

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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)

FURTHER 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 and the announcement of the Company dated 11 September 2020 in relation to the amendments to the principal terms of the 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.

FURTHER AMENDMENTS TO THE PRINCIPAL TERMS OF THE BONDS

The Board announces that on 5 November 2021 (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 and the redemption of the Bonds were further amended in the following manner (the “**Amendments**”):

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 1st Maturity Date on the 1st Maturity Date, at the 1st Redemption Amount;
- (ii) redeem the Bonds for the time being outstanding as at the 2nd Maturity Date on the 2nd Maturity Date, at the 2nd Redemption Amount; and
- (iii) redeem all the outstanding Bonds held by Bondholder(s) on the 3rd Maturity Date, at the 3rd Redemption Amount,

where:

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

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

3rd Maturity Date means 7 May 2022, or if such date is not a Business Day, the Business Day immediately following such date

1st 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 1st 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

- 2nd 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 2nd Maturity Date shall be not more than HK\$36,000,000; and
 - (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

- 3rd 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

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\$36,000,000, which shall be redeemed by the Company on the original 2nd Maturity Date of 7 November 2021. 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 2021.

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 and Chief Executive Officer

Hong Kong, 5 November 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 and Dr. Wong Kong Tin, JP as independent non-executive Directors.