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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of MTT Group Holdings Limited (the “**Company**”) will be held at 6/F, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Wednesday, 23 September 2026 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2026.
2.
 - (a) To re-elect Mr. Yan Wei as an executive director of the Company;
 - (b) To re-elect Mr. Ip Ka Wai Charlie as a non-executive director of the Company;
 - (c) To re-elect Ms. Shen Ye as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Ji Weiwei as an independent non-executive director of the Company; and
 - (e) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint Confucius International CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares (including any sale or transfer of Treasury Shares) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including Treasury Shares sold or transferred or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company,

shall not exceed 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including Treasury Shares which may be sold or transferred or agreed conditionally or unconditionally to be sold or transferred) by the Directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 4 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of this resolution.”

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

“**THAT** (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”), details of which are set out in Appendix III to the circular of the Company dated 31 August 2026, be and are hereby approved; (b) the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) incorporating all the Proposed Amendments, a copy of which has been produced to this meeting marked “A” and for identification purpose signed by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect from the close of the meeting; and (c)(i) any Director be and is hereby authorised severally to do all things necessary to give effect to the adoption of the New M&A and to make such filing in Hong Kong as is necessary in connection with this resolution, and (ii) the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Cayman Islands Registrar of Companies as is necessary in connection with this resolution.”

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

Hong Kong, 31 August 2026

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her/its proxy to attend and, on a poll, vote on his/her/its behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and, on a poll, vote on his/her/its behalf. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of members of the Company will be closed from 18 September 2026 to 23 September 2026, both days inclusive, during which period no transfer of shares will be registered. The record date will be on Wednesday, 23 September 2026. In order to determine the identity of the shareholders who are entitled to attend and vote at the Annual General Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 17 September 2026.
4. According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the meeting will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. For the avoidance of doubt, holder of treasury share of the Company (if any) are not entitled to vote at the AGM.
6. If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the AGM, the meeting will be adjourned or postponed. The Company will post an announcement on the Company's website (<https://www.mttgholdings.com>) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned or postponed meeting.

As at the date of this notice, the Board comprises Mr. Yan Wei as 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.