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## **NOVA Group Holdings Limited**

**諾發集團控股有限公司**

*(formerly known as Mega Expo Holdings Limited)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1360)**

### **PROFIT GUARANTEE IN RELATION TO THE ACQUISITION OF FORTUNE SELECTION LIMITED**

Reference is made to the announcement of NOVA Group Holdings Limited (the “**Company**”) dated 7 April 2017 (the “**Announcement**”) in relation to the acquisition of the entire issued share capital of Fortune Selection Limited. Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated.

As disclosed in the Announcement, pursuant to the Agreement, the Vendor guarantees to the Purchaser that the Net Profit for the First Relevant Period, Second Relevant Period and Third Relevant Period shall not be less than HK\$10,000,000, HK\$11,000,000 and HK\$12,000,000, respectively. If there is a shortfall on the Net Profit in each of the above Relevant Period, the Purchaser is entitled to deduct from the Second Convertible Bond or the Third Convertible Bond or the Fourth Convertible Bond (as the case maybe) an amount equal to the Adjustment. The audited consolidated accounts of Fortune Selection Limited for the Third Relevant Period indicated that the Net Profit had exceeded HK\$12,000,000. Therefore the Board is pleased to announce the Guaranteed Profit of Fortune Selection Limited for the Third Relevant Period has been met. The Fourth Convertible Bond with principal amount of HK\$8,004,000 will be delivered to the Vendor in due course.

By Order of the Board  
**NOVA Group Holdings Limited**  
**Deng Zhonglin**  
*Chairman*

Hong Kong, 19 March 2020

*As at the date of this announcement, the Board comprises Mr. Deng Zhonglin and Mr. Xu Feng as executive Directors; and Mr. Choi Hung Fai, Mr. Tsang Wing Ki, Dr. Wong Kong Tin, JP and Mr. Qiu Peiyuan as independent non-executive Directors.*