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NOMAD TECHNOLOGIES HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8645)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS AND ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

This announcement is made by Nomad Technologies Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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**”), 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) and Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the increase in the price and trading volume of the shares of the Company (the “**Shares**”) on 17 December 2021. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Company was notified by Advantage Sail Limited (the “**Controlling Shareholder**”), the controlling shareholder of the Company holding approximately 50.63% of the total issued share capital of the Company as at the date of this announcement, that it had been in negotiation with Mr. Yu Decai, an executive Director and a substantial shareholder of the Company who is interested in 18.75% of the total issued share capital of the Company as at the date of this announcement (the “**Substantial Shareholder**”) regarding a possible sale of its interests in the Shares (the “**Possible Sale**”) to the Substantial Shareholder.

Up to the date of this announcement, no definitive agreement in respect of the Possible Sale has been entered into. The Board confirms that, save and except for the matters disclosed in this announcement as abovementioned, it is not aware of any reasons for the price and trading volume movement of the Shares or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Sale will be made until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the GEM Listing Rules and the Takeovers Code (as the case may be).

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 19 December 2021. In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprised 600,000,000 Shares in issue as at the date of this announcement. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

The associates of the Company (within the meaning ascribed thereto under the Takeovers Code including but not limited to shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in any relevant securities of the Company in accordance with Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the 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 of an offeror or the offeree company and other persons under Rule 22 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. 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 \$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.”

Shareholders and potential investors of the Company are advised to exercise caution in dealing with the Shares.

By order of the Board
Nomad Technologies Holdings Limited
Dato' Eric Tan Chwee Kuang
Executive Director, Chairman and Chief Executive Officer

Hong Kong, 19 December 2021

As at the date of this announcement, the Board comprises Dato' Eric Tan Chwee Kuang and Mr. Yu Decai as Executive Directors; Mr. Chen Youchun, Mr. Lim Peng Chuan Terence and Mr. Phua Cheng Sye Charles as Independent Non-executive Directors.

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 "Latest Listed Company Information" page of the GEM website at www.hkgem.com for at least seven days from the date of its publication. This announcement will also be published on the Company's website at www.nomad-holdings.com.