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## **NOMAD TECHNOLOGIES HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 8645)

### **DISCLOSEABLE TRANSACTION ACQUISITION OF EQUIPMENT**

#### **ACQUISITION OF EQUIPMENT**

The Board wishes to announce that on 28 June 2022 (after trading hours), the Purchaser, an indirectly wholly-owned subsidiary of the Company, entered into the Purchase Order with the Vendor for the purchase of the Equipment from the Vendor at the Consideration of SGD 2.3 million.

#### **GEM LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Acquisition of Equipment is more than 5% but is less than 25%, so the Acquisition of Equipment constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Rule 19.34 of the GEM Listing Rules.

#### **ACQUISITION OF EQUIPMENT**

The Board wishes to announce that on 28 June 2022 (after trading hours), the Purchaser entered into the Purchase Order with the Vendor for the purchase of the Equipment from the Vendor at the Consideration of SGD 2.3 million.

The Consideration of SGD 2.3 million shall be fully settled by the Purchaser to the Vendor in cash within 30 days after receipts and installation of the Equipment by the Purchaser.

#### **Basis of consideration**

The Consideration was determined after arm's length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to the market price for equipment similar to the Equipment. The Acquisition of Equipment will be funded by the Group's internal resources.

## **Assets to be acquired of**

The Equipment consists of network security analytics and automation systems with the following major functionalities:

- Identify unauthorized access from external and internal threats and highlights suspicious activity in the network;
- Simulate real-world attacks on the network based on an ever-growing types of network exploits;
- Identify, manage and remediate network vulnerability; and
- Automatically assess and test web applications in the network to identify application security threats.

## **INFORMATION ON THE PURCHASER, THE GROUP AND THE VENDOR**

The Purchaser, IP Core Sdn. Bhd. (776941-T), is a company limited by shares incorporated in Malaysia on 13 June 2007, and an indirect wholly owned subsidiary of the Company. The Purchaser is principally engaged in providing network support services and network connectivity services in Malaysia.

The Company was incorporated in the Cayman Island and its shares are listed on GEM of the Stock Exchange. The Company is an investment holding company.

The Group is principally engaged in rendering of: (i) network support services mainly encompassing network infrastructure design and hardware installation, network management and security services; (ii) network connectivity services that focus on providing intranet and internet connectivity solutions and value-added services; and (iii) electronic commerce.

The Vendor, Knowledge Computers Pte Ltd., is a company incorporated in Singapore with limited liability and is principally engaged in, among other things, the sale of network equipment.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, the Vendor and its ultimate beneficial owners are Independent Third Parties.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION OF EQUIPMENT**

The Secure Cloud Service currently offered by the Group is a cloud-based internet security services which provide flexibility to the customers in setting up and managing their internet security infrastructure against internet attacks and unauthorised access. The Acquisition of the Equipment can enhance the functionalities of the Secure Cloud Service by increasing the types of network threats that the Secure Cloud Service can currently handle.

Having considered that Acquisition of Equipment can upgrade the current Secure Cloud Service offered by the Group and increase the competitiveness of the Secure Cloud Service, the Board is of the view that the Acquisition of Equipment is beneficial to the Group.

The Directors consider that the terms of the Purchase Order are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

## **GEM LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Acquisition of Equipment is more than 5% but is less than 25%, the Acquisition of Equipment itself constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is subject to notification and announcement requirements under Rule 19.34 of the GEM Listing Rules.

## **DEFINITIONS**

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Acquisition of Equipment”	the acquisition of the Equipment pursuant to the Purchase Order
“Board”	board of Directors
“Company”	Nomad Technologies Holdings Limited, a company incorporated in Cayman Islands with limited liability, the ordinary shares of which are listed on GEM (Stock Code: 8645)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the sum of SGD 2.3 million, being the consideration of the purchase of the Equipment payable by the Group to the Vendor for the Acquisition of Equipment
“Director”	the director(s) of the Company
“Equipment”	network security analytics and automation systems
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party/ (ies)”	person(s) who, to the best knowledge and belief of the Directors having made all reasonable enquiries, is/are third parties independent of and not connected with the Company and its connected persons
“Knowledge Computers”	Knowledge Computers Pte Ltd., a company incorporated in Singapore with limited liability
“Purchase Order”	the agreement dated 28 June 2022 entered between the Group and the Vendor in relation to the Acquisition of Equipment
“Purchaser”	IP Core Sdn. Bhd. (776941-T), a company limited by shares incorporated in Malaysia on 13 June 2007, and an indirect wholly owned subsidiary of the Company
“Security Cloud Service”	a cloud-based internet security services which provide flexibility to the customers in setting up and managing their internet security infrastructure against internet attacks and unauthorised access
“SGD”	Singapore Dollar(s), the lawful currency of Singapore
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Knowledge Computers Pte Ltd., a company incorporated in Singapore with limited liability
“%”	per cent.

By Order of the Board  
**Nomad Technologies Holdings Limited**  
**Mr. Yu Decai**  
*Executive Director, Chairman and Chief Executive Officer*

Hong Kong, 28 June 2022

*As at the date of this announcement, the Board comprises Mr. Yu Decai and Mr. Hu Mingdai as Executive Directors; Mr. Chen Youchun, Mr. Ng Der Sian and Ms. Zheng Li Ping 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 Stock Exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) on the “Latest Listed Company Information” page 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](http://www.nomad-holdings.com).*