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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)**

## **ANNOUNCEMENT OF UNAUDITED THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023**

The board of directors (the “**Director(s)**”) of NOIZ Group Limited (the “**Company**”) hereby announce the unaudited consolidated results of the Company and its subsidiaries for the nine months ended 30 September 2023 (the “**Third Quarterly Results**”). This announcement, containing the full text of the third quarterly report 2023 of the Company, complies with the relevant requirements 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**”) in relation to information to accompany preliminary announcements of the Third Quarterly Results.

By order of the board  
**NOIZ GROUP LIMITED**

**Wong Hin Shek**

*Chairman and Chief Executive Officer*

Hong Kong, 14 November 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 and Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.*

*This notice, 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 notice 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 notice misleading.*

*This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at [www.hkexnews.hk](http://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](http://www.noiz-group.com).*

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This report, for which the directors (the “Director(s)”) of NOIZ Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.*

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GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在主板上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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## UNAUDITED CONDENSED CONSOLIDATED THIRD QUARTERLY RESULTS FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2023

The board of Directors of the Company (the “**Board**”) is pleased to announce that the unaudited condensed consolidated quarterly results of the Company and its subsidiaries (collectively, the “**Group**”) for the three months and the nine months ended 30 September 2023, together with the comparative unaudited figures for the corresponding periods in 2022, as follows:

### CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three and nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
<b>Continuing operations</b>					
Revenue	2	2,274	6,568	7,305	15,540
Other income and gains/ (losses)	4	1,001	50	2,574	698
Operating and administrative expenses		(7,436)	(8,714)	(21,179)	(23,833)
Reversal of impairment loss on trade receivables		—	—	300	300
Reversal of impairment loss/ (impairment loss) on loans receivable	17	611	—	734	(236)
Impairment loss on statutory deposit		(510)	—	(510)	—
Share of loss of associates		(230)	(3)	(522)	(3)
Finance costs	6	(3,128)	(3,499)	(9,537)	(10,193)
Loss before income tax	7	(7,418)	(5,598)	(20,835)	(17,727)
Income tax expense	8	(5)	(683)	(318)	(1,289)
Loss after income tax from continuing operations		(7,423)	(6,281)	(21,153)	(19,016)
<b>Discontinued operation</b>					
Gain for the period from discontinued operation	3	—	2,796	—	2,280
<b>LOSS AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>					
		(7,423)	(3,485)	(21,153)	(16,736)
<b>Loss and total comprehensive income for the period attributable to:</b>					
Owners of the Company		(7,423)	(3,485)	(21,153)	(16,736)

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (Continued)

For the three and nine months ended 30 September 2023

	Notes	Three months ended 30 September		Nine months ended 30 September	
		2023 (Unaudited) HK\$ cent	2022 (Unaudited) HK\$ cent	2023 (Unaudited) HK\$ cent	2022 (Unaudited) HK\$ cent
<b>LOSS PER SHARE</b>					
<b>ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	10				
<b>From continuing and discontinued operations</b>					
Basic and diluted		<b>(1.28)</b>	(0.62)	<b>(3.71)</b>	(3.27)
<b>From continuing operations</b>					
Basic and diluted		<b>(1.28)</b>	(1.12)	<b>(3.71)</b>	(3.72)
<b>From discontinued operation</b>					
Basic and diluted		<b>N/A</b>	0.50	<b>N/A</b>	0.45

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 December 2022 (Audited) HK\$'000
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment	11	1,030	1,903
Statutory deposit		—	510
Goodwill	12	5,600	5,600
Intangible assets	13	15,187	16,467
Right-of-use assets	14	3,878	6,562
Interests in associates		—	522
Financial assets at fair value through other comprehensive income	15	3,053	3,053
Financial assets at fair value through profit or loss		372	372
Rental deposits		1,354	1,354
<b>Total non-current assets</b>		<b>30,474</b>	<b>36,343</b>
<b>Current assets</b>			
Inventories		418	418
Trade receivables	16	2,411	2,383
Contract assets		451	349
Prepayments, deposits and other receivables		3,681	627
Loans receivable	17	4,894	3,703
Financial assets at fair value through profit or loss		2,220	312
Tax recoverables		—	156
Bank balances — trust accounts	18	91	11,775
Bank balances and cash — general accounts	18	8,958	23,031
<b>Total current assets</b>		<b>23,124</b>	<b>42,754</b>
<b>Current liabilities</b>			
Trade payables	20	91	13,083
Contract liabilities		—	88
Other payables and accruals		4,923	2,495
Lease liabilities	19	3,631	3,830
Convertible bonds	21	—	12,935
Tax payables		191	—
<b>Total current liabilities</b>		<b>8,836</b>	<b>32,431</b>
<b>Net current assets</b>		<b>14,288</b>	<b>10,323</b>
<b>Total assets less current liabilities</b>		<b>44,762</b>	<b>46,666</b>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

	Notes	As at 30 September 2023 (Unaudited) HK\$'000	As at 31 December 2022 (Audited) HK\$'000
<b>Non-current liabilities</b>			
Deferred tax liabilities		401	431
Convertible bonds	21	74,958	72,175
Lease liabilities	19	—	2,995
Total non-current liabilities		75,359	75,601
<b>Net liabilities</b>		<b>(30,597)</b>	(28,935)
<b>EQUITY</b>			
Share capital	22	60,440	56,673
Reserves		(91,037)	(85,608)
<b>Total deficiency</b>		<b>(30,597)</b>	(28,935)

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Attributable to owners of the Company									
	Share capital (Unaudited) HK\$'000	Share premium* (Unaudited) HK\$'000	Contributed surplus* (Unaudited) HK\$'000	Equity component of convertible bonds* (Unaudited) HK\$'000	Share option reserve* (Unaudited) HK\$'000	Capital reduction reserve* (Unaudited) HK\$'000	Fair value through other comprehensive income reserve* (Unaudited) HK\$'000	Other reserve* (Unaudited) HK\$'000	Accumulated losses* (Unaudited) HK\$'000	Total equity (Unaudited) HK\$'000
As at 1 January 2022	48,506	1,114,228	66,710	51,928	25,518	163,191	185	(6,548)	(1,491,213)	(27,495)
Loss and total comprehensive income	—	—	—	—	—	—	—	—	(16,736)	(16,736)
Issuance of consideration shares (Note 22)	6,667	8,466	—	—	—	—	—	—	—	15,133
Issuance of shares (Note 22)	1,500	1,650	—	—	—	—	—	—	—	3,150
Lapsed of share options	—	—	—	—	(25,042)	—	—	—	25,042	—
Release of contributed surplus upon disposal of subsidiaries	—	—	(48,507)	—	—	—	—	—	48,507	—
Redemption of convertible bonds	—	—	—	(402)	—	—	—	—	43	(359)
As at 30 September 2022	56,673	1,124,344	18,203	51,526	476	163,191	185	(6,548)	(1,434,357)	(26,307)
<b>As at 1 January 2023</b>	<b>56,673</b>	<b>1,124,344</b>	<b>68,873</b>	<b>9,998</b>	<b>461</b>	<b>163,191</b>	<b>(1,677)</b>	<b>(6,548)</b>	<b>(1,444,250)</b>	<b>(28,935)</b>
Loss and total comprehensive income	—	—	—	—	—	—	—	—	(21,153)	(21,153)
Issuance of shares (Note 22)	3,767	303	—	—	—	—	—	—	—	4,070
Lapsed of share options	—	—	—	—	(53)	—	—	—	53	—
Modification of the terms of convertible bonds	—	—	(3,558)	18,979	—	—	—	—	—	15,421
As at 30 September 2023	60,440	1,124,647	65,315	28,977	408	163,191	(1,677)	(6,548)	(1,465,350)	(30,597)

\* These reserve accounts comprised the reserve balance as presented in the condensed consolidated statement of financial position.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

*For the nine months ended 30 September 2023*

### 1. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated quarterly results have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“**HKASs**”) and Interpretations issued by Hong Kong Institute of Certified Public Accountants (“**HKICPA**”).

The unaudited condensed consolidated quarterly results also comply with the applicable disclosure provisions of the GEM Listing Rules.

The unaudited condensed consolidated quarterly results have been prepared under the historical cost convention except for certain financial instruments which are measured at fair values. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The unaudited condensed consolidated quarterly results should be read in conjunction with the Group’s audited annual financial statements for the year ended 31 December 2022 (the “**2022 Annual Report**”). The accounting policies and methods of computation adopted are consistent with those followed in the preparation of the 2022 Annual Report.

