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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)

FURTHER AMENDMENTS TO THE PRINCIPAL TERMS OF THE BONDS AND CONTINUED SUSPENSION OF TRADING

References are made to the announcements of NOVA Group Holdings Limited (the “**Company**”) respectively dated 16 October 2018, 5 November 2018 and 8 November 2018 in relation to the placing of bonds; its announcements respectively dated 11 September 2020, 5 November 2021, 6 May 2022, 30 December 2022 and 23 June 2023 in relation to the amendments to the principal terms of the bonds; and its announcement dated 23 November 2023 in relation to the waiver of the Company’s compliance with the terms of the bonds in respect of an event of default (the “**Announcements**”). Unless otherwise defined, terms used in this announcement shall have the same meanings as those defined in the Announcements.

This announcement is made by the Company pursuant to the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO and Rule 13.09(2)(a) of the Listing Rules.

FURTHER AMENDMENTS TO THE PRINCIPAL TERMS OF THE BONDS

The Board announces that on 28 June 2024 (after trading hours), with the approval of the Bondholders in accordance with the terms and conditions of the Bonds, the Company executed a supplemental deed poll, pursuant to which certain material terms of the Bonds in relation to the Maturity Date and the redemption of the Bonds were further amended in the following manner (the “**Amendments**”):

Maturity Date and Redemption at Maturity

Unless previously redeemed or purchased and cancelled as at the relevant maturity date, the Company shall:

- (i) redeem the Bonds for the time being outstanding as at the 1st Maturity Date on the 1st Maturity Date, at the 1st Redemption Amount;
- (ii) redeem the Bonds for the time being outstanding as at the 2nd Maturity Date on the 2nd Maturity Date, at the 2nd Redemption Amount;
- (iii) redeem the Bonds for the time being outstanding as at the 3rd Maturity Date on the 3rd Maturity Date, at the 3rd Redemption Amount;
- (iv) redeem the Bonds for the time being outstanding as at the 4th Maturity Date on the 4th Maturity Date, at the 4th Redemption Amount;
- (v) redeem the Bonds for the time being outstanding as at the 5th Maturity Date on the 5th Maturity Date, at the 5th Redemption Amount;
- (vi) redeem the Bonds for the time being outstanding as at the 6th Maturity Date on the 6th Maturity Date, at the 6th Redemption Amount; and
- (vii) redeem all the outstanding Bonds held by Bondholder(s) on the 7th Maturity Date, at the 7th Redemption Amount,

where:

1 st Maturity Date	means 7 November 2020, or if such date is not a Business Day, the Business Day immediately following such date
2 nd Maturity Date	means 7 November 2021, or if such date is not a Business Day, the Business Day immediately following such date
3 rd Maturity Date	means 7 May 2022, or if such date is not a Business Day, the Business Day immediately following such date
4 th Maturity Date	means 31 December 2022, or if such date is not a Business Day, the Business Day immediately following such date

5 th Maturity Date	means 30 June 2023, or if such date is not a Business Day, the Business Day immediately following such date
6 th Maturity Date	means 30 June 2024, or if such date is not a Business Day, the Business Day immediately following such date
7 th Maturity Date	means 30 June 2026, or if such date is not a Business Day, the Business Day immediately following such date
1 st Redemption Amount	<p>means the amount equal to the aggregate of:</p> <ul style="list-style-type: none"> (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 1st Maturity Date shall be not more than HK\$200,000,000; and (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date
2 nd Redemption Amount	<p>means the amount equal to the aggregate of:</p> <ul style="list-style-type: none"> (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 2nd Maturity Date shall be not more than HK\$36,000,000; and (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date
3 rd Redemption Amount	<p>means the amount equal to the aggregate of:</p> <ul style="list-style-type: none"> (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 3rd Maturity Date shall be not more than HK\$36,000,000; and

- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

4th Redemption Amount

means the amount equal to the aggregate of:

- (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 4th Maturity Date shall be not more than HK\$36,000,000; and
- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

5th Redemption Amount

means the amount equal to the aggregate of:

- (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 5th Maturity Date shall be not more than HK\$36,000,000; and
- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

6th Redemption Amount

means the amount equal to the aggregate of:

- (a) such principal amount of the Bonds held by the relevant Bondholder(s) to be redeemed by the Company where the remaining balance of the outstanding principal amount of the Bonds immediately after redemption on the 6th Maturity Date shall be not more than HK\$36,000,000; and
- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

7th Redemption Amount

means the amount equal to the aggregate of:

- (a) the aggregate principal amount of all the outstanding Bonds held by the relevant Bondholder(s); and

- (b) any accrued but unpaid interest on such outstanding Bonds on the relevant redemption date

Save for the Amendments, all other material terms of the Bonds as disclosed in the Announcements remain unchanged.

REASONS FOR THE AMENDMENTS

As at the date of this announcement, the remaining balance of the outstanding principal amount of the Bonds is HK\$36,000,000, which shall originally be redeemed by the Company on the 6th Maturity Date, being 30 June 2024. The Amendments provide the Group with flexibility in relation to its deployment of financial resources to fund its operation and development and to its planning of its working capital requirements. In the absence of such Amendments, the Company would have to deploy more of its cash reserves and/or other financial resources for the redemption of the Bonds on 30 June 2024.

In light of the above, the Directors consider that the Amendments are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 3 October 2023 and will remain suspended until further notice.

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

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

Hong Kong, 28 June 2024

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