

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.

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)

CHANGE OF DIRECTORS

The Board hereby announces that, with effect from 30 June 2021:

- (a) Mr. Harilela Mahesh has resigned as an executive Director;
- (b) Mr. Tam Wing Yuen has been appointed as an executive Director;
- (c) Mr. U Keng Tin has resigned as a non-executive Director; and
- (d) Mr. Cheung Kit has been appointed as a non-executive Director.

This announcement is made by Noble Engineering Group Holdings Limited (the “**Company**”) in accordance with Rule 17.50(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

CHANGE OF DIRECTORS

Resignation of executive Director

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that with effect from 30 June 2021, Mr. Harilela Mahesh (“**Mr. Harilela**”) has resigned as an executive Director due to his other personal and business commitments which require more of his time and dedication.

Mr. Harilela has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Harilela for his valuable efforts and contributions to the Company during his tenure of office.

Appointment of executive Director

The Board is pleased to announce that with effect from 30 June 2021, Mr. Tam Wing Yuen (“**Mr. Tam**”) has been appointed as an executive Director.

The biographical details of Mr. Tam are set out below:

Mr. Tam, aged 53, holds a bachelor degree of computer science from University of Hong Kong. Mr. Tam has been an executive director of ICO Group Limited (stock code: 1460, the shares of which are listed on the main board of the Stock Exchange) from October 2019 to April 2020. Mr. Tam has been a director of Noble Jade Limited since September 2020, in which the Company held 18% equity interests.

Mr. Tam has entered into a letter of appointment with the Company. The principal particulars of the appointment letter are (a) for a term of one year commencing from 30 June 2021, which may be terminated by not less than one month’s notice served by either party on the other; and (b) subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the amended and restated memorandum and articles of association of the Company (the “**Articles**”). In accordance with the Articles, Mr. Tam will hold office until the next annual general meeting of the Company and will be subject to rotation and retirement at the next annual general meeting. Under his letter of appointment, Mr. Tam is entitled to a remuneration of HK\$180,000 per annum, which was determined by the Board with recommendation of the remuneration committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at 30 June 2021, Mr. Tam was interested in 6,000,000 ordinary shares of the Company, representing approximately 2.9% of all issued ordinary shares of the Company.

Save as disclosed above, as at the date of this announcement, Mr. Tam does not hold any other position with the Company or its subsidiaries (together, the “**Group**”) and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, Mr. Tam has confirmed that he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no further information relating to Mr. Tam that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Tam that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Tam in joining the Company.

Resignation of non-executive Director

The Board announces that with effect from 30 June 2021, Mr. U Keng Tin (“**Mr. U**”) has resigned as a non-executive Director due to his other personal and business commitments which require more of his time and dedication.

Mr. U has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. U for his valuable efforts and contributions to the Company during his tenure of office.

Appointment of non-executive Director

The Board is pleased to announce that with effect from 30 June 2021, Mr. Cheung Kit (“**Mr. Cheung**”) has been appointed as a non-executive Director.

The biographical details of Mr. Cheung are set out below:

Mr. Cheung, aged 38, is presently a director of Dream Team Enterprises Co., Limited and Smart Talent Global Holdings Limited.

He obtained the Master’s degree of Business Administration from Apollos University, USA in 2018 by attending long distance learning courses.

Mr. Cheung has entered into a letter of appointment with the Company. The principal particulars of the appointment letter are (a) for a term of one year commencing from 30 June 2021, which may be terminated by not less than one month’s notice served by either party on the other; and (b) subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. In accordance with the Articles, Mr. Cheung will hold office until the next annual general meeting of the Company and will be subject to rotation and retirement at the next annual general meeting. Under his letter of appointment, Mr. Cheung is entitled to a remuneration of HK\$120,000 per annum, which was determined by the Board with recommendation of the remuneration committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Cheung does not hold any other position with the Group and other members of the Group or any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other major appointments and professional qualifications.

Save as disclosed above, Mr. Cheung has confirmed that he does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no further information relating to Mr. Cheung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there is no other matter in relation to the appointment of Mr. Cheung that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its warmest welcome to Mr. Cheung in joining the Company.

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

Hong Kong, 30 June 2021

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen and Mr. Tam Wing Yuen; the non-executive Director is Mr. Cheung Kit; 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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.