

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

FURTHER EXTENSION OF LONG STOP DATE OF PLACING OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcements of Noble Engineering Group Holdings Limited (the “**Company**”) dated 2 June 2023, 5 June 2023, 8 June 2023, 14 June 2023 and 21 June 2023, respectively (the “**Announcements**”) in relation to the placing of convertible bonds under general mandate. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

FURTHER EXTENSION OF LONG STOP DATE

As disclosed in the Announcements, the completion of the Placing is conditional upon the fulfillment or satisfaction of the conditions precedent set out in the section headed “Conditions Precedent” of the Announcements on or before the Long Stop Date (i.e. 6 July 2023).

As additional time is required for the Placing Agent to procure investors to subscribe for the Convertible Bonds, the Company and the Placing Agent, after arm’s length negotiation, entered into a supplemental agreement to the Placing Agreement on 6 July 2023 (after trading hours), pursuant to which the parties agreed to extend the Long Stop Date from 6 July 2023 to 20 July 2023 (or such later date as may be agreed between the Company and the Placing Agent).

Save and except for the aforesaid change, all other terms of the Placing Agreement shall remain unchanged and the Placing Agreement shall remain in full force and effect.

The Board considers further extension of the Long Stop Date is in the interests of the Company and the Shareholders as a whole.

Completion of the Placing is subject to the satisfaction of the conditions precedent set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors of the Company 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, 6 July 2023

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen 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.