The Group has adopted the standards, amendments and interpretations that have been issued and effective for the accounting period beginning on 1 January 2023. The adoption of such standards, amendments and interpretations does not have any material financial effect on this quarterly results.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 2. REVENUE AND SEGMENT REPORTING

- 2.1 Revenue represents income from financial services operations, income from corporate consulting operations and income from digital business and entertainment operations during the three months and nine months ended.

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
<b>Continuing operations</b>				
Service income:				
Financial services business	461	4,393	2,558	10,383
Corporate consulting business	863	1,190	3,142	3,835
Digital business	810	825	1,219	825
Revenue from contract with customers	2,134	6,408	6,919	15,043
Interest income from financial services business	140	160	386	497
	2,274	6,568	7,305	15,540
Timing of revenue recognition:				
— At a point in time	—	152	154	622
— Over time	2,134	6,256	6,765	14,421
	2,134	6,408	6,919	15,043



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 2. REVENUE AND SEGMENT REPORTING (Continued)

#### 2.2 Segment reporting

##### (a) Reportable segments

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions. The chief operating decision-maker has been identified as the Company's executive directors.

During the period ended 30 September 2022, the Group has completed the disposal of the trading business. In accordance with HKFRS 5, the segment of trading business for the nine months ended 30 September 2022 was presented as discontinued operation in the Group's condensed consolidated financial statements. Further details regarding the results of the discontinued operation is set out in note 3 to the condensed consolidated financial statements.

The Group currently has three reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies as follows:

- (a) The financial services business includes the securities brokerage business, provision of corporate finance advisory services, asset management business and money lending business;
- (b) The corporate consulting business segment is engaged in the provision of company secretarial services, accounting and financial reporting services and management consulting services; and
- (c) The digital business segment is engaged to leverage blockchain, artificial intelligence, and immersive interaction technologies to create value and protection to individuals, creators, artists, businesses and brand owners, and offer various opportunities within the entertainment sector, including the organisation/production of and investment in concerts, events and festivals. This business segment has established by the Group since 4 July 2022.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 2. REVENUE AND SEGMENT REPORTING (Continued)

#### 2.2 Segment reporting (Continued)

##### (b) Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments:

#### For the nine months ended 30 September 2023

	Financial services business (Unaudited) HK\$'000	Corporate consulting business (Unaudited) HK\$'000	Digital business (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
Segment revenue	2,944	3,142	1,219	7,305
Segment (loss)/profit	(1,004)	2,069	(2,530)	(1,465)
Finance costs				(9,496)
Unallocated corporate expenses				(9,874)
Loss before income tax from continuing operations				(20,835)

#### For the nine months ended 30 September 2022

	Financial services business (Unaudited) HK\$'000	Corporate consulting business (Unaudited) HK\$'000	Digital business (Unaudited) HK\$'000	Total (Unaudited) HK\$'000
Segment revenue	10,880	3,835	825	15,540
Segment profit/(loss)	5,219	1,582	(1,133)	5,668
Finance costs				(10,122)
Unallocated corporate expenses				(13,273)
Loss before income tax from continuing operations				(17,727)

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 2. REVENUE AND SEGMENT REPORTING (Continued)

#### 2.2 Segment reporting (Continued)

##### (c) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
<b>Segment assets</b>		
Financial services business	<b>18,508</b>	32,447
Corporate consulting business	<b>7,172</b>	6,511
Digital business	<b>16,217</b>	15,743
Total segment assets	<b>41,897</b>	54,701
Unallocated bank balances and cash	<b>676</b>	12,312
Unallocated corporate assets	<b>11,025</b>	12,084
<b>Consolidated total assets</b>	<b>53,598</b>	79,097
<b>Segment liabilities</b>		
Financial services business	<b>1,877</b>	15,295
Corporate consulting business	<b>692</b>	200
Digital business	<b>5</b>	229
Total segment liabilities	<b>2,574</b>	15,724
Convertible bonds	<b>74,958</b>	85,110
Unallocated corporate liabilities	<b>6,663</b>	7,198
<b>Consolidated total liabilities</b>	<b>84,195</b>	108,032

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 2. REVENUE AND SEGMENT REPORTING (Continued)

#### 2.2 Segment reporting (Continued)

##### (d) Geographical information

For the nine months ended 30 September 2023 and 2022, the Group's revenue from external customers (including continuing and discontinued operations) is derived solely from its operations in Hong Kong (place of domicile), where all of the Group's non-current assets are located in Hong Kong. The geographical location of external customers is based on the location at which the goods are delivered and services rendered.

##### (e) Major customers

Revenues from customers contributing over 10% of the total revenue of the Group are as follows:

	Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Customer A		
— financial services business	N/A	5,363

There is no significant revenue that is more than 10% of the Group's revenue derived from specific external customers for the nine months ended 30 September 2023.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 3. DISCONTINUED OPERATION

On 23 September 2022, the Group has completed disposing the trading business to an independent third party.

Trading business represented the separate line of major business and is classified as discontinued operation for the three and nine months ended 30 September 2022. For the purpose of presenting discontinued operation, the comparative condensed consolidated statement of comprehensive income and the related notes have been represented.

The results of the trading business for the three and nine months ended 30 September 2022 are as follows:

	Three months ended 30 September 2022 (Unaudited) HK\$'000	Nine months ended 30 September 2022 (Unaudited) HK\$'000
Revenue	—	2,534
Cost of sales	—	(2,147)
Other income	54	133
Operating and administrative expenses	(69)	(1,051)
Loss before income tax	(15)	(531)
Income tax	—	—
Loss after income tax from discontinued operation	(15)	(531)
Gain on disposal of subsidiaries ( <i>Note 5</i> )	2,811	2,811
Profit for the period from discontinued operation	2,796	2,280

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 4. OTHER INCOME AND GAINS/(LOSSES)

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
<b>Continuing operations</b>				
Interest income on bank deposit	14	4	174	8
Other operating income	—	—	1,301	206
Change in fair value of financial assets at fair value through profit or loss	75	(391)	91	(429)
Government grants <i>(Note)</i>	—	181	—	621
Gain on redemption of convertible bonds <i>(Note 21)</i>	—	238	—	238
Sundry income	912	18	1,008	54
	<b>1,001</b>	50	<b>2,574</b>	698

*Note:*

The government grants represented a one-off subsidy under Employment Support Scheme launched by the Government of the Hong Kong Special Administrative Region for the nine months ended 30 September 2022. There are no unfulfilled conditions and other contingencies attached to the receipts of those subsidies.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 5. GAIN ON DISPOSAL OF SUBSIDIARIES

On 23 September 2022, the Company as the vendor entered into the sale and purchase agreement with an independent third party, to dispose the entire issued share capital of End User Investments Limited, a wholly-owned subsidiary, at a consideration of HK\$1. The disposal was completed on the same day. Gain on disposal of subsidiaries amounted to HK\$2,811,000 has been recognised in the condensed consolidated statement of profit or loss and other comprehensive income for the nine months ended 30 September 2022.

### 6. FINANCE COSTS

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
<b>Continuing operations</b>				
Imputed interest on convertible bonds <i>(Note)</i>	3,062	3,403	9,337	9,874
Interest on other payables	15	—	15	—
Interest on lease liabilities	51	96	185	319
	<b>3,128</b>	3,499	<b>9,537</b>	10,193

Note: It represents the imputed interest on the liability component of the convertible bonds for both periods.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 7. LOSS BEFORE INCOME TAX

Loss before income tax is arrived at after charging:

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
<b>Continuing operations</b>				
Depreciation expenses in respect of:				
Right-of-use assets	895	895	2,684	2,685
Property, plant and equipment	291	292	873	879
Amortisation of intangible assets	427	422	1,280	536
Staff costs (including Directors' emoluments)	3,412	3,502	10,408	12,329

### 8. INCOME TAX EXPENSE

Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of qualifying corporations will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities in Hong Kong that are not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Hong Kong profits tax:				
— current	15	692	348	1,317
Deferred tax	(10)	(9)	(30)	(28)
	5	683	318	1,289

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 9. DIVIDEND

No quarterly dividend has been paid or declared by the Company during the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

### 10. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company are based on the following data:

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
	Loss attributable to owners of the Company for the purpose of calculating basic and diluted loss per share:			
Continuing operations	(7,423)	(6,281)	(21,153)	(19,016)
Discontinued operation	—	2,796	—	2,280
Total loss attributable to owners of the Company from continuing and discontinued operations	(7,423)	(3,485)	(21,153)	(16,736)

	Number of shares			
	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited) '000	2022 (Unaudited) '000	2023 (Unaudited) '000	2022 (Unaudited) '000
<b>Shares</b>				
Weighted average number of ordinary shares for the purpose of basic and diluted loss per share	579,147	563,577	570,883	511,521

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 10. LOSS PER SHARE (Continued)

The calculation of basic and diluted loss per share for the nine months ended 30 September 2023 is based on the loss attributable to ordinary equity shareholders of the Company, and the weighted average number of 570,883,000 (nine months ended 30 September 2022: 511,521,000) ordinary shares in issue.

