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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)

INSIDE INFORMATION COMPLETION OF PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Noble Engineering Group Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 20 April 2018 in respect of the Placing (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

COMPLETION OF PLACING OF SHARES BY LAND NOBLE

The Company was informed by Land Noble that the completion of the Placing (the “**Completion**”) took place on 25 April 2018 (in pre-open market). All 100,000,000 Placing Shares were successfully placed by the Placing Agent to certain corporate and individual investors (the “**Placees**”) at HK\$0.62 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

To the best knowledge of the Board and having made all reasonable enquiries and as confirmed by the Placing Agent, the Placees (and, where applicable, each of their respective ultimate beneficial owners) are not connected persons (as defined in the GEM Listing Rules) and are third parties independent of and not acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with Land Noble and the Company or any of its connected persons.

SHAREHOLDING STRUCTURE UPON COMPLETION

Set out below is the shareholding structure of the Company immediately before and upon Completion:

	Shareholding immediately before Completion		Shareholding immediately upon Completion	
	<i>Number of Shares</i>	<i>Approximate % of Shareholding</i>	<i>Number of Shares</i>	<i>Approximate % of Shareholding</i>
Land Noble the Placees	450,000,000	75.00	350,000,000	58.33
	—	—	100,000,000	16.67
Other public shareholders	<u>150,000,000</u>	<u>25.00</u>	<u>150,000,000</u>	<u>25.00</u>
Total	<u>600,000,000</u>	<u>100.00</u>	<u>600,000,000</u>	<u>100.00</u>

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 25 April 2018

As at the date of this announcement, the executive Directors are Mr. Tse Chun Yuen, Mr. Tse Chun Kuen and Ms. Tse Ming Hei 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 GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.nobleengineering.com.hk.