to such Overseas Shareholder(s). Such Overseas Shareholders will be regarded as Non-Qualifying Shareholders and will not qualify for the Rights Issue. The basis of exclusion of Non-Qualifying Shareholders, if any, will be disclosed in the Prospectus.

As at the date of this announcement, there are no Overseas Shareholders with an overseas registered address.

Overseas Shareholders should note that they may or may not be entitled to the Rights Issue, subject to the results of the enquiries made by the Directors pursuant to Rule 13.36(2) of the Listing Rules. Accordingly, Overseas Shareholders should exercise caution when dealing in the securities of the Company.

Basis of provisional allotment

The basis of the provisional allotment shall be two (2) Rights Shares for every five (5) Shares in issue and held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on application and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. There will be no excess application arrangements in relation to the Rights Issue. Any holdings (or balance of holdings) of less than five (5) Shares will not entitle their holders to be provisionally allotted a Rights Share. Please refer to the arrangement referred to in the section headed "Fractional entitlements to the Rights Shares" below.

Fractional entitlements to the Rights Shares

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number of a Share) and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any of the Rights Shares remain unsold in the market will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Odd lots matching services

In order to facilitate the trading of odd lots (if any) of the Shares, a designated broker will be appointed to stand in the market to match the purchase and sale of odd lots of the Shares at the relevant market price, on a best effort basis. Shareholders should note that matching of the sale and purchase of odd lots of the Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers. Further details in respect of the odd lots trading arrangement will be set out in the Prospectus.

Status of the Rights Shares

The Rights Shares, when allotted, issued and fully-paid, shall rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of issue of the Rights Shares in their fully-paid form.

Share certificates and refund cheques for the Rights Issue

Subject to the fulfilment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk to their respective registered address on or before Friday, 24 July 2026. If the Rights Issue does not become unconditional, refund cheques (without interest) are expected to be posted on or before Friday, 24 July 2026 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

Stamp duty and other applicable fees

Dealing in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, or any other applicable fees and charges in Hong Kong.

Application for listing of the Rights Shares

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. The Rights Shares, in both their nil-paid and fully-paid forms, will be traded in the board lots of 5,000 Shares. No part of the securities of the Company is listed or dealt in or on which listing or permission to dealing is being or is proposed to be sought on any other stock exchange.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement dates of the dealing in the Rights Shares in both their nil-paid and fully-paid forms or such other dates as may be determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Taxation

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sale of the nil-paid Rights Shares on their behalf.

The Compensatory Arrangements

According to Rule 7.21(1)(b) of the Listing Rules, the Company will make arrangements to dispose of any Unsubscribed Rights Shares and NQS Unsold Rights Shares by offering such Unsubscribed Rights Shares and NQS Unsold Rights Shares to independent placees for the benefit of those Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue as stipulated by Rule 7.21(1)(a) of the Listing Rules.

Accordingly, the Company has appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares during the Placing Period to independent placees on a best effort basis, and any premium over the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) all reasonable expenses of the Company and the Placing Agent (including any other related costs and expenses), that is realised from the Placing (the “**Net Gain**”) will be paid to the relevant No Action Shareholders in the manner set out below. The Placing Agent will, on a best effort basis,

procure, by not later than 4:00 p.m. on Monday, 20 July 2026, acquirers for all (or as many as possible) of those Unsubscribed Rights Shares and the NQS Unsold Rights Shares at a price not less than the Subscription Price. Any Unsubscribed Rights Shares and the NQS Unsold Rights Shares which are not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Net Gain (if any) will be paid (without interest) to the No Action Shareholders as set out below on pro rata basis (but rounded down to the nearest cent):

- A. the relevant Qualifying Shareholders (or such persons who hold any nil-paid rights at the time such nil-paid rights are lapsed) whose nil-paid rights are not validly applied for in full, by reference to the extent that Shares in his/her/its nil-paid rights are not validly applied for; and
- B. the relevant Non-Qualifying Shareholders with reference to their shareholdings in the Company on the Record Date.

If and to the extent in respect of any Net Gain, any No Action Shareholders become entitled on the basis described above to an amount of HK\$100 or more, such amount will be paid to the relevant No Action Shareholder(s) in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 17 June 2026 to Wednesday 24 June 2026 (both days inclusive) for the purpose of determining Shareholder's entitlement to the Rights Issue. No transfer of Shares will be registered during the above book closure period.

