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National Arts Group Holdings Limited 國藝集團控股有限公司

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8228)

RESUMPTION GUIDANCE

This announcement is made by National Arts Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference are made to the announcement of National Arts Group Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 24 May 2022, 20 June 2022, 21 June 2022, 29 July 2022, 12 August 2022 and 14 November 2022 (collectively, the “**Announcements**”) in relation to, among to others, the delay in publication of the 2021 Audited Results Announcement and despatch of the 2021 Annual Report, the delay in publication of the 2022 Interim Results and the despatch of the 2022 Interim Report, the delay in publication of the 2022 Third Quarterly Results and the despatch of the 2022 Third Quarterly Report and the suspension of trading in the Company’s shares. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

RESUMPTION GUIDANCE

On 15 November 2022, the Company received a letter from the Stock Exchange setting out the following resumption guidance for resumption of trading in the Company’s shares (the “**Resumption Guidance**”):

- (a) publish all outstanding financial results and address any audit modifications;
- (b) demonstrate the Company’s compliance with Rule 17.26 of the GEM Listing Rules;
- (c) re-comply with Rules 5.05, 5.28 and 5.36A of the GEM Listing Rules; and
- (d) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position.

The Stock Exchange has stated that the Company must remedy the issues causing its trading suspension and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume and, for this purpose, the Company has the primary responsibility to devise its action plan for resumption. The Stock Exchange further indicates that it may modify or supplement the Resumption Guidance if the Company's situation changes.

Under Rule 9.14A(1) of the GEM Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 12 months. In the case of the Company, the 12-month period expires on 31 July 2023. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the GEM Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 31 July 2023, the Listing Division will recommend the GEM Listing Committee to proceed with the cancellation of the Company's listing. Under Rule 9.15 of the GEM Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company is taking appropriate steps to resolve the issues causing its trading suspension and will seek to resume trading in its shares as soon as possible.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange have been suspended since 9:00 a.m. on 1 August 2022 and will remain suspended until further notice.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

On behalf of the Board

National Arts Group Holdings Limited

(Provisional Liquidators Appointed)

(For Restructuring Purposes)

Chow Kai Weng

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 16 November 2022

As at the date of this announcement, the Directors are as follows:

Chairman, Executive Director and Chief Executive Officer:

Mr. Chow Kai Weng

Executive Directors:

Mr. Cheng Wang Chun

Mr. Ho Leung Ting

Independent Non-executive Directors:

Mr. Chui Chi Yun Robert

Mr. Li Kit Chee

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Listed Company Information” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the Company’s website at www.nationalarts.hk on the “Investor Relations” page.