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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)**

### **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 Certificate after fulfillment of the Guaranteed Profit for the year ended 31 December 2018; (iii) the announcement of the Company dated 6 April 2020 in relation to the release and delivery of the Second CNs Certificate after fulfillment of the Guaranteed Profit for the two years ended 31 December 2019; (iv) the announcement of the Company dated 22 April 2020 in relation to the exercise of the conversion rights attached to the First CNs and the Second CNs; and (v) the announcement of the Company dated 7 May 2021 in relation to the release and delivery of the Third CNs Certificate after fulfillment of the Guaranteed Profit for the three years ended 31 December 2020. 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 notice from the Vendor for the exercise of the conversion rights attached to the Third CNs. Pursuant to the Conversion Price of HK\$1.83 per Conversion Share, a total number of 41,530,054 Conversion Shares have been issued to the Vendor on 24 June 2021.

Immediately after the allotment and issue of the foregoing Conversion Shares, the number of issued shares of the Company has been increased to 1,855,903,277 Shares and the foregoing Conversion Shares represent approximately 2.289% of the issued share capital of the Company immediately before the allotment and issue of such Conversion Shares and approximately 2.238% of the issued share capital of the Company as enlarged by the allotment and issue of such Conversion Shares.

By Order of the Board  
**NOVA Group Holdings Limited**  
**Deng Zhonglin**  
*Chairman and Chief Executive Officer*

Hong Kong, 24 June 2021

*As at the date of this announcement, the Board comprises Mr. Deng Zhonglin 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.*