THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MTT Group Holdings Limited**, you should at once hand or forward this Prospectus Documents to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Prospectus, 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 the Prospectus Documents.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed "15. Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this Prospectus, has been registered by the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (WUMP) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of the Prospectus Documents. The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong and the distribution of this Prospectus into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this Prospectus (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of and observe any such restrictions. This Prospectus is not for release, publication or distribution, directly or indirectly, in or into the United States. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which MTT Group Holdings Limited will not accept any liability.

This Prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful.

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, dealings in the Shares and the Rights Shares in both nil-paid and fully-paid forms may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

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)

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

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and is subject to the fulfilment of conditions. Pursuant to the Company's constitutional documents, the applicable laws in Hong Kong and the Cayman Islands and the Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. In the event that the Rights Issue is not fully subscribed, any Rights Shares not taken up by the Qualifying Shareholders will be placed to independent Placees under the Compensatory Arrangements. Any Unsubscribed Rights Shares or NQS Unsold Rights Shares that remain unplaced under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. The Rights Issue is subject to fulfilment of the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" in "Letter from the Board" in this Prospectus. If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed.

Capitalised terms used in this cover page have the same meanings as defined in this Prospectus.

The Shares have been dealt on ex-rights basis from Monday, 15 June 2026. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 29 June 2026 to Tuesday, 7 July 2026 (both days inclusive). Any person contemplating dealing in the nil-paid Rights Shares during that period will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the Rights Shares in their nil-paid form are recommended to consult his/her/its/their own professional advisers.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled.

The latest time for acceptance of and payment for the Rights Shares and for application is 4:00 p.m. on Friday, 10 July 2026. The procedure for acceptance and payment or transfer is set out on pages 13 to 14 of this Prospectus.

25 June 2026

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EXPECTED TIMETABLE

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

Events	**Date and Time (2026)**
Despatch of Prospectus Documents (in the case of Non-Qualifying Shareholders, this 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
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 Prospectus 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 AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place if there is a No. 8 typhoon warning signal or above, a black rainstorm warning signal and/or "extreme conditions" as announced by the Hong Kong Government:

(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.

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

"Announcement"	the announcement of the Company dated 12 May 2026 in relation to, among others, the Rights Issue
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	audit committee of the Board
"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
"Companies (WUMP) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong
"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 7.21(1)(b) of the Listing Rules as described in the section headed "The Compensatory Arrangements" in "Letter from the Board" in this Prospectus
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"controlling shareholder(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
"Intermediary"	in relation to a beneficial owner whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, means the beneficial owner's broker, custodian, nominee or other relevant person who is a CCASS participant or who has deposited the beneficial owner's Shares with a CCASS participant
"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 the Announcement
"Latest Practicable Date"	18 June 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this Prospectus prior to its publication
"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)
"Nomination Committee"	nomination committee of the Board
"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) proposed 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 Prospectus, excludes Hong Kong, Macau and Taiwan
"Prospectus"	this prospectus to be despatched to the Shareholders containing details of the Rights Issue
"Prospectus Documents"	collectively, this 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 this 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 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
"Remuneration Committee"	remuneration committee of the Board
"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
"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 nominal value HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the 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

EXCEPT AS OTHERWISE SET OUT HEREIN, THE RIGHTS ISSUE DESCRIBED IN THIS PROSPECTUS IS NOT BEING MADE TO SHAREHOLDERS WITH REGISTERED ADDRESSES IN JURISDICTIONS OUTSIDE HONG KONG AND NEITHER IS THE RIGHTS ISSUE BEING MADE TO INVESTORS WHO ARE LOCATED OR RESIDING IN ANY OF THE JURISDICTIONS OUTSIDE HONG KONG, UNLESS AN OFFER OF RIGHTS SHARES AND NIL-PAID RIGHTS SHARES INTO SUCH JURISDICTIONS COULD LAWFULLY BE MADE WITHOUT COMPLIANCE WITH ANY REGISTRATION OR OTHER LEGAL OR REGULATORY REQUIREMENTS OR THE OFFER IS MADE IN RELIANCE ON ANY EXEMPTION OR WHERE COMPLIANCE IS NOT UNDULY BURDENSOME.

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)

Executive Director:
Mr. Yan Wei *(Chairman)*

Non-executive Director:
Mr. Ip Ka Wai Charlie

Independent non-executive Directors:
Mr. Jiao Jian
Ms. Shen Ye
Ms. Kwok Pui Ha

Registered office:
4/F., Harbour Place
103 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Head office and principal place of business in Hong Kong:
8/F, Kwok Kee Group Centre
107 How Ming Street
Kwun Tong, Kowloon
Hong Kong

25 June 2026

To the Qualifying Shareholders and, for information only, the Non-Qualifying Shareholders (if any)

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the Announcement in relation to the Rights Issue, the Placing and the transactions contemplated thereunder.

