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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)**

### **AMENDMENTS TO THE PRINCIPAL TERMS OF THE BONDS**

References are made to the announcements of NOVA Group Holdings Limited (the “**Company**”) dated 16 October 2018, 5 November 2018 and 8 November 2018 in relation to the placing of bonds (the “**Announcements**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcements.

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

### **AMENDMENTS TO THE PRINCIPAL TERMS OF THE BONDS**

The Board announces that on 11 September 2020 (after trading hours), with the approval of the Bondholders in accordance with the terms and conditions of the Bonds, the Company executed a supplemental deed poll, pursuant to which certain material terms of the Bonds in relation to the Maturity Date, the redemption of the Bonds and the early redemption mechanism were amended in the following manner (the “**Amendments**”):

**(a) Maturity Date and Redemption at Maturity**

Unless previously redeemed or purchased and cancelled as at the relevant maturity date, the Company shall:

- (i) redeem the Bonds for the time being outstanding as at the 1<sup>st</sup> Maturity Date on the 1<sup>st</sup> Maturity Date, at the 1<sup>st</sup> Redemption Amount; and
- (ii) redeem all the outstanding Bonds held by Bondholder(s) on the 2<sup>nd</sup> Maturity Date, at the 2<sup>nd</sup> Redemption Amount,

where:

1<sup>st</sup> Maturity Date means 7 November 2020, or if such date is not a Business Day, the Business Day immediately following such date

2<sup>nd</sup> Maturity Date means 7 November 2021, or if such date is not a Business Day, the Business Day immediately following such date

1<sup>st</sup> Redemption Amount means the amount equal to the aggregate of:

- (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 1<sup>st</sup> Maturity Date shall be not more than HK\$200,000,000; and
- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

2<sup>nd</sup> Redemption Amount means the amount equal to the aggregate of:

- (a) the aggregate principal amount of all the outstanding Bonds held by the relevant Bondholder(s); and
- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

**(b) Early Redemption at the Option of the Issuer**

The Company may at any time before the maturity date and from time to time by serving not less than 3 nor more than 30 days' notice on the Bondholder(s) (with the total amount proposed to be redeemed from the Bondholder(s) and the proposed date of early redemption specified therein), redeem the Bonds (in whole or in part) at the total principal amount of such Bonds together with payment of interests accrued but unpaid up to the date of such early redemption. For the avoidance of doubt, no early redemption may be requested by the Bondholder(s).

Save for the Amendments, all other material terms of the Bonds as disclosed in the Announcements remain unchanged.

**REASONS FOR THE AMENDMENTS**

As at the date of this announcement, the remaining balance of the outstanding principal amount of the Bonds is HK\$270,000,000, which shall have been redeemed by the Company on the original Maturity Date of 7 November 2020. The Amendments provide the Group with flexibility in relation to its deployment of financial resources to fund its operation and development and to its planning of its working capital requirements. In the absence of such Amendments, the Company would have to deploy more of its cash reserves and/or other financial resources for the redemption of the Bonds on 7 November 2020.

In light of the above, the Directors consider that the Amendments are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 11 September 2020

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