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 **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)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the high concentration of shareholding of the Company in the hands of a limited number of Shareholders as at 1 November 2023.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the high concentration of shareholding of MTT Group Holdings Limited (the “**Company**”) in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 1 November 2023.

HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement (the “**SFC Announcement**”) was published by the Securities and Futures Commission (the “**SFC**”) on 17 November 2023.

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC’s findings suggested that, as at 1 November 2023, 20 Shareholders held an aggregate of 96,225,000 shares of the Company (“**Shares**”), representing 15.40% of the issued Shares. Such shareholding, together with 468,815,000 Shares (representing 75.01% of the issued Shares) held by the two substantial Shareholders, represented 90.41% of the issued Shares as at 1 November 2023. Therefore, only 59,960,000 Shares (representing 9.59% of the issued Shares) were held by other Shareholders.

According to the SFC Announcement, as at 1 November 2023, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	% of total number of issued Shares <i>(%)</i>
Ip Group Holdings Limited (“ Ip Group ”) (<i>Note 1</i>)	418,750,000	67.00
Mr. Liu Ka Shing Clement (“ Mr. Liu ”)	50,065,000	8.01
A group of 20 Shareholders	96,225,000	15.40
Other Shareholders	<u>59,960,000</u>	<u>9.59</u>
 Total	 <u><u>625,000,000</u></u>	 <u><u>100.00</u></u>

*Note 1: Ip Group is wholly-owned by Mr. Ip Ka Wai Charlie (“**Mr. Charlie Ip**”), the Chairman, Executive Director and Chief Executive Officer of the Company.*

The SFC Announcement further stated that:

- (a) The Shares were listed on the Main Board of the Stock Exchange on 26 September 2022 at the offer price of HK\$0.85 per share.
- (b) During the period from 3 July 2023 to 1 November 2023, the closing price of the Shares increased 123.7% from HK\$0.295 on 30 June 2023 to HK\$0.66 on 1 November 2023, after reaching a high of HK\$0.92 on 29 September 2023.
- (c) On 28 August 2023, the Company announced that its controlling shareholder, Mr. Charlie Ip, entered into a conditional sale and purchase agreement with an independent third party (the “**Purchaser**”) to dispose the entire issued shares of IPW Group Holdings Limited (“**IPW Group**”) to the Purchaser (the “**Announcement**”). As at the date of the Announcement, IPW Group was wholly-owned by Mr. Charlie Ip and interested in 50,000,000 Shares (representing 8% of the issued Shares).
- (d) As at 16 November 2023, the closing price of the Shares was HK\$0.64, representing an increase of 117% from the closing price of HK\$0.295 on 30 June 2023.

The information above is extracted from the SFC Announcement and the board (the “**Board**”) of the directors (the “**Directors**”) of the Company has not independently verified such information. Accordingly, the Board is not in a position to comment on the accuracy of the above information except for (i) the shareholdings of the Company held by Ip Group based on the latest available disclosure of interests notice filed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); and (ii) the information set out in paragraphs (a) to (d) above. In particular, it is noted that based on the latest available disclosure of interests notice of Mr. Liu filed pursuant to Part XV of the SFO, Mr. Liu held 55,865,000 Shares (representing 8.94% of the issued Shares) as at 31 October 2023. Please refer to the SFC Announcement for more information.

PUBLIC FLOAT

Based on the information available and to the Directors’ best knowledge after making all reasonable enquiries, the Directors confirm that not less than 25% of the issued Shares were held in public hands as at 1 November 2023 and the date of this announcement, and the Company has maintained a sufficient public float as required under the Rules Governing the Listing of Securities on the Stock Exchange.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares. Further, as a result of the high concentration of shareholding, the Company’s securities may not have a genuine market or its shareholding may have been concentrated in the hands of a few Shareholders.

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

Hong Kong, 17 November 2023

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