

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)

24 July 2025

To the Independent Shareholders

Dear Sir or Madam,

**UNCONDITIONAL MANDATORY CASH OFFER BY SUNHIGH FINANCIAL
HOLDINGS LIMITED ON BEHALF OF QH TECHNOLOGY HOLDINGS
LIMITED TO ACQUIRE ALL THE ISSUED SHARES IN MTT GROUP
HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY QH TECHNOLOGY HOLDINGS LIMITED
AND PARTIES ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the composite document dated 24 July 2025 jointly issued by the Company and the Offeror (the “**Composite Document**”), of which this letter forms part. Unless otherwise specified, capitalised terms used in this letter shall have the same meaning as those defined in the Composite Document.

We have been appointed by the Board to form the Independent Board Committee for the purpose of advising the Independent Shareholders in respect of the Offer as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

Nuada Limited has been appointed, with our approval, as the Independent Financial Adviser to advise us in connection with the Offer, as to whether the Offer is fair and reasonable and as to the acceptance of the Offer. Details of their advice and the principal factors considered by them in arriving at their advice and recommendations are set out in the “Letter from the Independent Financial Adviser” in the Composite Document.

We also wish to draw your attention to “Letter from Sunhigh Financial”, “Letter from the Board” and the additional information set out in this Composite Document, including the appendices to this Composite Document and the accompanying Form of Acceptance in respect of the terms of the Offer and the acceptance and settlement procedures for the Offer.

We, being the members of the Independent Board Committee, have declared that, we are independent and do not have any direct or indirect interest in respect of the Offer and are therefore able to consider the Offer and to make recommendations to the Independent Shareholders.

RECOMMENDATIONS

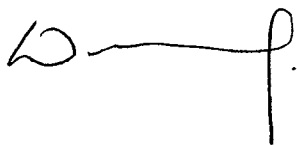
Having considered the terms of the Offer, the information contained in the Composite Document and having taken into account the advice and recommendations of the Independent Financial Adviser and the principal factors taken into consideration by them in arriving at their opinion, we consider that the Offer is fair and reasonable so far as the Independent Shareholders are concerned. Therefore, we recommend the Independent Shareholders to accept the Offer.

The Independent Shareholders who wish to realise part or all their investments in the Company are reminded to monitor the trading price and liquidity of the Shares during the Offer Period and should, having regard to their own circumstances, consider selling their Shares in the open market instead of accepting the Offer, if the net proceeds obtained from such disposal of the Shares (after deducting all transaction costs) would be higher than the net proceeds from accepting the Offer.

Notwithstanding our recommendations, the Independent Shareholders are strongly recommended to read the full text of the “Letter from the Independent Financial Adviser” as set out in the Composite Document before making their decisions. Further, the Independent Shareholders are strongly advised that the decision to release or hold their investments is subject to individual circumstances and investment objectives. If in doubt, the Independent Shareholders should consult their own professional advisers for advice.

Yours faithfully,

Independent Board Committee of
MTT Group Holdings Limited



Mr. Ho Wang Shun
Non-executive Director

Mr. Chen Yiliang
Non-executive Director

Mr. Lam Chi Wing

*Independent non-executive
Director*

Ms. Chung Anita Mei Yiu

*Independent non-executive
Director*

Ms. Wu Ching Tung Grace

*Independent non-executive
Director*

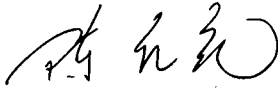
Mr. Lo Kwok Loong Sammy

Independent non-executive Director

Yours faithfully,

Independent Board Committee of
MTT Group Holdings Limited

Mr. Ho Wang Shun
Non-executive Director



Mr. Chen Yiliang
Non-executive Director

Mr. Lam Chi Wing

*Independent non-executive
Director*

Ms. Chung Anita Mei Yiu

*Independent non-executive
Director*

Ms. Wu Ching Tung Grace

*Independent non-executive
Director*

Mr. Lo Kwok Loong Sammy

Independent non-executive Director

Yours faithfully,
Independent Board Committee of
MTT Group Holdings Limited

Mr. Ho Wang Shun
Non-executive Director

Mr. Chen Yiliang
Non-executive Director



Mr. Lam Chi Wing
Independent non-executive
Director

Ms. Chung Anita Mei Yiu
Independent non-executive
Director


Ms. Wu Ching Tung Grace
Independent non-executive
Director

Mr. Lo Kwok Loong Sammy
Independent non-executive Director

Yours faithfully,
Independent Board Committee of
MTT Group Holdings Limited

Mr. Ho Wang Shun
Non-executive Director

Mr. Chen Yiliang
Non-executive Director



Mr. Lam Chi Wing

*Independent non-executive
Director*

Ms. Chung Anita Mei Yiu

*Independent non-executive
Director*

Ms. Wu Ching Tung Grace

*Independent non-executive
Director*

Mr. Lo Kwok Loong Sammy
Independent non-executive Director

Yours faithfully,
Independent Board Committee of
MTT Group Holdings Limited

Mr. Ho Wang Shun

Non-executive Director

Mr. Chen Yiliang

Non-executive Director

Grace

Mr. Lam Chi Wing

*Independent non-executive
Director*

Ms. Chung Anita Mei Yiu

*Independent non-executive
Director*

Ms. Wu Ching Tung Grace

*Independent non-executive
Director*

Mr. Lo Kwok Loong Sammy

Independent non-executive Director

Yours faithfully,

Independent Board Committee of
MTT Group Holdings Limited

Mr. Ho Wang Shun
Non-executive Director

Mr. Chen Yiliang
Non-executive Director

Mr. Lam Chi Wing
Independent non-executive
Director

Ms. Chung Anita Mei Yiu
Independent non-executive
Director

Ms. Wu Ching Tung Grace
Independent non-executive
Director



Mr. Lo Kwok Loong Sammy
Independent non-executive Director