

CIRCULAR DATED 31 OCTOBER 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by NOVO GROUP LTD. (the “Company”). If you are in any doubt as to any aspect of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other independent professional adviser immediately.

If you have your Shares (as defined below) registered in the principal register of members of the Company in Singapore and if you have sold or transferred all your ordinary shares in the capital of the Company (“Shares”) held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with the CDP, you should immediately forward this Circular to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

If you have your Shares registered in the branch register of members of the Company in Hong Kong and if you have sold or transferred all your Shares, you should at once hand this Circular to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities in Hong Kong, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained in the Circular.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

**NOVO GROUP LTD.
新源控股有限公司***

Registration Number: 198902648H
(Incorporated in Singapore with limited liability)
(Singapore Stock Code: MR8)
(Hong Kong Stock Code: 1048)

CIRCULAR TO THE SHAREHOLDERS

in relation to

**THE PROPOSED CHANGE OF NAME OF THE COMPANY TO
“YORKSHINE HOLDINGS LIMITED”**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	10 December 2016 at 9:30 a.m.
Date and time of Extraordinary General Meeting	:	12 December 2016 at 9:30 a.m.
Place of Extraordinary General Meeting	:	RELC International Hotel 30 Orange Grove Road Singapore 258352

* *For identification purpose only*

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as may be amended, modified or supplemented from time to time
“Board”	:	The board of Directors of the Company
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular dated 31 October 2016
“Company”	:	Novo Group Ltd., a company incorporated in Singapore, whose shares are listed on the SGX-ST (Singapore Stock Code: MR8) and the SEHK (Hong Kong Stock Code: 1048)
“Constitution”	:	The constitution of the Company
“Directors”	:	The directors of the Company for the time being
“EGM”	:	The extraordinary general meeting of the Company to be held at RELC International Hotel, 30 Orange Grove Road Singapore 258352 on 12 December 2016 at 9:30 a.m., notice of which is set out on page 8 of this Circular
“Group”	:	The Company and its subsidiaries, collectively
“HKSCC”	:	HKSCC Nominees Limited
“Hong Kong Listing Rules”	:	The Rules Governing the Listing of Securities on the SEHK
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 26 October 2016
“Notice of EGM”	:	The notice of EGM as set out on page 8 of this Circular

DEFINITIONS

- “Proposed Change of Name” : The proposed change of the English name of the Company from “NOVO GROUP LTD.” to “YORKSHINE HOLDINGS LIMITED” and the adoption of “煜新控股有限公司” as its Chinese name to replace “新源控股有限公司” (which Chinese name shall be for identification purposes only)
- “Proposed Name” : YORKSHINE HOLDINGS LIMITED
- “Securities Account” : A securities account maintained by a Depositor with CDP, but does not include a securities sub-account
- “SEHK” : The Stock Exchange of Hong Kong Limited
- “SFA” : The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
- “SFO” : The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong Limited)
- “SGX-ST” : Singapore Exchange Securities Trading Limited
- “Shareholders” : Registered holders of Shares except that (i) where the registered holder is CDP, the term of “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with the Shares; and (ii) where the registered holder is HKSCC, the term “Shareholders” shall, in relation to such Shares, mean the depositors whose securities accounts are maintained by HKSCC and the term “Shareholder” shall be construed accordingly
- “Shares” : Ordinary shares in the share capital of the Company, and the term “Share” shall be construed accordingly
- “Singapore Listing Rules” : The Listing Manual of the SGX-ST as amended, supplemented or modified from time to time
- “Special Resolution” : Resolutions of Shareholders, each to be passed by a majority of not less than three-fourths of votes cast by Shareholders, being entitled so to do, present in person or by proxy at a general meeting of the Company

DEFINITIONS

- “Substantial Shareholders” : A person who has an interest (direct or deemed) in one or more voting Shares in the Company and the total votes attached to that Share, or these Shares, is not less than 5% of the total votes attached to all the voting Shares of the Company pursuant to the Singapore Listing Rules
- “S\$” or “cents” : Singapore dollar and cents respectively
- “%” or “per cent” : Per centum or percentage

Depositors. The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Headings. The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

References. Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

Rounding. Any discrepancies in figures included in this Circular between the amounts listed and their actual values are due to rounding. Accordingly, figures may have been adjusted to ensure that totals or sub-totals shown, as the case may be, reflect an arithmetic aggregation of the figures that precede them.

Sections. Any reference in this Circular to a section is a reference to a section of this Circular, unless otherwise stated.

Shareholders. References to “you”, “your” and “yours” in this Circular are, as the context so determines, to Shareholders (including persons whose Shares are deposited with CDP or HKSCC or who have purchased Shares on the SGX-ST or the SEHK).

Statutes or ordinances. Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended, supplemented or re-enacted. Any word defined under the SFA, SFO, Companies Act, Hong Kong Listing Rules, or any statutory or regulatory modification thereof and not otherwise defined in this Circular shall, where applicable, have the meaning ascribed to it under the respective enactment, as the case may be, unless the context otherwise requires.