The purpose of this Prospectus is to provide you with, among other things, (i) further information regarding the Rights Issue, including the procedures for acceptance of the Rights Shares provisionally allotted to the Qualifying Shareholders; (ii) financial information of the Group; (iii) unaudited pro forma financial information of the Group; and (iv) other general information of the Group.

THE RIGHTS ISSUE

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 Latest Practicable Date	:	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 Latest Practicable Date, 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 Latest Practicable Date; 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 placees 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 had 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 Latest Practicable Date.

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 65.63% over the closing price of HK$0.800 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) 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;

(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 five (5) consecutive trading days up to and including the Last Trading Day;

(iv) 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;

(v) 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**");

(vi) 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 Benchmarked Price;

(vii) 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 Latest Practicable Date); and

(viii) 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 Latest Practicable Date).

The Company had not conducted any rights issue, open offer or specific mandate placing within the 12-month period prior to the Latest Practicable Date. 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 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 that the trading price of the Shares may not accurately reflect the value of the Company. Net asset value per share is therefore a more meaningful benchmark; (ii) the unaudited consolidated net asset value per Share of the Company of approximately HK$0.27 as at 30 September 2025 as discussed above, which is close to the Subscription Price; (iii) the loss recorded by the Group of approximately HK$14.97 million, HK$10.32 million and HK$14.54 million for the years ended 31 March 2024 and 2025, and the six months ended 30 September 2025 respectively; 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" below. The Board considers that it would be commercially reasonable to set a subscription price with reference to the net asset value per Share of the Company, which is 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 Latest Practicable Date, none of the above conditions precedent had 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 had to 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.

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 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.

Since there was no Overseas Shareholder as shown on the register of members of the Company on the Latest Practicable Date, there was no Non-Qualifying Shareholders. Since the register of members has been closed from Wednesday, 17 June 2026 to Wednesday, 24 June 2026 (both dates inclusive), there will be no Non-Qualifying Shareholders as at the Record Date. No arrangements will need to be made for the Rights Shares which would otherwise have been provisionally allotted to the Overseas Shareholders (if any) to be provisionally allotted to a nominee and to be sold in the market in their nil-paid form.

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. The Company reserves the right to treat as invalid any acceptances of, or applications for, the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Accordingly, Overseas Shareholders and beneficial owners of the Shares who are residing outside Hong Kong should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their own professional advisers.

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.

Procedures for acceptance and payment or transfer

A PAL is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PAL, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on application with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by not later than 4:00 p.m. on Friday, 10 July 2026. All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**MTT Group Holdings Limited**" and crossed "**Account Payee Only**". It should be noted that unless the PAL, together with the appropriate remittance, have been lodged with the Registrar by not later than 4:00 p.m. on Friday, 10 July 2026, whether by the original allottee or any person in whose favour the rights have been validly transferred, that provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. The Company may, at its sole discretion, treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the entire PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Thursday, 2 July 2026 to the Registrar, who will cancel the original PAL and issue new PALs in the denominations required which will be available for collection from the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques or cashier's orders will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order, whether by a Qualifying Shareholder or by any nominated transferee(s), will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

If the conditions of the Rights Issue as set out in the section headed "Conditions of the Rights Issue" hereinabove are not fulfilled, the monies received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in their nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders to their registered addresses by the Registrar on or before Friday, 24 July 2026.

No receipt will be issued in respect of any application monies received.

Actions to be taken by beneficial owners holding Shares through CCASS

For beneficial owners whose Shares are deposited in CCASS and registered in the name of HKSCC Nominees Limited, if they wish to subscribe for the Rights Shares provisionally allotted to them, or sell their nil-paid Rights Shares or "split" their nil-paid Rights Shares by accepting part of their provisional allotment and selling/transferring the remaining part, they should contact their Intermediary and provide their Intermediary with instructions or make arrangements with their Intermediary in relation to the acceptance, transfer and/or "splitting" of the rights to subscribe for the Rights Shares which have been provisionally allotted to them in respect of the Shares in which they are beneficially interested. Such instructions and the relevant arrangements should be given or made in advance of the relevant dates stated in the section headed "Expected Timetable" in this Prospectus and otherwise in accordance with the requirements of their Intermediary in order to allow their Intermediary sufficient time to ensure that their instructions are given effect. The procedures for acceptance, transfer and/or "splitting" in these cases shall be in accordance with the General Rules of HKSCC, HKSCC Operational Procedures and any other applicable requirements of CCASS.

