THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, 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 this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(2) PROPOSED GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES AND TO ISSUE SHARES
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of MTT Group Holdings Limited to be held at 6/F, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Friday, 12 September 2025 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (https://www.mttgholdings.com).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

31 July 2025

CONTENTS

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

"Annual General Meeting"	the annual general meeting of the Company to be held at 6/F, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Friday, 12 September 2025 at 4:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
"Articles" or "Articles of Association"	the articles of association of the Company currently in force
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	MTT Group Holdings Limited (數科集團控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2350)
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Issuance Mandate"	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Date"	26 September 2022, the date on which dealings in Shares on the Main Board of the Stock Exchange first commenced

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"Memorandum"	the memorandum of association of the Company currently in force
"Nomination Committee"	the nomination committee of the Board
"Remuneration Committee"	the remuneration committee of the Board
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
"Share(s)"	the ordinary shares of HK$0.01 each in the capital of the Company
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
"Treasury Shares"	has the meaning given to it in the Listing Rules
"%"	per cent

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 Directors:
Mr. Ip Ka Wai Charlie
(Chairman and Chief Executive Officer)
Mr. Chan Tim Cheung
Mr. Yan Wei
Mr. Wang Guan

Non-executive Directors:
Mr. Ho Wang Shun
Mr. Chen Yiliang

Independent Non-executive Directors:
Mr. Lam Chi Wing
Ms. Chung Anita Mei Yiu
Ms. Wu Ching Tung Grace
Mr. Lo Kwok Loong Sammy

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

31 July 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND (2) PROPOSED GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES AND TO ISSUE SHARES AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Friday, 12 September 2025.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 109(a) of the Articles of Association, Mr. Ip Ka Wai Charlie and Mr. Chan Tim Cheung, executive Directors, and Mr. Ho Wang Shun, non-executive Director, shall retire and being eligible, have offered themselves for re-election at the Annual General Meeting.

In addition, in accordance with Article 113 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Mr. Yan Wei and Mr. Wang Guan, executive Directors, who have been appointed by the Board on 25 July 2025 shall hold office until the Annual General Meeting. Mr. Yan Wei and Mr. Wang Guan are eligible and will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors who are due to retire at the Annual General Meeting.

At the Annual General Meeting, ordinary resolutions will be proposed to re-elect Mr. Ip Ka Wai Charlie, Mr. Chan Tim Cheung, Mr. Yan Wei and Mr. Wang Guan as executive Directors; and to re-elect Mr. Ho Wang Shun as a non-executive Director.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY-BACK SHARES

At the annual general meeting of the Company held on 19 August 2024, a general mandate was granted to the Directors to buy-back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy-back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy-back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting (i.e. a total of 62,500,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 19 August 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares) of not exceeding 20% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting (i.e. a total of 125,000,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. CLOSURE OF REGISTER OF MEMBERS

To be eligible to attend and vote at the Annual General Meeting

The register of members of the Company will be closed from Tuesday, 9 September 2025 to Friday, 12 September 2025 (both days inclusive), during which period no transfer of Shares will be registered. The record date will be on Friday, 12 September 2025. In order for the Shareholders to be eligible to attend and vote at the Annual General Meeting, all transfer of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 September 2025 for registration.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages AGM-1 to AGM-5 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (https://www.mttgholdings.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 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 as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the resolutions on the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 statements herein or this circular misleading.

Yours faithfully
By Order of the Board
MTT Group Holdings Limited
Ip Ka Wai Charlie
Chairman

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS

Mr. Ip Ka Wai Charlie (葉嘉威) ("**Mr. Charlie Ip**"), 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. Mr. Charlie Ip is responsible for the overall strategic development, major business decision-making, and management of the Group. Mr. Charlie Ip is also the chairman of the Nomination Committee and a member of Remuneration Committee. Mr. Charlie Ip is (i) a director in five of the subsidiaries of the Company, namely Multisoft Limited, Multisoft Holding Limited, Tritech Distribution Limited, Tritech Distribution Holding Limited and MTS Group Limited; (ii) the general manger of Huayu CITIC Technology (Shenzhen) Co., Ltd.* (華譽中信科技(深圳)有限公司); and (iii) the administrator of Multisoft (Macau) Limited. Mr. Charlie Ip was the founder of the Group and joined the management as a director of Multisoft Limited on 17 December 2013. He has over 15 years of experience in the information and technology service industry. Prior to joining the Group, he derived experience in various companies which were specialised in providing networking, security and accounting solutions. Mr. Charlie 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. Charlie Ip is currently a vice-chairman of Hong Kong Shine Tak Foundation, a vice-chairman of Pok Oi Hospital, a director of Yan Chai Hospital (2021 - 2025), a member of the entrepreneur committee of the Hong Kong Baptist University Foundation, a honorary president of China Star Light Charity Fund Association and a president (2021-2022) of Rotary Club of Kowloon East Limited.

