MTT Group Holdings Limited
數科集團控股有限公司

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2350)

DISCLOSEABLE TRANSACTION

ACQUISITION OF 100% EQUITY INTEREST IN THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER THE GENERAL MANDATE

THE ACQUISITION

The Board is pleased to announce that on 28 August 2026 (after trading hours), the Purchaser and the Vendors entered into the Share Purchase Agreement pursuant to which the Purchaser has conditionally agreed to acquire, and the Vendors have conditionally agreed to sell, the Sale Shares at an Initial Consideration of HK$20,000,000 (subject to adjustment) which shall be satisfied by the allotment and issue of 30,534,350 Initial Consideration Shares credited as fully paid, pursuant to the General Mandate.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in relation to the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements thereunder.

The allotment and issue of the Consideration Shares will be made pursuant to the General Mandate and therefore is not subject to approval of Shareholders.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

Shareholders and potential investors should note that the Acquisition, which is subject to a number of conditions precedent, may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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THE SHARE PURCHASE AGREEMENT

The principal terms of the Share Purchase Agreement are set out below:

Date

28 August 2026 (after trading hours)

Parties

(i)	the Purchaser	:	Digital AI Holdings Limited, a wholly owned subsidiary of the Company
(ii)	the Vendors	:	Vendor A, Vendor B and Vendor C

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Vendors is a third party independent of the Group and its connected persons.

Assets to be acquired

Pursuant to the Share Purchase Agreement, the Purchaser has conditionally agreed to acquire from the Vendors, and the Vendors have conditionally agreed to sell to the Purchaser, the Sale Shares which represent the entire equity interest in the Target Company. Vendor A, Vendor B and Vendor C are holders of 65%, 5% and 30% of the Sale Shares, respectively.

Consideration

Pursuant to the terms of the Share Purchase Agreement, the Initial Consideration is HK$20,000,000 (subject to adjustment as described below), payable as to HK$13,000,000, HK$1,000,000 and HK$6,000,000 to Vendor A, Vendor B and Vendor C, respectively. The Initial Consideration shall be satisfied by way of allotment and issue of 19,847,328, 1,526,717 and 9,160,305 Initial Consideration Shares at the Issue Price to Vendor A, Vendor B and Vendor C (or company wholly owned by any of them), respectively.

The Consideration is subject to the adjustment as described below but shall in any event not be increased by more than HK$10,000,000, totaling HK$30,000,000, payable as to HK$19,500,000, HK$1,500,000 and HK$9,000,000 to Vendor A, Vendor B and Vendor C, respectively and shall be satisfied by way of allotment and issue of 29,770,992, 2,290,076 and 13,740,458 Consideration Shares at the Issue Price to Vendor A, Vendor B and Vendor C (or company wholly owned by any of them).

Guarantees

Pursuant to the Share Purchase Agreement, the Vendors irrevocably warrant and guarantee to the Purchaser that (collectively, the "**Guarantees**"):

(i) the consolidated revenue of the Target Group for the period commencing from 1 July 2026 to 30 June 2027 (the "**Guaranteed Period**") will not be less than HK14,980,000 (the "**Guaranteed Revenue**"):

(ii) the consolidated loss of the Target Group for the Guaranteed Period will not exceed HK$3,653,000 (the "**Guaranteed Loss**");

(iii) the consolidated net assets of the Target Group as at 30 June 2027 will not be less than HK$245,000 (the "**Guaranteed NAV**"); and

(iv) the consolidated external liabilities of the Target Group (i.e. excluding any liabilities owing by the Target Group to the Group) as at 30 June 2027 will not exceed HK$14,426,000 (the "**Guaranteed External Liabilities**").

The Purchaser shall procure the auditors of the Company to, by 15 August 2027, provide the audited consolidated financial statements of the Target Group prepared in accordance with the HKFRS or IFRS for the Guaranteed Period, together with a certificate ("**Certificate**") certifying the actual consolidated revenue, consolidated loss, consolidated net assets and consolidated external liabilities of the Target Group for the Guaranteed Period/as at 30 June 2027.

If the Guarantees have already been satisfied as at 31 March 2027 based on the Target Group's consolidated management accounts for the nine months ending 31 March 2027, the Purchaser shall have the right to request the auditors of the Company to, by 15 May 2027, provide the audited consolidated financial statements of the Target Group and to issue the relevant Certificate ("**Early Certificate**") for the nine months ending 31 March 2027/as at 31 March 2027. For the avoidance of doubt, in this regard, if the Early Certificate shows that any one of the Guarantees is not satisfied for the nine months ending 31 March 2027/as at 31 March 2027, the Guarantees shall fall back on the Guaranteed Period/ as at 30 June 2027.

Adjustment to the Initial Consideration

If the Guarantees are not satisfied or the actual revenue is less than 80% of the Guaranteed Revenue, the Initial Consideration shall be reduced to HK$3, which shall be payable by the Purchaser in cash to each of the Vendors in the amount of HK$1 within one business day after the issue of the Certificate.

If the actual revenue represents 80% or more of the Guaranteed Revenue as shown on the Certificate, the Initial Consideration shall be adjusted in the following manner:

C = 20,000,000 x (A/G)

Where:

“C” means the adjusted Consideration in HK$;

“A” means the actual revenue of the Target Group for the Guaranteed Period; and

“G” means the Guaranteed Revenue.

If, based on the above formula, “C” is greater than HK$30,000,000, the total Consideration shall be adjusted to HK$30,000,000.

The Initial Consideration shall also be adjusted in accordance with the above formula if the Guarantees have been satisfied in full as shown on the Early Certificate.