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 of the Shares arising from the Rights Issue, Global Mastermind Securities Limited will be the designated broker to match the purchase and sale of odd lots of the Shares at the relevant market price per Share. Holders of the Shares in odd lots represented by valid share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full board lot, may directly or through their brokers, contact Ms. Cora Lau at (852) 2763-3928 during the period from 9:00 a.m. on Monday, 27 July 2026 to 4:00 p.m. on Tuesday, 18 August 2026 (both days inclusive). Holders of odd lots of Shares should note that successful matching of the sale and purchase of odd lots of Shares is on a best effort basis and not guaranteed. Any Shareholder who is in any doubt about the odd lot arrangement is recommended to consult his/her/its own professional advisers.

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 has applied 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. It is emphasised that none of the Company, the Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of any person resulting from the purchase, holding or disposal of, or dealing in, the Rights Share in both their nil-paid and fully-paid forms.

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.

THE PLACING AGREEMENT

Details of the Placing Agreement are summarised as follows:

Date	:	12 May 2026
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) the 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 Latest Practicable Date, none of the conditions of the Placing Agreement had 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.

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 fundraising 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 fundraising, 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 the 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 Latest Practicable Date; (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 Latest Practicable Date		Immediately upon completion of the Rights Issue assuming full acceptance by all Qualifying Shareholders		Immediately upon completion of the Rights Issue assuming (i) 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	345,385,000	55.26	483,539,000	55.26	345,385,000	39.47
Total	**625,000,000**	**100.00**	**875,000,000**	**100.00**	**875,000,000**	**100.00**

Note:

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

FUNDRAISING 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 Latest Practicable Date.

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 the 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 the 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.

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

The Shares have been 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 (please refer to the section headed "Conditions of the Rights Issue" above). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed.

Any Shareholder or other person dealing in the Shares and/or the nil-paid Rights Shares up to the date on which all conditions of the Rights Issue are fulfilled 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).

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this Prospectus.

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

A. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 March 2023, 2024 and 2025 and the six months ended 30 September 2025 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk/) and the Company's website (www.mttgholdings.com), respectively:

(i) the audited consolidated financial information of the Group for the year ended 31 March 2023 is disclosed in the annual report of the Company for the year ended 31 March 2023, from pages 72 to 141:

(https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0720/2023072000594.pdf);

(ii) the audited consolidated financial information of the Group for the year ended 31 March 2024 is disclosed in the annual report of the Company for the year ended 31 March 2024 from pages 73 to 141:

(https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0722/2024072200957.pdf);

(iii) the audited consolidated financial information of the Group for the year ended 31 March 2025 is disclosed in the annual report of the Company for the year ended 31 March 2025, from pages 70 to 137:

(https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0731/2025073101926.pdf); and

(iv) the unaudited consolidated financial information of the Group for the six months ended 30 September 2025 is disclosed in the interim report of the Company for the six months ended 30 September 2025, from pages 4 to 18:

(https://www1.hkexnews.hk/listedco/listconews/sehk/2025/1217/2025121701222.pdf).

B. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 April 2026, being the latest practicable date for the purpose of this indebtedness statement, the Group had the following indebtedness:

Lease liabilities

As at 30 April 2026, the Group leased various offices and a staff quarter for its operations with the lease liabilities amount of approximately HK$3,696,000 which are secured by rental deposits of approximately HK$900,000 and all lease liabilities are unguaranteed. The weighted average incremental borrowing rates applied to lease liabilities is 5.74%.

Save as aforesaid, and apart from intra-group liabilities and normal trade payables, the Group did not have any outstanding bank overdrafts, loans, debt securities, borrowings or other similar indebtedness, liabilities under acceptances or acceptance credits, debentures, mortgages, charges, finance lease, hire purchases commitments, which were either guaranteed, unguaranteed, secured or unsecured, guarantees or other material contingent liabilities at the close of business on 30 April 2026.

The Directors confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 30 April 2026 up to the Latest Practicable Date.

C. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that in the absence of unforeseeable circumstances, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements for at least the next twelve (12) months following the date of this Prospectus.

D. MATERIAL ADVERSE CHANGE

Reference is made to the profit warning announcement of the Company dated 14 June 2026. The Group is expected to record a loss for the year of approximately HK$44 million to HK$48 million for the year ended 31 March 2026 as compared to a loss for the year of approximately HK$10.3 million for year ended 31 March 2025. Such increase in loss for the year was mainly attributable to (i) the provision recognised pursuant to the settlement agreement entered into on 24 March 2026; and (ii) the decrease in gross profit margin derived from the Group's distribution business segment and SI Solutions Business segment due to intense market competition for the year ended 31 March 2026 as compared to the year ended 31 March 2025.

Save as disclosed above, as at the Latest Practicable Date, there was no material adverse change in the financial or trading position of the Company since 31 March 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up.

