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NOVO GROUP LTD.
(Company Registration No. 198902648H)
(Incorporated in the Republic of Singapore with limited liability)
Hong Kong Stock Code: 1048
Singapore Stock Code: MR8

**Holding announcement
and
Continued suspension of trading**

The Board of Directors of Novo Group Ltd. (the "**Company**") wishes to announce that it has been notified by New Page Investments Limited ("**New Page**"), Mr. Yu Wing Keung, Dicky ("**Mr Yu**") and Mr. Chow Kin Wa ("**Mr Chow**") (collectively, the "**Vendors**"), the beneficial owners of 82,983,750, 8,271,531 and 2,468,156 shares respectively, representing approximately 48.58%, 4.84% and 1.45% of the issued shares of the Company on 14 August 2015, that the Vendors have entered into an agreement dated 14 August 2015 for the disposal of their respective shares, representing an aggregate of approximately 54.87% of the issued share capital of the Company, which, if completed, will lead to a takeover offer of shares in the Company.

As at the date of this announcement, New Page is held as to 70% by Mr. Yu, an executive Director and as to 30% by Mr. Chow, an executive Director.

The proposed disposal of the shares is conditional upon certain conditions precedent and completion is yet to take place.

The Company, together with the purchaser of the shares ("**Offeror**"), will make a joint announcement on this matter in accordance with Rule 3.5 of the Hong Kong Code on Takeovers and Mergers ("**Hong Kong Takeovers Code**").

As at the date of this announcement, the Company has 170,804,269 ordinary shares in issue. The Company has no other relevant securities (as defined under Note 4 to Rule 22 of the Hong Kong Takeovers Code) in issue.

In accordance with Rule 3.8 of the Hong Kong Takeovers Code, the respective associates (as defined under the Hong Kong Takeovers Code and including persons holding 5% or more of a class of relevant securities) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Hong Kong Takeovers Code.

In accordance with Rule 3.8 of the Hong Kong Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Hong Kong Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Continued suspension of trading

The Company has made the request for trading of its shares to be suspended and/or halted on the Main Board of The Stock Exchange of Hong Kong Limited since 10:40 a.m. on 13 August 2015 and on the Main Board of the Singapore Stock Exchange Securities Trading Limited since 10:43 a.m. on the same day. Trading of the shares will continue to be suspended pending the publication of the said joint announcement.

Meanwhile, shareholders of the Company and investors are therefore advised to exercise caution when dealing in shares in the Company.

BY ORDER OF THE BOARD

Yu Wing Keung, Dicky
Executive Chairman
17 August 2015

As at the date of this announcement, the Board comprises two executive Directors, being Mr. Yu Wing Keung, Dicky and Mr. Chow Kin Wa and three independent non-executive Directors, being Mr. Tang Chi Loong, Mr. Foo Teck Leong and Mr. Tse To Chung, Lawrence.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any such statement contained in this announcement misleading.