Diluted loss per share amount for both periods were not presented because the impact of the exercise of the share options and convertible bonds was anti-dilutive. Potential ordinary shares are dilutive when and only when their conversion into ordinary shares would increase loss per share attributable to owners of the Company.

### 11. PROPERTY, PLANT AND EQUIPMENT

During the nine months ended 30 September 2023, the Group had no addition and disposal of property, plant and equipment (year ended 31 December 2022: additions of computer and office equipment of approximately HK\$26,000 and no disposal).

### 12. GOODWILL

	HK\$'000
<b>COST:</b>	
At 1 January 2022 (audited)	11,273
Acquisition of a subsidiary ( <i>Note 23</i> )	130
At 31 December 2022 (audited), 1 January 2023 (audited) and 30 September 2023 (unaudited)	<b>11,403</b>
<b>ACCUMULATED IMPAIRMENT LOSSES:</b>	
At 1 January 2022 (audited), 31 December 2022 (audited), 1 January 2023 (audited) and 30 September 2023 (unaudited)	<b>5,803</b>
<b>NET CARRYING AMOUNT:</b>	
At 30 September 2023 (unaudited)	<b>5,600</b>
At 31 December 2022 (audited)	5,600

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 13. INTANGIBLE ASSETS

	Trading right <i>(Note (a))</i>	Customer relationship <i>(Note (b))</i>	Blockchain technology <i>(Note (c))</i>	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>COST:</b>				
1 January 2022 (audited)	5,705	1,140	—	6,845
Acquisition of a subsidiary <i>(Note 23)</i>	—	—	14,040	14,040
At 31 December 2022 (audited), 1 January 2023 (audited) and 30 September 2023 (unaudited)	<b>5,705</b>	<b>1,140</b>	<b>14,040</b>	<b>20,885</b>
<b>ACCUMULATED AMORTISATION AND IMPAIRMENT LOSSES:</b>				
At 1 January 2022 (audited)	2,805	646	—	3,451
Amortisation for the year	—	228	739	967
At 31 December 2022 (audited) and 1 January 2023 (audited)	<b>2,805</b>	<b>874</b>	<b>739</b>	<b>4,418</b>
Amortisation for the period	—	171	1,109	1,280
At 30 September 2023 (unaudited)	<b>2,805</b>	<b>1,045</b>	<b>1,848</b>	<b>5,698</b>
<b>NET CARRYING AMOUNT:</b>				
At 30 September 2023 (unaudited)	<b>2,900</b>	<b>95</b>	<b>12,192</b>	<b>15,187</b>
At 31 December 2022 (audited)	2,900	266	13,301	16,467

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 13. INTANGIBLE ASSETS (Continued)

Notes:

- (a) The Group holds two trading rights of the business carrying on the regulated activities of Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Trading right have indefinite useful life and therefore no amortisation has been provided.
- (b) Customer relationship of HK\$1,140,000 represented the intangible asset arose from the acquisition of corporate consulting business and was valued as of the respective date of acquisition by an independent qualified valuer on the basis of the excess earnings method under the income approach. The management of the Group considered customer relationship has finite useful lives of 5 years and is amortised on a straight-line basis.
- (c) Blockchain technology of HK\$14,040,000 represented the intangible assets arose from the acquisition of digital business during the year ended 31 December 2022.

As at 30 September 2023, blockchain technology with the net carrying amount of HK\$12,192,000 (31 December 2022: HK\$13,301,000) is attributable to the cash-generating unit of digital business with which the goodwill amount is recognised. The management of the Group considered blockchain technology has finite useful lives and is amortised on a straight-line basis over 9.5 years.

No impairment loss was recognised during the nine months ended 30 September 2023 and year ended 31 December 2022.

There was no addition of intangible assets for the nine months ended 30 September 2023.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 14. RIGHT-OF-USE ASSETS

	HK\$'000
<b>COST:</b>	
At 1 January 2022 (audited), 31 December 2022 (audited), 1 January 2023 (audited) and 30 September 2023 (unaudited)	<b>10,498</b>
<b>ACCUMULATED DEPRECIATION:</b>	
At 1 January 2022 (audited)	356
Depreciation for the year	3,580
At 31 December 2022 (audited) and 1 January 2023 (audited)	<b>3,936</b>
Depreciation for the period	<b>2,684</b>
At 30 September 2023 (unaudited)	<b>6,620</b>
<b>NET CARRYING AMOUNT:</b>	
At 30 September 2023 (unaudited)	<b>3,878</b>
At 31 December 2022 (audited)	6,562

The right-of-use assets represent the Group's rights to use underlying leased premises under operating lease arrangements over the lease terms, which are stated at cost less accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 15. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

On 22 February 2022, the Group acquired 43.75% of the issued share capital of a private company, with the aim of involving in special purpose acquisition company projects (the "SPAC" projects) with 2.88% effective equity interest, at a consideration of US\$350,000 (equivalent to approximately HK\$2,730,000). The investment was recognised as financial asset at fair value through other comprehensive income and its carrying amount is HK\$1,265,000 (31 December 2022: HK\$1,265,000). No change in fair value has been dealt with in other comprehensive income and fair value through other comprehensive income reserve for the nine months ended 30 September 2023 (year ended 31 December 2022: decrease in fair value of approximately HK\$1,465,000). On 6 October 2023, the SPAC projects is terminated and the Group is entitled to a refund of USD242,900 (equivalent to approximately HK\$1,895,000), which represents 69.4% of the original USD350,000 (equivalent to approximately HK\$2,730,000) subscription funds.

On 16 August 2019, the Group acquired 10% of the issued share capital of a private company, which is engaged in insurance technology industry, as financial assets at fair value through other comprehensive income at cash consideration of HK\$2,000,000. As at 30 September 2023, the Group's shareholding in this private company was approximately 9.55% (31 December 2022: 9.55%) and the carrying amount of financial asset at fair value through other comprehensive income is HK\$1,788,000 (31 December 2022: HK\$1,788,000). No change in fair value has been dealt with in other comprehensive income and fair value through other comprehensive income reserve for the nine months ended 30 September 2023 (year ended 31 December 2022: decrease in fair value of approximately HK\$397,000).

### 16. TRADE RECEIVABLES

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Trade receivables	<b>3,311</b>	6,280
Less: Provision for impairment losses	<b>(900)</b>	(3,897)
	<b>2,411</b>	2,383

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 16. TRADE RECEIVABLES (Continued)

An aged analysis of the trade receivables as at the end of the reporting date, based on the invoice date and net of impairment, are as follows:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Within 30 days	<b>1,248</b>	1,952
31 to 60 days	<b>464</b>	236
61 to 120 days	<b>117</b>	77
Over 120 days	<b>582</b>	118
	<b>2,411</b>	2,383

As at 30 September 2023, no trade receivables balance arising from securities brokerage services (31 December 2022: HK\$1,731,000).

The aged analysis of the trade receivables that are not considered to be impaired is as follows:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Not impaired	<b>2,411</b>	2,383

Receivables that were not impaired relate to customers for whom there were no recent history of default. The Group does not hold any collateral over these balances.



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 17. LOANS RECEIVABLE

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Gross loan and interest receivables	<b>5,246</b>	4,789
Less: Provision for impairment loss	<b>(352)</b>	(1,086)
	<b>4,894</b>	3,703

As at 30 September 2023, loans receivable with gross principal amount of HK\$5,180,000 (31 December 2022: HK\$4,720,000) in aggregate and related gross interest receivables of HK\$66,000 (31 December 2022: HK\$69,000) were due from four (31 December 2022: three) independent third parties. These loans are interest-bearing at rates ranging from 8% to 15% (31 December 2022: 8% to 12%) per annum and was repayable within twelve months from the end of the reporting period and therefore were classified as current assets as at 30 September 2023 and 31 December 2022.