E. BUSINESS TREND AND FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Despite the challenging macroeconomic and business environment in Hong Kong and the increase in market competition in the IT industry, the Group expects that the IT industry in Hong Kong will remain positive in the long run for the following reasons:

Opportunities

(a) To enhance operational efficiency, organizations (including government agencies) have continued to adopt online productivity and collaboration services, driving demand for cloud services. The need for remote access to data, applications and services has accelerated the adoption of cloud computing. It is expected that businesses will continue to adopt and invest in such automation services and migrate their infrastructure and operations to the cloud. The increase in popularity of cloud services will increase the demand for cloud infrastructure building, data management and related cloud security products;

(b) Growth in data centres in Hong Kong will continue, as aided by the increased internet usage for personal and business purposes by consumers through smartphones and high-speed broadband connectivity. As the adoption of hyper-converged infrastructure ("**HCI**") products is becoming increasingly popular in data centres, the demand for HCI products is expected to be driven up by the rise in investments related to data centre infrastructures in Hong Kong;

(c) The need for artificial intelligence ("**AI**") servers for better computing power will continue as enterprises in Hong Kong adopt technology that utilises machine learning and deep learning, creating demand for AI infrastructure, such as AI servers and AI storage, to avoid bottleneck in processing time; and

(d) Due to a shortage of IT professionals in Hong Kong market, many companies face challenges in maintaining adequate internal staff to monitor and manage their IT systems. This has created a growing demand for managed services, driving an increase in the need for outsourced IT support.

Challenges

(a) The shortage of IT technicians in Hong Kong adds further pressure to staff costs, thereby adversely impacting the Group's profitability. With the increasing demand for skilled IT professionals, businesses are faced with the challenge of recruiting and retaining qualified individuals, which often comes with higher salary expectations. The limited pool of available talent drives up competition among companies, leading to increased remuneration packages and extending the time it takes for the Group to recruit the right person; and

(b) The persistent geopolitical tensions between the United States and the PRC and the Russian-Ukraine War have significant implications for the global business environment. Such tensions may lead to unexpected regulatory changes, trade disruptions, tariffs, and shifting alliances, thus creating a climate of uncertainty and potentially affecting the stability and profitability of international business operations.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025 (the "**Unaudited Pro Forma Financial Information**") which has been prepared by the Directors in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), and on the basis of the notes set out below for the purpose of illustrating the effects of the Rights Issue on the unaudited consolidated net tangible assets of the Group as if the Rights Issue had taken place on 30 September 2025.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as at 30 September 2025 or at any future date.

The following Unaudited Pro Forma Financial Information of the adjusted consolidated net tangible assets of the Group attributable to owners of the Company is prepared based on the unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2025, extracted from the published interim report of the Group for the period ended 30 September 2025, with adjustment described below:

	Unaudited consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025	Estimated net proceeds from Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 immediately upon completion of the Rights Issue	Unaudited consolidated net tangible assets of the Group attributable to equity holders of the Company per Share immediately before right issue	Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to equity holders of the Company per Share immediately after the completion of the Rights Issue
	HK$'000	*HK$'000*	*HK$'000*	*HK$*	*HK$*
	(Note 2)	*(Note 3)*	*(Note 4)*		*(Note 5)*
Rights issue of 250,000,000 Rights Shares to be issued at the Subscription Price of HK$0.275 per share *(Note 1)*	169,114	65,811	234,925	0.271	0.268

Notes:

1) Proposed 250,000,000 Rights Shares (assuming there is no change in the number of Shares in issue on or before the Record Date) with an aggregate nominal value of HK$2,500,000.

2) The unaudited consolidated net tangible assets of the Group attributable to equity holders of the Company as at 30 September 2025 has been extracted from the published interim report of the Company for the six months ended 30 September 2025.

3) The estimated net proceeds from the Rights Issue are approximately HK$65,811,000 based on 250,000,000 Rights Shares to be issued at the Subscription Price of HK$0.275 per Share and after deducting estimated related expenses, including among others, legal and professional fees, which are directly attributable to the Rights Issue, of approximately HK$2,939,000.

4) The unaudited consolidated net tangible assets of the Group attributable to the owners of the Company per share before the completion of the Rights Issue is determined based on the consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2025 of approximately HK$169,114,000 divided by 625,000,000 Shares in issue as at the Latest Practicable Date.

5) The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share immediately after completion of the Rights Issue is determined based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Rights Issue of approximately HK$234,925,000 which is arrived at after aggregating the unaudited consolidated net tangible assets of the Group attributable to owners of the Company of approximately HK$169,114,000 and the estimated net proceeds of approximately HK$65,811,000 from the Rights Issue (Note 1 above) divided by Shares which comprise 625,000,000 Shares in issue before completion of the Rights Issue and 250,000,000 Rights Shares (assuming no change in the number of Shares on or before the Record Date) were issued immediately after completion of the Rights Issue, assuming the Rights Issue had been completed on 30 September 2025.