THE PLACING AGREEMENT

Details of the Placing Agreement are summarised as follows:

Date	:	12 May 2026 (after trading hours of the Stock Exchange)
Issuer	:	The Company
Placing Agent	:	TradeGo Markets Limited, a corporation licensed to engage in Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO

The Placing Agent confirmed that it and its ultimate beneficial owner(s) are Independent Third Parties.

- Placing Period : A period commencing from the first Business Day after the date of announcement of the number of Unsubscribed Rights Shares and the NQS Unsold Rights Shares, which is expected to be Wednesday, 15 July 2026, and ending at 4:00 p.m. on Monday, 20 July 2026 or such later date as the Company and the Placing Agent may agree in writing.
- Commission : Subject to completion of the Placing, the Company shall pay to the Placing Agent a placing fee (a) of HK\$300,000; or (b) calculated at 2.2% of the amount which is equal to the placing price of the Placing Shares multiplied by the number of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares that have been successfully placed by the Placing Agent pursuant to the terms of the Placing Agreement, whichever is higher.
- Placing price of the Placing Shares : The placing price of the Placing Shares shall be not less than the Subscription Price and the final price determination will be dependent on the demand for and the market conditions of the Placing Shares during the process of the Placing.
- Placees : The Placing Shares are expected to be placed to the placees who and whose ultimate beneficial owner(s) are Independent Third Parties.
- The Placing Agent undertakes to use its best endeavours to procure that (i) the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (ii) Company will continue to comply with the Public Float Requirement upon completion of the Placing and the Rights Issue.
- Ranking of the successfully placed Placing Shares : The successfully placed Placing Shares (when allotted, issued and fully paid, if any) shall rank pari passu in all respects among themselves and with the then existing Shares in issue as at the date of issue.

- Conditions of the Placing : The Placing is conditional upon the fulfilment of the following conditions:
- (i) the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;
 - (ii) the submission of the Prospectus Documents for authorisation by the Stock Exchange and registration by the Registrar of Companies in Hong Kong not later than the Prospectus Posting Date;
 - (iii) the Prospectus Documents being made available and/or despatched (as the case may be) to the Qualifying Shareholders (and, where applicable, the Prospectus to the Non-Qualifying Shareholders, if any, for information only), by no later than the Prospectus Posting Date;
 - (iv) all necessary consents and approvals to be obtained on the part of the Placing Agent and the Company (including the approval from the Board) in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;
 - (v) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion; and

- (vi) the Placing Agreement not having been terminated in accordance with the provisions thereof.

None of the above conditions is capable of being waived. If the conditions above have not been fulfilled on or before the Latest Time For Termination, all rights, obligations and liabilities of the parties thereunder in relation to the Placing shall cease and determine and neither of the parties shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may accrue under the Placing Agreement prior to such termination.

Termination of the Placing Agreement

: The Placing Agent may terminate the Placing Agreement without any liability to the Company, by notice in writing given to the Company at any time prior to the Latest Time for Termination upon the occurrence of the following events which, in the reasonable opinion of the Placing Agent, has or may have a material adverse effect on the business or financial conditions or prospects of the Company or the Group taken as a whole or would materially prejudice the success of the Placing or full placement of all of the Placing Shares or otherwise make it inappropriate, inadvisable or inexpedient to proceed with the Placing on the terms and in the manner contemplated in the Placing Agreement if there develops, occurs or comes into force:

- (a) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events, developments or changes occurring or continuing before, on and/or after the date thereof) and including an event or change in relation to or a development of an existing state of affairs of a political, military, industrial, financial, economic, fiscal, regulatory or other nature, resulting in a change in, or may result in a change in, political, economic, fiscal, financial, regulatory or stock market conditions and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or

- (b) the imposition of any moratorium, suspension (for more than seven (7) trading days) or restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise and which in the Placing Agent's reasonable opinion, would affect the success of the Placing; or
- (c) any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority in Hong Kong or any other jurisdiction relevant to the Group and if in the Placing Agent's reasonable opinion any such new law or change may affect the business or financial prospects of the Group and/or the success of the Placing; or
- (d) any litigation or claim being instigated against any member of the Group or its senior management, which has or may affect the business or financial position of the Group and which in the Placing Agent's reasonable opinion would affect the success of the Placing; or
- (e) any breach of any of the representations and warranties set out in the Placing Agreement comes to the knowledge of the Placing Agent or any event occurs or any matter arises on or after the date thereof and prior to the placing completion date which if it had occurred or arisen before the date thereof would have rendered any of such representations and warranties untrue or incorrect in a material respect or there has been a material breach by the Company of any other provision of the Placing Agreement; or
- (f) there is any material change (whether or not forming part of a series of changes) in market conditions which in the absolute opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed.

