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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)

**(1) DELAY IN PUBLICATION OF 2024 ANNUAL RESULTS;
(2) POSSIBLE DELAY IN DESPATCH OF 2024
ANNUAL REPORT; AND
(3) CONTINUED SUSPENSION OF TRADING**

This announcement is made by NOVA Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the annual results announcement of the Company for the year ended 30 June 2023 published on 29 September 2023; (ii) the annual report of the Company for the year ended 30 June 2023 published on 31 October 2023; (iii) the announcement of the Company dated 3 October 2023 in relation to the trading suspension of the Company’s shares on the Stock Exchange under Rule 13.50A of the Listing Rules; (iv) the announcement of the Company dated 19 December 2023 in relation to, among others, the resumption guidance issued to the Company by the Stock Exchange (the “**Initial Resumption Guidance**”); (v) the announcements of the Company in relation to, among others, quarterly update on resumption progress dated 2 January 2024, 2 April 2024 and 3 July 2024 respectively; and (vi) the announcement of the Company dated 2 April 2024 in relation to, among others, the additional resumption guidance issued to the Company by the Stock Exchange (together with the Initial Resumption Guidance, the “**Resumption Guidance**”) (collectively, the “**Announcements**”). Capitalised terms used in this announcement shall have the same respective meanings as those defined in the Announcements unless otherwise stated.

DELAY IN PUBLICATION OF THE 2024 ANNUAL RESULTS

The Board would like to inform the shareholders of the Company (the “**Shareholders**”) that the issues of the Disclaimer of Opinion are still under active discussion with the auditor of the Company (the “**Auditor**”). The Board is using its best endeavours to address the concerns of the Auditor on, among others, the uncertainty of the recoverability of factoring receivables, finance lease receivables, and trade receivables under the Disclaimer of Opinion, and to make arrangements for the settlement of various professional fees, so that the publication of the Company’s annual results for the year ended 30 June 2024 (the “**2024 Annual Results**”) could be expedited to meet the requirement stipulated in the Listing Rules.

Pursuant to Rule 13.49(1) of the Listing Rules, the Company is required to publish the 2024 Annual Results not later than three months after the end of the financial year of the Company (i.e. on or before 30 September 2024). In light of the aforementioned circumstances, it is expected that the Company is unable to publish the 2024 Annual Results on or before 30 September 2024, as required by the Listing Rules. The delay in publication of the 2024 Annual Results will constitute a non-compliance with Rule 13.49(1) of the Listing Rules.

The expected date of the publication of the 2024 Annual Results will need to be further discussed and determined with the Auditor and will be announced as and when appropriate in accordance with the Listing Rules. Accordingly, the Board announces that due to the delay in publication of the 2024 Annual Results, the meeting of the Board (the “**Board Meeting**”) for the purpose of considering and approving, among others, the 2024 Annual Results will be held at a date to be fixed by the Board and the Company will publish further announcement to inform the Shareholders of the date of the relevant Board Meeting as and when appropriate in accordance with the Listing Rules. In any event, the Board will use its best efforts to finalise the 2024 Annual Results together with the Auditor and publish the 2024 Annual Results as soon as practicable once all concerns of the parties involved, including the settlement of their professional fees, are resolved.

Pursuant to Rule 13.49(3) of the Listing Rules, if the Company is unable to publish the 2024 Annual Results within the prescribed timeframe, it must announce its results prepared based on the financial results which have yet to be agreed with the Auditor (so far as such information is available). The Board, after due and careful consideration, is of the view that it would not be appropriate for the Company to publish the unaudited management accounts of the Group for the year ended 30 June 2024 at this stage as they may not accurately reflect the financial performance and/or position of the Group and the publication of the unaudited management accounts could cause confusion and may be misleading to the Shareholders and potential investors of the Company.

POSSIBLE DELAY IN DESPATCH OF THE 2024 ANNUAL REPORT

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch its annual report for the year ended 30 June 2024 (the “**2024 Annual Report**”) to the Shareholders no later than four months after the end of the financial year of the Company (i.e. on or before 31 October 2024). Due to the delay in publication of the 2024 Annual Results, it is expected that there may be a possible delay in the despatch of the 2024 Annual Report.

The possible delay in despatch of the 2024 Annual Report, if materialised, will constitute a non-compliance with Rule 13.46(2) of the Listing Rules. The expected date of despatch of the 2024 Annual Report will be announced as and when appropriate in accordance with the Listing Rules.

CONTINUED SUSPENSION OF TRADING

As the Auditor has issued the Disclaimer of Opinion, trading in the shares of the Company on the Stock Exchange was suspended from 9:00 a.m. on 3 October 2023 at the request of the Company and will remain suspended until further notice.

Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

By Order of the Board
NOVA Group Holdings Limited
Wong Yuk Lun Alan
Chairman and Chief Executive Officer

Hong Kong, 30 September 2024

As at the date of this announcement, the Board comprises Mr. Wong Yuk Lun Alan (Chairman and Chief Executive Officer), Mr. Deng Zhonglin, Mr. Lam Wai Hung and Mr. Wong Ka Shing as executive Directors; and Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. To Chun Wai as independent non-executive Directors.