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**NOIZ GROUP LIMITED**

**聲揚集團有限公司**

*(formerly known as “Merdeka Financial Group Limited 領智金融集團有限公司”)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8163)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of NOIZ Group Limited (the “**Company**”) will be held at Room 1108, 11/F., Wing On Centre, 111 Connaught Road Central, Central, Hong Kong on Friday, 25 August 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the conditional share subscription agreement (the “**Share Subscription Agreement**”) dated 14 July 2023 and entered into between the Company as issuer and Team Sunny International Holdings Limited (the “**Subscriber**”) as subscriber in relation to the subscription of 37,666,666 new shares (the “**Subscription Shares**”) of the Company by the Subscriber (a copy of the Share Subscription Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Subscription Shares) be and are hereby approved, confirmed and ratified;
- (b) the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby granted a specific mandate to allot and issue the Subscription Shares; and

- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Share Subscription Agreement and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the conditional subscription agreement (the “**2023 CB Subscription Agreement**”) dated 14 July 2023 and entered into between the Company as issuer and the Subscriber as subscriber in relation to the subscription of convertible bonds (the “**2023 Convertible Bonds**”) in the principal amount of HK\$10,000,000 by the Subscriber (a copy of the 2023 CB Subscription Agreement having been produced to the EGM and marked “B” and initialed by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder (including but not limited to the issue of the 2023 Convertible Bonds and the allotment and issue of the conversion shares (the “**2023 CB Conversion Shares**”) upon exercise of the conversion rights attaching to the 2023 Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby granted a specific mandate to allot and issue the 2023 CB Conversion Shares upon exercise of the conversion rights attached to the 2023 Convertible Bonds in accordance with the terms and conditions of the 2023 Convertible Bonds; and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the 2023 CB Subscription Agreement and the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the conditional deed of amendment (the “**Amendment Deed**”) dated 14 July 2023 and entered into between the Company and Team Sunny International Holdings Limited as holder of convertible bonds (the “**2022 Convertible Bonds**”) in the principal amount of HK\$91,000,000 (a copy of the Amendment Deed having been produced to the EGM and marked “C” and initialed by the chairman of the EGM for the purpose of identification) in relation to the extension of the maturity date of the 2022 Convertible Bonds from 12 August 2024 to the date falling on the second (2nd) anniversary of the issue date of the 2023 Convertible Bonds, and the transactions contemplated thereunder (including but not limited to the allotment and issue of the conversion shares (the “**2022 CB Conversion Shares**”) upon exercise of the conversion rights attaching to the 2022 Convertible Bonds (as amended by the Amendment Deed)) be and are hereby approved, confirmed and ratified;

- (b) the Board be and is hereby granted a specific mandate to allot and issue the 2022 CB Conversion Shares upon exercise of the conversion rights attached to the 2022 Convertible Bonds in accordance with the terms and conditions of the 2022 Convertible Bonds (as amended by the Amendment Deed); and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Amendment Deed and the transactions contemplated thereunder.”

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

Hong Kong, 4 August 2023

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more than one proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders' rights. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Wednesday, 23 August 2023). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
- (3) In the case of joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the EGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (4) The EGM is expected to last for less than half a day. Members (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Members or their proxies attending the EGM shall present their identity certifications.

- (5) The register of members of the Company will be closed from Tuesday, 22 August 2023 to Friday, 25 August 2023 (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 EGM, 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, 21 August 2023 for registration of transfer.
- (6) 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 25 August 2023, the EGM 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 28 August 2023. 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 EGM 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 EGM will remain valid for the adjourned EGM. The book closure period for ascertaining the rights of the shareholders of the Company who shall be entitled to attend and vote at the EGM remains unchanged.

The EGM 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 EGM 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 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, 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 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 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.*

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