All conditions of the Placing Agreement set out above cannot be waived. As at the date of this announcement, none of the conditions of the Placing Agreement has been fulfilled.

The terms of the Placing Agreement, including the placing fees, were determined after arm's length negotiation between the Placing Agent and the Company, with reference to the prevailing market rate. The Board considers that the terms of the Placing Agreement are fair and reasonable and on normal commercial terms.

The Placing Shares will be placed by the Placing Agent to independent placees on a best effort basis for the benefits of the No Action Shareholders. If all or any of the Placing Shares are successfully placed, any premium over the Subscription Price will be distributed to the relevant No Action Shareholders. Any Placing Shares that are not placed by the Placing Agent will not be issued by the Company.

The Company believes the Compensatory Arrangements will provide a compensatory mechanism for the No Action Shareholders, protect the interests of the Shareholders, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled:

Events	Time and Date 2026
Announcement of the Rights Issue.....	Tuesday, 12 May
Last day of dealing in the Shares on a cum-rights basis.....	Friday, 12 June
First day of dealing in the Shares on an ex-rights basis.....	Monday, 15 June
Latest time for lodging transfer of Shares in order to qualify for the Rights Issue	4:30 p.m. on Tuesday, 16 June
Closure of the register of members of the Company for the Rights Issue (both days inclusive)	Wednesday, 17 June to Wednesday, 24 June
Record Date for determining entitlements to the Rights Issue.....	Wednesday, 24 June
Register of members of the Company re-opens	Thursday, 25 June
Despatch of Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only)	Thursday, 25 June
First day of dealing in nil-paid Rights Shares.....	Monday, 29 June
Latest time for splitting of the PAL	4:30 p.m. on Thursday, 2 July
Last day of dealing in nil-paid Rights Shares	Tuesday, 7 July
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the Compensatory Arrangements	4:00 p.m. on Friday, 10 July

Events	Time and Date 2026
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Friday, 10 July
Announcement of the number of Unsubscribed Rights Shares and NQS Unsold Rights Shares subject to the Compensatory Arrangements.....	Tuesday, 14 July
Commencement of placing of the Placing Shares by the Placing Agent	Wednesday, 15 July
Latest time of placing of the Placing Shares by the Placing Agent	4:00 p.m. on Monday, 20 July
Latest time for Termination.....	4:00 p.m. on Monday, 20 July
Announcement of results of the Rights Issue (including results of the Placing and the amount of the Net Gain per Unsubscribed Rights Share and NQS Unsold Rights Share under the Compensatory Arrangements)	Thursday, 23 July
Despatch of refund cheques, if any, if the Rights Issue is terminated, on or before.....	Friday, 24 July
Despatch of share certificates of fully-paid Rights Shares.....	Friday, 24 July
Expected first day of dealings in fully-paid Rights Shares	Monday, 27 July
Designated broker starts to stand in the market to provide matching services for odd lots of the Shares	9:00 a.m. on Monday, 27 July
Payment of Net Gain to relevant No Action Shareholders (if any).....	Tuesday, 28 July
Designated broker ceases to stand in the market to provide matching services for odd lots of the Shares.....	4:00 p.m. on Tuesday, 18 August

All times and dates in this announcement refer to Hong Kong local times and dates.

Dates or deadlines specified in the expected timetable above or in other parts of this announcement are indicative only and may be extended, amended or varied by the Company. Any change to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place if there is a tropical cyclone warning signal no. 8 or above, “extreme conditions” as announced by the Government of Hong Kong or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on which the Latest Time for Acceptance is initially scheduled. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on which the Latest Time for Acceptance is initially scheduled. Instead, the latest time for acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on or before 4:00 p.m. on Friday, 10 July 2026, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND USE OF PROCEEDS

The Group is principally engaged in (i) distribution of IT products in Hong Kong, Macau and the PRC; and (ii) provision of system integrated solutions for IT systems involving integration of system design, development and/or implementation of hardware and software, hardware and software coordination, system configuration encompassing data communication, systems infrastructure, cyber security and digital transformation (the “**IT Infrastructure Solutions Services**”) and technical and maintenance support service (the “**IT Maintenance and Support Services**”) in Hong Kong, the PRC and Macau (collectively, the “**SI Solutions Business**”).

