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NOBLE ENGINEERING GROUP HOLDINGS LIMITED

怡康泰工程集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8445)

CLARIFICATION ANNOUNCEMENT REGARDING CONVERSION PLACE

Reference is made to the announcement of Noble Engineering Group Holdings Limited (the “**Company**”) dated 2 June 2023 in relation to the Announcement in relation to placing of Convertible Bonds under General Mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Company would like to clarify that:

- (i) under section headed “Principal terms of the Convertible Bonds – Conversion Price” on page 5 of the announcement, the initial Conversion Price represents: (i) **a premium of approximately 21.81% to the closing price of HK\$1.10 per Share** as quoted on the Stock Exchange on the date of the Placing Agreement instead of same as the closing price of HK\$1.10 per Share.
- (ii) under section headed “Conditions Precedent” on page 3 of the announcement, completion of the Placing is conditional upon: (v) save for any temporary suspension of trading in the Shares due to the Placing and subscription by the Placee(s) and/or clearance of publishing announcement(s) in relation to the Placing, **no suspension of trading in the Shares exceeding 10 consecutive Business Days or Share ceasing to be listed on the Stock Exchange** instead of any suspension of trading in the Shares exceeding 10 consecutive Business Days, or any Share ceasing to be listed on the Stock Exchange.

The Board confirms that the above clarification does not affect other information contained in the Announcement.

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

By order of the Board
Noble Engineering Group Holdings Limited
Tse Chun Yuen
Chairman and executive Director

Hong Kong, 5 June 2023

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen, Mr. Tam Wing Yuen and Mr. Cao Yaqun, the non-executive Director is Ms. Dang Hongying, and the independent non-executive Directors are Mr. Wong Yiu Kwong Kenji, Ms. Chung Lai Ling and Mr. Tang Chi Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 at www.hkexnews.hk on the “Latest Company Announcements” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.nobleengineering.com.hk.