As at 30 September 2023 and 31 December 2022, the Group hold no collateral over loans receivable. Reversal of impairment loss of HK\$734,000 (year ended 31 December 2022: impairment loss of HK\$814,000) has been recognised in the condensed consolidated statement of profit or loss and other comprehensive income for the nine months ended 30 September 2023.

The movements in the expected credit loss for loans receivable for the nine months ended 30 September 2023 and year ended 31 December 2022 are as follows:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
At beginning of the period/year	<b>1,086</b>	272
(Reversal of impairment loss)/impairment loss for the period/year	<b>(734)</b>	814
At end of the period/year	<b>352</b>	1,086

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 17. LOANS RECEIVABLE (Continued)

Reconciliation of gross carrying amount for loans receivable for the nine months ended 30 September 2023 and year ended 31 December 2022 are as follows:

	<b>Stage 1</b> HK\$'000	<b>Stage 2</b> HK\$'000	<b>Total</b> HK\$'000
At 1 January 2022 (audited)	1,007	4,407	5,414
New loans originated	5,084	886	5,970
Repayment	(5,084)	(1,511)	(6,595)
Transfer	(1,007)	1,007	—
At 31 December 2022 (audited) and 1 January 2023	—	<b>4,789</b>	<b>4,789</b>
New loans originated	<b>2,283</b>	<b>304</b>	<b>2,587</b>
Repayment	<b>(81)</b>	<b>(2,049)</b>	<b>(2,130)</b>
At 30 September 2023 (unaudited)	<b>2,202</b>	<b>3,044</b>	<b>5,246</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 17. LOANS RECEIVABLE (Continued)

The movements in the expected credit loss in respect of loans receivable for the nine months ended 30 September 2023 and year ended 31 December 2022 are as follows:

	<b>Stage 1</b> HK\$'000	<b>Stage 2</b> HK\$'000	<b>Total</b> HK\$'000
At 1 January 2022 (audited)	29	243	272
Impairment loss for the year	—	814	814
Transfer	(29)	29	—
At 31 December 2022 (audited) and 1 January 2023	—	<b>1,086</b>	<b>1,086</b>
Impairment loss/(reversal of impairment loss) for the period	<b>1</b>	<b>(735)</b>	<b>(734)</b>
At 30 September 2023 (unaudited)	<b>1</b>	<b>351</b>	<b>352</b>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 18. BANK BALANCES AND CASH

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Bank balances — trust accounts <i>(Note)</i>	<b>91</b>	11,775
Bank balances and cash — general accounts	<b>8,958</b>	23,031
	<b>9,049</b>	34,806

*Note:* The Group receives and holds money deposited by clients in the course of the conduct of the regulated activities. These clients money are maintained in one trust bank account and bear interest at commercial rates. The Group has recognised the corresponding trade payables to respective clients.

As at 30 September 2023, the Group's bank balances and cash — general accounts amounted to approximately HK\$8,958,000 (31 December 2022: approximately HK\$23,031,000), approximately HK\$80,000 was denominated in Renminbi and approximately HK\$8,878,000 was denominated in Hong Kong dollars (31 December 2022: approximately HK\$80,000 and approximately HK\$22,951,000 respectively).

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 19. LEASE LIABILITIES

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Minimum lease payments due		
— Within one year	<b>3,720</b>	4,056
— In second to fifth years, inclusive	<b>—</b>	3,043
	<b>3,720</b>	7,099
Less: Future finance charges	<b>(89)</b>	(274)
Present value of lease liabilities	<b>3,631</b>	6,825
	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Within one year	<b>3,631</b>	3,830
In second to fifth years, inclusive	<b>—</b>	2,995
	<b>3,631</b>	6,825

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 20. TRADE PAYABLES

An aged analysis of trade payables as at the end of reporting date based on the invoice date/contractual term, are as follows:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
Within 30 days	<b>91</b>	12,979
31 to 60 days	—	—
61 to 120 days	—	104
Over 120 days	—	—
	<b>91</b>	13,083

As at 30 September 2023, the balance of HK\$91,000 (31 December 2022: HK\$12,778,000) represented the trade payables arising from securities brokerage services.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 21. CONVERTIBLE BONDS

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
2008 CBs (as defined below)	—	12,935
2022 CBs (as defined below)	<b>67,535</b>	72,175
2023 CB (as defined below)	<b>7,423</b>	—
	<b>74,958</b>	85,110

The movement of the liability component of the convertible bonds was as follows:

	<b>As at 30 September 2023 (Unaudited) HK\$'000</b>	As at 31 December 2022 (Audited) HK\$'000
At beginning of the period/year	<b>85,110</b>	85,557
Interest charged	<b>9,337</b>	13,319
Issuance of convertible bonds	<b>7,326</b>	72,118
Redemption of convertible bonds	—	(3,494)
Modification of the terms of convertible bonds	<b>(26,815)</b>	(82,390)
At the end of the period/year	<b>74,958</b>	85,110

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 21. CONVERTIBLE BONDS (Continued)

Notes:

1. On 14 July 2023, the Company entered into the subscription agreement with Team Sunny International Holdings Limited ("**Team Sunny**"), pursuant to which Team Sunny conditionally agreed to subscribe and the Company conditionally agreed to issue the convertible bond (the "**2023 CB**") in the principal amount of HK\$10,000,000 (which are convertible into conversion shares at the conversion price of HK\$0.108 per conversion share (subject to adjustments)) for the settlement of the outstanding debts due from the Company to the holders of 2008 CBs in aggregate of HK\$10,000,000. The subscription amount payable by Team Sunny under the subscription agreement shall be satisfied by way of offsetting (i) the aggregate principal amount of HK\$10,000,000 under the convertible bonds as part of the consideration for the acquisition of forest concessions in Papua, Indonesia issued by the Company on 12 August 2008 ("**2008 CBs**") and payable by the Company to the holders of 2008 CBs.
2. On 14 November 2022, the Company entered into the subscription agreement with Team Sunny, pursuant to which Team Sunny conditionally agreed to subscribe and the Company conditionally agreed to issue the convertible bonds (the "**2022 CBs**") in the principal amount of HK\$91,000,000 for the settlement of the outstanding debts due from the Company to Team Sunny in aggregate of HK\$91,000,000. The subscription amount payable by Team Sunny under the subscription agreement shall be satisfied by way of offsetting (i) the principal amount of HK\$55,000,000 under the 2008 CBs and payable by the Company to Team Sunny; and (ii) the outstanding principal amount of HK\$36,000,000 under the convertible bonds issued to Team Sunny by the Company on 10 January 2020 ("**Team Sunny CB**") and payable by the Company to Team Sunny.

The conversion price per conversion share for HK\$55,000,000 of the principal amount of the 2022 CBs for the period from the date of issue of the 2022 CBs up to and including 12 August 2023 shall be HK\$0.90 per conversion share and for the period from 13 August 2023 up to and including the maturity date shall be HK\$0.186 per conversion share; and the conversion price per conversion share for HK\$36,000,000 of the principal amount of the 2022 CBs for the period from the date of issue of the 2022 CBs up to and including 21 May 2023 shall be HK\$0.903 per conversion share and for the period from 22 May 2023 up to and including the maturity date shall be HK\$0.186 per conversion share.

On 28 December 2022, the subscription took place and the 2022 CBs in the principal amount of HK\$91,000,000 were issued to Team Sunny.





## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 21. CONVERTIBLE BONDS (Continued)

Notes: (Continued)

3. On 28 December 2022, upon the completion of the subscription and issue of 2022 CBs, the principal amount of HK\$55,000,000 of the 2008 CBs was offset and settled with the subscription price of 2022 CBs. The conversion price per conversion share for HK\$14,068,000 of the remaining principal amount of the 2008 CBs up to and including 13 August 2023 shall be HK\$0.90 per conversion share.

On 31 August 2023, upon the completion of the subscription and issue of 2023 CB and the completion of share subscription, all the outstanding principal amount of 2008 CBs was offset and settled with the subscription price of 2023 CB and the share subscription price.

