
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in NOIZ Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for onward transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company 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 circular 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 circular misleading.



NOIZ GROUP LIMITED

聲揚集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of NOIZ Group Limited to be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Monday, 20 May 2024 at 11:00 a.m. is set out on pages 14 to 18 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable and in any event not later than 48 hours (i.e. 11:00 a.m. on Saturday, 18 May 2024) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Such form of proxy for the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.noiz-group.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

This circular will remain on the Stock Exchange website at www.hkexnews.hk on the “Latest Listed Company Information” page for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.noiz-group.com.

This circular is made in English and Chinese. In case of any inconsistency, the English version shall prevail.

25 April 2024

CHARACTERISTICS OF GEM

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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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2022 Convertible Bonds”	the convertible bonds in an aggregate principal amount of HK\$91,000,000 due 2025 issued by the Company on 28 December 2022 which is held by Team Sunny;
“2023 Convertible Bond”	the convertible bonds in an aggregate principal amount of HK\$10,000,000 due 2025 issued by the Company on 31 August 2023 which is held by Team Sunny;
“AGM”	the annual general meeting of the Company to be convened and held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Monday, 20 May 2024 at 11:00 a.m. or any adjournment thereof (as the case may be);
“Articles”	the amended and restated articles of association of the Company currently in effect;
“associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“Board”	the board of the Directors;
“Company”	NOIZ Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8163);
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	18 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution pursuant to and in accordance with the relevant resolution;
“Repurchase Resolution”	the proposed ordinary resolution No. 5(B) set out in the notice of the AGM contained in this circular in respect of the proposal to grant the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all power of the Company to allot, issue and otherwise deal with additional Shares up to a maximum of 20% of the number of issued Shares on the date of passing of the relevant resolution pursuant to and in accordance with the relevant resolution;
“Share Option Scheme”	the existing share option scheme adopted by the Company on 30 December 2020;
“Share Option(s)”	share options to subscribe for the Shares granted and to be granted under the Share Option Schemes;
“Share(s)”	the existing ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs (as amended and supplemented from time to time);
“Team Sunny”	Team Sunny International Holdings Limited, a company incorporated in British Virgin Islands, which is the legal and beneficial owner of 174,421,666 Shares up to the Latest Practicable Date, is wholly-owned by Mr. Wong Hin Shek;
“%”	per cent.

LETTER FROM THE BOARD



NOIZ GROUP LIMITED

聲揚集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

Executive Director:

Mr. Wong Hin Shek

(Chairman and Chief Executive Officer)

Independent Non-executive Directors:

Ms. Ng Ka Sim, Casina

Mr. Wong Wing Kit

Ms. Yeung Mo Sheung, Ann

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1108, 11/F,

Wing On Centre

111 Connaught Road Central

Central, Hong Kong

25 April 2024

To the Shareholders and, for information only,

the holders of the 2022 Convertible Bonds and 2023 Convertible Bond,

Dear Sir or Madam,

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF RETIRING DIRECTORS; AND

(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, the relevant information regarding, the proposals to seek the approval of the Shareholders at the AGM for (i) the granting the Share Issue Mandate, the extension of the Share Issue Mandate and the Repurchase Mandate; (ii) the re-election of retiring Directors; and (iii) to give you the notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM granting to the Directors a general mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution and allowing the addition to such general mandate so granted to the Directors any Shares repurchased by the Company pursuant to the Repurchase Mandate following the passing of the Repurchase Resolution.

The Share Issue Mandate

At the annual general meeting of the Company held on 5 May 2023, a general mandate was given by the Company to the Directors to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 604,395,612 Shares. Subject to the passing of the resolution to allot, issue and deal with Shares not exceeding 20% of the number of issued shares of the Company in accordance with resolution No. 5(A) set out in the notice of the AGM contained in this circular and on the basis that no further Shares are issued and no Shares are repurchased prior to the AGM, the Company will be allowed to issue a maximum of 120,879,122 Shares representing not more than 20% of the number of issued shares of the Company as at the date of passing of resolution No. 5(A) set out in the notice of the AGM.

In addition, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding the number of Shares repurchased under the Repurchase Mandate, if granted, to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in Resolution No. 5(A) and Resolution No. 5(C) in the notice of AGM set out on pages 14 to 18 of this circular.

The Repurchase Mandate

At the annual general meeting of the Company held on 5 May 2023, a general mandate was given by the Company to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. The Directors propose to seek Shareholders' approval of the Repurchase Resolution to be proposed at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 604,395,612 Shares. Subject to the passing of the Repurchase Mandate in accordance with resolution No. 5(B) set out in the notice of the AGM contained in this circular and on the basis that no further Shares are issued and no Shares are repurchased prior to the AGM, the Company will be allowed under the Repurchase Resolution to repurchase a maximum of 60,439,561 Shares representing not more than 10% of the number of issued shares of the Company as at the date of passing of the Repurchase Resolution.