B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from Confucius International CPA Limited, Certified Public Accountants, Hong Kong, the independent reporting accountants of the Group, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this Prospectus.

PAN-CHINA 天健國際會計師事務所有限公司
Confucius International CPA Limited Certified Public Accountants

香港灣仔莊士敦道181號大有大廈1501-08室
Rooms 1501-08,15th Floor, Tai Yau Building,
181 Johnston Road, Wanchai, Hong Kong
電話 Tel: (852) 3103 6980
傳真 Fax: (852) 3104 0170
電郵 Email：info@pccpa.hk
官網 Web：www.pccpa.hk

To the Board of Directors of MTT Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of MTT Group Holdings Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 30 September 2025, and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages II-1 to II-2 of the prospectus dated 25 June 2026 issued by the Company (the "**Prospectus**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Section A of Appendix II of the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the proposed rights issue of 250,000,000 rights shares at the subscription price of HK$0.275 per rights share on the basis of two rights shares for every five existing shares of the Company held on the record date (the "**Rights Issue**") on the Group's financial position as at 30 September 2025 as if the Rights Issue had taken place as at 30 September 2025. As part of this process, information about the Group's net tangible assets has been extracted by the Directors from the Group's consolidated financial statements for the six months ended 30 September 2025, on which an interim report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 13 of Appendix D1B and paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, and Other Assurance or Related Services Engagements", which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG 7 issued by HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Rights Issue on unadjusted financial information of the Group as if the Rights Issue had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the Rights Issue, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the Rights Issue in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 29 (1) of Chapter 4 of the Listing Rules.

Confucius International CPA Limited
Certified Public Accountants

Hong Kong, 25 June 2026

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately after completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders) are set out as follows:

(a) As at the Latest Practicable Date

Authorised:		HK$
10,000,000,000	Shares of HK0.01 each	100,000,000
Issued and fully paid:		
625,000,000	Shares of HK0.01 each	6,250,000

(b) Immediately upon completion of the Rights Issue (assuming no other change in the number of issued Shares and full subscription of the Rights Issue)

Authorised:		HK$
10,000,000,000	Shares of HK0.01 each	100,000,000
Issued and fully paid:		
625,000,000	Shares of HK0.01 each	6,250,000
250,000,000	Rights Shares to be allotted and issued under the Rights Issue	2,500,000
875,000,000	Shares in issue immediately upon completion of the Rights Issue	8,750,000

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

The Company has applied to the Listing Committee for the listing of, and the permission to deal in, the Rights Shares, in both their nil-paid and fully-paid forms. No part of the securities of the Company is listed or dealt in, and no listing of or permission to deal in any such securities is being or is proposed to be sought, on any other stock exchanges.

As at the Latest Practicable Date:

(i) the Company had no outstanding options, warrants or other securities in issue which were convertible into or giving rights to subscribe for, convert or exchange into any Shares, as the case maybe;

(ii) the Company did not have any other options, warrants or other convertible securities or rights affecting the Shares and no capital of any member of the Group was under any option, or agreed conditionally or unconditionally to be put under option;

(iii) there was no arrangement under which future dividends were waived or agreed to be waived;

(iv) there was no treasury Share held by the Company or its subsidiaries or through any agent or nominee;

(v) no new class of securities of the Company was proposed to be listed under the Rights Issue, and accordingly no arrangements are required to be made for the admission of any new class of securities into CCASS; and

(vi) the Company had no treasury Shares or repurchased Shares pending cancellation.

3. DISCLOSURE OF INTERESTS

(a) Directors and chief executive's interests in the Company and its associated corporations

As at the Latest Practicable Date, the interests or short positions of the Directors or the chief executive of the Company in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or chief executive of the Company was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix C3 to the Listing Rules are as follows:

Long position in the Shares

Name of Director	Capacity/Nature	Number of Shares	Approximate percentage of shareholding
Mr. Yan Wei *(Note 1)*	Interest in controlled corporation	229,615,000	36.74%

Note:

1. The Shares are held by of QH Technology Holdings Limited, the entire share capital of which is wholly owned by Mr. Yan Wei. Under the SFO, Mr. Yan Wei is deemed to be interested in all the Shares held by QH Technology Holdings Limited.

Save as disclosed above, none of the Directors or chief executive of the Company had, as at the Latest Practicable Date, any interests or short positions in the Shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or chief executive was taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(b) Persons holding 5% or more interests

As at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, the following parties (not being a Director or chief executive of the Company) had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or was directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the issued voting shares of any other member of the Group or had options in respect of such capital:

Long position

Name of Shareholder	Capacity/Nature	Number of Shares	Approximate percentage of shareholding
QH Technology Holdings Limited *(Note 1)*	Beneficial owner	229,615,000	36.74%
Liu Xia *(Note 2)*	Interest of spouse	229,615,000	36.74%
Luo Dongmei	Beneficial owner	50,000,000	8.00%

Note:

1. QH Technology Holdings Limited is wholly owned by Mr. Yan Wei, an executive Director. Mr. Yan Wei is the sole director of QH Technology Holdings Limited.

