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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)

TERMINATION OF DISCLOSEABLE TRANSACTION IN RELATION TO THE ACQUISITION OF 37.88% OF THE ISSUED CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONVERTIBLE BOND UNDER GENERAL MANDATE

Reference is made to the announcement (the “**Announcement**”) of Noble Engineering Group Holdings Limited (the “**Company**” and together with its subsidiaries, collectively referred to as the “**Group**”) on 19 January 2023 regarding the discloseable transaction in relation to the acquisition of 37.88% of the issued share capital of the Target Company involving the issue of the Convertible Bond under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

Pursuant to the Sale and Purchase Agreement, Completion is conditional upon and subject to the fulfillment of the conditions precedent as specified in the Sale and Purchase Agreement. As of 31 March 2023, certain conditions precedent had not been fulfilled. After careful consideration of all the circumstances surrounding the Acquisition, the Purchaser, a direct wholly-owned subsidiary of the Company, and the Vendors entered into a termination agreement on 6 April 2023 to terminate the Sale and Purchase Agreement with immediate effect.

The Board is of the view that the termination of the Sale and Purchase Agreement will not have any material impact on the financial position and operation of the Group.

By Order of the Board

Noble Engineering Group Holdings Limited

Tse Chun Yuen

Chairman and executive Director

Hong Kong, 6 April 2023

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen, Mr. Tam Wing Yuen and Mr. Cao Yaqun, the non-executive Director is Ms. Dang Hongying, 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.