4. On 6 July 2022, 15 November 2022, 29 November 2022 and 13 December 2022 the Company made a partial redemption in the aggregated principal amount in aggregate of HK\$3,805,651 on part of the Team Sunny CB. On 28 December 2022, upon the completion of the subscription and issue of 2022 CBs, all the principal amount of Team Sunny CB was offset and settled with the subscription price of 2022 CBs.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 22. SHARE CAPITAL

	Notes	Number of shares in '000	Nominal values HK\$'000
<b>Authorised:</b>			
At 1 January 2022 (audited), 31 December 2022 (audited), 1 January 2023 (audited) and 30 September 2023 (unaudited)			
Ordinary shares of HK\$0.1 each		<b>2,000,000</b>	<b>200,000</b>
<b>Issued and fully paid:</b>			
At 1 January 2022 (audited)			
Ordinary shares of HK\$0.1 each		485,062	48,506
Issuance of consideration shares	2	66,667	6,667
Issuance of shares upon placing	3	15,000	1,500
At 31 December 2022 (audited) and 1 January 2023 (audited)			
<b>Ordinary shares of HK\$0.1 each</b>		<b>566,729</b>	<b>56,673</b>
Issuance of shares upon subscription	1	<b>37,667</b>	<b>3,767</b>
At 30 September 2023 (unaudited)			
<b>Ordinary shares of HK\$0.1 each</b>		<b>604,396</b>	<b>60,440</b>

Notes:

- On 31 August 2023, the Company completed a share subscription with Team Sunny, the subscriber, by allotment and issue of 37,666,666 shares at the subscription price of HK\$0.108 per subscription share.
- On 4 July 2022, the Company allotted and issued 66,666,663 shares in respect of the acquisition of NOIZChain Limited ("NOIZChain") pursuant to the sale and purchase agreement dated 13 June 2022.
- On 7 July 2022, the Company completed a share subscription with Oriental Watch Holdings Limited, the subscriber, by the allotment and issue of 15,000,000 shares at the subscription price of HK\$0.21 per subscription share.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 23. ACQUISITION OF A SUBSIDIARY

On 4 July 2022, the Group completed the acquisition of the entire issued share capital in NOIZChain at a consideration of approximately of HK\$15,133,000. The consideration (the "Consideration") was satisfied by the Company by the allotment and issue of an aggregate of 66,666,663 consideration shares to the vendors at the issue price of approximately HK\$0.227 per consideration share. NOIZChain is principally engaged in digital business. The Group has been diversified into the business area harnessing blockchain, artificial intelligence, and immersive interaction technologies to create value and protection to individuals, creators, artists and brand owners.

The fair values of identifiable assets and liabilities arising from the acquisition of NOIZChain as at the date of acquisition were as follows:

	<b>Fair value</b>
	HK\$'000
Property, plant and equipment	3
Intangible assets	14,040
Interest in an associate	146
Inventories	418
Trade receivables	360
Prepayments, deposits and other receivables	1
Bank balances and cash	92
Deferred tax assets	90
Trade payables	(109)
Other payables and accruals	(91)
	<hr/>
Fair value of net assets acquired	14,950
	<hr/>
Net cash inflow from acquisition of a subsidiary:	
Cash consideration paid	—
Cash and cash equivalents in a subsidiary acquired	92
	<hr/>
Net cash inflow	92
	<hr/>

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 23. ACQUISITION OF A SUBSIDIARY (Continued)

	HK\$'000
Total consideration satisfied by consideration shares issued at fair value	15,133
Less: Fair value of put option arising in the acquisition	(53)
Fair value of net assets acquired	(14,950)
Goodwill	130

Pursuant to the terms of the sale and purchase agreement dated 13 June 2022 entered into between Benefit Palace Limited (the "**Purchaser**") and the six vendors (the "**Vendors**"), each of the Vendors hereby irrevocably and unconditionally grants the Purchaser (or its nominee(s) or its successor(s)) the put option (the "**Put Option**"), pursuant to which the Purchaser (or its nominee(s) or its successor(s)) shall be entitled to require the Vendors to buy back all the entire issued share capital in NOIZChain held by the Purchaser (or its nominee(s) or its successor(s)) (the "**Repurchase**"). The consideration for the Repurchase will be the same as the Consideration.

The Purchaser (or its nominee(s) or its successor(s)) shall not exercise the Put Option unless NOIZChain recorded an audited consolidated negative cash flows from operating activities as calculated in accordance with HKFRSs for the year ending 31 December 2023 as shown in the audited consolidated financial statement of NOIZChain for the year ending 31 December 2023.

At the completion date, the put option amount is determined by the Directors with reference to a valuation report issued by an independent qualified valuer. The put option is stated at fair value and presented as financial assets at fair value through profit of loss in the consolidated statement of financial position.

The goodwill of HK\$130,000, which is not deductible for tax purposes, comprises the acquired workforce and the expected future growth of digital business to diversify the revenue stream of the existing business of the Group.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For the nine months ended 30 September 2023

### 24. RELATED PARTY TRANSACTIONS

Save as disclosed in elsewhere to the unaudited condensed consolidated financial statements, the Group has the following related party transactions.

Name of related party	Relationship	Nature of transaction	Three months ended 30 September		Nine months ended 30 September	
			2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000	2023 (Unaudited) HK\$'000	2022 (Unaudited) HK\$'000
Mr. Wong Hin Shek	Director	Commission income from dealing in securities	—	21	7	96
		Loan interest charged	15	—	15	—
Related companies	Common director	Corporate consulting service income	120	158	392	398

Total compensation paid to key management personnel during the nine months ended 30 September 2023 amounted to HK\$2,329,000 (nine months ended 30 September 2022: HK\$2,367,000).



## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL AND BUSINESS REVIEW

During the nine months ended 30 September 2023, the Group is principally engaged in (i) financial services business including securities brokerage services, provision of corporate finance advisory services, asset management business and money lending services; (ii) corporate consulting business including company secretarial services, accounting and financial reporting services and management consulting services; and (iii) digital business and entertainment operations that leverages blockchain, artificial intelligence, and immersive interaction technologies to create value and protection to individuals, creators, artists, businesses and brand owners, and offers various opportunities within the entertainment sector, including the organisation/production of and investment in concerts, events and festivals.

Since the performance of the trading business was unsatisfactory for the past years, on 23 September 2022, the Group disposed of the trading business to an independent third party. Upon the disposal, the Group ceased to have any interest in the trading business. The disposal allowed the Group to reallocate more resources on the remaining businesses.

For the nine months ended 30 September 2023, the Group's continuing operations recorded revenue of approximately HK\$7.3 million (nine months ended 30 September 2022: approximately HK\$15.5 million). Loss for the period attributable to owners of the Company was approximately HK\$21.2 million (nine months ended 30 September 2022: approximately HK\$16.7 million). The increase in loss was mainly attributable to (i) the decline in revenue of approximately HK\$8.0 million in financial services business resulted from the termination of asset management services by a private equity fund during the nine months ended 30 September 2023 and the decrease in number of corporate finance advisory engagements and advisory fee in average under a keen competitive environment in corporate finance sector; and (ii) the decrease in overall operating costs of approximately HK\$2.6 million to maintain the Group's competitiveness. Basic and diluted loss per share for continuing operations was approximately HK\$3.71 cents (nine months ended 30 September 2022: approximately HK\$3.72 cents).

#### Financial services business

The revenue for the nine months ended 30 September 2023 of the financial services business was approximately HK\$2.9 million (nine months ended 30 September 2022: approximately HK\$10.9 million) and a segment loss of approximately HK\$1.0 million (nine months ended 30 September 2022: segment profit of approximately HK\$5.2 million). The decline in revenue was mainly attributable to (i) the termination of asset management services by a private equity fund during the period; and (ii) the slight decrease in revenue in corporate finance advisory business due to a keen competitive environment across the corporate finance sector which significantly lowered the advisory fee in average.



## FINANCIAL AND BUSINESS REVIEW (Continued)

### Financial services business (Continued)

The Group's money lending business was conducted through its wholly-owned subsidiary, Merdeka Credit Limited, to grant loans to individuals and enterprises. The Group strived to adhere to a set of comprehensive policy and procedural manual in respect of loan approval, loan renewal, loan recovery, loan compliance, monitoring and anti-money laundering.

As at 30 September 2023, the Group had loans receivable with gross principal amount of approximately HK\$5.2 million (31 December 2022: approximately HK\$4.7 million). The Group recorded interest income from loans receivable of approximately HK\$0.4 million for the nine months ended 30 September 2023 (nine months ended 30 September 2022: approximately HK\$0.5 million).

During the nine months ended 30 September 2023, the Group granted 2 loans to an individual and an enterprise, all of them are independent third parties. As at 30 September 2023, 5 loans were outstanding, with terms ranging from 6 months to 29 months, interest rate ranging from 8% to 15% per annum and with no collaterals. As at 30 September 2023, the principal amount outstanding from the four largest borrowers of the Group together amounted to approximately HK\$5.2 million (representing 100.0% to the total loans receivable of the Group) while the principal amount outstanding from the largest borrower amounted to approximately HK\$2.0 million (representing approximately 38.5% to the total loans receivable of the Group).