The Consideration shall be satisfied by way of allotment and issue of the Consideration Shares at the Issue Price to Vendor A, Vendor B and Vendor C (or company wholly owned by any of them) in the proportion of 65%, 5% and 30%, respectively. For the avoidance of doubt, if the number of Consideration Shares to be allotted and issued to any of the Vendors (or company wholly owned by any of them) is not an integer, the number of such Consideration Shares shall be rounded down. The Consideration Shares shall be allotted and issued to the Vendors after the issue of the Certificate (or the Early Certificate, as the case may be).

Cash compensation by the Vendors

If the actual revenue represents 80% or more of the Guaranteed Revenue, but:

(i) the actual loss exceeds the Guaranteed Loss, the Vendors shall compensate the shortfall on a dollar-for-dollar basis to the Purchaser in cash after the issue of the Certificate in the proportion of 65%, 5% and 30%, respectively;

(ii) the actual net assets are less than the Guaranteed NAV, the Vendors shall compensate the shortfall on a dollar-for-dollar basis to the Purchaser in cash after the issue of the Certificate in the proportion of 65%, 5% and 30%, respectively; and

(iii) the actual external liabilities exceed the Guaranteed External Liabilities, the Vendors shall compensate the shortfall on a dollar-for-dollar basis to the Purchaser in cash after the issue of the Certificate in the proportion of 65%, 5% and 30%, respectively.

For the avoidance of doubt, if the actual loss is less than the Guaranteed Loss, or the actual net assets exceed the Guaranteed NAV, or the actual external liabilities are less than the Guaranteed External Liabilities, no adjustment shall be made to the Consideration and the Purchaser shall not be required to compensate the Vendors in respect of the relevant difference.

Basis of determination of the Guarantees

The Guaranteed Revenue was determined with reference to, among others, the major potential and secured contracts of the Target Group as at the date of the Share Purchase Agreement. The Guaranteed Loss was primarily determined based on the loss of the Target Group for the six months ended 30 June 2026, while the Guaranteed NAV and the Guaranteed External Liabilities were respectively determined based on the Target Group's consolidated net asset value of approximately HK$1.4 million and total liabilities of approximately HK$13.3 million as at 30 June 2026 and the consideration of RMB1.0 million payable by Tsingzhan Zhiqing pursuant to the Reorganisation.

The Board has evaluated the fairness and reasonableness of the Guaranteed Revenue by obtaining and reviewing the Target Group's material sales contracts and framework agreements entered into during the period from 1 January 2026 and up to the date of the Share Purchase Agreement, and noted that the aggregate contract sum of which amounted to not less than RMB23 million, including secured contracts and executed purchase orders of not less than RMB13.0 million. Based on the detailed assessment and due diligence conducted, the Board also confirmed that the Guaranteed Revenue was determined in accordance with the relevant contract terms and/or payment schedule underlying the contracts.

Basis of determination of the Consideration

The Initial Consideration was determined through arm's length negotiations between the Purchaser and the Vendors, taking into account, amongst other things, (i) valuation of the market value of the Target Group of HK$22,100,000 prior to completion of the Reorganisation (or HK$27,600,000 assuming completion of the Reorganisation had taken place, being one of the conditions precedent to the Share Purchase Agreement, as detailed in the section headed "Conditions precedent" below) as at the Valuation Date, as conducted by the Valuer using the market approach with the adoption of forward price-to-sales multiples, details of which are set out in the section headed "Valuation" below; (ii) the major secured contracts of the Target Group; and (iii) the business development and prospects of the Target Group. The Initial Consideration represents a discount of approximately 27.54% to the appraised value of the Target Group of HK$27,600,000 assuming completion of the Reorganisation had taken place.

The earn-out adjustment of the Consideration was determined through arm's length negotiations between the Purchaser and the Vendors, which serves as an incentive rewarding the Vendors for capturing future business growth of the Target Group during the Guaranteed Period, by encouraging the Vendors to secure and realise additional potential contracts during the same period over the baseline revenue from secured contracts which forms one of the basis of the Initial Consideration.

The Board considers that the Consideration is based on normal commercial terms, and is fair and reasonable for the Company and the Shareholders as a whole.

Consideration Shares

The Consideration Shares will be allotted and issued at the Issue Price of HK$0.655 per Consideration Share, credited as fully paid, pursuant to the General Mandate, which represents:

(i) a discount of approximately 5.07% to the closing price of HK$0.690 per Share as quoted on the Stock Exchange on the date of the Share Purchase Agreement;

(ii) a premium of approximately 0.31% over the average closing price of HK$0.653 per Share as quoted on the Stock Exchange in the 5 trading days immediately prior to the date of the Share Purchase Agreement; and

(iii) a discount of approximately 0.30% to the average closing price of HK$0.657 per Share as quoted on the Stock Exchange in the 10 trading days immediately prior to the date of the Share Purchase Agreement.

The Issue Price was arrived at after arm's length negotiations between the Purchaser and the Vendors with reference to the prevailing market price of the Shares. The Board considers that the Issue Price is fair and reasonable and in the interests of the Shareholders as a whole.

The Consideration Shares will be allotted and issued under the General Mandate. Under the General Mandate, the Company may allot and issue up to 125,000,000 Consideration Shares. Accordingly, the issue of the Consideration Shares is not subject to any further approval by the Shareholders.

The Initial Consideration Shares in the amount of 30,534,350 represent approximately 3.49% of the existing issued share capital of the Company as at the date of this announcement and approximately 3.37% of the Company's issued share capital as at the date of this announcement as enlarged by the issue of the Initial Consideration Shares (assuming no change in the total number of issued Shares between the date of this announcement and the allotment and issue of the Initial Consideration Shares).

The maximum Consideration Shares in the amount of 45,801,526 represent approximately 5.23% of the existing issued share capital of the Company as at the date of this announcement and approximately 4.97% of the Company's issued share capital as at the date of this announcement as enlarged by the issue of the maximum Consideration Shares (assuming no change in the total number of issued Shares between the date of this announcement and the allotment and issue of the maximum Consideration Shares).

