

### Monthly Return of Equity Issuer on Movements in Securities

# For the month ended (dd/mm/yyyy) :

31/07/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	NOVA Group Holdings Limited
	(Incorporated in the Cayman Islands with limited liability)
Date Submitted	04/08/2020

#### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code : <u>1360</u> Descrip	otion : Ordinary	Shares			
Par value Authorised share No. of ordinary (State capital shares currency) (State currency)					
Balance at close of preceding month	5,000,000,000	HK\$0.002	HK\$10,000,000.00		
Increase/(decrease)	N/A		N/A		
Balance at close of the month	5,000,000,000	HK\$0.002	HK\$10,000,000.00		
(2) Stock code : <u>N/A</u> Descri	otion : <u>N/A</u>				
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>		
Balance at close of preceding month	N/A	<u>N/A</u>	N/A		
Increase/(decrease)	N/A		N/A		
Balance at close of the month	N/A	N/A	N/A		

# 2. Preference Shares

Stock code : <u>N/A</u> De	scription :	N/A	λ
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding mo	onth N/A	N/A	N/A
Increase/(decrease)	N/A	-	N/A
Balance at close of the month	N/A	N/A	N/A

### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	otion :	N/A	Δ
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	N/A	N/A	N/A
Increase/(decrease)	N/A	-	N/A
Balance at close of the month	N/A	N/A	N/A

Total authorised share capital at the end of the month (*State currency*):

## II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,521,873,223	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,521,873,223	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)
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Particulars of share option scheme including EGM					No. of new shares of issuer issued during the month pursuant thereto	of issuer which may be issued
approval date (dd/mm/yyyy) and <sup>-</sup>		Movement duri	ng the month			pursuant thereto as at close of the
class of shares						month
issuable	Granted	Exercised	Cancelled	Lapsed		monun
1. Share Option						
Scheme adopted						
on 18 October 2013						
Exercise price: HK\$1.89						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	80,420,000
(Note 1)						
2. N/A						
( / / )						
Ordinary shares						
(Note 1)						
3. N/A						
( / / )						
Ordinary shares						
(Note 1)						
4. N/A						
( / / )						
Ordinary shares						
(Note 1)						
. ,			Total A. (Ordi	nary shares)	Nil	
			(Prefere	ence shares)	N/A	
			. (	Other class)	N/A	
Total funds raised durin		om exercise of	Nil			
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Warrants to Issue Shares of the Issuer	r which are to be Listed
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Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A	( / /	))				
Stock code (if listed) Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / /	)				
Stock code (if listed) Class of shares						
Cubecristics stics						
	( / /	)				
( / / ) Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
EGM approval date (if applicable)	( / /	)				
		Total B	(Preferen	ary shares) <u>Nil</u> ce shares) <u>N/A</u> ther class) <u>N/A</u>		-

### Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. N/A</u>						
	_					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy)						
<u>3. N/A</u>						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price AGM approval date (if applicable) (dd/mm/yyyy) 4. N/A						
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
			Total C. (Ordinary s (Preference s (Other	shares) <u>Nil</u> shares) <u>N/A</u> r class) <u>N/A</u>		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including	J
Options (other than under Share Option Schemes)	

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N</u> /A	
shares (No	
2. <u>N/A</u>	
	<u> </u>
shares (No	) ote 1)
3. <u>N/A</u>	
	<u>_</u>
	) 2(0,1)
Total D. (Ordinary sha	ares) Nil
(Preference sha	ares) N/A
(Other cl	class) N/A

	her Movements					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of
	Type of Issue						the month
1.	Rights issue	At price : Sta		Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	N/A	N/A
2.	Open offer	At price : Sta	ate	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	N/A	N/A
3.	Placing	At price : Sta	ate rrency	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	N/A	N/A
4.	Bonus issue			Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	/	<u>N/A</u>	N/A

