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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)**

### **RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING**

This announcement is made by NOVA Group Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the annual results announcement of the Company for the year ended 30 June 2023 published on 29 September 2023; (ii) the annual report for the year ended 30 June 2023 of the Company published on 31 October 2023; and (iii) the announcement of the Company dated 3 October 2023 in relation to the trading suspension of the Company’s shares on the Stock Exchange under Rule 13.50A of the Listing Rules (the “**Announcement**”). Terms used in this announcement shall have the same respective meanings as those defined in the Announcement unless otherwise stated.

#### **RESUMPTION GUIDANCE**

On 14 December 2023, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company on the Stock Exchange (the “**Resumption Guidance**”):

- (a) address the issues giving rise to the disclaimer of opinion on the Company’s financial statements for the year ended 30 June 2023 expressed by the Company’s auditors (the “**Disclaimer of Opinion**”), provide comfort that the Disclaimer of Opinion would no longer be required and disclose sufficient information to enable investors to make an informed assessment of its financial position as required under Rule 13.50A of the Listing Rules;
- (b) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to meet its obligations under the Listing Rules; and

- (c) inform the market of all material information for the Company's shareholders and investors to appraise the Company's position.

As stated in the Resumption Guidance, the Company must meet all Resumption Guidance, remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume. For this purpose, the Company has the primary responsibility to devise its action plan for resumption. Whilst the Company may seek the Stock Exchange's guidance on its resumption plan, its resumption plan is not subject to the prior approval from the Stock Exchange before implementation. The Stock Exchange further stated that it may modify or supplement the Resumption Guidance if the Company's situation changes.

### **Further guidance**

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 2 April 2025. If the Company fails to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 2 April 2025, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Resumption Guidance further stated that the Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and its place of incorporation before resumption.

While trading is suspended, the Company is also reminded of its obligations under the Listing Rules including, but not limited to, the following:

- (a) keep the duration of any trading suspension to the shortest possible period as required under Rule 6.05 of the Listing Rules;
- (b) comply with its continuing obligations under the Listing Rules at all times, for example, those applying to notifiable and/or connected transactions under Chapters 14 and 14A of the Listing Rules and publication of periodic financial results and reports and, if they are not available, management accounts under Rules 13.46 to 13.49 of the Listing Rules;
- (c) announce inside information required to be disclosed under Part XIVA of the Securities and Futures Ordinance; and
- (d) announce quarterly updates on its developments under Rule 13.24A of the Listing Rules including, among other relevant matters:

- its business operations;
- its resumption plan with details of actions that it has taken and intends to take to remedy the issues causing its trading suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules and resume trading. The resumption plan should be accompanied with a clear timeframe in respect of each stage of work under the plan with a view that the Resumption Guidance can be fulfilled and trading can resume as soon as practicable and, in any event before the 18-month period expires;
- the progress of implementing its resumption plan and satisfying the Resumption Guidance; and
- details of any material change to the resumption plan and, in the case of delay, the reasons and impact of such delay.

Further announcement(s) will be made by the Company as and when appropriate and in accordance with the requirements of the Listing Rules to keep its shareholders and potential investors informed of the latest progress in complying with the Resumption Guidance. The Company must announce further quarterly update(s) every three (3) months from 2 January 2024 until resumption or cancellation of listing (whichever is earlier).

## **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 3 October 2023 and will continue to be suspended until the Company further notice.

**Shareholders of the Company and potential investors should exercise caution when dealing in the Company's shares.**

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

Hong Kong, 19 December 2023

*As at the date of this announcement, the board of directors (“Director(s)”) 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.*