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NOIZ GROUP LIMITED

聲揚集團有限公司

(formerly known as “Merdeka Financial Group Limited 領智金融集團有限公司”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

TRANSFER OF THE 2008 CONVERTIBLE BONDS

References are made to (i) the announcements of the Company dated 23 October 2007, 30 May 2011, 4 July 2011, 9 July 2014, 19 September 2014, 20 January 2017, 7 March 2017, 10 January 2020 and 18 May 2020 and the circulars of the Company dated 30 May 2008, 15 June 2011, 3 September 2014, 20 February 2017 and 27 March 2020 in relation to, amongst other things, the issue of, and the subsequent amendments made to, the 2008 Convertible Bonds (the “**CB Announcements and Circulars**”); and (ii) the announcement of the Company dated 14 November 2022 and the circular of the Company dated 8 December 2022 (the “**2022 Announcement and Circular**”) in relation to, the subscription of convertible bonds by Team Sunny issued by the Company in the principal amount of HK\$91,000,000 (the “**2022 CB**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the CB Announcements and Circulars and the 2022 Announcement and Circular.

FIRST CB TRANSFER

The Board announces that on 7 July 2023, Mr. Jin Xiaobin (“**Mr. Jin**”) transferred the 2008 Convertible Bonds held by Mr. Jin in the principal amount of HK\$7,034,00 (the “**First Sale CB**”) to Team Sunny (the “**First CB Transfer**”). Team Sunny has become the registered holder of the First Sale CB in the principal amount of HK\$7,034,000 after completion of the First CB Transfer.

Based on the terms and conditions of the 2008 Convertible Bonds, the conversion price per Conversion Share of the 2008 Convertible Bonds is HK\$0.90, and the total number of Shares to be issued upon conversion of the First Sale CB in full is 7,815,555 Shares.

SECOND CB TRANSFER

The Board further announces that on 7 July 2023, Mr. Shang Xiaodong (“**Mr. Shang**”) transferred the 2008 Convertible Bonds held by Mr. Shang in the principal amount of HK\$7,034,00 (the “**Second Sale CB**”) to Team Sunny (the “**Second CB Transfer**”). Team Sunny has become the registered holder of the Second Sale CB in the principal amount of HK\$7,034,000 after completion of the Second CB Transfer.

Based on the terms and conditions of the 2008 Convertible Bonds, the conversion price per Conversion Share of the 2008 Convertible Bonds is HK\$0.90, and the total number of Shares to be issued upon conversion of the Second Sale CB in full is 7,815,555 Shares.

As at the date of this announcement, the outstanding principal amount of the 2008 Convertible Bonds is HK\$14,068,000, comprising of the First Sale CB and the Second Sale CB.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, set out below is the shareholding structure of the Company as at the date of this announcement, and the effect on the shareholding structure of the Company upon (i) the full conversion of the 2008 Convertible Bonds (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement and up to the full conversion of the 2008 Convertible Bonds); and (ii) the full conversion of the 2008 Convertible Bonds and the 2022 CB (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement and up to the full conversion of the 2008 Convertible Bonds and the 2022 CB) is as follow:

	(i) As at the date of this announcement		(ii) Immediately upon the full conversion of the 2008 Convertible Bonds		(iii) Immediately upon the full conversion of the 2008 Convertible Bonds and the full conversion of the 2022 CB	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Shareholders						
Team Sunny (<i>note 1</i>)	136,755,500	24.13	152,386,610	26.17	641,633,921	59.88
Ms. Tsang Kwai Ping (<i>note 2</i>)	900,000	0.16	900,000	0.16	900,000	0.08
Mr. Ann, Yu Chiu Andy (<i>note 3</i>)	19,999,999	3.52	19,999,999	3.43	19,999,999	1.87
Other public Shareholders	<u>409,073,447</u>	<u>72.19</u>	<u>409,073,447</u>	<u>70.24</u>	<u>409,073,447</u>	<u>38.17</u>
Total	<u>566,728,946</u>	<u>100.00</u>	<u>582,360,056</u>	<u>100.00</u>	<u>1,071,607,367</u>	<u>100.00</u>

Notes:

1. The Subscriber, being Team Sunny International Holdings Limited is owned as to 100% by Mr. Wong, who is deemed to be interested in 136,755,500 Shares pursuant to the Part XV of the SFO.
2. Ms. Tsang Kwai Ping is an executive Director and personally interested in 900,000 Shares.
3. Mr. Ann, Yu Chiu Andy is the director of NOIZChain Limited (a wholly-owned subsidiary of the Company) and personally interested in 19,999,999 Shares.
4. The shareholding structure is prepared for illustrative purpose only. There is no right for Team Sunny to convert any principal amount of the 2008 Convertible Bonds held by Team Sunny and the Company shall not issue any 2008 Conversion Shares thereof if, upon such conversion and issue of the 2008 Conversion Shares, the Company will be in breach of the minimum public float requirement as stipulated under the Rule 11.23 of the GEM Listing Rules.
5. Certain percentage figures included in the above tables have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

GEM LISTING RULES IMPLICATIONS

According to the 2008 Convertible Bonds instrument, if the 2008 Convertible Bonds are transferred to a connected person (as defined in the GEM Listing Rules) (except the transfer of the 2008 Convertible Bonds to the holding company or subsidiary of the holders of the 2008 Convertible Bonds) of the Company or its associate(s) (as defined in the GEM Listing Rules), the Company shall immediately notify the Stock Exchange and all such transfer shall be made subject to prior approval of the Stock Exchange and full compliance with the GEM Listing Rules.

As at the date of this announcement, Team Sunny International Holdings Limited (“**Team Sunny**”) is wholly and ultimately owned by Mr. Wong Hin Shek (“**Mr. Wong**”), being the Chairman, an executive Director and the chief executive officer of the Company, and is beneficially interested in 136,755,500 Shares, representing approximately 24.13% of the issued share capital of the Company. Accordingly, Team Sunny is a connected person of the Company under the GEM Listing Rules, and the First CB Transfer and the Second CB Transfer were subject to prior approval by the Stock Exchange. The Stock Exchange has granted the approval in relation to the First CB Transfer and the Second CB Transfer.

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

Hong Kong, 7 July 2023

As at the date of this announcement, the executive Directors are Mr. Wong Hin Shek (Chairman and Chief Executive Officer) and Ms. Tsang Kwai Ping, 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 Stock Exchange's website at <http://www.hkexnews.hk> on the "Latest Listed Company Information" page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at www.noiz-group.com.