Time and date. Any reference to a time of day and date in this Circular is made by reference to Singapore and Hong Kong time and date, unless otherwise stated.

LETTER TO SHAREHOLDERS

NOVO GROUP LTD. 新源控股有限公司*

Registration Number: 198902648H
(Incorporated in Singapore with limited liability)
(Singapore Stock Code: MR8)
(Hong Kong Stock Code: 1048)

Executive Directors:

Zhu Jun (*Executive Chairman*)
Chow Kin Wa (*Chief Executive Officer*)
Wang Jianqiao

Registered Office:

24 Raffles Place
#10-05 Clifford Centre
Singapore 048621

Independent Non-Executive Directors:

Tang Chi Loong
Foo Teck Leong
William Robert Majcher

**Headquarters and Principal Place
of Business in Hong Kong:**

Room Nos 1102-4, 11/F
Empire Centre
68 Mody Road
Kowloon
Hong Kong

31 October 2016

To the Shareholders

Dear Sir/Madam

**THE PROPOSED CHANGE OF THE ENGLISH NAME OF THE COMPANY
FROM “NOVO GROUP LTD.” TO “YORKSHINE HOLDINGS LIMITED”
AND THE ADOPTION OF “煜新控股有限公司” AS ITS CHINESE NAME
TO REPLACE “新源控股有限公司”
(WHICH CHINESE NAME WILL BE FOR IDENTIFICATION PURPOSES ONLY)
(THE “PROPOSED CHANGE OF NAME”)**

1. INTRODUCTION

- 1.1 The Directors are convening an EGM to seek Shareholders’ approval for the Proposed Change of Name.
- 1.2 The purpose of this Circular is to explain the rationale for and provide the Shareholders with the relevant information pertaining to the Proposed Change of Name to be tabled at the EGM and to seek Shareholders’ approval for a Special Resolution relating to the same. The Notice of EGM is set out on page 8 of this Circular.
- 1.3 The SGX-ST, SEHK and Hong Kong Exchanges and Clearing Limited assume no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.
- 1.4 If a Shareholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

IMPORTANT: In cases where there are discrepancies between the applicable laws, rules and/or regulations of Hong Kong and Singapore, the more stringent set of laws, rules and regulations shall prevail.

* *For identification purpose only*

LETTER TO SHAREHOLDERS

2. THE PROPOSED CHANGE OF NAME

The Company is proposing to change its English name from “NOVO GROUP LTD.” to “YORKSHINE HOLDINGS LIMITED” and to adopt “煜新控股有限公司” as its Chinese name to replace “新源控股有限公司” (which Chinese name will be for identification purposes only). The Proposed Name has been reserved with ACRA for 60 days from 28 September 2016 until 26 November 2016. A further application will be made by the Company to ACRA to reserve the Proposed Name for a further 60 days from 26 November 2016.

2.1 Rationale

The Board believes that the Proposed Change of Name will provide the Group with better identification of the principal business of the Group and a fresh corporate image, in that it is in line with the renewed branding strategies of the Group. Following the close of the mandatory unconditional cash offer by Golden Star Group Limited (the “Offeror”) for all the Shares on 27 November 2015 and the consequent change in ownership of the Company, the Offeror wishes to create a new corporate identity for the Company, as part of its branding efforts to streamline the Group’s business strategies and enhance its competitive advantage. As such, the Board is of the view that the Proposed Change of Name is in the best interest of the Group and Shareholders as a whole.

2.2 Approvals and Administrative Procedures

Subject to the Shareholders approving the Proposed Change of Name by way of a Special Resolution at the EGM, the Company will lodge the prescribed forms and documents with ACRA relating to its change of name. The Proposed Change of Name will be effective upon the issue by ACRA of a certificate of change of name.

Subject to obtaining the certificate of change of name from ACRA, the Company will lodge the necessary forms with the Companies Registry in Hong Kong.

Subject to the approval of Shareholders and registration by ACRA, the Company shall change its name to “YORKSHINE HOLDINGS LIMITED” and the name “YORKSHINE HOLDINGS LIMITED” shall be substituted for “NOVO GROUP LTD.”, wherever the latter name appears in the Company’s Constitution. The Company will make an announcement when its change of name takes effect.

The Proposed Change of Name will not affect any of the Shareholders’ rights or the Company’s daily business operations and financial standing.

2.3 Existing share certificates

Shareholders should take note that notwithstanding the change of name, the Company will not recall existing share certificates bearing the current name of the Company, which will continue to be prima facie evidence of legal title. No further action is required on the part of the Shareholders.