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consideration Shares. The Consideration Shares, when issued, will rank *pari passu* in all respects with the existing Shares then in issue.

Conditions precedent

Pursuant to the Share Purchase Agreement, Completion shall be conditional upon the fulfilment of the following conditions precedent on or before the Long Stop Date:

(i) the Purchaser having obtained all necessary approvals and consents in relation to the sale and purchase of the Sale Shares;

(ii) the warranties provided by the Vendors in the Share Purchase Agreement remaining true and accurate in all material respects and not misleading;

(iii) the Stock Exchange having granted the listing of and permission to deal in the Consideration Shares;

(iv) a PRC legal advisor designated by the Purchaser having issued a PRC legal opinion in relation to the transactions contemplated under the Share Purchase Agreement, in a form and content satisfactory to the Purchaser;

(v) the results of the due diligence review conducted on the Target Group being satisfactory to the Purchaser in all respects;

(vi) the listing status of the Shares not having been revoked, and the Company has not received any written notice from the Stock Exchange or the Securities and Futures Commission to revoke its listing status;

(vii) the Reorganisation having been completed to the satisfaction of the Purchaser; and

(viii) a valuation report issued by an independent valuer designated by the Purchaser, valuing the Target Company's equity interest at not less than HK$22,100,000, in a form and content satisfactory to the Purchaser.

None of the above conditions precedent can be waived by any parties to the Share Purchase Agreement. In the event that any of the above conditions is not fulfilled on or before the Long Stop Date, the Share Purchase Agreement shall cease and terminate and neither parties shall have any obligations and responsibilities against each other save for any antecedent breach thereof.

Reorganisation

As at the date of this announcement, Tsingzhan Chanyan is owned as to 80% by Tsingzhan Zhiqing, 10% by Vendor B and 10% by an independent third party, respectively. As one of the conditions precedent to the Share Purchase Agreement, the Target Group shall complete the Reorganisation such that Tsingzhan Chanyan shall be beneficially owned as to 100% by Tsingzhan Zhiqing as at Completion. As at the date of the Share Purchase Agreement, the relevant equity transfer agreements have been entered into, pending the registration of industrial and commercial change required for the transfer.

Completion

Completion shall take place on the fifth (5th) business day after the date of which the above conditions precedent are fulfilled, or such other date as may be agreed by the Purchaser and the Vendors in writing.

Upon Completion, the Group will hold 100% of the issued shares of the Target Company. Accordingly, the Target Company will become an indirectly wholly-owned subsidiary of the Company, and the financial results of the Target Company will be consolidated into the accounts of the Group.

THE VALUATION

Qualification and independence of the Valuer

The Valuation is led by Mr. Deber Chan, who has over 7 years of experience in valuation advisory services. He is a Chartered Financial Analyst (CFA), Financial Risk Manager (FRM), and Certified Environmental, Social and Governance Analyst (CESGA) holder with extensive experience in valuing businesses, intangibles, and financial assets.

The Board has conducted a comprehensive evaluation of the Valuer's qualifications and affirmed that it is fully capable of performing the Valuation. The Board has also reviewed the Valuer's terms of engagement and determined that the proposed scope of work is appropriate and aligns with the requirements of the Valuation. To the best knowledge, information and belief of the Board and having made all reasonable enquiries, the Valuer is independent of the Company and is not a connected person of the Company.

Valuation methodology

In arriving at the appraised value of the Target Company, the Valuer has considered the cost approach, the market approach and the income approach.

Cost approach

The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for all relevant forms of obsolescence.

The cost approach should be used as the primary basis for a valuation under the following circumstances:

– market participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal restrictions, and the asset could be recreated quickly enough that a market participant would not be willing to pay a significant premium for the ability to use the subject asset immediately;

– the subject asset is not income-generating (directly or indirectly) and the unique nature of the asset makes using an income approach or market approach unfeasible;

– the basis of value being used is fundamentally based on replacement cost; and/or

– the subject asset was recently created or issued and sold to market participants, such that there is a high degree of reliability in the assumptions used in the cost approach.

Market approach

The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. When reliable, verifiable and relevant market information is available, the market approach is the preferred valuation approach.

The market approach should be used as the primary basis for a valuation under the following circumstances:

– the subject asset or its comparables have recently been sold in a transaction appropriate for consideration under the basis of value;

– the subject asset or substantially similar assets are actively publicly traded; and/or

– there are frequent and/or recent observable transactions in substantially similar assets.

Income approach

The income approach provides an indication of value by converting projected cash flow to a single current value. Under the income approach, the value of an asset is determined with reference to the value of income, cash flow or cost savings generated by the asset.

The income approach should be used as the primary basis for a valuation under the following circumstances:

– the income-producing ability of the asset is the critical element affecting value from a market participant perspective; and/or

– reliable projections of the amount and timing of future income are available for the subject asset, but there are no relevant and reliable market comparables.

The Valuer is of the view that the cost approach is insufficient in capturing the future economic benefits of the Target Group given that the Target Group are likely to continue to grow in the foreseeable future. The income approach was not appropriate because many assumptions and justifications are involved in the profit forecast that the Valuer is not in a position to verify. The Valuer considers that the market approach is appropriate for the Valuation since this method reflects the going concern and provides direct market reference on the value from a group of comparable companies in the market. Therefore, the Valuer has adopted the market approach in conducting the Valuation.

Specifically, the Valuer has chosen the guideline publicly-traded comparable method, which utilises information on publicly-traded comparables that are the same or similar to the subject asset to arrive at an indication of value. Under the guideline public company method, there are several generally accepted valuation multiples in arriving the equity value of a company, including price-to-earnings ("**P/E**") multiple, price-to-book ("**P/B**") multiple and price-to-sales ("**P/S**") multiple.