Class of shares     issuable (Note 1)     5. Scrip dividend At price : State     currency     Issue and allotment     (1 / / )     EGM approval date:     (1 / / )     EGM approval date:     (1 / / )     (1 / / )     EGM approval date:     (1 / / )     <		Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend At price : State currency   Issue and allotment date : (dd/mm/yyyy)   ( / / ) EGM approval date: ( / / )     6. Repurchase of shares   Class of shares repurchased (Note 1)   N/A     7. Redemption of shares   Class of shares (dd/mm/yyyy)   ( / / ) (dd/mm/yyyy)     7. Redemption of shares   Class of shares redeemed (Note 1)   N/A     8. Consideration issue   At price : State currency   Issue and allotment ( // )   ( / / ) ( // )     8. Consideration issue   At price : State currency   Issue and allotment ( // )   ( / / ) ( // )									
5. Scrip dividend At price : Guinency date : (dd/mm/yyyy)   EGM approval date: ( / / ) ( / ) ( / / ) ( / ) ( / / ) (				(	,	,	`		
Image: Class of shares (dd/mm/yyyy)	5.	Scrip dividend At price : State currency		(	/	/	)		
Class of shares repurchase of shares     6. Repurchase of shares     Cancellation date :     (d/mm/yyyy)     EGM approval date:     (d/mm/yyyy)     N/A     N/A </td <td></td> <td></td> <td>EGM approval date: (dd/mm/yyyy)</td> <td>(</td> <td>/</td> <td>/</td> <td>)</td> <td></td> <td></td>			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
6. Repurchase of shares   Cancellation date : ( / / ) (dd/mm/yyyy)     EGM approval date: ( / / ) (dd/mm/yyyy)   N/A     7. Redemption of shares   Class of shares redeemed (Note 1)     7. Redemption of shares   Class of shares     8. Consideration At price : State issue   Class of shares     8. Consideration At price : State (class of shares issuable (Note 1)   N/A     8. Consideration At price : State (class of shares issuable (Note 1)   Issue and allotment ( / / ) (dd/mm/yyyy)     8. Consideration At price : State (class of shares issuable (Note 1)   Issue and allotment ( / / ) (dd/mm/yyyy)     8. Consideration At price : State (class of shares issuable (Note 1)   Issue and allotment ( / / ) ( ) ( dd/mm/yyyy)     8. Consideration At price : State (class of shares ( / / ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( )								<u>N/A</u>	N/A
shares   (dd/mm/yyyy)     EGM approval date:   ( / / )     (dd/mm/yyyy)									
Class of shares	6.			(	/	/	)		
N/A   N/A     Redemption of shares   (///)     Redemption date :   (///)     (dd/mm/yyyy)   N/A     N/A   N/A     Sciass of shares   Issue and allotment     (d/m			EGM approval date:	(	/	/	)		
7. Redemption of shares   Redemption date :   ( / / )     8. Consideration At price :   State currency   Issue and allotment ( / / )     8. Consideration At price :   State currency   Issue and allotment ( / / )     8. Consideration At price :   State currency   Issue and allotment ( / / )     B. Consideration At price :   State currency   Issue and allotment ( / / )     B. Consideration ( At price :   State currency   Issue and allotment ( / / )     B. Consideration ( At price :   State ( / / )   Issue and allotment ( / / )     B. Consideration ( At price :   State ( / / )   Issue and allotment ( / / )     B. Consideration ( At price :   State ( / / )   Issue and allotment ( / / )     B. Consideration ( / / )   Issue ( / / )   Issue ( / / )     B. Consideration ( / / )   Issue ( / / )   Issue ( / / )     B. Consideration ( / / )   Issue ( / / )   Issue ( / / )     B. Consideration ( / / )   Issue ( / / )   Issue ( / / )     Issue ( / / )   Issue ( / / )   Issue ( / / )     Issue ( / / )   Issue ( / / )   Issue ( / / )     Issue ( / / )   Issue ( / / )   Issue ( / / )     Issue ( / / )   I								<u>       N/A                             </u>	<u>N/A</u>
shares   (dd/mm/yyyy)     EGM approval date:   ( / / )     (dd/mm/yyyy)									
(dd/mm/yyyy)   N/A   N/A     N/A   N/A   N/A     N/A   N/A   N/A     R. Consideration issue   State currency   Issue and allotment   ( / / ) date : (dd/mm/yyyy)     EGM approval date:   ( / / ) (dd/mm/yyyy)   EGM approval date:   ( / / ) (dd/mm/yyyy)	7.	Redemption of shares	riodolliption dato i	(	/	/	)		
8. Consideration issue   State currency   Issue and allotment ( / / ) date : (dd/mm/yyyy)     EGM approval date:   ( / / ) (dd/mm/yyyy)			EGM approval date: (dd/mm/yyyy)	(	/	/	)	NI/A	ΝΙ/Δ
8. Consideration issue   At price : State currency   Issue and allotment date : (dd/mm/yyyy)   ( / / )     EGM approval date:   ( / / )     (dd/mm/yyyy)									
issue At price : currency date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)									
(dd/mm/yyyy)	8.	Consideration At price : State currency		(	/	/	)		
<u> </u>			EGM approval date: (dd/mm/yyyy)	(	/	/	)		
								<u>N/A</u>	<u>N/A</u>

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)				
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						<u>     N/A                               </u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
10.	Other	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				rdinary s erence s (Other	hare	s) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil			
	(2)	N/A			
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A			
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to	N/A				
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

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### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable: (Note 2) (i) all money due to the listed issuer in respect of the issue of securities has been received by it; all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock (ii) Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled; all (if any) conditions contained in the formal letter grapting listing of and permission to deal in the (iii) securities have been fulfilled: all the securities of each class are in all respects identical (Note 3); (iv) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be (v) filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared (vi) and will be delivered in accordance with the terms of issue; (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any): N/A		
Submitted by:	Deng Zhonglin	
Title:	Executive Director	
(Director,	Secretary or other duly authorised officer)	

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.