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)**

## VOLUNTARY ANNOUNCEMENT
## MEMORANDUM OF UNDERSTANDING

This announcement is made by the board (the "**Board**") of directors (the "**Directors**") of MTT Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") on a voluntary basis to provide the shareholders of the Company and potential investors with the latest business development of the Group.

### MEMORANDUM OF UNDERSTANDING

The Board announces that, on 5 March 2026 (after trading hours), the Company and Tsingzhan Technology Holdings Limited (the "**Vendor**") entered into a non-legally binding memorandum of understanding (the "**MOU**"), pursuant to which, the Company intended to acquire a controlling stake in Tsingzhan International AI Co., Limited (the "**Target Company**", together with its subsidiaries, the "**Target Group**") which is wholly owned by the Vendor (the "**Proposed Transaction**").

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Target Company, the Vendor and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected person (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

### Consideration for the Proposed Transaction

The consideration for the Proposed Transaction will be negotiated between the Vendor and the Company on arms-length basis subject to the terms of the Formal Agreement (as defined below) to be entered into between the parties. The consideration shall be settled by way of cash and/or issuance of new shares in the capital of the Company.

**Due diligence**

The Company (or its designated person) shall conduct due diligence on the Target Group's assets, financials and other matters. For this purpose, the Vendor shall make available the information, documents, title deeds, records, filings, approvals, correspondence and accounts relating to the Target Group and other relevant information regarding the Target Group as reasonably requested by the Company.

**Formal Agreement**

The parties to the MOU shall negotiate in good faith to enter into a formal sale and purchase agreement (the "**Formal Agreement**") in respect of the Proposed Transaction within two months from the date of the MOU (or such other date as may be agreed between the parties in writing) (the "**Exclusivity Period**").

**Exclusivity**

During the Exclusivity Period, the Vendor, its representatives and agents shall not engage in any discussion or negotiation with any third party regarding the transfer of securities of the Target Company or transfer of any assets of the Target Group, nor shall they enter into any framework agreement, investment agreement, share transfer agreement or similar legal documents of such kind. The Vendor agreed to indemnify the Company for any losses and expenses incurred by the Company as a result of any breaches by the Vendor thereof.

## INFORMATION OF THE TARGET GROUP

The Target Company is incorporated in Hong Kong with limited liability. The Target Group possessed years of research and development experience across the industrial artificial intelligence (AI) and robotic aspects. The Target Group is principally engaged in the provision of industrial AI and intelligent robots offering industrial solutions for manufacturing production lines, mainly targeting customers in the manufacturing sectors such as automotive, equipment manufacturing and electronics which typically require large scale automation of production lines and quality inspection. Through its self-owned analysis and computing platforms, the Target Group collaborated with local universities and research institutes to explore and enhance customised solutions to meet various clients' needs.

## REASONS FOR AND BENEFITS OF THE PROPOSED TRANSACTION

The Group is principally engaged in (i) distribution of IT products in Hong Kong, Macau and the PRC; and (ii) provision of system integrated solutions for IT systems involving integration of system design, development and/or implementation of hardware and software, hardware and software coordination, system configuration and technical and maintenance support service in Hong Kong, the PRC and Macau. As disclosed in the annual report of the Company for the year ended 31 March 2025, the Group will further accelerate the commercialisation of hyper-converged infrastructure and AI platforms and expect the increasing utilisation of machine learning and deep learning by enterprises will continue to create demand for AI infrastructure. The Group has been exploring suitable opportunities to expand its AI ecosystem aiming to capitalise on the growing AI market.

By integrating the Target Group's proven track record in industrial AI and robotics as supported by its secured contracts with over 70 industrial clients accumulated in the past years and the diverse customer networks in key manufacturing sectors, it is expected that through the Proposed Transaction, the Group would gain immediate access to the critical hardware resources, expertise and capabilities and marketing channels to accelerate its AI solution deployment in the PRC.

In conclusion, the Board believes that the MOU and the Proposed Transaction thereunder are consistent with the Group's business strategy, and the terms and conditions of the MOU are fair and reasonable and the Proposed Transaction is in the interests of the Company and its shareholders as a whole.

**As the Proposed Transaction may or may not proceed, shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company. If the Proposed Transaction when materialised constitutes a notifiable transaction for the Company under the Listing Rules, further announcement(s) will be made by the Company as and when appropriate.**

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

Hong Kong, 5 March 2026

*As at the date of this announcement, the Board comprises Mr. Yan Wei and Mr. Wang Guan as executive Directors, Mr. Ip Ka Wai Charlie as a non-executive Director, and Mr. Jiao Jian, Mr. Wang Dong and Ms. Kwok Pui Ha as independent non-executive Directors.*