The P/E multiple is not adopted as the Target Group is in its early stage of development and is not yet consistently generating mature earnings. The P/B multiple is not adopted because P/B is typically common for asset-heavy industries, which does not reflect the nature of the Target Group. The P/S multiple is adopted because it is appropriate for early-stage businesses where top-line revenue generation is a key indicator of scale and business momentum. Furthermore, in order to reflect the future growth potential of the Target Group, the Valuer has adopted the forward P/S multiple of the comparable companies. The forward P/S multiple is defined as the current market price to the estimated 12-months revenue for the financial year ending 2027.

Comparable companies

In assessing the comparable companies, the Valuer has evaluated the key business segments of the Target Group by considering the scale of each business segment as of the Valuation Date. The Valuer has made reference to three sets of comparable companies corresponding to the primary core operating segments of the Target Group being (i) AI agentic hardware ("**Segment I**"); (ii) provision of customised AI platforms and/or autonomous AI agents ("**Segment II**"); and (iii) AI data optimisation ("**Segment III**"), respectively, which accounted for over 97% of the total projected revenue of the Target Group for the 12-months period from 1 July 2026 to 30 June 2027.

The comparable companies are selected by adopting FactSet and their latest twelve months figures as of the Valuation Date based on the following criteria:

(i) the comparable companies are listed on public stock exchanges for over 2 years as of the Valuation Date;

(ii) the forward sales estimations and forward P/S multiples of the comparable companies for the financial year 2027 is available;

(iii) over 90% of revenue is generated in the PRC; and

(iv) the comparable companies are principally engaged in Segment I, Segment II and/or Segment III with over 50% revenue derived from at least one of such business.

Details of the selected comparable companies are as follows:

Segment I

Company name	Stock exchange	Ticker	Business description	Percentage of revenue from similar business as the Target Group
Shenzhen Inovance Technology Co., Ltd.	Shenzhen	300124-CN	The company engages in the research & development production and sales of industrial automation control products. Its products include intelligent equipment and robot core components, industrial automation products, new energy products, new energy vehicles, automation equipment, mechanical, electronic equipment and Internet of Things products.	53.3%
Guangzhou Risong Intelligent Technology Holding Co., Ltd.	Shanghai	688090-CN	The company engages in the research, development, design, manufacturing, application, sales and service in the field of robotics and intelligent manufacturing. It also provides intelligent and flexible manufacturing system solutions. Its products include industrial robot, intelligent robot equipment, robotic automated production line, robotic workstation and robot accessories.	100%
Beijing Roborock Technology Co., Ltd.	Shanghai	688169-CN	The company engages in the design, research, development, production, and sales of robotic home cleaners and other cleaning appliances. Its products features sweeping and mopping, intelligent route planning, and application control.	100%

Company name	Stock exchange	Ticker	Business description	Percentage of revenue from similar business as the Target Group
Orbbec Inc.	Shanghai	688322-CN	The company engages in the design, research, development, production and sales of 3D visual perception products. It offers stereo vision, TOF, structured light camera, camera computer, LiDAR, and robot-free data collection.	54.4%
UBTECH Robotics Corp. Ltd.	Hong Kong	9880-HK	The company engages in the research, development, design, production and sale of robotic products and provision of ancillary services. The company provides AI robotic education solutions for primary and secondary schools, as well as higher education and vocational education. It also offers customised robots for commercial use.	100%

Segment II

Company name	Stock exchange	Ticker	Business description	Percentage of revenue from similar business as the Target Group
Ingdan, Inc.	Hong Kong	400-HK	The company engages in the provision of an integration platform as a service technology services platform. It operates under the Comtech and Ingdan segments. The Comtech segment focuses on selling integrated circuits, other electronic components, and AI and internet of things products. The Ingdan segment includes proprietary and semi-conductor products, Ingfin financing services, software licensing, and incubator business.	95.0%

Company name	Stock exchange	Ticker	Business description	Percentage of revenue from similar business as the Target Group
Phancy Group Co., Ltd.	Hong Kong	6682-HK	The company engages in the provision of platform-centric AI solutions and leverage core technologies to develop end-to-end enterprise-class AI products. It serves the finance, retail, manufacturing, energy and power, telecommunications, transportation, technology, education, media, and healthcare industries.	100%
Hangzhou Hopechart IoT Technology Co., Ltd.	Shanghai	688288-CN	The company engages in the research, development, and sale of assisted driving solutions and services. It specialises in intelligent and enhanced driving, AI and cloud platform technologies for commercial vehicles. It offers driver monitoring system, blind zone monitoring system, advance driver assistance system, car identification system, automotive electronics-related core technology, and big data and cloud storage.	100%
Bairong AI, Inc.	Hong Kong	6608-HK	The company engages in the provision of an artificial intelligence-powered technology platform.	100%

Segment III

Company name	Stock exchange	Ticker	Business description	Percentage of revenue from similar business as the Target Group
Ainnovation Technology Group Co., Ltd.	Hong Kong	2121-HK	The company develops and sells AI-based software and hardware technology solutions. Its solutions include: intelligent engineering radar inspection, intelligent liquid crystal semiconductor production, intelligent molten iron transportation, intelligent wind power operation and maintenance, intelligent automotive equipment manufacturing, intelligent defect detection, intelligent data centre infrastructure and operation, intelligent hybrid cloud management, intelligent data governance and application, smart supply chain management and intelligent data centre infrastructure and operation.	100%
TRS Information Technology Co., Ltd.	Shenzhen	300229-CN	The company engages in the product development, sales and service of data and AI technology. Its business includes software product development, industry application solutions and data analysis and mining cloud services, covering big data management, information security, Internet marketing and artificial intelligence.	73.3%
Beijing Haitian Ruisheng Science Technology Co., Ltd.	Shanghai	688787-CN	The company engages in the research, development, design, production, and sales of AI training data. Its business covers multiple AI core areas including intelligent speech such as speech recognition and speech synthesis, computer vision, natural language. The firm serves a variety of application scenarios such as human-computer interaction, intelligent driving, smart home, smart speaker, autopilot, vehicle navigation, and smart cities.	100%

The Valuer confirmed that the above lists of comparable companies are exhaustive based on its selection criteria on a best-effort basis.