Mr. Charlie 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), a company principally engaged in operation of a tutorial centre, which was dissolved by deregistration in February 2002; (ii) Asialink Service Limited, a company principally engaged in operation of an employment centre, which was dissolved by deregistration in July 2009; and (iii) Wemask Limited, a company which has never commenced business, which was dissolved by deregistration in October 2021. Mr. Charlie Ip confirmed that there is no outstanding claim or liability against him in connection with these dissolved companies, these companies were solvent at the time they were dissolved and there is no wrongful act on his part leading up to the dissolution of these companies.

Mr. Charlie Ip has entered into a director service agreement with the Company for a term of three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service agreement). Mr. Charlie Ip is entitled to an annual remuneration of HK$1,788,000 (excluding any discretionary bonus), which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

** For identification purpose only*

Save as disclosed above, Mr. Charlie Ip does not (1) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Chan Tim Cheung (陳添祥) ("**Mr. Chan**"), aged 44, was appointed as the executive Director on 1 February 2021. Mr. Chan is responsible for assisting in the overall strategic development, operational planning and daily operation of the Group, with a particular focus in overseeing and managing sales function of the Group. Mr. Chan is also a director in Multisoft Limited. He has over 20 years' experience in the information and technology industry. Prior to joining the Group, he derived experience in overseeing customer account management and developing business opportunities as an account manager in various companies providing networking, security and IT solutions. Mr. Chan obtained a bachelor of arts in computing degree from The Hong Kong Polytechnic University in December 2005.

Mr. Chan has entered into a director service agreement with the Company for a term of three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service agreement). Mr. Chan is entitled to an annual remuneration of HK$960,000 (excluding any discretionary bonus), which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Save as disclosed above, Mr. Chan does not (1) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Yan Wei (閆威) ("**Mr. Yan**"), aged 48, 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 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, whose issued shares are listed on the Main Board of the Stock Exchange (Stock Code: 1094) (formerly known as China Public Procurement Limited) ("**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.

Mr. Yan is one of the controlling and substantial shareholders (as defined in the Listing Rules) of the Company.

Mr. Yan has entered into a letter of appointment with the Company with no fixed term commencing from 25 July 2025. Mr. Yan is entitled to an annual remuneration of HK$1,440,000 (excluding any discretionary bonus), which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

As at the Latest Practicable Date, in accordance with the meaning of Part XV of the SFO, Mr. Yan was deemed to be interested in 358,380,000 Shares through his interests in controlled corporations, representing approximately 57.34% of the total issued share capital of the Company.

Save as disclosed above, Mr. Yan does not (1) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Wang Guan (王冠) ("**Mr. Wang**"), aged 41, was appointed as the executive Director on 25 July 2025. Mr. Wang is responsible for the overall strategic development, major business decision-making, and management of the Group. Mr. Wang graduated from the School of Accounting at Jiangxi University of Finance and Economics in 2007 with a bachelor's degree in management. He served as head of the asset management department of Shenzhen Shenshang Holding Group Co., Ltd.* (深圳市深商控股集團股份有限公司) from 2017 to 2025.

Mr. Wang has entered into a letter of appointment with the Company with no fixed term commencing from 25 July 2025. Mr. Wang is entitled to an annual remuneration of HK$960,000 (excluding any discretionary bonus), which was determined with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market conditions.

Save as disclosed above, Mr. Wang does not (1) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

Mr. Ho Wang Shun (何宏信) ("**Mr. Ho**"), aged 52, was appointed as the non-executive Director on 10 July 2023 and is mainly responsible for the supervision of the overall management and strategic planning of the Group.