The Group has adopted a credit policy to manage its money lending business which includes compliance with all applicable laws and regulations, credit assessment on potential borrower and his/its assets, the credibility of the potential borrower, the necessity in obtaining collaterals and determination of suitable interest rate to reflect the risk level of the provision of loan.

The Group has performed background and credit risk assessment on the potential borrowers before granting the loans by (a) global searching on their identity and background; (b) reviewing and assessing their financial information; and (c) performing an assessment on their creditability.

The Group also assesses and decides the necessity and the value of security/collateral for granting of each loan, whether to an individual or enterprise, on a case by case basis considering factors, including but not limited to, the repayment history, results of public search towards the borrower, the value and location of the assets owned by the borrower and the financial condition of the borrower.

In order to monitor the risks associated with loans receivable, subsequent repayment record of each loan receivable will be closely monitored and periodic reviews on loan portfolio will be conducted by the Group. In the event of failure to repay interest or principal amount by the due date, the Group will issue overdue payment reminders to the relevant borrower, instruct its legal advisers to issue demand letters for loans overdue for a longer period of time, negotiate with the borrower for the repayment or settlement of the loan and/or commences legal actions against the borrower.

## FINANCIAL AND BUSINESS REVIEW (Continued)

### Corporate consulting business

The performance of corporate consulting business remained stable that it recorded a revenue of approximately HK\$3.1 million (nine months ended 30 September 2022: approximately HK\$3.8 million) and recorded a segment profit of approximately HK\$2.1 million (nine months ended 30 September 2022: approximately HK\$1.6 million) during the nine months ended 30 September 2023. The slight drop in revenue for corporate consulting business was mainly attributable to the reduction of number of company secretarial clients.

### Digital business

Upon the completion of the acquisition of NOIZChain on 4 July 2022, the Group has been diversified into the business area harnessing blockchain, artificial intelligence, and immersive interaction technologies to create value and protection to individuals, creators, artists and brand owners. NOIZChain aims to create value by seizing novel growth opportunities in the creator economy in the entertainment industry, and at the same time to create diversified and innovative ways for audiences to enjoy immersive experiences.

The revenue for the nine months ended 30 September 2023 of digital business was approximately HK\$1.2 million (nine months ended 30 September 2022: approximately HK\$0.8 million) and a segment loss of approximately HK\$2.5 million (nine months ended 30 September 2022: approximately HK\$1.1 million). Some of the projects of digital business have been postponed due to the slump of the market sentiment as caused by the collapse of FTX (a global cryptocurrency exchange platform), Silicon Valley Bank and Signature Bank (both being crypto-friendly U.S. banks) in early 2023 and JPEX, the most recent case, in Hong Kong.

### Financial assets at fair value through profit or loss

As at 30 September 2023, the Group managed a listed security investment with fair value of approximately HK\$0.4 million (31 December 2022: approximately HK\$0.3 million). In view of the fluctuations in the global and local financial markets, the Board is always cautious of the prospects of the trading performance of the Group's portfolio of listed securities investments.

Details of the listed security investment as at 30 September 2023 and 31 December 2022 and gains/(losses) for the nine months ended 30 September 2023 and 2022 are as below:

### Gains for the nine months ended 30 September 2023

Name of listed securities	Stock code	Realised gains	Unrealised gains	Dividend received
		HK\$'000	HK\$'000	HK\$'000
ICO Group Limited	1460	—	24	—
Evergrande Property Services Group Limited	6666	—	67	—



## FINANCIAL AND BUSINESS REVIEW (Continued)

### Financial assets at fair value through profit or loss as at 30 September 2023

Name of listed securities	Stock code	Brief description of the business	Number of shares held	Proportion of shares held	Investment cost HK\$'000	Market value HK\$'000	Approximate Percentage to total assets value of the Group
ICO Group Limited	1460	Integrated IT service business	1,600,000	0.18%	312	336	0.6%
Evergrande Property Services Group Limited	6666	Integrated commercial properties service business	113,000	0.001%	995	67	0.1%

### Losses for the nine months ended 30 September 2022

Name of listed securities	Stock code	Realised losses HK\$'000	Unrealised losses HK\$'000	Dividend received HK\$'000
Evergrande Property Services Group Limited	6666	—	(298)	—
Differ Group Auto Limited	6878	(131)	—	—

### Financial assets at fair value through profit or loss as at 31 December 2022

Name of listed securities	Stock code	Brief description of the business	Number of shares held	Proportion of shares held	Investment cost HK\$'000	Market value HK\$'000	Approximate Percentage to total assets value of the Group
ICO Group Limited	1460	Integrated IT service business	1,600,000	0.18%	312	312	0.4%
Evergrande Property Services Group Limited	6666	Integrated commercial properties service business	113,000	0.001%	995	—	—



## OUTLOOK

The Group has been seeking suitable investment and business opportunities in light of the market conditions to create value for its shareholders in a long term and sustainable manner.

### Digital business

Following the completion of the acquisition of NOIZChain in the second half of 2022, the Group aims to leverage blockchain, artificial intelligence, and immersive interaction technologies to create value and protection to individuals, creators, artists, businesses and brand owners, and offer various opportunities within the entertainment sector, including the organization/production of and investment in concerts, events and festivals.

In June 2023, the Hong Kong Government announced the formation of the task force on promoting Web3 development, citing the potential benefits to many industries of the low cost and transparency in blockchain technology that underpins the idea of a decentralized Internet. The Company believes that the existing projects can be rebooted in the near future, and at the same time providing tremendous chances for digital business to possibly develop collaboration with the Hong Kong Government, as well as tapping into a broader customer base by catering to the growing demand for blockchain technology.

Furthermore, the Group has been appointed of and granted right to distribute (the “**Distribution**”) holographic products of Proto, Inc. (the “**Products**”) in Vietnam. The Company believes that 3D holographic display product offers unique and immersive experience and interaction for audiences, which can be broadly adopted, in particular, in education, training, communications, entertainment, branding & marketing and even healthcare industry.

It is expected that various concerts/events/festivals will be organised/co-organised by the Group in 2024, and the Distribution can provide the Company more options to leverage of technology and to deploy the Products to the forthcoming concerts/events/festivals to deliver exceptional and immersive experience to the audiences.

In longer term, the Company intends to utilise the Group’s blockchain technology to develop an all-round ecosystem at both devices and content level for creators (including education centers, brand owners, individual artists) to store, manage and access of their content on the blockchain to achieve the benefits of decentralized transparency, enhanced security, increased efficiency, and cost reduction, with the ultimate aim to assist all stakeholders to monetize of the ecosystem.



## OUTLOOK (Continued)

### Financial services business

With the deterioration of the Hong Kong financial markets and keen competition in the corporate financial advisory business, the Group intends to explore the possibility of diversification into other regional capital, such as United States, in order to expand its customer base. The Group will continue to diversify the portfolio of managed assets to revitalize the performance of the asset management business.

### Corporate consulting business

Given the worldwide awareness of corporate governance, the Group anticipates the demand from Hong Kong listed issuers requesting for professional services in relation to corporate governance matters and compliance with the appropriate local rules governing the listed companies in Hong Kong and other relevant legal and regulatory requirements will persist.

## CONVERTIBLE BONDS

### 2008 Convertible Bonds

On 10 January 2020, the Company and the holders of the 2008 CBs (the “**CB Holders**”) entered into the fourth supplemental deed, pursuant to which the Company and the CB Holders conditionally agreed to amend certain terms of the 2008 CBs such that (a) the maturity date of the 2008 CBs be extended for a further term of three years from 13 August 2020 to 12 August 2023; and (b) the conversion price of the 2008 CBs be revised from HK\$0.95 per conversion share to HK\$0.110 per conversion share with effect from 13 August 2020 (subject to adjustments). Save for the above amendments, all other terms of the 2008 CBs shall remain unchanged and valid. The amendments on 2008 CBs took effect on 18 May 2020.

On 29 June 2020, the Company made a partial redemption in the principal amount of HK\$55,000,000 on part of the 2008 CBs.

On 17 June 2021, upon the effective of the share consolidation on the basis that every ten (10) issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.10 each, the conversion price of 2008 CBs adjusted to HK\$1.10 per conversion share.

On 22 July 2021, the Company completed rights issue and allotted and issued 346,310,897 shares, on the basis of five (5) rights share for every two (2) shares held on 28 June 2021 at the subscription price of HK\$0.15 per rights share. Upon the completion of the 2021 Rights Issue, the conversion price of 2008 CB was adjusted to HK\$0.90 per conversion share.