Adjustments on valuation multiples of comparable companies

Historical performance data across capital markets consistently demonstrates that smaller enterprises carry higher operational and financial risks than their larger peer companies. Because valuation multiples derived under the guideline public company method function inversely to a capitalisation rate, where elevated risk drives a higher rate and, consequently, a depressed multiple, applying unadjusted peer multiples to a smaller subject company can lead to an overstatement of value. To address this disparity, valuation multiples must be adjusted to account for scale differences.

Building upon this framework, the size premium reflects the additional risk premium required by investors for smaller companies. Referencing data from the 2025 Cost of Capital Navigator published by Kroll, LLC., the adjustment is derived by comparing the size premium applicable to each comparable company against the size premium applicable to the Target Group. The difference in size premium is added to the reciprocal of the peer multiple. Taking the reciprocal of this adjusted result yields the comparable company's multiple as if it were adjusted to the exact size of the Target Group.

Furthermore, because forward sales is utilised as the primary valuation metric rather than net income, a scale factor (revenue to earnings ratio) is incorporated. The scale factor converts the base measure of benefits to the alternative measure of benefits for the guideline companies.

The following formula derives the adjusted forward P/S ratio of each of the comparable companies:

$$\text{Adjusted forward P/S ratio} = \cfrac{1}{\cfrac{1}{\text{Forward P/S ratio}} + \cfrac{\text{(Size adjustment factor) *}}{\text{(Revenue to earnings ratio)}}}$$

The below table sets out the forward P/S of the comparable companies by segment:

Ticker	Forward P/S	Revenue to earnings ratio	Size adjustment factor	Adjusted forward P/S
Segment I				
300124-CN	2.85	9.72	2.14%	1.79
688090-CN	10.33	32.29	1.64%	1.60
688169-CN	0.91	13.71	1.64%	0.75
688322-CN	11.29	7.05	2.14%	4.87
9880-HK	7.19	(2.84)	2.14%	12.77
			Median	**1.79**
Segment II				
400-HK	0.20	70.81	1.64%	0.16
6682-HK	0.85	(271.65)	1.64%	Negative
688288-CN	1.57	301.14	0.00%	1.57
6608-HK	0.62	43.65	0.00%	0.62
			Median	**0.62**
Segment III				
2121-HK	0.87	(6.05)	0.00%	0.87
300229-CN	21.42	(1.29)	0.00%	21.42
688787-CN	11.18	18.18	1.64%	2.58
			Median	**2.58**

Adjustment based on the forward sales of the Target Group

The Valuer has assigned different weightings on the above adjusted median forward P/S of each set of the comparable companies, according to the contract sum of the existing agreements of the Target Group corresponding to each business segment. The following table presents the calculation of the weighted average of the adjusted forward P/S ratios based on the relative contributions of these core segments:

	Adjusted forward P/S	**Relative contribution to forward sales of the Target Group**	**Weighted average**
Segment I	1.79	53.2%	0.95
Segment II	0.62	24.6%	0.15
Segment III	2.58	22.1%	0.57
		Total	**1.68**

Note: Figures may not sum or calculate to the exact totals shown due to rounding.

Valuation and analysis

The adjusted forward P/S was then multiplied by the forward sales of the Target Group after adjusting with the non-controlling interest. The appraised market value was arrived at by adjusting with the control premium and marketability discount.

Adjustment on minority interest attributable to non-controlling interest

To account for the non-controlling interests of Tsingzhan Chanyan and Tsingzhan AI as at the Valuation Date, which is prior to completion of the Reorganisation, projected forward sales attributable to the Target Group have been adjusted to reflect the effective equity ownership interest. For Tsingzhan Chanyan, where Tsingzhan Zhiqing holds a 80% equity stake as at the Valuation Date, forward sales contributions from this subsidiary have been proportionally adjusted to reflect only the economic interest attributable to Tsingzhan Zhiqing, thereby ensuring the final valuation accurately reflects the equity value accruing solely to the shareholders of the Target Group. As Tsingzhan AI, where Tsingzhan Zhiqing holds a 51% equity stake, is not involved in the projected forward sales during the relevant period, no such adjustment is required.

Control premium

The Valuer has adopted a control premium of 30.2% with reference to the Factset Mergerstat/BVR Control Premium Study (4th Quarter 2025) published by FactSet Mergerstat, LLC. This is the median of equity control premium of 160 cases of controlling interest acquisitions or privatisations which involved publicly traded and privately held companies worldwide in the trailing twelve-month period.

Marketability discount

The Valuer has adopted a lack of marketability discount of 15.7% in the valuation of the Target Group to compensate for the potential difficulty of selling the equity shares, which are not traded on a stock exchange, compared with those of the peer companies that are traded publicly in stock markets. Such discount on lack of marketability was sourced from the Stout Restricted Stock Study™ (2025 Edition).

The result of the Valuation is set out as below:

Forward sales	13,029,176	A
Adjustment on minority interest attributable to non-controlling interest *(Note 1)*	80%	B
Forward sales attributable to the Target Group	**10,423,341**	**C=A*B**
Adjusted forward P/S	1.68	D
Less: Marketability discount	15.7%	E
Add: Control premium	30.2%	F
Market value of the Target Group as at the Valuation Date	**19,169,597**	**G= C*D*(1-E)*(1+F)**
Exchange rate as at the Valuation Date	1.15	H
Market value in HK$ (rounded)	**22,100,000**	**I=G*H**

Unit: in RMB, unless otherwise specified

Notes:

1. The valuation figures presented above reflect the ownership structure as at the Valuation Date, on which the Target Group held a 80% stake in Tsingzhan Chanyan. As the Acquisition is conditional upon completion of the Reorganisation, whereby the remaining minority interests in Tsingzhan Chanyan will be transferred to the Target Group prior to the Completion, a pro forma valuation has also been prepared. By removing the minority interest adjustments and evaluating the forward sales on a 100% consolidated basis, the illustrative 100% equity value of the Target Group as at the Valuation Date amounts to approximately HK$27,600,000.

