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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)**

**COMPLETION OF CONNECTED TRANSACTIONS  
IN RELATION TO  
(1) PROPOSED SHARE SUBSCRIPTION UNDER SPECIFIC  
MANDATE A;  
(2) PROPOSED ISSUE OF 2023 CONVERTIBLE BONDS UNDER  
SPECIFIC MANDATE B; AND  
(3) PROPOSED EXTENSION OF THE MATURITY DATE OF 2022  
CONVERTIBLE BOND**

**Financial Adviser to the Company**

**MERDEKA 領智**

References are made to (i) the circular of NOIZ Group Limited (the “**Company**”) dated 4 August 2023 (the “**Circular**”) in relation to, among others, the connected transactions in relation to the Share Subscription, the 2023 CB Subscription and the 2022 CB Extension; and (ii) the announcement of the Company dated 25 August 2023 in relation to the poll results of the extraordinary general meeting of the Company held on 25 August 2023. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## **COMPLETION OF THE SHARE SUBSCRIPTION**

The Board is pleased to announce that all conditions precedent under the Share Subscription Agreement have been fulfilled and 37,666,666 Subscription Shares were duly allotted and issued to the Subscriber on 31 August 2023. The Share Offset Amount has been set-off against the Share Subscription Price in full in accordance with the terms and conditions of the Share Subscription Agreement.

## **COMPLETION OF THE 2023 CB SUBSCRIPTION**

The Board is pleased to announce that all conditions precedent under the 2023 CB Subscription Agreement have been fulfilled and the completion of the issue of the 2023 Convertible Bonds in the aggregate principal amount of HK\$10,000,000 to the Subscriber took place on 31 August 2023 in accordance with the terms and conditions of the 2023 CB Subscription Agreement. The CB Offset Amount has been set-off against the 2023 CB Subscription Price in full in accordance with the terms and conditions of the 2023 CB Subscription Agreement.

## **EFFECTIVE DATE OF THE AMENDMENT DEED**

The Board is pleased to announce that as all the conditions precedent set out in the Amendment Deed have been fulfilled, the 2022 CB Extension took effect on 31 August 2023.

## **EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY**

For illustration purposes only, the shareholding structure of the Company (i) prior to the Completion; (ii) immediately upon allotment and issue of the Subscription Shares; (iii) immediately upon allotment and issue of the Subscription Shares and full conversion of the 2023 Convertible Bonds at the initial 2023 CB Conversion Price (assuming that there are no other changes to the shareholding structure of the Company from the date of this announcement and up to the full conversion of the 2023 Convertible Bonds); and (iv) immediately upon allotment and issue of the Subscription Shares and full conversion of both 2023 Convertible Bonds at the initial 2023 CB Conversion Price and the 2022 Convertible Bonds at the initial 2022 CB Conversion Price (assuming that there are no other changes to the shareholding structure of the Company from the date of this

announcement and up to the full conversion of the 2023 Convertible Bonds and the 2022 Convertible Bonds) are as follows:

	(i) Prior to the Completion		(ii) immediately upon allotment and issue of the Subscription Shares		(iii) immediately upon allotment and issue of the Subscription Shares and full conversion of the 2023 Convertible Bonds at the initial 2023 CB Conversion Price		(iv) immediately upon allotment and issue of the Subscription Shares and full conversion of the 2023 Convertible Bonds at the initial 2023 CB Conversion Price and the 2022 Convertible Bonds at the initial 2022 CB Conversion Price	
	No. of Shares	Approx %	No. of Shares	Approx %	No. of Shares	Approx %	No. of Shares	Approx %
The Subscriber ( <i>Note 1</i> )	136,755,500	24.13	174,422,166	28.86	267,014,758	38.31	756,262,069	63.75
Ms. Tsang Kwai Ping ( <i>Note 2</i> )	900,000	0.16	900,000	0.15	900,000	0.13	900,000	0.08
Mr. Ann, Yu Chiu Andy ( <i>Note 3</i> )	19,999,999	3.53	19,999,999	3.31	19,999,999	2.87	19,999,999	1.68
Other public Shareholders	409,073,447	72.18	409,073,447	67.68	409,073,447	58.69	409,073,447	34.49
<b>Total</b>	<b>566,728,946</b>	<b>100.00</b>	<b>604,395,612</b>	<b>100.00</b>	<b>696,988,204</b>	<b>100.00</b>	<b>1,186,235,515</b>	<b>100.00</b>

#### Notes

1. The Subscriber, being Team Sunny is owned as to 100% by Mr. Wong, the Chairman, an executive Director and the chief executive officer of the Company, who is deemed to be interested in 136,755,500 Shares held by Team Sunny pursuant to Part XV of the SFO.
2. Ms. Tsang Kwai Ping is an executive Director and personally interested in 900,000 Shares.
3. Mr. Ann, Yu Chiu Andy is the director of NOIZChain Limited (a wholly-owned subsidiary of the Company) and personally interested in 19,999,999 Shares.

#### USE OF PROCEEDS

As (i) the Share Subscription amount payable by the Subscriber of HK\$4,068,000 under the Share Subscription Agreement has been satisfied by way of setting off against the Share Offset Amount (i.e. HK\$4,068,000) under the 2008 Convertible Bonds; and (ii) the 2023 CB Subscription Price by has been satisfied by setting off against the CB Offset Amount (i.e. HK\$10,000,000) under the 2008 Convertible Bonds held by the Subscriber, there were no proceeds arising from the issue of the Subscription Shares and the 2023 Convertible Bonds.

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

Hong Kong, 31 August 2023

*As at the date of this announcement, 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 announcement, 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 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](http://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](http://www.noiz-group.com).*