## CONVERTIBLE BONDS (Continued)

### 2008 Convertible Bonds (Continued)

On 28 December 2022, upon the completion of the subscription and issue of 2022 CBs, the principal amount of HK\$55,000,000 of 2008 CBs was offset and settled with the subscription price of 2022 CBs.

On 31 August 2023, upon the completion of the subscription and issue of 2023 CB and the share subscription, all the outstanding principal amount of 2008 CBs was offset and settled with the subscription price of 2023 CB and the share subscription price.

### 2022 Convertible Bonds

On 14 November 2022, the Company entered into the subscription agreement with Team Sunny, pursuant to which Team Sunny conditionally agreed to subscribe and the Company conditionally agreed to issue the 2022 CBs in the principal amount of HK\$91,000,000 for the settlement of the outstanding debts due from the Company to Team Sunny in aggregate of HK\$91,000,000. The subscription amount payable by Team Sunny under the subscription agreement shall be satisfied by way of offsetting (i) the principal amount of HK\$55,000,000 under the 2008 CBs and payable by the Company to Team Sunny; and (ii) the outstanding principal amount of HK\$36,000,000 under Team Sunny CB and payable by the Company to Team Sunny.

The conversion price per conversion share for HK\$55,000,000 of the principal amount of the 2022 CBs for the period from the date of issue of the 2022 CBs up to and including 12 August 2023 shall be HK\$0.90 per conversion share and for the period from 13 August 2023 up to and including the maturity date shall be HK\$0.186 per conversion share; and the conversion price per conversion share for HK\$36,000,000 of the principal amount of the 2022 CBs for the period from the date of issue of the 2022 CBs up to and including 21 May 2023 shall be HK\$0.903 per conversion share and for the period from 22 May 2023 up to and including the maturity date shall be HK\$0.186 per conversion share.

On 28 December 2022, the subscription took place and the 2022 CBs in the principal amount of HK\$91,000,000 were issued to Team Sunny.

As at 30 September 2023, the Company had 2022 CBs with principal amount of HK\$91,000,000, which conferring rights to convert into 489,247,311 shares with the conversion price of HK\$0.186 per conversion share.



## CONVERTIBLE BONDS (Continued)

### 2023 Convertible Bonds

On 14 July 2023, the Company entered into the subscription agreement with Team Sunny, pursuant to which Team Sunny conditionally agreed to subscribe and the Company conditionally agreed to issue the 2023 CB in the principal amount of HK\$10,000,000 (which are convertible into conversion shares at the conversion price of HK\$0.108 per conversion share (subject to adjustments)) for the settlement of the outstanding debts due from the Company to the holders of 2008 CBs in aggregate of HK\$10,000,000. The subscription amount payable by Team Sunny under the subscription agreement shall be satisfied by way of offsetting the aggregate principal amount of HK\$10,000,000 under the 2008 CBs and payable by the Company to the holders of 2008 CBs.

On 31 August 2023, the subscription took place and the 2023 CB in the principal amount of HK\$10,000,000 were issued to Team Sunny.

As at 30 September 2023, the Company had 2023 CB conferring rights to convert into 92,592,592 shares with the conversion price of HK\$0.108 per conversion share.

### DIVIDENDS

The Board resolved not to recommend the payment of any dividend for the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

### FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 30 September 2023, the Group recorded cash and bank balances (included trust accounts) amounting to approximately HK\$9.0 million (31 December 2022: approximately HK\$34.8 million) and the net current assets value was approximately HK\$14.3 million (31 December 2022: approximately HK\$10.3 million).

The Group's gearing ratio as at 30 September 2023 was approximately 1.40 (31 December 2022: approximately 1.08), being a ratio of total interest-bearing debts, included convertible bonds of approximately HK\$75.0 million (31 December 2022: approximately HK\$85.1 million) to the total assets of approximately HK\$53.6 million (31 December 2022: approximately HK\$79.1 million).



## USE OF PROCEEDS FROM 2022 SHARE SUBSCRIPTION

The Company completed a share subscription on 7 July 2022, pursuant to which the Company has issued and allotted 15,000,000 shares at a subscription price of HK\$0.21 per subscription share. The gross proceeds from the share subscription was HK\$3.15 million and the net proceeds after deducting relevant expenses was approximately HK\$3.0 million. The net subscription price per subscription share based on the net proceeds is HK\$0.20.

As at 30 September 2023, the intended and actual use of the net proceeds from the share subscription is stated as below:

<b>Amount HK\$ million</b>	<b>Intended use</b>	<b>Actual use</b>
3.0	General working capital of NOIZChain	Fully utilised as intended

## USE OF PROCEEDS FROM 2023 SHARE SUBSCRIPTION

The Company completed a share subscription on 31 August 2023, pursuant to which the Company has issued and allotted 37,666,666 shares at a subscription price of HK\$0.108 per subscription share. The share subscription amount payable by the subscriber of HK\$4.1 million under the share subscription agreement has been satisfied by way of setting off against part of the principal amount of 2008 CBs.

As at 30 September 2023, the intended and actual use of the net proceeds from the share subscription is stated as below:

<b>Amount HK\$ million</b>	<b>Intended use</b>	<b>Actual use</b>
4.1	Setting off against part of the principal amount of 2008 CBs	Fully utilised as intended



## PLEDGE OF ASSETS

As at 30 September 2023, the Group had no pledged assets (31 December 2022: Nil).

## CAPITAL STRUCTURE

On 31 August 2023, the Company allotted and issued 37,666,666 shares pursuant to the subscription agreement dated 14 July 2023.

Save as disclosed, the Company had no changes in capital structure during the nine months ended 30 September 2023.

## INVESTMENT POSITION AND PLANNING

During the nine months ended 30 September 2023, the Group had no material acquisition and disposal.

## CONTINGENT LIABILITIES

As at 30 September 2023, the Group had no significant contingent liabilities (31 December 2022: Nil).

## EMPLOYEES AND REMUNERATION POLICIES

As at 30 September 2023, the Group employed 22 staff (31 December 2022: 29). The Group's remuneration policy is based on principle of equality, motivating performance-oriented and market-competitiveness. Remuneration packages are normally reviewed on an annual basis. Apart from salary payments, other staff benefits included provident fund contributions, medical insurance coverage and performance related bonuses. A share option scheme is also established to reward and motivate the employees of the Group.

## CONNECTED TRANSACTIONS

Saved as disclosed, the Company did not have any other connected transactions which were subject to the reporting requirements under Chapter 20 of the GEM Listing Rules for nine months ended 30 September 2023.

## SHARE OPTION SCHEME

The Company operates a share option scheme (the "**Share Option Scheme**") approved and adopted by the shareholders of the Company (the "**Shareholder**") at an extraordinary general meeting held on 30 December 2020. Unless otherwise cancelled or amended, the Share Option Scheme will remain in force for a period of 10 years from the date of its adoption. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

## SHARE OPTION SCHEME (Continued)

During the period for the nine months ended 30 September 2023, a total of 794,594 Share Options were lapsed. Save and except for the aforesaid, no Share Option was granted, exercised, cancelled, expired or lapsed during the period. The number of share options available for grant under the Share Option Scheme as at 1 January 2023 and 30 September 2023 was 48,506,228 shares, representing approximately 8.03% of the total number of issued shares as at 30 September 2023. No service provider sub-limit was set under the Share Option Scheme.

The number of shares of the Company that may be issued in respect of options and awards granted under the Share Option Scheme during the period ended 30 September 2023 (i.e. 6,166,050 Shares) divided by the weighted average number of shares of 570,883,000 shares of the Company for the period ended 30 September 2023, was 1.08%.