2. Figures may not sum or calculate to the exact totals shown due to rounding.

Key assumptions:

For the purpose of the Valuation, the Valuer has taken into consideration all relevant factors including, among others, the projected sales of the Target Group for the period from 1 July 2026 to 30 June 2027, copies of all major executed sales contracts as at the Valuation Date, nature of business and history of the Target Group, its operation and financial risks, the operation experience of the management of the Target Group, average operational parameters of comparable companies in the region and the general economic conditions in the PRC.

The Valuer has adopted the following key assumptions in the Valuation:

– The Valuation was primarily based on the projected revenues prepared by the Target Group with reference to the list of material executed sales contracts made available to the Valuer. The Valuer has assumed that the projected revenues provided have been prepared on a reasonable basis and that they will materialise accordingly.

– The Target Group possesses, or will secure, adequate financial capital, sufficient human resources, and the necessary infrastructure and systems to support future growth and successfully realise its projected revenues.

– The current laws, regulations, and policies in the PRC will remain materially unchanged, with no significant shifts in the political, economic, tax, or regulatory environment.

– No major unforeseen or force majeure events will occur that could materially impact the Target Group's operations or valuation.

– The Target Group is assumed to be in full compliance with all applicable laws, licensing requirements, and regulatory frameworks.

– The Target Group will continue to operate as a going concern under its current business model, management structure, and operational scope, retaining sufficient qualified personnel to support its growth and regulatory obligations.

– The management team of the Target Group is assumed to be competent, responsible, and capable of executing the business plan and maintaining regulatory compliance.

– Long-term macroeconomic factors such as inflation, interest rates, and currency exchange rates are assumed to remain broadly consistent with current levels and will not materially affect the valuation outcome.

– The accounting policies and financial reporting standards applied in the Valuation are assumed to remain materially consistent.

- The financial data and reference information from comparable listed companies used in the Valuation are assumed to be accurate, complete, and sourced from reliable databases.

- All information provided by the Target Group, including business plans and operational details, is assumed to be accurate, complete, and free from material omissions or undisclosed liabilities.

- The business of artificial intelligence is assumed to continue developing along their current trajectory, supported by regulatory clarity and institutional adoption.

- No material adverse effects are expected from unforeseen events, including technological disruptions, cybersecurity incidents, or market instability.

- There are no hidden or unexpected conditions associated with the Target Group's assets, liabilities, or contractual obligations that would materially affect the reported value.

- Any potential bad debts or credit losses are assumed to be immaterial and will not significantly impact the valuation conclusion.

View of the Board on the Valuation

The Directors have discussed with the Valuer the different aspects upon which the Valuation was prepared (including the principal assumptions and methodology adopted) and have reviewed the Valuation for which the Valuer is responsible. Accordingly, the Board is of the view that the Valuation which formed the basis of the Consideration is fair and reasonable.

INFORMATION OF THE PURCHASER, THE VENDORS AND THE TARGET GROUP

The Purchaser

The Purchaser is a company incorporated in the British Virgin Islands on 6 January 2026. It is a wholly owned subsidiary of the Company. The Purchaser is principally engaged in investment holding.

The Vendors

Vendor A is a professor-level senior engineer holding a postdoctoral qualification from Peking University and a doctoral degree in materials science from Wuhan University of Technology. He previously served as the director of the Institute of Resources and Environmental Sciences of Beijing Collaborative Innovation Research Institute and concurrently as the deputy director of the Nanning Research Institute of Wuhan University of Technology. He has led a number of national-level scientific research projects and holds more than 20 invention patents. Vendor A possessed extensive experience in technological research and development and commercialisation in the fields of new materials and AI-enabled intelligent equipment. Vendor A is a director of the Target Company.

Vendor B holds a master's degree in business administration from Tsinghua University and a doctoral degree in management from the University of Macau. Vendor B has extensive management and innovation experience in AI intelligent technology and industry–academia–research collaboration. He previously served as vice president of smart education of the New Oriental Group, a renowned listed company, and founded certain well-known domestic science and technology innovation enterprises, including Yulewan* (寓樂灣) and Keleyuan* (科樂園). He also serves as the deputy director of the International Engineering Centre of the Tsinghua Changsan Institute. Vendor B currently serves as the general manager of the Target Company, responsible for the overall management and operation of the Target Group. Vendor B is a director of the Target Company.

Vendor C previously served as deputy general manager of Fujian Caijing Certified Public Accountants Co., Ltd. and deputy general manager of Minhui Dongbi Island Reclamation and Development Co., Ltd. Vendor C has extensive industry experience in the fields of real estate and capital investment.

The Target Group

The Target Company

The Target Company is an investment holding company incorporated in Hong Kong on 19 August 2025 with limited liability. As at the date of this announcement, the Target Company is beneficially owned as to 65%, 5% and 30% by each of Vendor A, Vendor B and Vendor C, respectively.

The Target Company has no business operation since its incorporation and as at the date of this announcement.

Tsingzhan Zhiqing

Tsingzhan Zhiqing, a wholly-owned subsidiary of the Target Company, was established in the PRC on 15 December 2025 with limited liability.

Tsingzhan Zhiqing, together with its subsidiaries, are the operating entities of the Target Group.

Tsingzhan Chanyan

Tsingzhan Chanyan was established in the PRC on 15 October 2020 with limited liability. As at the date of this announcement, Tsingzhan Chanyan is owned as to 80% by Tsingzhan Zhiqing, 10% by Vendor B and 10% by Cheng Pu who is a third party independent of the Group and its connected persons, respectively.

