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# **NOVA Group Holdings Limited**

**諾發集團控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 1360)**

## **PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION**

This announcement is made by NOVA Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 1 January 2022, the Listing Rules were amended to introduce, among others, a uniform set of 14 core standards for shareholder protection as set out in Appendix 3 to the Listing Rules, which are applicable to issuers regardless of their place of incorporation. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing articles of association of the Company (the “**Existing Articles**”) by way of adoption of an amended and restated articles of association of the Company (the “**New Articles**”) to (i) bring its Existing Articles to be in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) enable the Company to convene and hold electronic or hybrid general meetings of the shareholders (the “**Shareholders**”) of the Company and provide flexibility to the Company in relation to the conduct of general meetings; and (iii) make other miscellaneous and housekeeping changes to update or clarify the provisions of the Existing Articles, including consequential amendments in line with the above amendments to the Existing Articles, where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Cayman Islands.

The proposed adoption of the New Articles shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting (the “**AGM**”) of the Company. A circular containing, among others, details of the New Articles and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 5 October 2022

*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.*