



NOIZ GROUP LIMITED

聲揚集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8163)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 25 NOVEMBER 2024

I/We (Name) _____ (Block capitals) (Note 1)

of (Address) _____

being the registered holder(s) of _____ (Note 2) shares of

HK\$0.10 each in the capital of NOIZ Group Limited (the “Company”), hereby appoint (Name) _____ of

(Address) or failing him/her (Name) _____ of

(Address) _____

or failing him/her, the chairman of the meeting (Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “Meeting”) to be held at Room 1108, 11/F, Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Monday, 25 November 2024 at 11:00 a.m. and at any adjournment thereof for the purposes of considering and, if thought fit, passing the ordinary resolution set out in the notice dated 8 November 2024 convening the Meeting (the “Notice”). My/our proxy is authorised and instructed to vote as indicated (Note 4) in respect of the undermentioned resolution:

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Notice.

Ordinary Resolutions (Note 4)	FOR	AGAINST
To approve the Subscription Agreement, the issue of the Convertible Securities and the grant of the Specific Mandate to the Board to allot and issue the Conversion Shares.		

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

Signature(s): _____ (Note 5)

Dated this _____ day of _____, 2024

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the Meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this form of proxy must be executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy must be completed, signed and deposited at 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, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours (i.e. 11:00 a.m. on Saturday, 23 November 2024) before the time for holding the Meeting. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and the appointment of the proxy will be revoked if you vote in person at the Meeting.
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.