Reasons for and benefits of the Right Issue

The Board has always been seeking ways and potential investment opportunities, to strengthen its market presence and penetration to capture more customers and improve the Group's overall competitiveness and profitability, as well as enhancing the infrastructure of the Group to lower the operation costs and improve the effectiveness of its business operation.

(a) *Development and expansion of the existing SI Solutions Business*

(i) Acquisition of hardwares for IT Infrastructure Solutions Services

At present, the Group's existing IT Infrastructure Solutions Services rely on third party service providers to provide hardware such as external servers. With the view to improving the overall profit margin and the stability of such services, the Group intends to acquire new hardware for the gradual integration with the existing IT Infrastructure Solutions Services to its customers. The Board considers such addition would enhance the overall competitiveness of the Group's SI Solutions Business.

(ii) Expansion of sales and technical teams

According to "Report on the Survey on Information Technology Usage and Penetration in the Business Sector" released by Census and Statistics Department on 27 February 2026, excluding those companies that were uncertain about the IT budget, half of the companies in Hong Kong recorded an increase in the IT budget for 2025 over that for 2024. The Group intends to capture a larger share of this market by expanding its sales force and relevant back-end supporting team to enhance sales capabilities. The expansion would enhance the Company's manpower to approach new customers as well as to enhance existing customer relationship, thereby enhancing the profitability of the SI Solutions Business.

(iii) Enhancement of IT Maintenance and Support Services

The routine and ad-hoc maintenance service is one of the Group's key services. Currently, technical personnels of the Group devote substantial time to troubleshooting activities, including but not limited to debugging, and reviewing system logs. Given the repetitive nature of the troubleshooting activities, the Board considers development of in-house monitoring software can streamline incident handling, enhance service delivery efficiency and reduces the cost in these troubleshooting activities.

(iv) Promotion and marketing activities

For acquiring new customers and capturing the growth trend of IT expenditure for local companies, the Group proposes to apply part of the net proceeds from the Rights Issue to launch a series of promotion and marketing activities, including but not limited to solution day events, customer technical workshops, digital marketing promotions and joint promotion events with other vendors.

(b) Replenishment of general working capital

References are also made to the announcements of the Company dated 8 October 2025, 14 November 2025, 16 January 2026, 26 March 2026, 27 March 2026 and 12 May 2026 in relation to a winding up petition against a subsidiary of the Group and the settlement (the “**Settlement**”). The Group is required to pay an aggregate settlement sum (the “**Settlement Sum**”), which represents approximately 5% to 6% of the unaudited consolidated total assets of the Group as at 30 September 2025. Based on the unaudited consolidated cash balance of the Group of approximately HK\$33.8 million as at 31 January 2026, after the repayment of the Settlement Sum, the Group’s cash balance shall decrease to around HK\$10 million. In light of the above, the Board envisages allocating part of the net proceeds from the Rights Issue for replenishment of the general working capital of the Group and such proceeds will be used for the payment of administrative expenses of the Group such as staff costs, rental and professional fees.

The use of proceeds

The maximum gross proceeds from the Rights Issue are expected to be approximately HK\$68.8 million. After deducting the relevant expenses, the net proceeds are estimated to be approximately HK\$65.8 million. The Company intends to apply the net proceeds as to:

- (a) approximately HK\$51.5 million, representing approximately 78.3% of the net proceeds, for the development and expansion of the existing SI Solutions Business, comprising:
 - (i) approximately HK\$28.5 million, representing approximately 43.3% of the net proceeds, for the acquisition of hardware for the integration with the IT Infrastructure Solutions Services, which is expected to be fully utilised within 6 months after completion of the Rights Issue;
 - (ii) approximately HK\$12.0 million, representing approximately 18.2% of the net proceeds, for recruitment of additional sales and technical teams, which is expected to be fully utilised within 12 months after completion of the Rights Issue;
 - (iii) approximately HK\$8.0 million, representing approximately 12.2% of the net proceeds, for the development of in-house monitoring software for enhancing IT Maintenance and Support Services, which is expected to be fully utilised within 15 months after completion of the Rights Issue; and
 - (iv) approximately HK\$3.0 million, representing approximately 4.6% of the net proceeds, for conducting promotion and marketing activities, which is expected to be fully utilised within 24 months after completion of the Rights Issue; and
- (b) the remaining of approximately HK\$14.3 million, representing approximately 21.7% of the net proceeds, for the replenishment of general working capital of the Group as a result of the Settlement, which is expected to be fully utilised within 6 months after completion of the Rights Issue.