Mr. Ho has over 28 years of experience in design and management of motorized gates, fire resistance products, structural steel and general metal works in building projects in Hong Kong. Mr. Ho is a sole proprietor and founder of WH Consultant, an engineering consultancy firm. Mr. Ho is currently seconded to Hang Yick Gate Engineering Limited ("**Hang Yick**"), a subsidiary of Hang Yick Holdings Company Limited (a company listed on the Main Board of the Stock Exchange (Stock Code: 1894)), as a project manager (design). From March 2004 to March 2022, Mr. Ho worked as a project manager at Hang Yick, where he was primarily responsible for product design, safety check, cost analysis and marketing strategic planning. Mr. Ho obtained a bachelor of engineering (mechanical engineering) degree from Ryerson Polytechnic University (currently known as Toronto Metropolitan University) in Toronto, Canada in 1996.

** For identification purpose only*

Mr. Ho has entered into a letter of appointment with the Company for an initial term of two years commencing from 10 July 2023. His appointment is however subject to, amongst others, early termination at any time by either party giving not less than three months' notice in writing or payment in lieu of notice, and retirement by rotation and re-election in accordance with the Articles of Association and the Listing Rules. Under the letter of appointment, Mr. Ho will be entitled to a director's fee of HK$20,000 per month (excluding any discretionary bonus). Mr. Ho's remuneration is determined by the Board, under the recommendation from the remuneration committee of the Company, with reference to his background, qualification, experience, duties and responsibilities within the Group and the prevailing market condition.

Save as disclosed above, Mr. Ho does not (1) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (2) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); (3) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (4) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 625,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 625,000,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy-back, during the period in which the Share Buy-back Mandate remains in force, a total of 62,500,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. On the other hand, Shares bought back and held by the Company as Treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited financial statements of the Company for the year ended 31 March 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Highest	Lowest
	HK$	*HK$*
2024		
July	0.540	0.435
August	0.700	0.495
September	0.600	0.480
October	0.600	0.465
November	0.540	0.430
December	0.530	0.430
2025		
January	0.580	0.425
February	0.470	0.335
March	0.415	0.340
April	0.485	0.255
May	–	–
June	0.560	0.330
July *(up to the Latest Practicable Date)*	0.510	0.390

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company may cancel any Shares it bought back and/or hold such Shares as Treasury Shares subject to market conditions and the Group's capital management needs at the relevant time of the buy-backs.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include

approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

The Directors will exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share buy-back has any unusual features.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Yan Wei and Ms. Liu Xia were deemed to be interested in 358,380,000 Shares, representing 57.34% of the total issued share capital of the Company via QH Technology Holdings Limited ("**QH Tech**") pursuant to the SFO. QH Tech was interested in 358,380,000 Shares, representing 57.34% of the issued Shares. In the event that the Directors exercise the proposed Share Buy-back Mandate in full and assuming that there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of Share buy-back, the aggregate shareholding of the Mr. Yan Wei, Ms. Liu Xia and QH Tech would be increased to approximately 63.71% of the issued share capital of the Company. In the opinion of the Directors, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may give rise to an obligation on the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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 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 Friday, 12 September 2025 at 4:00 p.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 2025.

2. (a) To re-elect Mr. Ip Ka Wai Charlie as an executive director of the Company;

   (b) To re-elect Mr. Chan Tim Cheung as an executive director of the Company;

   (c) To re-elect Mr. Yan Wei as an executive director of the Company;

   (d) To re-elect Mr. Wang Guan as an executive director of the Company;

   (e) To re-elect Mr. Ho Wang Shun as a non-executive director of the Company; and

   (f) 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."

By Order of the Board
MTT Group Holdings Limited
Ip Ka Wai Charlie
Chairman

Hong Kong, 31 July 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.

3. 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.

4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 9 September 2025 to Friday, 12 September 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with 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 for registration not later than 4:30 p.m. on Monday, 8 September 2025.

5. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the Board comprises Ip Ka Wai Charlie, Chan Tim Cheung, Yan Wei and Wang Guan as executive Directors, Ho Wang Shun and Chen Yiliang as non-executive Directors, and Lam Chi Wing, Chung Anita Mei Yiu, Wu Ching Tung Grace and Lo Kwok Loong Sammy as independent non-executive Directors.