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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of NOIZ Group Limited (the “**Company**”) hereby announces that on 28 July 2025 (the “**Date of Grant**”), the Company has offered to grant to certain Directors and employees (the “**Grantees**”) of the Company and its subsidiaries (the “**Group**”), subject to acceptance by such Grantees, a total of 42,420,000 share options (the “**Share Option(s)**”) which will entitle the Grantees to subscribe for a total number of 42,420,000 ordinary shares of nominal value of HK\$0.1 each (the “**Share(s)**”) in the share capital of the Company under the share option scheme adopted by the Company on 30 December 2020 (“**Share Option Scheme**”).

Details of the Share Options granted are as follows:

Date of grant	:	28 July 2025 (the “ Date of Grant ”)
Exercise price of Share Options granted	:	HK\$0.107 per Share (representing the higher of (i) the closing price of HK\$0.107 per Share as quoted in the Stock Exchange’s daily quotation sheet on the Date of Grant; and (ii) the average closing price of HK\$0.105 per Share as quoted in the Stock Exchange’s daily quotation sheets for the five (5) business days immediately preceding the Date of Grant)
Number of Share Options granted	:	42,420,000 Shares Options

Validity period of Share Options : Valid for a period of 5 years commencing on the Date of Grant.

Vesting Period of the Share Options : The Share Options shall be vested on the Date of Grant.

The Share Option Scheme does not provide for any minimum vesting period. The Board and remuneration committee of the Company (the “**Remuneration Committee**”) are of the view that no vesting period is appropriate, having considered that the grant of Share Options serves as a recognition of the Grantees’ past contribution to the Group and as an incentive to the Grantees to continuous contribution to the development of the Group.

Consideration for the grant : HK\$1.00 per Grantee

Performance targets : There is no performance target attached to the Share Options.

The purpose of the grant of the Share Options is to attract and retain employees, to reward the Grantees for their past contribution to the Company, to provide incentives to employees to further contribute to the Group and to align their interests with the best interests of the Company and its shareholders as a whole.

Having considered that (i) the Share Options to be granted will give the Grantees an opportunity to have a personal stake in the Company, which will help motivate the Grantees in improving their performance and efficiency; (ii) the number of Share Options to be granted is based on, among other things, the work performance, past contribution to the Group and potential of the Grantees; and (iii) the value of the Share Options is subject to the market price of the Shares, which in turn depends on the business performance of the Group, to which the Grantees would directly contribute, and the Grantees will benefit more from the Share Options if the price of the Shares increases, the Board and the Remuneration Committee considered that notwithstanding the absence of the performance targets, the grant of the Share Options aligns with the purpose of the Share Option Scheme.

Clawback mechanism : The Share Options granted are not subject to any clawback mechanism but shall lapse (to the extent not already exercised) on the date when the Grantee(s) ceases to be an eligible participant under the Share Option Scheme.

The Board and the Remuneration Committee consider that a specific clawback mechanism is not necessary having considered that the Share Options shall lapse upon the Grantee(s) cease to be eligible participant(s) under the Share Option Scheme, which is in line with the purpose of the Share Option Scheme and in the interests of the Company.

No financial assistance : The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

Among the total 42,420,000 Share Options, 2,700,000 Share Options were granted to the following Directors, the details of which are as follows:

Name of the Grantees	Position(s) held with the Company/subsidiary	Number of the Share Options granted
Ng Ka Sim, Casina	Independent non-executive Director	900,000
Wong Wing Kit	Independent non-executive Director	900,000
Yeung Mo Sheung, Ann	Independent non-executive Director	900,000

The grant of Share Options to the above Grantees has been approved by the independent non-executive Directors in accordance with Rule 23.04(1) of the GEM Listing Rules (with each of the independent non-executive Directors having abstained from voting on the relevant resolution relating to the grant of Share Options to himself/herself).

Save as disclosed above, to the best knowledge of the Directors, as of the date of this announcement, (i) none of the Grantees of the Share Options is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules); (ii) none of the Grantees of the Share Options is a participant with options granted and to be granted exceeding the 1% individual limit under the GEM Listing Rules; and (iii) none of the Grantees of the Share Options is a related entity participant or service provider (as defined under the GEM Listing Rules) with options granted and to be granted in any 12-month period exceeding 0.1% of the total issued share capital of the Company.

After the grant of the Share Options, a total of 6,086,228 Shares will be available for future grant pursuant to the Share Option Scheme.

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

Hong Kong, 28 July 2025

As at the date of this announcement, 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.

This announcement, for which the Directors 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 of Hong Kong Limited 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at 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.