Following completion of the Reorganisation, Tsingzhan Chanyan will become a wholly owned subsidiary of Tsingzhan Zhiqing.

Tsingzhan AI

Tsingzhan AI was established in the PRC on 10 February 2025 with limited liability. As at the date of this announcement, Tsingzhan AI is owned as to 51% by Tsingzhan Zhiqing and 49% by Shenzhen Wucai Supply Chain Co., Ltd.*, respectively. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Shenzhen Wucai Supply Chain Co., Ltd.* and its ultimate beneficial owners is a third party independent of the Group and its connected persons.

The Target Group is principally engaged in AI-focused education business and provision of AI solutions encompassing data processing, AI agent development and hardware development through five core business elements being (i) AI talent cultivation services which include offering AI-focused leadership courses and engineering certifications, operation of Tsinghua-UNESCO AI boot camps and educational experimental centre targeting entrepreneurs and university students; (ii) development of AI agents including industrial AI training agents, AI executive decision-making tool that delivers intelligent analysis and comprehensive visualisation of operational data of enterprises to provide real-time actionable business insights, and smart office solutions that enable enterprises to independently build, operate and manage their own AI agents, including long-term complex task execution supported by built-in memory mechanisms and team collaboration capabilities; (iii) sale of computing power including provision of high performance graphics processing unit (GPU) computing clusters used for building and training AI models, rendering and inference computing power to run AI generated content, and leasing of computing power typically combined with ancillary technical consulting services; (iv) provision of data services including embodied AI data collection solutions and end-to-end data processing and annotation for AI applications and robotics such as processing 3D point cloud data required for Level 3 autonomous driving systems, wearable data collection solutions for leading robotics companies and automated quality report analysis in the industrial manufacturing sector; and (v) development of hardware including AI chips, embodied AI and robotics and training hardware devices.

Since the Target Company was established in August 2025, no financial information for the year ended 31 December 2024 and 2025 on the Target Company is presented in this announcement. Set out below is the unaudited consolidated financial information of the Target Group for the six months ended 30 June 2026 prepared in accordance with the IFRS:

	For the six months ended 30 June 2026 *(unaudited)* *HK$*
Revenue	1,467,000
Loss before taxation	(3,653,000)
Loss after taxation	(3,653,000)

As at 30 June 2026, the unaudited consolidated net assets of the Target Group amounted to approximately HK$1.4 million. Assuming completion of the Reorganisation has taken place, it is estimated that the unaudited adjusted consolidated net assets of the Target Group will amount to approximately HK$0.3 million, taking into account the consideration payable by Tsingzhan Zhiqing of RMB1.0 million pursuant to the Reorganisation.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the provision of information technology (IT) solutions, primarily focusing on hardware distribution for IT unified communications, network infrastructure, system integration and data center as well as security solutions, and IT systems integration solutions such as evaluation, consulting and advice, IT product procurement, technology implementation and integration, performance testing, user acceptance testing and system roll-out. As disclosed in the annual report of the Group for the year ended 31 March 2026, the Group intends to further accelerate the commercialisation of advanced platforms, amid the year-on-year increase in demand for the Group's cloud related application and system services. The Directors consider that the Acquisition represents a strategic move for the Group to expand its existing IT solutions and infrastructure business into the rapidly growing AI industry. It will also enable the Group to establish a more comprehensive and integrated solution platform extending to cover AI infrastructure, computing power, data processing, AI applications and end-user deployment, thereby capturing the opportunities arising from the demand for intelligent transformation and AI-enabled operational solutions. By combining the Group's experience in IT product procurement, infrastructure deployment, system integration and enterprise implementation with the Target Group's network, expertise and infrastructure, the Group expects to deepen its business presence in the AI sector.

The Target Company possesses the technological know-how and has already accumulated a diverse customer base serving industrial enterprises, educational institutions and technology firms despite its relatively short operating history. The Acquisition would enable the Group to rapidly tap into the core element of the AI industry, acquire the key technologies, develop cross-selling and collaborative opportunities, and potentially generate new revenue streams. The Directors expect that, following the Completion, synergy would be created between the Group's existing IT product distribution and systems integration business and the Target Group's business in terms of distribution channels, product portfolio and service offerings, project delivery capabilities and customer resources. For instance, the Group would be able to offer its IT hardware distribution and systems integration for customers introduced by the Target Group in AI industry academic research bases and computing power parks, while the Target Group could leverage on the Group's established customer base to market its AI training, computing power services and AI agent implementation projects. Further, leveraging on the Group's established IT supply chain, hardware delivery and systems integration capabilities, it is expected that the Target Group's hardware procurement and data centre integration activities would be handled by the Group, thereby reducing outsourcing costs and shortening delivery schedules and ultimately strengthening the overall market competitiveness of the Group.

Notwithstanding the Target Group is in its early stage of development, the Directors believe that the integrated adjustment mechanism for the Initial Consideration and the performance-linked earn-out mechanism is designed to align the interests of the Vendors and the Group which, taken together, provides robust and adequate protection to the Group against the risk of the Target Group failing to sustain its baseline performance and projected growth momentum post Completion. By way of issue of the Consideration Shares to the Vendors being the founders and/or member of the core management team of the Target Group, together with other members who possessed over 15 years of experience in the relevant field, the professional and technical backgrounds including the management's competency and experience in the relevant scientific research, education, technology enterprise management and capital investment are expected to continue to provide the Target Group with valuable technical and management support. Further details of the experience and qualifications of the Vendors are set out in the section headed "Information of the Purchaser, the Vendors and the Target Group" above.