2. Ms. Liu Xia is the spouse of Mr. Yan Wei, an executive Director, and is therefore deemed to be interested in all the Shares that Mr. Yan Wei is interested in via QH Technology Holdings Limited under the SFO.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to the Directors or chief executive of the Company, no person (other than a Director or chief executive of the Company) had an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group or who had any options in respect of such capital.

4. DIRECTORS' INTERESTS IN CONTRACT AND ASSET

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2025, the date to which the latest published audited accounts of the Group were made up.

There was no contract or arrangement entered into by any member of the Group, subsisting as at the Latest Practicable Date, in which any of the Directors was materially interested and which was significant in relation to the business of the Group as a whole.

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into or proposed to enter into any service contract with any member of the Group which is not expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors had any interest in any business which competes or may compete with the business of the Group.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claim of material importance and no litigation or claim of material importance was pending or threatened against any member of the Group.

8. MATERIAL CONTRACTS

Save as disclosed below, there had been no material contract (not being a contract entered into in the ordinary course of business), entered into by members of the Group within the two years immediately preceding and including the date of this Prospectus:

(a) the placing agreement dated 18 August 2024 entered into between the Company and Ruisen Port Securities Ltd as placing agent in relation to the placing of up to 62,500,000 placing shares by the placing agent to not less than six independent placees at the placing price of HK$0.50 per placing share with a commission of 1.5% of the amount equivalent to the placing price multiplied by the number of placing shares actually placed. For further details, please refer to the announcement of the Company dated 18 August 2024;

(b) the sale and purchase agreement dated 30 December 2025 (as terminated pursuant to the termination agreement dated 27 January 2026 signed by the same parties) entered into between the Company and Wisewave Digital Technology Co., Ltd in relation to the acquisition of 100% equity interest in Hong Kong Hui Lang Technology Limited at a consideration of HK$87.5 million. For further details, please refer to the announcements of the Company dated 31 December 2025 and 27 January 2026; and

(c) the Placing Agreement.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has been named in this Prospectus or has given opinion, letters or advice contained in this Prospectus:

Name	Qualification
Confucius International CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, the above expert had given and had not withdrawn its written consent to the issue of this Prospectus with the inclusion herein of its advice, letter(s) or report(s) and the reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2025, being the date to which the latest published audited accounts of the Company were made up.

10. EXPENSES

The expenses in connection with the Rights Issue, including placing commission (assuming no acceptance by any Qualifying Shareholder and full subscription of the Placing), professional fees payable to financial adviser, legal adviser, reporting accountants, registrar and other parties involved, printing and registration fees, are estimated to be up to approximately HK$3 million, which are payable by the Company.

11. CORPORATE INFORMATION AND PARTIES INVOLVED IN THE RIGHTS ISSUE

Board of Directors

Executive Director
Mr. Yan Wei

Non-executive Director
Mr. Ip Ka Wai Charlie

Independent Non-executive Directors
Mr. Jiao Jian
Ms. Shen Ye
Ms. Kwok Pui Ha

Nomination committee	Mr. Yan Wei *(Chairperson)* Mr. Jiao Jian Ms. Kwok Pui Ha
Remuneration committee	Ms. Kwok Pui Ha *(Chairperson)* Mr. Yan Wei Mr. Jiao Jian
Audit committee	Ms. Kwok Pui Ha *(Chairperson)* Mr. Jiao Jian Ms. Shen Ye
Registered office	4/F., Harbour Place 103 South Church Street P.O. Box 10240 Grand Cayman KY1-1002 Cayman Islands
Head office and principal place of business in Hong Kong	8/F, Kwok Kee Group Centre 107 How Ming Street Kwun Tong, Kowloon Hong Kong
Authorised representatives	Mr. Yan Wei Mr. Yeung Ho Ming
Business address of all Directors and authorised representatives	8/F, Kwok Kee Group Centre 107 How Ming Street Kwun Tong, Kowloon Hong Kong
Company secretary	Mr. Yeung Ho Ming
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong

