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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 25 NOVEMBER 2024

Financial Adviser to the Company



References are made to the notice (the “**Notice**”) of extraordinary general meeting (the “**EGM**”) and the circular (the “**Circular**”) of NOIZ Group Limited (the “**Company**”) dated 8 November 2024. Capitalised terms used herein shall have the same meanings as those defined in the Notice and the Circular unless otherwise stated herein.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed resolution (the “**Resolution**”) as set out in the Notice was duly passed by way of poll by the Independent Shareholders at the EGM on Monday, 25 November 2024.

Tricor Tengis Limited, the Company’s branch share registrar and transfer office in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of the EGM, the total number of issued shares in the Company was 604,395,612 Shares.

As stated in the Circular, the Subscriber, which is wholly and ultimately owned by Mr. Wong, being the Chairman, an executive Director and the chief executive officer of the Company, is beneficially interested in 174,421,666 Shares, representing approximately 28.86% of the issued share capital of the Company and shall abstain from voting on the Resolution to approve the Subscription Agreement and the transactions contemplated thereunder at the EGM and had so abstained.

Accordingly, there were 429,973,946 Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM.

Save as disclosed above, no other Shareholder was required under the GEM Listing Rules to abstain from voting on the Resolution proposed at the EGM and no other Shareholder was entitled to attend but was required under Rule 17.47A of the GEM Listing Rules to abstain from voting in favour of the Resolution proposed at the EGM.

Save as disclosed above, no other parties had indicated in the Circular their intention to vote against or abstain from voting on the Resolution proposed at the EGM.

The poll results in respect of the Resolution proposed at the EGM is set out below:

ORDINARY RESOLUTION <i>(Note)</i>	Number of votes cast <i>(Approximate %)</i>		Total number of votes cast
	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.	119,276,130 (100%)	0 (0%)	119,276,130 (100%)

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

As more than 50% of the votes were cast in favour of the Resolution proposed at the EGM, the Resolution was duly passed as an ordinary resolution of the Company by way of poll at the EGM.

All of the Directors have attended the EGM either in person or through electronic means.

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

Hong Kong, 25 November 2024

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 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 for at least seven days from the date of its publication and on the Company’s website at www.noiz-group.com.