LETTER TO SHAREHOLDERS

3. INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Directors' and Substantial Shareholders' interests pursuant to the Act

The interests of the Directors and Substantial Shareholders in the capital of the Company as at the Latest Practicable Date are as follows:–

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Directors				
Zhu Jun ⁽¹⁾	700,000	0.37	126,803,668	66.22
Chow Kin Wa	–	–	–	–
Wang Jianqiao	–	–	–	–
Tang Chi Loong	–	–	–	–
Foo Teck Leong	–	–	–	–
William Robert Majcher	–	–	–	–
Substantial Shareholder (other than Directors)				
Golden Star Group Limited ⁽¹⁾	126,803,668	66.22	–	–

Note:

- (1) Zhu Jun is deemed to be interested in the 126,803,668 Shares held by Golden Star Group Limited as he is the legal and beneficial owner of 100% of the issued and paid-up share capital in Golden Star Group Limited and a director of Golden Star Group Limited. Zhu Jun and Golden Star Group Limited held their Shares directly and through their nominee securities accounts.

4. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company and they recommend that Shareholders vote in favour of the Special Resolution as set out in the Notice of EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 8 of this Circular, will be held at RELC International Hotel, 30 Orange Grove Road Singapore 258352 on 12 December 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Special Resolution set out in the Notice of EGM.

Pursuant to the Singapore Listing Rules and Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the EGM in accordance with Rule 704(16) of the Singapore Listing Rules and Rule 13.39(5) of the Hong Kong Listing Rules.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

6.1 Lodgment of Proxies

Shareholders who are unable to attend the EGM and wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf may complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's principal share registrar and transfer office in Singapore, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders), as soon as practicable but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).

LETTER TO SHAREHOLDERS

Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

6.2 Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP, as at 72 hours before the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the preparation of this Circular) collectively and individually accept responsibility for the accuracy of the information contained in this Circular and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular are fair and accurate in all material respects as at the Latest Practicable Date and that there are no material facts the omission of which would make any statement in this Circular misleading in any material respect.

In accordance with the Singapore Listing Rules, the Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Hong Kong 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 Circular 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 Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 24 Raffles Place #10-05 Clifford Centre Singapore 048621 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) The Constitution; and
- (b) The application for the reservation of the Proposed Name approved by ACRA.

Yours faithfully
For and on behalf of the Board of Directors
NOVO GROUP LTD.
Zhu Jun
Executive Chairman and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOVO GROUP LTD.
新源控股有限公司***

Registration Number: 198902648H
(Incorporated in Singapore with limited liability)
(Singapore Stock Code: MR8)
(Hong Kong Stock Code: 1048)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of NOVO GROUP LTD. (the “**Company**”) will be held at RELC International Hotel, 30 Orange Grove Road Singapore 258352 on 12 December 2016 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below:

All capitalised terms in the following special resolution shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the Circular dated 31 October 2016.

SPECIAL RESOLUTION: THE PROPOSED CHANGE OF THE ENGLISH NAME OF THE COMPANY FROM “NOVO GROUP LTD.” TO “YORKSHINE HOLDINGS LIMITED” AND THE ADOPTION OF “煜新控股有限公司” AS ITS CHINESE NAME TO REPLACE “新源控股有限公司” (WHICH CHINESE NAME WILL BE FOR IDENTIFICATION PURPOSES ONLY)

THAT:-

- (a) Subject to and conditional upon the necessary regulatory approvals from ACRA being obtained, the English name of the Company be changed from “NOVO GROUP LTD.” to “YORKSHINE HOLDINGS LIMITED”, and the adoption of “煜新控股有限公司” as its Chinese name to replace “新源控股有限公司” (which Chinese name will be for identification purposes only) and that the name “YORKSHINE HOLDINGS LIMITED” be substituted for “NOVO GROUP LTD.” wherever the latter name appears in the Company’s Constitution; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required and affixing the common seal of the Company to any document, if necessary) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

BY ORDER OF THE BOARD
NOVO GROUP LTD.
SRIKANTH RAYAPROLU
Company Secretary

31 October 2016

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company (“EGM”) may appoint not more than two proxies to attend and vote in his/her stead. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- (2) Where a member appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
- (3) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two proxies, the number and class of shares to be represented by each proxy must be stated.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorized officer.
- (5) The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, must be deposited at the Company’s Singapore Principal Share Registrar and Transfer Office, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 (for Singapore Shareholders), or at the Company’s Hong Kong Branch Share Registrar and Transfer Office, Boardroom Share Registrars (HK) Limited, at 31/F., 148 Electric Road, North Point, Hong Kong (for Hong Kong Shareholders), not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).
- (6) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.
- (7) Completion and return of a proxy form will not preclude a member from attending and voting in person at the above meeting or any adjournment of such meeting and in such event, the proxy form previously submitted shall be deemed to be revoked.

Personal Data Privacy:

“Personal data” in this notice has the same meaning as “personal data” in the Personal Data Protection Act 2012 (“PDPA”), which includes your and your proxy’s and/or representative’s name, address and NRIC/Passport No. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s and its proxy(ies)’s or representative’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) undertakes that the member will only use the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iv) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty. Your and your proxy and/or representative’s personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company’s verification and record purposes.