Principal bankers	Standard Chartered (Hong Kong) Limited 32/F 4-4A Des Voeux Road Central, Hong Kong Shanghai Commercial Bank Shanghai Commercial Bank Tower 12 Queen's Road Central Hong Kong Hang Seng Bank Limited Hang Seng Bank Building 83 Des Voeux Road Central Hong Kong
Auditors	Confucius International CPA Limited *Certified Public Accountants* Rooms 1501-8, 15th Floor Tai Yau Building 181 Johnston Road Wanchai, Hong Kong
Financial adviser to the Company	Global Mastermind Securities Limited Unit 1203, 12/F West Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Legal adviser to the Company as to Hong Kong laws	K&L Gates Solicitors 44/F, Edinburgh Tower The Landmark 15 Queen's Road Central Hong Kong
Placing Agent	TradeGo Markets Limited Room 3405 West Tower, Shun Tak Centre 168-200 Connaught Road Central Hong Kong
Legal adviser to the Placing Agent as to Hong Kong laws	Llinks Law Offices LLP Room 3201, 32/F Alexandra House 18 Chater Road Central, Hong Kong

12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Director

Mr. Yan Wei (閆威先生), aged 49, was appointed as the executive Director on 25 July 2025. Mr. Yan is responsible for the overall strategic development, major business decision-making, and management of the Group. Mr. Yan is also the chairperson of the Nomination Committee and a member of the Remuneration Committee. Mr. Yan holds a bachelor's degree in law from China University of Political Science and Law and an Executive Master of Business Administration (EMBA) from Cheung Kong Graduate School of Business. During the period from 2000 to 2012, he was a partner of JianZhong Law Firm. Between March 2014 and July 2015, he served as an executive director and Chief Executive of Cherish Sunshine International Limited (formerly known as China Public Procurement Limited) (stock code: 1094), whose issued shares are listed on Main Board of the Stock Exchange ("**CPPL**"). CPPL was then principally engaged in the public procurement related businesses, including bulk commodity trading, the development and operation of electronic public procurement platforms and provision of procurement information and other added value services to users of the procurement platforms. In 2017, Mr. Yan served as a member of the National Intelligent Logistics Platform (Pallet Exchange System) Working Group (全國智慧物流平台(托盤共享系統)工作小組) established by the China Federation of Logistics and Purchasing (中國物流與採購聯合會). The working group was responsible for promoting the preliminary planning of the National Intelligent Logistics Platform (Pallet Exchange System) project (全國智慧物流平台(托盤共享系統)項目), developing the platform and participating in the planning of later-stage operations. He also served as Chief Operating Officer of CPPL from March 2013 to June 2014. During the period from 2014 to 2024, Mr. Yan served as directors and legal representatives, and held investments in various enterprises in the PRC, which were involved in the operation of public procurement digital platforms, scientific research and technical services and intelligent logistics.

For Mr. Yan's interest in the Shares within the meaning of Part XV of the SFO, please refer to the section headed "3. Disclosure of interests" above in this appendix. Mr. Yan is the sole director of QH Technology Holdings Limited, a substantial Shareholder.

Non-executive Director

Mr. Ip Ka Wai Charlie (葉嘉威先生), aged 45, was appointed as the Director on 24 July 2020 and was re-designated as the executive Director, chairman of the Board and chief executive officer on 22 October 2020. Since 15 August 2025, Mr. Ip was re-designated as the non-executive Director. Mr. Ip is (i) a director in five subsidiaries of the Company, namely Multisoft Limited, Multisoft Holding Limited, Tritech Distribution Limited, Tritech Distribution Holding Limited and MTS Group Limited; (ii) the general manager of 華譽中信科技(深圳)有限公司 (in English, for identification purposes only, Huayu CITIC Technology (Shenzhen) Co., Ltd.), a subsidiary of the Company; and (iii) the administrator of Multisoft (Macau) Limited, a subsidiary of the Company. He has around 13 years of experience in the information and technology service industry. Mr. Ip obtained a bachelor of business (business administration) degree from RMIT University in September 2006 through courses via The Hong Kong Management Association and a master of business administration from the Hong Kong Baptist University in November 2010. Mr. Ip is currently an executive vice-chairman of Hong Kong Shine Tak Foundation, a vice-chairman of Pok Oi Hospital, a director of Yan Chai Hospital and an honorary president of China Star Light Charity Fund Association.

Mr. Ip was a director of the following three private companies incorporated in Hong Kong, which were dissolved due to cessation of business: (i) Alpha Intelligent Company Limited (智能會社有限公司), which was dissolved by deregistration in February 2002; (ii) Asialink Service Limited, which was dissolved by deregistration in July 2009; and (iii) Wemask Limited, which was dissolved by deregistration in October 2021. Mr. Ip confirmed that there is no outstanding claim or liability against him in connection with these dissolved companies, that these companies were solvent at the time they were dissolved and that there was no wrongful act on his part leading up to the dissolution of these companies.

Independent non-executive Directors

Mr. Jiao Jian (焦健先生), aged 52, was appointed as the independent non-executive Director on 15 August 2025. Mr. Jiao is also the member of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Jiao graduated from China University of Political Science and Law in Beijing, PRC with a bachelor's degree of law in 1996. He was accredited as a PRC lawyer by the Ministry of Justice of China. Mr. Jiao is a partner of Beijing Zhongzhou Law Firm (北京市中洲律師事務所). Since February 2019, Mr. Jiao has served as an independent non-executive director of Alliance International Education Leasing Holdings Limited (stock code: 1563), the issued shares of which are listed on Main Board of the Stock Exchange.

