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NOVA Group Holdings Limited

諾發集團控股有限公司

(formerly known as Mega Expo Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1360)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 6 DECEMBER 2019

The Board is pleased to announce that the AGM was held on 6 December 2019 and all the resolutions set out in the Notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Notice of the AGM**”) and the circular (the “**Circular**”) of NOVA Group Holdings Limited (the “**Company**”) both dated 31 October 2019 in relation to, inter alia, proposals for (i) re-election of directors of the Company; and (ii) general mandates to issue and to repurchase shares of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that at the AGM held on 6 December 2019, all the resolutions set out in the Notice of the AGM were duly passed by the Shareholders by way of poll.

As at the date of the AGM, a total of 1,462,900,000 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the resolutions proposed at the AGM:

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and auditor of the Company for the year ended 30 June 2019	427,730,117 (94.99%)	22,566,743 (5.01%)
2.	To declare a final dividend for the year ended 30 June 2019	451,046,860 (100.00%)	0 (0.00%)
3.	(a) (i) To re-elect Mr. Deng Zhonglin as an executive Director	449,228,668 (99.60%)	1,818,192 (0.40%)
	(ii) To re-elect Mr. Tsang Wing Ki as an independent non-executive Director	424,120,117 (94.03%)	26,926,743 (5.97%)
	(b) To authorise the Board to fix (which authority may be further delegated to its duly authorised committee) the remuneration of the Directors	450,956,860 (100.00%)	0 (0.00%)
4.	To re-appoint HLM CPA Limited as the auditors and to authorise the Board to fix their remuneration	451,046,860 (100.00%)	0 (0.00%)
5.	To grant the general mandate to the Directors to allot, issue and otherwise deal with unissued shares of the Company (the "Issue Mandate")	433,141,845 (96.05%)	17,815,015 (3.95%)
6.	To grant the repurchase mandate to the Directors to repurchase shares of the Company (the "Repurchase Mandate")	450,956,860 (100.00%)	0 (0.00%)
7.	To approve the addition to the Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate	412,022,645 (95.87%)	17,739,215 (4.13%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 7 at the AGM, all of these resolutions were duly passed as ordinary resolutions of the Company by way of poll.

By Order of the Board
NOVA Group Holdings Limited
Deng Zhonglin
Chairman

Hong Kong, 6 December 2019

As at the date of this announcement, the Board comprises Mr. Deng Zhonglin and Mr. Xu Feng as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. Qiu Peiyuan as independent non-executive Directors.