LETTER FROM THE BOARD

An explanatory statement as required under the GEM Listing Rules to provide the requisite information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Director is Mr. Wong Hin Shek, and the independent non-executive Directors are Ms. Ng Ka Sim, Casina, Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.

Pursuant to Article 87 of the Articles of Association, Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann (together, the “**Retiring Directors**”) will retire at the AGM and be eligible for re-election by the Shareholders. All of the Retiring Directors will offer themselves for re-election by the Shareholders.

In accordance with the nomination policy of the Company, the nomination committee of the Company (the “**Nomination Committee**”) has reviewed the biographies of each of Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann, who will be subject to retirement and re-election at the AGM, and took into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their overall contributions and services to the Company, including their attendance of Board/general meetings and the level of participation and performance on the Board over the years. The Nomination Committee also assessed and reviewed the written confirmation of independence of Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann, based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

The Nomination Committee is of the view that Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann will continue to contribute to the Board with their respective perspectives, skills and experience. In addition, Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann does not have any financial or family relationships with any other Directors, senior management, substantial or controlling shareholders of the Company, which could give rise to a conflict of interests situation or otherwise affect his exercise of independent judgement. The Nomination Committee believes that Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann remains committed to his role as an independent non-executive Director and will continue to be independent.

Ms. Yeung has served the Company for nine years during which period she has provided professional advice and insight to the Board with her extensive experience in the legal aspects. Ms. Yeung has in-depth understanding of the Group’s business and operation and has also demonstrated strong independence by providing impartial views and comments at Board and Board committee meetings during her tenure of office and she has not taken part in the day-to-day management of the Company. The Nomination Committee considered that Ms. Yeung’s long service would not affect her exercise of independent judgment and was satisfied that Ms. Yeung has the required integrity and experience to continue fulfilling the role of an independent non-executive Director.

LETTER FROM THE BOARD

Taking into consideration of the above, recommendations of the proposals to re-elect Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann as an independent non-executive Directors were made by the Nomination Committee to the Board and the Board accepted the nomination by the Nomination Committee and recommended Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann to stand for re-election by the Shareholders at the AGM.

Details of the Retiring Directors which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

THE AGM AND PROXY ARRANGEMENT

At the AGM, resolutions will be proposed to approve, among others, the grant of the Share Issue Mandate, the extension of the Share Issue Mandate, the Repurchase Mandate, and the re-election of the Retiring Directors.

A notice convening the AGM is set out on pages 14 to 18 of this circular.

In accordance with the requirement under Rule 17.47(4) of the GEM Listing Rules, the votes for all resolutions by the Shareholders at the AGM must be taken by poll. The chairman of the AGM will therefore demand a poll at the beginning of the AGM on all of the resolutions put forward at the AGM pursuant to Article 66 of the Articles. The poll results of the AGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.noiz-group.com) after the AGM.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable but in any event, not later than 48 hours (i.e. 11:00 a.m. on Saturday, 18 May 2024) before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Such form of proxy for use at the AGM is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.noiz-group.com). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person or any adjournment thereof (as the case may be) should you so wish.

To the best of the Directors' knowledge, information and belief having all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on any of the resolution to be proposed at the AGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 13 May 2024 for registration of transfer.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider that the grant of the and Share Issue Mandate, the extension of the Share Issue Mandate, the Repurchase Mandate and the re-election of Retiring Directors are in the best interests of the Company and the Shareholders as a whole and therefore recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM in respect thereof.

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

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the Shareholders with the requisite information to make an informed decision whether to vote for or against the Repurchase Resolution to approve the grant of the Repurchase Mandate to the Directors at the AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were 604,395,612 Shares in issue representing an issued share capital of approximately HK\$60,439,561. As at the Latest Practicable Date, the 2022 Convertible Bonds with the principal amount of HK\$91,000,000 were outstanding, which may be convertible into 489,247,311 Shares and the 2023 Convertible Bond with the principal amount of HK\$10,000,000 were outstanding, which may be convertible into 92,592,592 Shares (together with the 2022 Convertible Bonds, the “**Convertible Bonds**”).

As at the Latest Practicable Date, the Company has 2,156,754 Share Options with the exercise price of HK\$0.132 per Share respectively granted to the other eligible participants pursuant to which an aggregate of 2,156,754 Shares would be issued.

If the resolution no. 5(B) authorising the Directors to repurchase Shares is passed at the forthcoming AGM, and assuming that (i)(a) none of the outstanding Convertible Bonds is converted; (b) no Share Options is exercised; and (c) no further Shares is issued, allotted or repurchased by the Company prior to the date of passing the said resolution, based on the 604,395,612 Shares in issue as at the Latest Practicable Date, up to 60,439,561 Shares, representing 10% of the existing issued share capital of the Company may be repurchased by the Company during the period from the date of passing the resolution no. 5(B) and ending on either the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the Articles or applicable laws of the Cayman Islands or the date upon which the resolution no. 5(B) is revoked or varied by the Shareholders at a general meeting of the Company (whichever is the earliest).

