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NOVA Group Holdings Limited

諾發集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1360)

DISCLOSURE PURSUANT TO RULE 13.19 OF THE LISTING RULES AND INSIDE INFORMATION

This announcement is made by NOVA Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 13.19 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the announcements of the Company dated 16 October 2018, 5 November 2018 and 8 November 2018 in relation to the placing of bonds (the “**Bonds**”), together with its announcements dated 11 September 2020, 5 November 2021, 6 May 2022, 30 December 2022 and 23 June 2023 in relation to the amendments to the principal terms of the Bonds, respectively (the “**Bonds Related Announcements**”); and (ii) the announcement of the Company dated 3 October 2023 (the “**Suspension Announcement**”) in relation to the suspension of trading in the shares of the Company on the Stock Exchange (the “**Trading Suspension**”). Unless otherwise defined, terms used in this announcement shall have the same meaning as those defined in the Bonds Related Announcements.

Pursuant to the terms and conditions of the Bonds (the “**Bond Terms**”), any suspension in the trading of securities of the Company on the Stock Exchange for a period of more than 15 consecutive Business Days shall constitute an event of default (“**Event of Default**”), and if such Event of Default occurs and is continuing, any Bondholder may give notice to the Company that the Bonds are, and shall immediately become, due and repayable at their redemption amount together with accrued but unpaid interest (if any) to the date of payment. According to the Bond Terms, the Event of Default is continuing if it has not been waived.

As disclosed in the Suspension Announcement, the Trading Suspension took effect from 9:00 a.m. on 3 October 2023 pursuant to Rule 13.50A of the Listing Rules. As at the date of this announcement, the trading in the shares of the Company on the Stock Exchange remains suspended until further notice.

As at the date of this announcement, the Bondholders have not declared an event of default of the Bonds, nor elected that the Bonds be redeemed prior to their maturity, as a result of the Trading Suspension. The Company has sought consent from the Bondholders for, and the Bondholders has on the date of this announcement given consent to, the waiver of the Company's compliance with and/or satisfaction of the Bond Terms in respect of the aforesaid Event of Default and confirmation that the Trading Suspension for a period of more than 15 consecutive Business Days and up to the date of the resumption of trading in the shares of the Company on the Stock Exchange would not constitute an Event of Default or a breach of any conditions or the obligations on the part of the Company under the Bond Terms. As such, the Board is of the view that the Event of Default does not and will not have a material adverse impact on the operations of the Group.

Save as aforementioned, there is no other Event of Default of the Bonds that has either occurred or is continuing as at the date of this announcement. At the same time, the Trading Suspension has not resulted in the breach of, nor has the Event of Default triggered any cross default provisions under, other subsisting loan agreements and/or debt instruments entered into by the Group.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
NOVA Group Holdings Limited
Wong Yuk Lun Alan
Chairman and Chief Executive Officer

Hong Kong, 23 November 2023

As at the date of this announcement, the Board comprises Mr. Wong Yuk Lun Alan (Chairman and Chief Executive Officer), Mr. Deng Zhonglin and Mr. Lam Wai Hung as executive Directors; and Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. To Chun Wai as independent non-executive Directors.