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 MTT Group Holdings Limited
數科集團控股有限公司
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數科集團控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2350)

**RESULTS OF THE RIGHTS ISSUE
ON THE BASIS OF TWO (2) RIGHTS SHARES FOR
EVERY FIVE (5) SHARES AT HK\$0.275 PER RIGHTS SHARE**

Placing Agent
 **TradeGo Markets**

Reference is made to the prospectus of MTT Group Holdings Limited (the “**Company**”) dated 25 June 2026 (the “**Prospectus**”) and the announcement of the Company dated 14 July 2026 (the “**Announcement**”) in relation to the Rights Issue of the Company on the basis of two (2) Rights Shares for every five (5) Shares held at the close of business on the Record Date at the Subscription Price of HK\$0.275 per Rights Share. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

RESULTS OF THE RIGHTS ISSUE, THE COMPENSATORY ARRANGEMENTS AND THE PLACING AGREEMENT

As disclosed in the Announcement, as at 4:00 p.m. on Friday, 10 July 2026, being the Latest Time for Acceptance, a total of 6 valid applications had been received for a total of 223,752,724 Rights Shares, representing approximately 89.5% of the total number of Rights Shares offered under the Rights Issue. Accordingly, the Rights Issue was undersubscribed by 26,247,276 Rights Shares, representing approximately 10.5% of the total number of the Offered Shares, which will be subject to the Compensatory Arrangements.

The Company has, pursuant to Rule 7.21(1)(b) of the Listing Rules, made the Compensatory Arrangements by entering into the Placing Agreement with the Placing Agent pursuant to which the Company appointed the Placing Agent and the Placing Agent agreed to act as the placing agent for the Company to procure, on a best-effort basis, independent placee(s) to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares in accordance with the terms of the Placing Agreement.

The Board wishes to announce that at 4:00 p.m. on Monday, 20 July 2026, being the latest time of placing of the Placing Shares by the Placing Agent, 26,247,276 Unsubscribed Rights Shares and NQS Unsold Rights Shares were successfully placed at the price of HK\$0.275 per Share, which is equal to the Subscription Price, under the Placing. Therefore, there is no Net Gain available for distribution to the No Action Shareholders.

As all the conditions with respect to the Rights Issue and the Placing as set out in the Prospectus have been fulfilled, the Rights Issue and the Placing became unconditional at 4:00 p.m. on Monday, 20 July 2026.

Based on the results of acceptance of the Rights Issue and the results of the Placing, the Rights Shares to be allotted and issued amounted to 250,000,000 Rights Shares, representing 100% of the total number of Rights Shares offered for subscription under the Rights Issue.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, (i) each of the Placees and its ultimate beneficial owner(s) (where applicable) are Independent Third Parties; and (ii) none of the placees has become a substantial Shareholder immediately upon completion of the Placing.

USE OF PROCEEDS

The gross proceeds from the Rights Issue were approximately HK\$68.8 million. After deducting the relevant expenses, the net proceeds were approximately HK\$67.0 million. The Company intends to apply the net proceeds as to:

- (a) approximately HK\$51.5 million, representing approximately 76.9% of the net proceeds, for the development and expansion of the existing SI Solutions Business, comprising:
 - (i) approximately HK\$28.5 million, representing approximately 42.6% 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 17.9% 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 11.9% 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 4.5% 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\$15.5 million, representing approximately 23.1% 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.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, set out below is the shareholding structure of the Company immediately before and after the completion of the Rights Issue and the Placing:

Name of the Shareholders	Immediately before completion of the Rights Issue and the Placing		Immediately after completion of the Rights Issue and the Placing	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
QH Technology Holdings Limited (<i>Note 1</i>)	229,615,000	36.74	321,461,000	36.74
Placees	15,790,000	2.53	48,343,276	5.52
Other public shareholders	<u>379,595,000</u>	<u>60.73</u>	<u>505,195,724</u>	<u>57.74</u>
Total	<u>625,000,000</u>	<u>100.00</u>	<u>875,000,000</u>	<u>100.00</u>

Note:

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

DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

Share certificates for the fully-paid Rights Shares are expected to be posted on or before Friday, 24 July 2026 to those entitled thereto at their registered addresses by ordinary post at their own risk.

COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in the Rights Shares, in their fully-paid form, are expected to commence on the Stock Exchange at 9:00 a.m. on Monday, 27 July 2026.

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

Hong Kong, 23 July 2026

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