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NOIZ GROUP LIMITED

聲揚集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

CHANGE OF AUDITOR

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of NOIZ Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

RESIGNATION OF AUDITOR

The Board hereby announces that Elite Partners CPA Limited (“**Elite Partners**”) has resigned as the auditor of the Group (the “**Auditor**”) with effect from 6 December 2024 as the Company and Elite Partners could not reach a consensus on the audit fee for the financial year ending 31 December 2024. Elite Partners confirmed in its letter of resignation that, except for the above, there are no other matters in connection with its resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”).

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the auditor to confirm whether or not there is any circumstance in connection with its resignation which need to be brought to the attention of the Shareholders and creditors of the Company. Therefore, Elite Partners did not issue such confirmation. The Board and the audit committee of the Company (the “**Audit Committee**”) confirmed that, save as disclosed above, there are no disagreement or unresolved matters between the Company and Elite Partners, and there are no other matters or circumstances in respect of the resignation of Elite Partners that need to be brought to the attention of the Shareholders.

As at the date of this announcement, Elite Partners has not commenced any audit work on the consolidated financial statements of the Group for the year ending 31 December 2024. Therefore, the Board and the Audit Committee believe that the change of Auditor will not have any material impact on the annual audit of the Group for the year ending 31 December 2024.

The Board would like to take this opportunity to express its sincere gratitude to Elite Partners for its professional and quality services rendered to the Group during its tenure of office.

APPOINTMENT OF AUDITOR

The Board, with the recommendation of the Audit Committee, has resolved to appoint Moore CPA Limited (“**Moore**”) as the Auditor with effect from 6 December 2024 to fill the casual vacancy following the resignation of Elite Partners and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to Article 155 of the Seconded Amended and Restated Article of Association of the Company, the Board has the power to fill any casual vacancy in the office of auditor and to fix the remuneration of the auditor so appointed. Accordingly, no extraordinary general meeting will be held for such purpose.

The Audit Committee has considered a number of factors in assessing the appointment of Moore, including but not limited to (i) the audit proposal of Moore (ii) Moore’s industry knowledge and technical competence; (iii) its independence and objectivity; (iv) its resources and capabilities, including manpower and time; and (v) the Guidance Notes on Change of Auditors issued by the Accounting and Financial Reporting Council.

Based on the above factors, the Audit Committee has assessed and considered that Moore is independent, suitable and capable (in terms of manpower, expertise, time and other resources) to act as the Auditor. The Board and the Audit Committee are of the view that the change of Auditor would not have any material impact on the Group and would enhance the cost-effectiveness of the Company’s annual audit, maintain good corporate governance measure and is in the interest of the Company and the Shareholders as a whole.

The Board would like to take this opportunity to express its warm welcome to Moore on its appointment as the Auditor.

By order of the Board
NOIZ GROUP LIMITED
Wong Hin Shek
Chairman and Chief Executive Officer

Hong Kong, 6 December 2024

As at the date of this announcement, the executive Director is Mr. Wong Hin Shek (Chairman and Chief Executive Officer); and the independent non-executive Directors are Ms. Ng Ka Sim, Casina, Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.

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 Stock Exchange’s website at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.noiz-group.com.