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market at any appropriate time. Such repurchase may, depending on market conditions and funding arrangements at that time, lead to enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE OF SHARES

Repurchases must be funded out of funds legally available for the purposes in accordance with the Articles, the GEM Listing Rules and any applicable laws of the Cayman Islands and Hong Kong. The Company may not repurchase the Shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the proposed repurchase of Shares was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Traded Prices Per Share	
	Highest HK\$	Lowest HK\$
2023		
April	0.200	0.133
May	0.138	0.102
June	0.177	0.090
July	0.110	0.086
August	0.172	0.095
September	0.191	0.102
October	0.154	0.105
November	0.220	0.108
December	0.240	0.191
2024		
January	0.235	0.178
February	0.203	0.035
March	0.056	0.035
April (up to and including the Latest Practicable Date)	0.049	0.040

5. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on exercise of the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register required to be kept by the Company under section 336 of the SFO or other notification(s) received (if any), Team Sunny, a company which is wholly and ultimately owned by Mr. Wong Hin Shek, is beneficially interested in an aggregate of 174,421,666 Shares, representing approximately 28.86% of the issued share capital of the Company, and is a substantial Shareholder. In the event that the Directors exercise the power to repurchase Shares under the Repurchase Mandate in full and assuming that there is no change in the issued share capital of the Company and the number of Shares held by Team Sunny, the interests of Team Sunny in the issued share capital of the Company would be increased to approximately 32.07%. Such increase would give rise to an obligation of Team Sunny and its associates to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. Other than the above, the Directors are not aware of any other consequences that may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

Nevertheless, the Directors have no present intention to exercise the proposed Repurchase Mandate to such extent as would result in any Shareholders being required to make a mandatory offer under the Takeovers Code.

In addition, the GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

6. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company or its subsidiaries nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles, the GEM Listing Rules, the applicable laws of the Cayman Islands and Hong Kong.

7. SHARES REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars (as required by the GEM Listing Rules) of the Directors who will retire and, being eligible, will offer themselves for re-election at the AGM:

1. **Ms. Ng Ka Sim, Casina**, aged 51, is an independent non-executive Director and is a member of each of the Nomination Committee, the Remuneration Committee and the audit committee of the Company (the “**Audit Committee**”). She holds a Bachelor of Business (Accountancy) Degree from Royal Melbourne Institute of Technology. Ms. Ng is a member of both the Hong Kong Institute of Certified Public Accountants and the CPA Australia. Ms. Ng was the chief financial officer and company secretary of GR Properties Limited (stock code: 108), a company listed on the Main Board of the Stock Exchange from August 2019 to November 2019. She was the group financial controller of Luxey International (Holdings) Limited (stock code: 8041), a company listed on the GEM of the Stock Exchange from 2011 to 2018. Ms. Ng has over 24 years of experience in auditing, accounting and financial management.

There is a letter of appointment between the Company and Ms. Ng. She shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Ms. Ng is entitled to receive a director’s fee of HK\$120,000 per annum. The fee is determined by reference to her duties and responsibilities with the Company and prevailing market conditions.

The Company has received from Ms. Ng the independence confirmation as set out in Rule 5.09 of the GEM Listing Rules and considers him to be independent. As at the Latest Practicable Date, Ms. Ng in the capacity of beneficial owner, has interest in 113,513 underlying Shares within the meaning of Part XV of the SFO which represents 0.02% of the total Shares in issue. Save as aforesaid, she did not have any other interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date and save as disclosed above, Ms. Ng does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

As at the Latest Practicable Date and save as disclosed above, Ms. Ng has not in the last three years held any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, there is no information relating to Ms. Ng that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in connection with her re-election as a Director.

2. **Ms. Yeung Mo Sheung, Ann**, aged 59, is an independent non-executive Director and is a member of each of the Nomination Committee, the Remuneration Committee and the Audit Committee. She holds a Bachelor Degree of Retail Marketing with honours in the United Kingdom and a Diploma in Marketing from The Chartered Institute of Marketing. She pursued her further study on legal course and has been awarded a Diploma in Legal Practice in the United Kingdom in 1998. She is a consultant of Messrs. Fung & Fung, Solicitors, a legal firm in Hong Kong. Ms. Yeung is an independent non-executive director of Success Universe Group Limited (stock code: 487), a company listed on the Main Board of the Stock Exchange and E Lighting Group Holdings Limited (stock code: 8222), a company listed on the GEM of the Stock Exchange. Ms. Yeung has over 24 years of experience in legal field.

