

STRICTLY PRIVATE & CONFIDENTIAL
BY EMAIL

8 November 2024

NOIZ Group Limited
Room 1108, 11/F Wing On Centre
111 Connaught Road Central
Central
Hong Kong

Dear Sirs

**RE: CONNECTED TRANSACTION – PROPOSED ISSUE OF PERPETUAL
CONVERTIBLE SECURITIES UNDER SPECIFIC MANDATE**

We refer to the circular of the NOIZ Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 8 November 2024 in relation to the captioned matter (the “**Circular**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Circular.

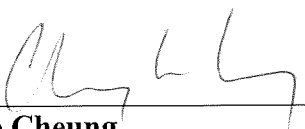
We hereby give and have not withdrawn our written consent to the issue of the Circular with the inclusion therein of our letter and opinion with even date and references to our name in the form and context in which they respectively appear in the Circular.

As at the Latest Practicable Date, we did not have any shareholding, directly or indirectly, in any member of the Group nor did we have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date and the date hereof, we did not and do not have any direct or indirect interest in any assets which have been acquired or disposed of by, or leased to, or which are proposed to be acquired or disposed of by, or leased to, the Company or any of its subsidiaries since 31 December 2023, being the date to which the latest published audited accounts of the Group were made up.

MESSIS 大有融資

Yours faithfully
For and on behalf of
Messis Capital Limited



Wallace Cheung
Managing Director