



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 August 2023

Status: Resubmission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: NOIZ Group Limited

Date Submitted: 09 October 2023

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08163	Description	Ordinary Shares			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,000,000,000	HKD	0.1	HKD	200,000,000	
Increase / decrease (-)	0			HKD	0	
Balance at close of the month	2,000,000,000	HKD	0.1	HKD	200,000,000	

Total authorised/registered share capital at the end of the month: HKD 200,000,000

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08163	Description	Ordinary Shares			
Balance at close of preceding month		566,728,946				
Increase / decrease (-)		37,666,666				
Balance at close of the month		604,395,612				

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08163					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share option scheme adopted by Shareholders at the EGM held on 30/12/2020	6,960,644	Lapsed	-794,594	6,166,050		6,166,050	48,506,228
General Meeting approval date (if applicable)	30 December 2022						

Total A (Ordinary shares): _____

Total funds raised during the month from exercise of options: HKD _____ 0

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Class of shares issuable		Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		08163					
Description of the Convertibles		Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1).	Convertible Bonds (3-year zero coupon convertible bonds originally due 2011 and extended to 2023) issued on 12/08/2008	HKD	14,068,000	Others The amount was set off against the subscription price of the new issue shares and convertible bonds.	-14,068,000	0	0
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	0.9				
General Meeting approval date (if applicable)		18 June 2008					
2).	Convertible Bonds (1-year zero coupon convertible bonds due 2025) issued on 28/12/2022 and amended on 31/8/2023	HKD	55,000,000			55,000,000	0
Type of convertibles		Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price		HKD	0.186				
General Meeting approval date (if applicable)		23 December 2022					
3).	Convertible Bonds (1-year zero coupon convertible bonds due 2025) issued on 28/12/2022 and amended on 31/8/2023	HKD	36,000,000			36,000,000	193,548,387
Type of convertibles		Bond/Notes					

Stock code of the Convertibles (if listed on SEHK) (Note 1)									
Subscription/Conversion price		HKD					0.186		
General Meeting approval date (if applicable)		23 December 2022							
4).	Convertible Bonds (2-year zero coupon convertible bonds due 2025) issued on 31/8/2023	HKD		0	Issued	10,000,000	10,000,000	0	92,592,592
Type of convertibles		Bond/Notes							
Stock code of the Convertibles (if listed on SEHK) (Note 1)									
Subscription/Conversion price		HKD							0.108
General Meeting approval date (if applicable)		25 August 2023							

Total C (Ordinary shares): 0

Remarks:

Immediately after the completion of share subscription, issue of 2023 convertible bonds and extension of the maturity date of 2022 convertible bonds as disclosed in the Company's announcement dated 31 August 2023, (i) the amount of 2008 convertible bonds was set off against the subscription price of the new issue shares and 2023 convertible bonds, (ii) the maturity date of 2022 convertible bonds has been extended to 31 August 2025, and (iii) the 2023 convertible bonds has been issued to the subscriber. For details, please refer to the announcement of the Company dated 31 August 2023.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		08163				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Placing/Subscription	HKD	0.108	31 August 2023	25 August 2023	37,666,666	0

Total E (Ordinary shares): 37,666,666

Remarks:

Pursuant to the Share Subscription Agreement dated 14 July 2023, the Company allotted and issued 37,666,666 Subscription Shares to the Subscriber on 31 August 2023. For details, please refer to the announcement of the Company dated 31 August 2023.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) 37,666,666

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Tsang Kwai Ping

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"