

*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.*

# **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) APPOINTMENT OF EXECUTIVE DIRECTOR AND CHAIRMAN;  
(2) RESIGNATION OF EXECUTIVE DIRECTORS, CHAIRMAN, AND  
CHIEF EXECUTIVE OFFICER;**

**AND**

**(3) CHANGE OF AUTHORISED REPRESENTATIVE, PROCESS AGENT,  
CHANGE IN COMPOSITION OF BOARD COMMITTEES AND  
COMPANY SECRETARY**

The Board announces that with effect from 9 January 2025:

- (i) Ms. Woo has been appointed as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and a member of the Remuneration Committee; and
- (ii) Mr. Wong has resigned as an executive Director, the chairman of the Board, the CEO, the chairman of the Nomination Committee, a member of the Remuneration Committee; and ceased as the Process Agent and the Authorised Representative; and Mr. Lam has resigned as an executive Director; and
- (iii) Mr. Tung was ceased as the Company Secretary and Authorised Representative. Mr. Wong Ka Wah has been appointed as the Company Secretary, Authorised Representative and the Process Agent. Mr. Wong Ka Shing has been appointed as the Authorised Representative.

## APPOINTMENT OF EXECUTIVE DIRECTOR AND CHAIRMAN

The board (the “**Board**”) of directors (the “**Director(s)**”) of NOVA Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Ms. Woo Lan Ying (“**Ms. Woo**”) has been appointed as an executive Director, the chairman of the Board, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 9 January 2025.

The biographical details of Ms. Woo are set out as follows:

**Ms. Woo**, aged 57, is an entrepreneur operating various businesses, including but not limited to consultancy and entertainment business. Ms. Woo has extensive experience in corporate management and project investments. Ms. Woo also involved in a lot of charitable and community activities and was a member of the Campaign Committee of The Community Chest of Hong Kong for the year of 2018/2019.

Ms. Woo was appointed as an executive director on 1 December 2020 and redesignated as chairman of the board of directors on 30 June 2021 of Jisheng Group Holdings Limited (Stock Code: 8133), a company listed on the GEM of the Stock Exchange. Ms. Woo had been an executive director and vice chairman of the board of directors of Hing Ming Holdings Limited (Stock Code: 8425), a company listed on the GEM of the Stock Exchange, for the period from March 2021 to January 2022. Ms. Woo has been appointed as an executive director and vice chairperson of the board of directors of Silkware Inc (Stock Code: 471), a company listed on the Stock Exchange since 14 May 2024. Ms. Woo also has been appointed as an executive director and the chief executive officer of Yuk Wing Group Holdings Limited (Stock Code: 1536) since 2 July 2024.

Save as disclosed above, Ms. Woo (i) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have and is not deemed to have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”); (iii) has not held any other directorship in any public companies in Hong Kong or overseas in the past three years; (iv) does not hold any other position with the Company or any other members of the Group; and (v) has no other major appointments and professional qualifications.

Ms. Woo has entered into a service agreement (the “**Service Agreement**”) with the Company with an initial term of three years commencing on 9 January 2025, which may be continued subject to terms and conditions to be agreed by the parties. During the tenure, the appointment may be terminated by either party serving the other not less than three months’ notice in writing. Ms. Woo is subject to rotation and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company. Pursuant to the Service Agreement, Ms. Woo is entitled to receive an annual base salary of HK\$120,000, which was determined with reference to her duties and responsibilities and time to be devoted to the Group and the prevailing market conditions. She is also entitled to a discretionary bonus to be determined at the absolute discretion of the Board or, if so delegated, the Remuneration Committee.

Save as disclosed above, Ms. Woo has confirmed there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and no matter regarding her appointment that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Board would like to express its warmest welcome to Ms. Woo for joining the Board.

## **RESIGNATION OF EXECUTIVE DIRECTORS, CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

The board also announces that (i) Mr. Wong Yuk Lun Alan (“**Mr. Wong**”) has tendered his resignation as an executive Director, the chairman of the Board, the CEO; and (ii) Mr. Lam Wai Hung (“**Mr. Lam**”) has tendered his resignation as an executive Director, all with effect from 9 January 2025 as Mr. Wong and Mr. Lam intended to devote more time to their other business engagement. After the resignation of Mr. Wong, the responsibilities of the CEO of the Company will be taken up by the other members of the Board and senior management of the Company.

Mr. Wong and Mr. Lam have confirmed that they have no disagreement with the Board and there is no matter relating to their resignation that need to be brought to the attention of the Shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Wong and Mr. Lam for their valuable contributions to the Company during their tenure of office.

## **CHANGE OF AUTHORISED REPRESENTATIVE, PROCESS AGENT; AND CHANGE IN COMPOSITION OF BOARD COMMITTEES AND COMPANY SECRETARY**

The Board announces that Mr. Wong has resigned as the chairman of the nomination committee of the Board (the “**Nomination Committee**”), a member of the remuneration committee of the Board (the “**Remuneration Committee**”), and ceased to act as the authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Listing Rules and the authorised representative of the Company for accepting service of process and notice in Hong Kong under the Companies Ordinance (the “**Process Agent**”) with effect from 9 January 2025.

The Board further announces that Ms. Woo has been appointed as the chairman of the Nomination Committee and a member of the Remuneration Committee all with effect from 9 January 2025.

The Board announces that Mr. Tung Tat Chiu Michael (“**Mr. Tung**”) was ceased as the company secretary of the Company (the “**Company Secretary**”) and was ceased to act as an Authorised Representative with effect from 9 January 2025.

The Board further announces that Mr. Wong Ka Wah has been appointed as the Company Secretary, an Authorised Representative and the Process Agent with effect from 9 January 2025.

The biographical details of Mr. Wong Ka Wah are set out below:

**Mr. Wong Ka Wah**, aged 45, has over 15 years of experience in auditing, accounting and financial reporting. He holds a Bachelor Degree in Accounting and a member of the Hong Kong Institute of Certified Public Accountants. He currently serves as the company secretary of Jisheng Group Holdings Limited (stock code: 8133).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Tung for his valuable contribution to the Company during his tenure of office and wish to extend a warm welcome to Mr. Wong Ka Wah for his new appointment.

The Board also announces that Mr. Wong Ka Shing, the executive Director, has been appointed as an Authorised Representative with effect from 9 January 2025.

By Order of the Board  
**NOVA Group Holdings Limited**  
**Woo Lan Ying**  
*Chairman and Executive Director*

Hong Kong, 9 January 2025

*As at the date of this announcement, the Board comprises Ms. Woo Lan Ying, Mr. Deng Zhonglin 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.*