Details of the movements of the Share Options under the Share Option Scheme during the period were as follows:

Grantees/Capacity	Number of Share Options					Outstanding as at 30 September 2023	Date of grant	Price of the shares before Exercise the date of grant <sup>(note 2)</sup> Per share	Exercise price <sup>(note 1)</sup> Per share
	Outstanding as at 1 January 2023	Granted during the period	Exercised during the period	Cancelled/ Lapsed during the period	Outstanding as at				
<b>Independent non-executive Directors</b>									
Ms. Ng Ka Sim, Casina	113,513	—	—	—	113,513	20/1/2021	20/1/2021– 19/1/2026	0.014	0.132
Mr. Wong Wing Kit	113,513	—	—	—	113,513	20/1/2021	20/1/2021– 19/1/2026	0.014	0.132
Ms. Yeung Mo Sheung, Ann	113,513	—	—	—	113,513	20/1/2021	20/1/2021– 19/1/2026	0.014	0.132
<b>Employees and other eligible participants</b>									
Employees of the Group	2,610,809	—	—	(794,594)	1,816,215	20/1/2021	20/1/2021– 19/1/2026	0.014	0.132
Other eligible participants <sup>(note 2)</sup>	4,009,296	—	—	—	4,009,296	20/1/2021	20/1/2021– 19/1/2024	0.014	0.132
	6,960,644	—	—	(794,594)	6,166,050				





## SHARE OPTION SCHEME (Continued)

*Notes:*

1. The exercise price of the Share Options is subject to adjustment in the case of capitalisation issue, rights issue, subdivision or consolidation of the shares of the Company, or other similar changes in the Company's share capital.
2. The price of the shares of the Company before the date of the grant of the Share Options is the closing price of the shares of the Company as quoted on the Stock Exchange on the trading day immediately before the date on which the Share Options were granted.
3. The consultants possess extensive experience in, including but not limited to, private and public equity investments, crypto and blockchain technology development and accounting and financial management respectively. The grant of Share Options to the consultants is to provide them an incentive to (i) optimize their performance for the benefit of the Group; (ii) share of their respective relevant experience, knowledge and network to improve of the business operating system of the Group; and (iii) introduce or refer viable business opportunities to the Group, in order to achieve a long term growth for the Group.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES OF THE COMPANY

As at 30 September 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

### Long positions in the Shares and underlying Shares of the Company

Name of Director	Nature of interest/ Capacity	Number of Shares held	Number of underlying Shares held	Total	Approximate percentage of the total issued share capital of the Company <sup>(Note 3)</sup> (%)
Mr. Wong Hin Shek <sup>(Note 1)</sup>	Controlled corporation	174,421,666	581,839,903 <sup>(Note 2)</sup>	756,261,569	125.13
Ms. Tsang Kwai Ping	Beneficial owner	900,000	—	900,000	0.15
Ms. Ng Ka Sim, Casina	Beneficial owner	—	113,513	113,513	0.02
Mr. Wong Wing Kit	Beneficial owner	—	113,513	113,513	0.02
Ms. Yeung Mo Sheung, Ann	Beneficial owner	—	113,513	113,513	0.02

#### Notes:

- The interest is held by Team Sunny, a company incorporated in the British Virgin Islands owned as to 100% by Mr. Wong Hin Shek. Mr. Wong is also the sole director of Team Sunny.
- The underlying shares are convertible shares to be issued and allotted upon conversion of the 2022 CBs and 2023 CBs with an aggregated principal amount of HK\$91,000,000 and HK\$10,000,000 accordingly, which are held by Team Sunny.
- The percentage has been calculated based on 604,395,612 Shares in issue as at 30 September 2023.

Save as disclosed above and so far as is known to the Directors, at 30 September 2023, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in rules 5.46 to 5.67 of the GEM Listing Rules.

## DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Directors' and Chief Executive's Interests in Securities of the Company" and "Share Option Scheme" above, at no time during the period for the nine months ended 30 September 2023 was the Company or any of its subsidiaries or associated corporations, a party to any arrangement to enable the Directors and chief executive of the Company (including their respective spouse and children under 18 years of age) to acquire benefits by means of the acquisition of the shares or underlying shares in, or debentures of, the Company or any of its associated corporations.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSON'S INTERESTS IN SECURITIES OF THE COMPANY

As at 30 September 2023, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept under section 336 of the SFO:

### Long positions in the Shares and underlying Shares of the Company:

Name of Shareholder	Nature of interest/ Capacity	Number of Shares held	Number of underlying Shares held	Total	Approximate percentage of the total issued share capital of the Company <sup>(Note 3)</sup> (%)
Team Sunny <sup>(Note 1)</sup>	Beneficial owner	174,421,666	581,839,903 <sup>(Note 2)</sup>	756,261,569	125.13

#### Notes:

1. The interest is held by Team Sunny, a company incorporated in the British Virgin Islands owned as to 100% by Mr. Wong Hin Shek. Mr. Wong is also the sole director of Team Sunny.
2. The underlying shares are convertible shares to be issued and allotted upon conversion of the 2022 CBs and 2023 CBs with an aggregated principal amount of HK\$91,000,000 and HK\$10,000,000 accordingly, which are held by Team Sunny.
3. The percentage has been calculated based on 604,395,612 Shares in issue as at 30 September 2023.

Save as disclosed above, the Directors and chief executive of the Company are not aware that there is any party who, as at 30 September 2023, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.



## DIRECTORS' INTERESTS IN COMPETING BUSINESS

Ms. Tsang Kwai Ping, an executive Director, is a director of Bridgeharbour (HK) Management Service Company Limited (“**BMSCL**”), a company incorporated in Hong Kong with limited liability which is principally engaged in the provision of company secretarial services for non-listed Hong Kong companies in Hong Kong. The business of BMSCL competes or is likely to compete, either directly or indirectly of the company secretarial services business of the Group. To safeguard the Group’s interest, Ms. Tsang has irrevocably and unconditionally provided the Company an undertaking in accordance with the terms and conditions under outside interests and non-competition undertaking set out in her service agreement.

As the Board is independent of the board of the aforesaid company and maintains three independent non-executive Directors, the Group operates its businesses independently of, and at arm’s length from, the businesses of the aforesaid company.

For the nine months ended 30 September 2023, save as disclosed above, no other Directors or their respective associates (as defined in the GEM Listing Rules) had any interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

## REQUIRED STANDARD FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has not adopted a code of conduct nor established written guidelines regarding the securities transactions by the Directors and relevant employees of the Company but has applied the principles of the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”).

All Directors have confirmed, following the specific enquiry by the Company, that they have complied with the Required Standard of Dealings throughout the period and up to the date of this report.

## PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

Neither the Company, nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities during the period for the nine months ended 30 September 2023.



## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Throughout the period ended 30 September 2023, to the best knowledge of the Board, the Company has applied the principles and complied with all the applicable code provisions set out in the Corporate Governance Code in Appendix 15 of the GEM Listing Rules (the “**CG Code**”) except for the deviation as mentioned below.

### Code Provision C.2.1

Pursuant to the code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Mr. Wong Hin Shek currently assumes the roles of both the Chairman and the Chief Executive Officer. This is at variance with code provision C.2.1 of the CG Code, which provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The Board considered that the powers and authorities have not been concentrated due to no separation of the positions of the Chairman and the Chief Executive Officer as all major decisions of the Company have been made in consultation with the Board and appropriate Board committees, as well as senior management. In addition, there are three independent non-executive Directors offering their experience, expertise, independent advice and views from different perspectives. Therefore, the Board is of the view that there are adequate balance of power and safeguards in place. The Board will regularly review the effectiveness of the structure of the Board to ensure that it is appropriate to the Group’s circumstances.

## AUDIT COMMITTEE

The Company has established the audit committee (the “**Audit Committee**”) in accordance with the GEM Listing Rules with terms of reference aligned with the provision of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

The main duties of the Audit Committee include: (i) reviewing the quarterly, half-yearly and annual results of the Group; (ii) reviewing the risk management and internal control systems, the effectiveness of the internal audit function of the Group; (iii) ensuring the objectivity and credibility of the Company’s financial reporting and internal control procedures as well as to maintain an appropriate relationship with the external auditor of the Company; and (iv) reviewing and investigation of reports of the whistleblowing policy and systems.

As at the date of this report, the Audit Committee comprises of three independent non-executive Directors, namely Ms. Ng Ka Sim, Casina, Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann, with at least one of whom has professional qualifications or accounting or related financial management expertise as required in rule 5.05(2) of the GEM Listing Rules.



## AUDIT COMMITTEE (Continued)

The Audit Committee has reviewed with the senior management of the Company the unaudited condensed consolidated third quarterly results of the Group for the nine months ended 30 September 2023 and this report, and was of the opinion that such results and this report had complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements and that adequate disclosures had been made.

By order of the Board

**NOIZ GROUP LIMITED**

**Wong Hin Shek**

*Chairman and Chief Executive Officer*

Hong Kong, 14 November 2023

*As at the date of this report, 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 and Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.*

*This report will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at <http://www.hkexnews.hk> for at least seven days from the day of its publication and the Company website at [www.noiz-group.com](http://www.noiz-group.com).*

*The English text of this report shall prevail over the Chinese text in the event of inconsistency.*