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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)

(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

HELD ON 28 APRIL 2021;

(2) SHARE CONSOLIDATION BECOMING EFFECTIVE ON 30 APRIL 2021; AND

**(3) COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON
AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE**

POLL RESULTS OF EGM

The Board is pleased to announce that the Resolution was duly passed by way of poll at the EGM held on Wednesday, 28 April 2021.

SHARE CONSOLIDATION BECOMING EFFECTIVE ON 30 APRIL 2021

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Friday, 30 April 2021.

COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHTS BASIS FOR THE RIGHTS ISSUE

Pursuant to the expected timetable in the Announcement, the last day of dealings in the Consolidated Shares on a cum-rights basis is Friday, 30 April 2021, and the Consolidated Shares will be dealt with on an ex-rights basis from Monday, 3 May 2021.

References are made to (i) the announcement of Noble Engineering Group Holdings Limited (the “**Company**”) dated 24 March 2021 (the “**Announcement**”) in relation to, among other things, the Rights Issue; and (ii) the circular of the Company dated 12 April 2021 (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of the same date in relation to, among other things, the Share Consolidation. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement and the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution (the “**Resolution**”) as set out in the Notice was duly passed by the Shareholders by way of poll at the EGM held on 28 April 2021.

As at the date of the EGM, the total number of issued Shares was 698,000,000 Shares, being the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM. There were no Shares entitling the Shareholder to attend and abstain from voting in favour of the Resolution at the EGM as set out in the GEM Listing Rules. No Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution at the EGM. None of the Shareholders had stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The branch share registrar and transfer office of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Details of the poll results of the Resolution at the EGM are as follows:

ORDINARY RESOLUTION [#]	Number of votes cast (Approximate % of total number of votes cast)		Total number of votes cast
	For	Against	
To approve the Share Consolidation	382,830,000 (99.96%)	160,000 (0.04%)	382,990,000

[#] Please refer to the Notice for the full text of the Resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution by way of poll at the EGM.

SHARE CONSOLIDATION

As all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will become effective on Friday, 30 April 2021. Dealings in the Consolidated Shares will commence on Friday, 30 April 2021 at 9:00 a.m. Please refer to the Circular for details on the trading arrangement and the free exchange of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, new share certificates of the Consolidated Shares will be issued in Green colour in order to distinguish them from the existing Yellow colour.

COMMENCEMENT OF DEALINGS IN THE CONSOLIDATED SHARES ON AN EX-RIGHT BASIS FOR THE RIGHTS ISSUE

Pursuant to the expected timetable in the Announcement, the last day of dealings in the Consolidated Shares on a cum-rights basis is Friday, 30 April 2021, and the Consolidated Shares will be dealt with on an ex-rights basis from Monday, 3 May 2021.

DESPATCH OF THE PROSPECTUS DOCUMENTS

The Company will proceed with the Rights Issue in accordance with the tentative timetable as set out in the Announcement. The Prospectus Documents will be despatched to the Qualifying Shareholders and the Prospectus will be despatched to the Non-Qualifying Shareholders (if any) for their information only on 12 May 2021. Qualifying Shareholders are reminded that the latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Thursday, 27 May 2021.

WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES, THE CONSOLIDATED SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Conditions of the Rights Issue” in the Announcement. Accordingly, the Rights Issue may or may not proceed.

The Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. Any Shareholder or other person dealing in the Existing Shares, the Consolidated Shares and/or the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue are fulfilled (which is expected to be at 4:00 p.m. on Friday, 4 June 2021) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares, the Consolidated Shares and/or the nil-paid Rights Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 28 April 2021

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen and Mr. Harilela Mahesh, the non-executive Director is Mr. U Keng Tin, 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.