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NOBLE ENGINEERING GROUP HOLDINGS LIMITED

怡康泰工程集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8445)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 9 AUGUST 2019

The board (the “**Board**”) of directors (the “**Directors**”) of Noble Engineering Group Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Salon Room II-III, Hyatt Regency Hong Kong, Sha Tin, 18 Chak Cheung Street, Sha Tin, New Territories, Hong Kong on Friday, 9 August 2019 at 10:00 a.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 28 June 2019 (the “**AGM Notice**”) were duly passed as ordinary resolutions by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 March 2019.	351,540,000 (100%)	0 (0%)
2.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Board to fix their remuneration.	351,540,000 (100%)	0 (0%)
3.	(a) To re-elect Mr. Tse Chun Kuen as an executive Director and to authorise the Board to fix his Director’s remuneration.	351,540,000 (100%)	0 (0%)
	(b) To re-elect Mr. Chan Wai Lung as a non-executive Director and to authorise the Board to fix his Director’s remuneration.	351,540,000 (100%)	0 (0%)

ORDINARY RESOLUTIONS		Number of votes cast (%)	
		FOR	AGAINST
	(c) To re-elect Mr. Wong Yiu Kwong Kenji as an independent non-executive Director and to authorise the Board to fix his Director's remuneration.	351,540,000 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.	351,540,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company.	351,540,000 (100%)	0 (0%)
6.	Conditional on Resolutions 4 and 5 being passed, to extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	351,540,000 (100%)	0 (0%)

The full text of the Resolutions appears in the AGM Notice.

As more than 50% of the votes were cast in favour of Resolutions no.1 to no.6 as ordinary resolutions, all the Resolutions proposed at the AGM were duly passed by the Shareholders.

As at the date of the AGM:

- (a) The total number of the shares in issue and entitling the holders to attend and vote for or against all Resolutions at the AGM: 600,000,000 shares.
- (b) The total number of shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities of GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”): Nil.
- (c) None of the Shareholders stated their intention in the Circular to vote for or against any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM.

There was no restriction on any Shareholder casting votes on any of the Resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited acted as the scrutineer for the purpose of vote taking at the AGM.

By Order of the Board
Noble Engineering Group Holdings Limited
Tse Chun Yuen
Chairman and executive Director

Hong Kong, 9 August 2019

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen and Mr. Tse Chun Kuen, the non-executive Director is Chan Wai Lung and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 announcement 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 statement herein or this announcement misleading.

This announcement will remain on the website of the Stock Exchange at www.hkexnews.hk on the "Latest Company Announcements" page for at least 7 days from the date of its posting and will be published on the Company's website at www.nobleengineering.com.hk.