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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 25 AUGUST 2023

Financial adviser to the Company



References are made to the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of NOIZ Group Limited (the “**Company**”) dated 4 August 2023. Capitalised terms used herein shall have the same meanings as those defined in the Notice and Circular unless otherwise stated herein.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolutions (the “**Resolutions**”) as set out in the Notice was duly passed by way of poll by the Independent Shareholders at the EGM on Friday, 25 August 2023.

Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares in the Company was 566,728,946 Shares.

As stated in the Circular, the Subscriber, is wholly and ultimately owned by Mr. Wong, being the Chairman, an executive Director and the chief executive officer of the Company, is beneficially interested in 136,755,500 Shares, representing approximately 24.13% of the issued share capital of the Company, shall abstain from voting on the Resolutions to approve the Share Subscription Agreement, the 2023 CB Subscription Agreement and the Amendment Deed and the transactions contemplated thereunder at the EGM and had so abstained.

Accordingly, there were 429,973,446 Shares entitling the Shareholders to attend and vote for or against the Resolutions at the EGM.

Save as disclosed above, no other Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolutions at the EGM and no other Shareholder was entitled to attend but was required under the GEM Listing Rules to abstain from voting in favour of the Resolutions at the EGM.

Save as disclosed above, no other parties had indicated in the Circular their intention to vote against or abstain from voting on the Resolutions at the EGM.

The poll results in respect of the Resolutions at the EGM is set out below:

ORDINARY RESOLUTIONS <i>(Note)</i>		Number of votes cast (Approximate %)		Total number of votes cast
		FOR	AGAINST	
1.	To approve the Share Subscription Agreement, the allotment and issue of the Subscription Shares and the grant of Specific Mandate A to the Board to allot and issue the Subscription Shares.	94,657,093 (100%)	0 (0%)	94,657,093 (100%)
2.	To approve the 2023 CB Subscription Agreement, the issue of the 2023 Convertible Bonds and the grant of Specific Mandate B to the Board to allot and issue the 2023 CB Conversion Shares.	94,657,093 (100%)	0 (0%)	94,657,093 (100%)
3.	To approve the Amendment Deed, the 2022 CB Extension and the grant of Specific Mandate C to the Board to allot and issue the 2022 CB Conversion Shares.	94,657,093 (100%)	0 (0%)	94,657,093 (100%)

Note: The full text of the above Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions by way of poll at the EGM.

All Directors have attended the EGM either in person or through electronic means.

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

Hong Kong, 25 August 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 “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.