Ms. Shen Ye (**沈曄女士**), aged 49, was appointed as the independent non-executive Director on 8 June 2026. Ms. Shen is also the member of Audit Committee. Ms. Shen received her Bachelor's degree in Industrial Foreign Trade from Chongqing University in 1998, a Master's degree in Management from Southwest Jiaotong University in 2001, and a Doctorate in Education from Tsinghua University in 2022. Ms. Shen has professional experience in executive education and engineering education. Ms. Shen was responsible for executive education programs at the Tsinghua University School of Economics and Management (SEM) for over 10 years. She serves as the Assistant Secretary-General of the International Centre for Engineering Education under the Auspices of UNESCO (ICEE) and the Secretary-General of the Global Partnership Committee, dedicated to promoting AI-driven engineering education and industry-academia-research collaboration. She also holds the position of Research Director at the Institute for Cultural Economy, Tsinghua University.

Ms. Kwok Pui Ha (郭佩霞女士), aged 57, was appointed as the independent non-executive Director on 15 August 2025. Ms. Kwok is also the chairperson of the Audit Committee and Remuneration Committee, and the member of Nomination Committee. Ms. Kwok obtained a bachelor's degree in accountancy from the City Polytechnic of Hong Kong (currently known as City University of Hong Kong) in 1992. Ms. Kwok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and a member of Hong Kong Securities and Investment Institute. Ms. Kwok started her career with Deloitte Touche Tohmatsu around 30 years ago. Ms. Kwok had also worked as group finance controller in CITIC International Assets Management Limited for 10 years. Ms. Kwok has been an independent non-executive director of Kai Yuan Holdings Limited (stock code: 1215), the issued shares of which are listed on Main Board of the Stock Exchange, since 1 January 2023. Ms. Kwok was an independent non-executive director of China Strategic Technology Group Limited (formerly known as USPACE Technology Group Limited) (stock code: 1725), the issued shares of which are listed on Main Board of the Stock Exchange, from July 2025 to October 2025.

Senior management

Mr. Tam Yiu Hong (譚耀康先生), aged 47, joined the Group on 16 April 2007 and his present position is senior technical manager. Mr. Tam was awarded a postgraduate diploma in strategic business information technology from NCC Education in April 2005. Prior to joining the Group, he was (i) a trainer/consultant with MIS Technologies Centre (HK) Ltd from May 2000 to December 2002 and was later promoted to senior consultant from January 2003 to December 2004; and (ii) a system engineer with Active e-Solution Limited from March 2005 to April 2007 in the services and support department.

Company secretary

Mr. Yeung Ho Ming (楊皓明先生), aged 43, is a Certified Public Accountant in Hong Kong, a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of the Association of Chartered Certified Accountants (ACCA). He holds a Bachelor of Science degree from the University of Hong Kong. Prior to joining the Company, Mr. Yeung was the company secretary, authorised representative and chief financial officer of Honbridge Holdings Limited (stock code: 8137), a company listed on the GEM of the Stock Exchange, from March 2013 to May 2025. Mr. Yeung previously worked at Deloitte Touche Tohmatsu, where he served as an audit manager.

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the Audit Committee comprised all of the independent non-executive Directors, namely Ms. Kwok Pui Ha (the chairperson of the Audit Committee), Mr. Jiao Jian and Ms. Shen Ye. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed "12. Particulars of the Directors and senior management" above in this appendix. The primary duties of the Audit Committee include, among other things, making recommendations to the Board on the appointment, reappointment and removal of the external auditor, approving the remuneration and terms of engagement of the external auditor, monitoring the Company's financial statements, annual reports, accounts and half-yearly reports, and reviewing the Company's financial controls, risk management and internal control systems.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance, so far as applicable.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent as referred to in the paragraph headed "9. Expert and consent" in this appendix, have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (WUMP) Ordinance.

16. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mttgholdings.com) during the period of 14 days from the date of this Prospectus:

(a) the material contracts referred to in the paragraph headed "8. Material contracts" in this appendix;

(b) the accountant's report on the unaudited pro forma financial information of the Group issued by Confucius International CPA Limited, the text of which is set out in Appendix II to this Prospectus;

(c) the written consent referred to in paragraph headed "9. Expert and consent" in this appendix;

(d) the Prospectus Documents.

17. MISCELLANEOUS

(a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.

(b) As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.

(c) In the event of any inconsistency, the English texts of this Prospectus and the accompanying PAL shall prevail over their respective Chinese texts.