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

VOLUNTARY ANNOUNCEMENT
FRAMEWORK AGREEMENT FOR CONSTRUCTION OF INDUSTRIAL BASE

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of MTT Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders of the Company and potential investors with the latest business development of the Group.

FRAMEWORK AGREEMENT

The Board is pleased to announce that, on 18 August 2026 (after trading hours), the People’s Government of Baotou City, Inner Mongolia Autonomous Region, the People’s Republic of China (the “**Baotou Municipal Government**”) and the Company reached a framework agreement (the “**Framework Agreement**”) in respect of the implementation of the “Compute-Power-Data” integrated industrial base project in Baotou.

Pursuant to the Framework Agreement, the parties agreed to achieve joint development in the integrated field of “green electricity access – high-quality computing power – computing power and electricity coordinated dispatch — data processing — AI talent cultivation” (“**Compute-Power-Data**”) through various forms of close cooperation based on the principle of “mutual benefit, win-win cooperation”, and leverage their respective resource advantages to form a long-term and stable strategic partnership.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Baotou Municipal Government is a third party independent of and not connected with the Company and its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

SCOPE OF COOPERATION

- (1) Leverage the advantages of abundant green electricity and vocational education resources of the Baotou Municipal Government to build an integrated development industrial base combining “Compute-Power-Data”.
- (2) The Company will actively introduce renowned think tanks such as big data research institutes, reputable universities or research institutes. Based on the project implementation by the Baotou Municipal Government, combining with the actual conditions of Baotou City and centering on high-quality development of digital economy empowerment, the Company will assist the Baotou Municipal Government in establishing a digital infrastructure foundation. Utilising the green computing power industry as a point of breakthrough, the Company will jointly cultivate emerging digital industries and talents such as artificial intelligence, embodied robots and data annotation, with a goal of expanding digital industry clusters and generating digital economic growth.

RIGHTS AND OBLIGATIONS OF THE PARTIES

(1) Rights and obligations of the Baotou Municipal Government

During the cooperation period, the Company will be granted the treatment of a strategic partner to support the Company’s relevant construction work in the cooperation fields, promote various levels of government departments and collaborating parties to carry out multiple forms of cooperations with the Company, and provide support for the Company’s cooperation projects and their operating entities.

Relevant entities of the cooperation project shall complete the approval procedures as soon as possible and sign formal cooperation project agreements.

(2) Rights and obligations of the Company

The Company shall comply with the green principles under the “Civil Code of the People’s Republic of China”, expedite the promotion and implement the cooperation project as soon as possible, establish the project in Baotou City, and recommend the Company’s partners to set up bases of operations in Baotou City. The Company will transform its advantages of resources in the industry into tangible perks and establish an expert team in the cooperation field to serve the cooperation project.

INFORMATION OF THE BAOTOU MUNICIPAL GOVERNMENT

Baotou City is seizing the strategic opportunities from the national “Eastern Data and Western Computing” initiative, leveraging the abundant new energy resources within its jurisdiction and utilising the opportunities presented by its inclusion in the national new power system construction pilot program and the development of zero-carbon parks, Baotou City is actively developing its digital economy, deeply integrating into the autonomous region’s computing power network layout plan of “national computing power hub nodes + league city supplementary expansion zones”, building an intelligent computing application system of “general large models — industry sub-models — scenario micro-applications”. It is focused on creating a growth pole for the digital economy while simultaneously empowering the transformation and upgrading of traditional industries, and endeavours to construct the “1144” modern industrial system.

INFORMATION OF THE GROUP

The Group is principally engaged in (i) the distribution of IT products in Hong Kong, Macau and the PRC; and (ii) the provision of system integrated solutions for IT systems in Hong Kong, the PRC and Macau, involving system design, development and/or implementation of hardware and software, hardware and software coordination, system configuration covering data communications, system infrastructure, network security and digital transformation, and technical and maintenance support services (collectively, the “**System Integration Solutions Businesses**”).

REASONS FOR AND BENEFITS OF ENTERING INTO THE FRAMEWORK AGREEMENT

The Board has been actively seeking various methods to strengthen the Group’s market position and penetration through potential investment opportunities, thereby attracting more customers and enhancing the Group’s overall competitiveness and profitability. As disclosed in the annual report of the Company for the year ended 31 March 2026, the Group will further advance its “Cloud — Network — Edge” integration strategy and accelerate the commercialisation of hyper-converged infrastructure and AI platforms. Meanwhile, leveraging Baotou City’s abundant green energy resources and capitalising on its inclusion as a national pilot for the construction of a new power system, the development of a computing center will drive the deployment of smart city and digital government solutions, striving to develop its digital economy.

The Board believes that the Framework Agreement and the project thereunder align with the Group’s business strategy, and the terms and conditions of the Framework Agreement are fair and reasonable. By entering into the Framework Agreement with the Baotou Municipal Government, the Company seizes this historic opportunity to optimise the Group’s infrastructure, which is in the interests of the Company and its shareholders as a whole.

The Framework Agreement is not legally binding and sets out the preliminary intentions of the parties only. The matters contemplated under the Framework Agreement is subject to further negotiations and, where applicable, the entering into of definitive agreements. As the proposed transaction may or may not proceed, shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. Where the proposed transaction when materialised constitutes a notifiable transaction for the Company under the Listing Rules, further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 18 August 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.