In the event of under-subscription of the Rights Issue, the net proceeds will be applied in the same proportions as set out above.

Fundraising alternatives considered

The Company has considered other fund-raising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing of new Shares and open offer. As to bank borrowings, the Board considers it will carry interest costs and increase the gearing ratio of the Group, which would expose the Group to a higher liquidity risk. For equity fund raising, the Board considers placing of new Shares would lead to an immediate dilution in shareholding interest of the existing Shareholders without offering them opportunities to participate in the enlargement of the capital base of the Company. For the interests of the Group and its Shareholders as a whole, the Board believes it is prudent to finance the Group's business growth in the form of equity financing which will not increase the costs and interest burden to the Group. Comparing to an open offer, the Rights Issue offers opportunity for the Shareholders to sell the nil-paid rights in the market if they do not wish to accept the offer. In view of the above, the Board resolved to the Rights Issue and considers it is beneficial to the Company and its shareholders as a whole.

CHANGE IN THE SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders; and (iii) immediately upon completion of the Rights Issue assuming no acceptance by any Qualifying Shareholder and full subscription of the Placing:

Name of Shareholders	As at the date of this announcement		Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming no acceptance by any Qualifying Shareholder and (ii) full subscription of the Placing	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
QH Technology Holdings Limited (Note 1)	229,615,000	36.74	321,461,000	36.74	229,615,000	26.24
Luo Dongmei	50,000,000	8.00	70,000,000	8.00	50,000,000	5.72
Independent placees	–	–	–	–	250,000,000	28.57
Other public shareholders	<u>345,385,000</u>	<u>55.26</u>	<u>483,539,000</u>	<u>55.26</u>	<u>345,385,000</u>	<u>39.47</u>
Total	<u>625,000,000</u>	<u>100.00</u>	<u>875,000,000</u>	<u>100.00</u>	<u>875,000,000</u>	<u>100.00</u>

Note:

- QH Technology Holdings Limited is wholly owned by Mr. Yan Wei, an executive Director.

Shareholders and public investors should note that the above shareholding changes are for illustration purposes only and the actual changes in the shareholding structure of the Company upon completion of the Rights Issue are subject to various factors, including the results of acceptance of the Rights Issue.

FUND RAISING EXERCISE IN THE PAST TWELVE MONTHS

The Company had not conducted any fundraising activity involving issue of equity securities in the past twelve months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

As the Company had not conducted any rights issue or open offer within the 12-month period prior to the date of this announcement and the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50% and the Rights Issue is not underwritten by a director, chief executive or substantial shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders' approval under Rule 7.19A(1) of the Listing Rules.

The Company had not conducted any rights issue, open offer or specific mandate placing within the 12-month period prior to the date of this announcement. The Rights Issue does not result in a theoretical dilution effect of 25% or more on its own. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 7.27B of the Listing Rules.

GENERAL

Subject to the fulfilment of certain conditions of the Rights Issue, the Prospectus Documents containing, among other matters, details of the Rights Issue, will be made available and/or despatched (as the case may be) to the Qualifying Shareholders on the Prospectus Posting Date. To the extent permitted under the relevant laws and regulations and where reasonably practicable, the Prospectus (excluding the PAL) will be made available and/or despatched (as the case may be) to the Non-Qualifying Shareholders (if any) for their information only. The Company will despatch the PALs in printed form to the Qualifying Shareholders, but no PAL will be despatched to the Non-Qualifying Shareholders (if any).

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

The Shares will be dealt on an ex-rights basis from Monday, 15 June 2026. Dealings in the nil-paid Rights Shares are expected to take place from Monday, 29 June 2026 to Tuesday, 7 July 2026 (both days inclusive).

Shareholders and potential investors of the Company should note that the Rights Issue is subject to the fulfilment of the conditions as set out in the section headed "Conditions of the Rights Issue" in this announcement. If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any dealing in the Shares from the date of this announcement up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholder or other person dealing in the Shares and/or Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the acceptance of the provisionally allotted Rights Shares. Accordingly, if the Rights Issue is undersubscribed, the size of the Rights Issue will be reduced. Qualifying Shareholders who do not take up their assured entitlements in full and Non-Qualifying Shareholders, if any, should note that their shareholdings in the Company may be diluted, the extent of which will depend in part on the size of the Rights Issue.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisor(s).