The Directors believe that the Acquisition will accelerate the commercialisation and market application of the Target Group's AI technologies, strengthen the Group's competitiveness in the IT infrastructure and AI solutions markets, enhance the Group's long-term growth prospects and diversify its sources of revenue, potentially enhancing the Group's overall business performance. Accordingly, the Directors consider that the Acquisition is in line with the Group's business development strategy and is in the interests of the Company and its Shareholders as a whole.

The Directors are of the view that the terms of the Share Purchase Agreement are on normal commercial terms, fair and reasonable and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company as at the date of this announcement, and, for illustrative purposes only, immediately after the allotment and issue of the Initial Consideration Shares and the maximum Consideration Shares in full, assuming there being no other changes in the Company's issued share capital or in the shareholdings of the shareholders shown below, after the date of this announcement:

Shareholders	As at the date of this announcement		Immediately after the allotment and issue of the Initial Consideration Shares		Immediately after the allotment and issue of the maximum Consideration Shares	
	No. of Shares	*% (Note 2)*	*No. of Shares*	*% (Note 2)*	*No. of Shares*	*% (Note 2)*
QH Technology Holdings Limited *(Note 1)*	321,461,000	36.74	321,461,000	35.50	321,461,000	34.91
The Vendors:						
Vendor A	–	–	19,847,328	2.19	29,770,992	3.23
Vendor B	–	–	1,526,717	0.17	2,290,076	0.25
Vendor C	–	–	9,160,305	1.01	13,740,458	1.49
Other public Shareholders	553,539,000	63.26	553,539,000	61.13	553,539,000	60.12
Total	**875,000,000**	**100.00**	**905,534,350**	**100.00**	**920,801,526**	**100.00**

Notes:

1. QH Technology Holdings Limited is wholly owned by Mr. Yan Wei, an executive Director.
2. Percentages presented in this table may be subject to rounding.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under Chapter 14 of the Listing Rules) in relation to the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction under Chapter 14 of the Listing Rules, and is therefore subject to the reporting and announcement requirements thereunder.

The allotment and issue of the Consideration Shares will be made pursuant to the General Mandate and therefore is not subject to approval of Shareholders.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

Shareholders and potential investors should note that the Acquisition, which is subject to a number of conditions precedent, may or may not be completed. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

"Acquisition"	the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement
"AI"	artificial intelligence
"Board"	the board of Directors
"Company"	MTT Group Holdings Limited, a company incorporated under the laws of Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2350)
"Completion"	the completion of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the Share Purchase Agreement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the consideration for the Sale Shares pursuant to the Share Purchase Agreement
"Consideration Shares"	up to 45,801,526 new Shares to be allotted and issued to the Vendors at the Issue Price to satisfy the Consideration in accordance with the Share Purchase Agreement
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"General Mandate"	the general mandate granted to the Board at the annual general meeting held on 12 September 2025, authorising the Board to allot, issue or otherwise deal with additional Shares representing not exceeding 20% of the total number of the issued Shares (excluding treasury Shares, if any) in existence as at the date of such annual general meeting, which authorisation includes the sale or transfer of any treasury Shares

"HKFRS"	Hong Kong Financial Reporting Standards
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"IFRS"	International Financial Reporting Standards
"Initial Consideration"	an initial consideration of HK$20,000,000 (subject to adjustment), as more particularly set out in the section headed "Consideration"
"Initial Consideration Shares"	30,534,350 Consideration Shares (subject to adjustment) to be allotted and issued to the Vendors at the Issue Price subject to, among other matters, satisfaction of at least 80% of the Guaranteed Revenue by the Target Group as more particularly set out in the section headed "Consideration"
"Issue Price"	HK$0.655 per Consideration Share
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Long Stop Date"	31 December 2026 (or such later date as the Purchaser and the Vendors may agree)
"percentage ratio(s)"	has the meaning ascribed to it under the Listing Rules
"PRC" or "China"	the People's Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Purchaser"	Digital AI Holdings Limited, a wholly owned subsidiary of the Company, being the purchaser for the Sale Shares
"Reorganisation"	the reorganisation being implemented by the Target Group prior to the Completion as more particularly set out in the section headed "Reorganisation"
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Shares"	10,000 ordinary shares of the Target Company, representing the entire issue share capital of the Target Company

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Share Purchase Agreement"	the sale and purchase agreement dated 28 August 2026 entered into among the Purchaser and the Vendors in relation to the Acquisition
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Tsingzhan International AI Co., Limited, a company incorporated in Hong Kong with limited liability
"Target Group"	collectively, the Target Company and its subsidiaries
"Tsingzhan AI"	Shenzhen Tsingzhan Artificial Intelligence Co., Ltd.*, a 51%-owned subsidiary of Tsingzhan Zhiqing as at the date of the Share Purchase Agreement
"Tsingzhan Chanyan"	Tsingzhan (Shenzhen) Shuzhi Chanyan Technology Co.*, Ltd., a 80%-owned subsidiary of Tsingzhan Zhiqing as at the date of the Share Purchase Agreement
"Tsingzhan Zhiqing"	Tsingzhan Zhiqing Technology (Shenzhen) Co., Ltd.*, a wholly-owned subsidiary of the Target Company
"Valuation"	the valuation of the market value of the Target Group in the amount of HK$22,100,000 (or HK$27,600,000 assuming completion of the Reorganisation had taken place) as at the Valuation Date as appraised by the Valuer
"Valuation Date"	30 June 2026
"Valuer"	CHFT Advisory and Appraisal Limited, an independent professional firm providing valuation and consulting services
"Vendor A"	Fang Binzheng (方斌正)
"Vendor B"	Liu Binli (劉斌立)
"Vendor C"	Lin Mingyong (林明勇)

“Vendors”	collectively, Vendor A, Vendor B and Vendor C
“%”	per cent.

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

Hong Kong, 28 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, Ms. Shen Ye and Mr. Ji Weiwei as independent non-executive Directors.

** For identification purposes only*