There is a letter of appointment between the Company and Ms. Yeung. She shall hold office for an initial term of one year and thereafter from year to year subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Ms. Yeung is entitled to receive a director's fee of HK\$120,000 per annum. The fee is determined by reference to her duties and responsibilities with the Company and prevailing market conditions.

The Company has received from Ms. Yeung the independence confirmation as set out in Rule 5.09 of the GEM Listing Rules and considers her to be independent. As at the Latest Practicable Date, Ms. Yeung in the capacity of beneficial owner, has interest in 113,513 underlying Shares within the meaning of Part XV of the SFO which represents 0.02% of the total Shares in issue. Save as aforesaid, she did not have any other interests in Shares or other securities of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date and save as disclosed above, Ms. Yeung does not hold, and has not held, any other positions within the Group and is not connected with any Directors, substantial or controlling Shareholders, or senior management of the Company.

As at the Latest Practicable Date and save as disclosed above, Ms. Yeung has not in the last three years held any directorship in any other public company the securities of which are listed on any securities market in Hong Kong or overseas. Save as disclosed above, there is no information relating to Ms. Yeung that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of Shareholders in connection with her re-election as a Director.

NOTICE OF THE AGM



NOIZ GROUP LIMITED

聲揚集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of NOIZ Group Limited (the “**Company**”) will be held on Monday, 20 May 2024 at 11:00 a.m. at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. (a) To re-elect Ms. Ng Ka Sim, Casina as an independent non-executive director of the Company.

(b) To re-elect Ms. Yeung Mo Sheung, Ann as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Elite Partners CPA Limited as auditor of the Company and authorise the Board to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolutions of the Company:

(A) “**THAT:**

(i) subject to paragraph (iii) of this resolution and pursuant to the Rules Governing the Listing of Securities on GEM (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company or options, warrants, or similar rights to subscribe for any shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company), which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of rights of conversion under any securities which are convertible into shares of the Company, or (c) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time, or (d) the grant or exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of options to subscribe for, or rights to acquire, shares of the Company, shall not in aggregate exceed 20 per cent. of the aggregate number of shares of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment or issue of shares in the share capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares of the Company or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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(B) **“THAT:**

- (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own issued shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange in accordance with all the applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its shares at a price determined by the Directors;
- (iii) the aggregate number of shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution shall not exceed 10 per cent. of the aggregate number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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- (C) “**THAT** subject to the passing of resolutions numbered 5(A) and 5(B) set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to resolution numbered 5(A) in the notice convening this meeting be and is hereby increased by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to the resolution numbered 5(B) set out in the notice convening this meeting, provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the said resolution.”

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

Hong Kong, 25 April 2024

Notes:

1. Any shareholder of the Company entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on Saturday, 18 May 2024) before the time appointed for the annual general meeting (or any adjournment thereof).
3. Completion and return of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the annual general meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the annual general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. With respect to the resolutions set out in resolution numbered 2 of this notice, Ms. Ng Ka Sim, Casina and Ms. Yeung Mo Sheung, Ann, being eligible, will offer themselves for re-election at the AGM of the Company. Biographical details of the above Directors are set out in the appendix II to the circular of the Company.
6. With respect to the resolutions set out in resolutions numbered 5(A) and 5(C) of this notice, approval is being sought from the shareholders for the general mandates to be given to the Directors to allot, issue and deal with new shares of the Company.
7. With respect to the resolution set out in resolution numbered 5(B) of this notice, approval is being sought from the shareholders for a general mandate to be given to the Directors to repurchase the shares of the Company. An explanatory statement containing further information with respect to such resolution will be sent to the shareholders of the Company.

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8. The register of members of the Company will be closed from Tuesday, 14 May 2024 to Monday, 20 May 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the right to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 13 May 2024 for registration of transfer.
9. If tropical cyclone warning signal no. 8 or above is hoisted, “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 9:00 a.m. on 20 May 2024, the AGM will not be held on that day but will automatically be postponed and, by virtue of this notice, be held at the same time and place on 22 May 2024. Shareholders of the Company may call the Company at (852) 2115 7600 during business hours from 9:00 a.m. to 6:30 p.m. on Monday to Friday, excluding public holidays for details of alternative meeting arrangements.

In the event the AGM is postponed as mentioned above, all forms of proxy deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, for the purpose of the AGM will remain valid for the adjourned AGM. The book closure period for ascertaining the rights of the shareholders of the Company who shall be entitled to attend and vote at the AGM remains unchanged.

The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Director is Mr. Wong Hin Shek (Chairman and Chief Executive Officer); and the independent non-executive Directors are Ms. Ng Ka Sim, Casina, Mr. Wong Wing Kit and Ms. Yeung Mo Sheung, Ann.