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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 NOTES

Reference is made to (i) the announcement and circular of NOVA Group Holdings Limited (the “**Company**”) respectively dated 24 November 2017 (the “**Announcement**”) and 19 January 2018 (the “**Circular**”) in relation to the major acquisition of the entire share capital of Cheer Sino Investment Holdings Limited; (ii) the announcement of the Company dated 8 May 2019 in relation to the release and delivery of the First CNs Certificates after fulfillment of the Guaranteed Profit for the year ended 31 December 2018; and (iii) the announcement of the Company dated 6 April 2020 in relation to the release and delivery of the Second CNs Certificates after fulfillment of the Guaranteed Profit for the two years ended 31 December 2019. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless otherwise defined.

The Board announces that the Company has received the conversion notices from the Vendor for the exercise of the conversion rights attached to the First CNs and the Second CNs. Pursuant to the Conversion Price of HK\$1.83 per Conversion Share, a total number of 50,273,223 Shares, 18,579,234 of which are converted under the First CNs and 31,693,989 of which are converted under the Second CNs, have been issued to the Vendor on 22 April 2020.

Immediately after the allotment and issue of the Conversion Shares, the number of issued shares of the Company has been increased to 1,521,873,223 Shares and the Conversion Shares represent approximately 3.416% of the issued share capital of the Company immediately before the allotment and issue of the Conversion Shares (approximately 1.263% of which is allotted and issued under the First CNs and approximately 2.154% of which is allotted and issued under the Second CNs) and approximately 3.303% of the issued share capital of the Company as enlarged by the allotment and issue of the Conversion Shares (approximately 1.221% of which is allotted and issued under the First CNs and approximately 2.083% of which is allotted and issued under the Second CNs).

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

Hong Kong, 22 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.