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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 DECEMBER 2022

The Board is pleased to announce that the AGM was held on 2 December 2022 and all the resolutions set out in the Notice of the AGM were duly passed by the Shareholders by way of poll at the AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (the “**Notice of the AGM**”) and the circular (the “**Circular**”) of NOVA Group Holdings Limited (the “**Company**”) both dated 21 October 2022 in relation to, inter alia, proposals for the (i) re-election of directors of the Company; (ii) general mandates to issue and to repurchase shares of the Company; and (iii) adoption of new articles of association of the Company. Terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that at the AGM held on 2 December 2022, all the resolutions set out in the Notice of the AGM were duly passed by the Shareholders by way of poll.

As at the date of the AGM, a total of 1,855,903,277 Shares were in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. Set out below are the poll results in respect of the resolutions proposed at the AGM:

Ordinary Resolutions		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditor of the Company for the year ended 30 June 2022	939,998,379 (100%)	0 (0%)
2.	(i) To re-elect Mr. Wong Yuk Lun Alan as an executive Director	939,998,379 (100%)	0 (0%)
	(ii) To re-elect Mr. Choi Hung Fai as an independent non-executive Director	939,998,379 (100%)	0 (0%)
3.	To authorise the Board to fix (which authority may be further delegated to its duly authorised committee) the Directors' remuneration	939,998,379 (100%)	0 (0%)
4.	To re-appoint HLM CPA Limited as the auditor and to authorise the Board to fix their remuneration	939,998,379 (100%)	0 (0%)
5.	To grant the general mandate to the Directors to allot, issue and otherwise deal with new shares of the Company (the " Issue Mandate ")	939,998,379 (100%)	0 (0%)
6.	To grant the general mandate to the Directors to repurchase shares of the Company (the " Repurchase Mandate ")	939,998,379 (100%)	0 (0%)
7.	Conditional on the passing of resolutions numbered 5 and 6, to approve the addition to the Issue Mandate of the number of shares repurchased by the Company under the Repurchase Mandate	939,998,379 (100%)	0 (0%)

Special Resolution		No. of Shares voted (approximate percentage of total number of votes cast)	
		For	Against
8.	To approve the proposed amendments to the articles of association of the Company and the proposed adoption of the amended and restated articles of association of the Company and to authorise any one director or officer of the Company to execute all such documents and do all such other acts and things to effect the same	939,998,379 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 7 at the AGM, all of these resolutions were duly passed as ordinary resolutions of the Company by way of poll.

As more than 75% of the votes were casted in favour of the resolution numbered 8 at the AGM, the resolution was duly passed as a special resolution of the Company by way of poll.

All the Directors have attended the AGM either in person or by electronic means.

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

Hong Kong, 2 December 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.