

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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

**VOLUNTARY ANNOUNCEMENT
LETTER OF INTENT
IN RELATION TO POSSIBLE TRANSACTION**

This voluntary announcement is made by MTT GROUP HOLDINGS LIMITED (the “**Company**”, together with its subsidiaries, collectively the “**Group**”) to inform the shareholders (the “**Shareholders**”) and potential investors of the Company of the latest business development of the Group.

LETTER OF INTENT

The board of directors of the Company (the “**Board**”) is pleased to announce that, on 27 February 2025 (after trading hours), the Company entered into a non-legally binding letter of intent (the “**LOI**”) with Mr. Bian Wenbin (the “**Founder Shareholder**”), pursuant to which the Company to invest, in the form of but not limited to equity interests, loans or convertible bonds (the “**Possible Transaction**”), in Zhong Jin Yu Rong Holdings Limited (中錦裕榮控股有限公司), a limited liability company established in the People’s Republic of China (the “**Target Company**”, together with its subsidiaries, the “**Target Group**”) and the Founder Shareholder intends to enter into the Possible Transaction with the Company. It is also the intention of the Company and Founder Shareholder that the total valuation of the Target Company shall not exceed HKD 70 million.

Based on the Founder Shareholder, the Company was given to understand that the Target Company is a comprehensive enterprise headquartered in Shenzhen. It operates multiple subsidiaries, including Wuhan Qingqing Shidai Network Technology Co., Ltd., Wuhan Qingyun Qutuan Technology Consulting Services Co., Ltd., Wuhan Qingyun Meicheng Technology Services Co., Ltd., and Hunan Qingyun Juxin Digital Technology Holdings, among others.

The company’s business spans various sectors, including leasing, second-hand digital products recycling and trading, comprehensive e-commerce platforms, and digital information services. Adopting a hybrid online and offline development model, the company has established over 300 affiliated stores nationwide.

To the best knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the Founder Shareholder is independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Due Diligence

The parties agree that the Company shall conduct pre-acquisition due diligence on the Target Group. After the signing of the LOI, the Founder Shareholder shall provide all books, records, details of finance and assets to the Company and its adviser for purpose of conducting a pre-acquisition due diligence. The Founder Shareholder shall, and shall procure the relevant parties to provide assistance in this regard.

Exclusivity

After the signing of the LOI, the Founder Shareholder shall (i) stop all current proposals, offers, discussions or arrangements (if any) in relation to any transactions contemplated under the LOI, including but not limited to the possible transfer of his shares in the Target Company or the Possible Transaction, (ii) not directly or indirectly commence any discussions, negotiations, arrangements or sign any documents (whether legally binding or not) and (iii) procure members of the Target Group not to, directly or indirectly, carry out any discussions, negotiations, arrangements or sign any documents (whether legally binding or not), with respect to any transactions contemplated under the LOI.

Formal agreement

The Company and the Founder Shareholder will continue to proceed with further negotiation of and enter into of a formal and binding agreement in respect of the Possible Transaction (the “**Formal Agreement**”).

Termination

This LOI shall terminate upon the earlier of:

- (i) the execution of the Formal Agreement; or
- (ii) the expiry of six (6) months from the date of this LOI; or
- (iii) either party providing the other party with a notice of no less than seven (7) days, stating its intention to terminate this LOI.

Binding effect

The LOI does not constitute any legal and binding obligations on the parties thereto save for provisions relating to termination, due diligence, exclusivity, costs, confidentiality, notice and governing law.

GENERAL

If the Formal Agreement materializes, the Possible Transaction may constitute a notifiable transaction of the Company under the Listing Rules. Further announcement(s) will be made by the Company in accordance with all applicable requirements of the Listing Rules as and when appropriate.

As the LOI is not legally binding, the Possible Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 27 February 2025

As at the date of this announcement, the Board comprises Ip Ka Wai Charlie and Chan Tim Cheung 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.

** for identification purpose only*