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (other than a Saturday or Sunday or public holiday or a day on which a tropical cyclone warning signal no. 8 or above or “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	MTT Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2350)
“Compensatory Arrangements”	the compensatory arrangements pursuant to Rule 7.26A(1)(b) of the Listing Rules as described in the section headed “The Compensatory Arrangements” in this announcement

“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Rules of HKSCC”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of the Group and connected person(s) of the Group
“Last Trading Day”	12 May 2026, being the last full trading day of the Shares on the Stock Exchange immediately prior to the publication of this announcement
“Latest Time for Acceptance”	4:00 p.m. on Friday, 10 July 2026 or such later time or date as may be determined by the Company, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents
“Latest Time for Termination”	4:00 p.m. on Monday, 20 July 2026 or such later time or date as the Company and the Placing Agent may agree in writing, being the latest time to terminate the Placing Agreement
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the PRC

“No Action Shareholder(s)”	those Qualifying Shareholder(s) who do not subscribe for the Rights Shares (whether partially or fully) under the PALs and/or the Non-Qualifying Shareholders (if any)
“Non-Qualifying Shareholder(s)”	those Overseas Shareholder(s) whom the Directors, after making enquiries, consider it necessary, or expedient not to offer the Rights Issue to such Shareholder(s) on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Unsold Rights Shares”	the Rights Share(s) which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders (if any) in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	the Shareholder(s) whose registered address(es) as shown in the register of members of the Company as at the close of business on the Record Date is/are outside Hong Kong
“PAL(s)”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	the offer by way of private placing of the Placing Shares on a best effort basis by the Placing Agent and/or its sub-placing agents(s) to independent placee(s), who and whose ultimate beneficial owner(s) shall be the Independent Third Party(ies), during the Placing Period on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	TradeGo Markets Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 7 (providing automated trading services) regulated activities under the SFO, being the placing agent to the Placing
“Placing Agreement”	the placing agreement dated 12 May 2026 and entered into between the Company and the Placing Agent in relation to the Placing
“Placing Period”	a period commencing from the first Business Day after the date of announcement of the number of Unsubscribed Rights Shares and the NQS Unsold Rights Shares, which is expected to be Wednesday, 15 July 2026 and ending at 4:00 p.m. on Monday, 20 July 2026 or such later date as the Company and the Placing Agent may agree in writing, during which the Placing Agent will carry out the Placing

“Placing Shares”	collectively, the Unsubscribed Rights Shares and the NQS Unsold Rights Shares
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excludes Hong Kong, Macau and Taiwan
“Prospectus”	the prospectus to be despatched to the Shareholders containing details of the Rights Issue
“Prospectus Documents”	collectively, the Prospectus and the PAL(s)
“Prospectus Posting Date”	Thursday, 25 June 2026, or such other date as the Company may determine, being the date on which the Prospectus Documents are made available and/or despatched (as the case may be) to the Qualifying Shareholders and the Prospectus for information only to the Non-Qualifying Shareholders (if any)
“Public Float Requirement”	the public float requirement under Rule 13.32B of the Listing Rules
“Qualifying Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s)
“Record Date”	Wednesday, 24 June 2026 or such other date as may be determined by the Company, being the date for determining entitlements of the Shareholders to participate in the Rights Issue
“Registrar”	Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, the branch share registrar and transfer office of the Company in Hong Kong
“Rights Issue”	the proposed issue of the Rights Shares by way of rights on the basis of two (2) Rights Shares for every five (5) Shares held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price
“Rights Share(s)”	new Share(s) proposed to be allotted and issued pursuant to the Rights Issue, being up to 250,000,000 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date)
“SFC”	the Securities and Futures Commission of Hong Kong

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.275 per Rights Share
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Unsubscribed Rights Share(s)”	the Rights Shares that are not subscribed by the Qualifying Shareholders or transferees of nil-paid Rights Shares by the Latest Time for Acceptance
“%”	per cent

By order of the Board
MTT Group Holdings Limited
Yan Wei
Chairman and Executive Director

Hong Kong, 12 May 2026

As at the date of this announcement, the Board comprises Mr. Yan Wei and Mr. Wang Guan as executive Directors, Mr. Ip Ka Wai Charlie as a non-executive Director, and Mr. Jiao Jian, Mr. Wang Dong and Ms. Kwok Pui Ha as independent non-executive Directors.