



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

For the month ended: 30 June 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: NOIZ Group Limited

Date Submitted: 07 July 2025

I. Movements in Authorised / Registered Share Capital

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

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

200,000,000

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	08163	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		604,395,612	0	604,395,612		
Increase / decrease (-)		220,860,000	0			
Balance at close of the month		825,255,612	0	825,255,612		

III. Details of Movements in Issued Shares and/or Treasury Shares

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

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes					
Stock code (if listed)		08163		Description											
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		Number of new shares issued during the month pursuant thereto (A1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share option scheme adopted by Shareholders at the EGM held on 30/12/2020	1,816,214				1,816,214						1,816,214		48,506,228	
General Meeting approval date (if applicable) 30 December 2020															

Increase in issued shares (excluding treasury shares): _____ Ordinary shares (AA1)

Decrease in treasury shares: _____ Ordinary shares (AA2)

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

(B). Warrants to Issue Shares of the Issuer

Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares		Ordinary shares		Type of shares		Not applicable			Listed on the Exchange (Note 1)			Yes				
Stock code (if listed)		08163		Description												
Description of the Convertibles		Currency	Amount at close of preceding month		Movement during the month			Amount at close of the month		Number of new shares issued during the month pursuant thereto (C1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		
1).	Perpetual Convertible Securities issued on 27/11/2024	HKD	101,000,000		Converted	-10,000,000		91,000,000						910,000,000		
Type of the Convertibles		Bond/Notes														
Stock code of the Convertibles (if listed on the Exchange) (Note 1)																
Subscription/Conversion price		HKD0.1														
General Meeting approval date (if applicable)		25 November 2024														

Increase in issued shares (excluding treasury shares):
Decrease in treasury shares:

Ordinary shares (CC1)
Ordinary shares (CC2)

Remarks:

Pursuant to the subscription agreement dated 10 October 2024, the Company issued perpetual convertible securities in the aggregate principal amount of HK\$101,000,000 on 27 November 2024. On 30 June 2025, certain holders of the perpetual convertible securities elected to exercise the conversion right to convert the perpetual convertible securities in the principal amount of HK \$10,000,000 into 100,000,000 conversion shares. For further details, please refer to the Company’s announcement dated 27 November 2024.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)

Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares

1. Class of shares		Ordinary shares		Type of shares		Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		08163		Description									
Events				At price (if applicable)		Date of event (Note 2)	General Meeting approval date (if applicable)	Increase/ decrease (-) in issued shares (excluding treasury shares) during the month pursuant thereto (E1)	Increase/ decrease (-) in treasury shares during the month pursuant thereto (E2)	Number of shares redeemed or repurchased for cancellation but not yet cancelled as at close of the month (Note 3)			
				Currency	Amount								
1).	Placing/subscription - new shares involved			HKD	0.1	25 June 2025		120,860,000					

Increase/ decrease (-) in issued shares (excluding treasury shares): 120,860,000 Ordinary shares (EE1)

Increase/ decrease (-) in treasury shares: Ordinary shares (EE2)

Remarks:

Allotment and issuance of an aggregate of 120,860,000 new shares under General Mandate on 25 June 2025 pursuant to the asset purchase agreement and the subscription agreement dated 28 April 2025, details of which are disclosed in the announcements of the Company dated 28 April 2025, 30 May 2025 and 17 June 2025

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	120,860,000	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):		Ordinary shares

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

V. Confirmations

Pursuant to Main Board Rule 13.25C / GEM Rule 17.27C, we hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued, or the treasury shares sold or transferred by the issuer during the month as set out in Parts III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and carried out in compliance with all applicable listing rules, laws and other regulatory requirements and, insofar as applicable:

(Note 4)

- (i) all money due to the listed issuer in respect of the issue of securities, or sale or transfer of treasury shares has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 5);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with all other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue, sale or transfer;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Wong Oi Lam

Title: Company Secretary

(Director, Secretary or other Duly Authorised Officer)

Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.