

4 August 2023

NOIZ Group Limited (the “Company”)

Room 1108, 11/F,
Wing On Centre
111 Connaught Road Central
Central, Hong Kong

Attn: The Board of Directors of the Company

Dear Sirs,

Re: Connected Transactions in relation to (1) Proposed Share Subscription under Specific Mandate A; (2) Proposed Issue of 2023 Convertible Bonds under Specific Mandate B; and (3) Proposed Extension of the Maturity Date of 2022 Convertible Bonds (collectively, the “Connected Transactions”)

We, Alpha Financial Group Limited, refer to the circular dated 4 August 2023 issued by the Company in connection with the Connected Transactions (the “Circular”). Unless otherwise defined herein, capitalised terms used in this letter shall have the same meanings as those defined in the Circular.

We, as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, hereby consent and confirm the following:

1. we are a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO;
2. we did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
3. we did not have any direct or indirect interest in any assets which had been, since 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up, acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

We have given, and have not withdrawn our written consent to the issue of the Circular with the inclusion of our letter dated 4 August 2023 or advice, and references to our name in the form and context in which they respectively appear.

We further consent to this letter being made available for public inspection as described in the subsection headed “DOCUMENTS ON DISPLAY” in Appendix I to the Circular.

Head office 總辦事處:

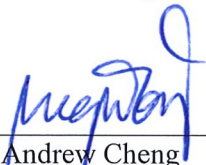
Room A, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong
香港中環干諾道中61號福興大廈17樓A室

Branch office 分辦事處:

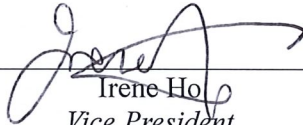
Unit B, 15/F, Two Chinachem Plaza, 68 Connaught Road Central, Central, Hong Kong
香港中環干諾道中68號華懋廣場二期15樓B室

Except as stated above, our said letter is not to be quoted or referred to, in whole or in part, nor shall our said letter or this consent letter be used for any other purposes, without our prior written consent.

Yours faithfully,
For and on behalf of
Alpha Financial Group Limited



Andrew Cheng
Managing Director



Irene Ho
Vice President