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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)

CONVERSION OF CONVERTIBLE BONDS

Reference is made to the announcement of NOVA Group Holdings Limited (the “**Company**”) dated 7 April 2017 (the “**Announcement**”) in relation to the acquisition of the entire share capital of Fortune Selection Limited; (i) the announcement of the Company dated 27 July 2017 in relation to the conversion of First Convertible Bond; (ii) the announcement of the Company dated 29 March 2018 in relation to the issuance of Second Convertible Bond after fulfillment of the Guaranteed Profit for the First Relevant Period; (iii) the announcement of the Company dated 6 June 2018 in relation to the conversion of Second Convertible Bond; (iv) the announcement of the Company dated 29 March 2019 in relation to the issuance of Third Convertible Bond after fulfillment of the Guaranteed Profit for the Second Relevant Period; (v) the announcement of the Company dated 2 May 2019 in relation to the conversion of Third Convertible Bond; and (vi) the announcement of the Company dated 19 March 2020 in relation to the issuance of Fourth Convertible Bond after fulfillment of the Guaranteed Profit for the Third Relevant Period. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless otherwise defined.

The Board announces that the Company received a conversion notice from the Vendor for the exercise of the conversion rights attached to the Fourth Convertible Bond in respect of the principal amount of HK\$8,004,000. Pursuant to the Conversion Price of HK\$0.92 per Conversion Share, a total number of 8,700,000 Conversion Shares have been issued to the Vendor on 1 April 2020.

Immediately after the allotment and issue of the Conversion Shares, the number of issued shares of the Company has been increased to 1,471,600,000 Shares and the Conversion Shares represent approximately 0.595% of the issued share capital of the Company immediately before the allotment and issue of the Conversion Shares and approximately 0.591% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares.

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

Hong Kong, 1 April 2020

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.