

**NOONTALK MEDIA LIMITED**  
Company Registration No. 201108844H  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 29 MEDIA CIRCLE, #01-04/05 ALICE@MEDIAPOLIS, SINGAPORE 138565 ON MONDAY, 23 OCTOBER 2023 AT 10.00 A.M.**

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**PRESENT**

**DIRECTORS**

Dr Wee Keng Neo Lynda	:	Non-Executive Chairman and Independent Director
Mr Dasmond Koh Chin Eng	:	Executive Director and Chief Executive Officer
Mr Soh Gim Teik	:	Lead Independent Director
Mr Cruz Teng	:	Independent Director
Mr Zheng Xianbin	:	Executive Director and Chief Operating Officer

**IN ATTENDANCE / BY INVITATION**

As per attendance record maintained by the Company.

**SHAREHOLDERS**

As per attendance record maintained by the Company.

**QUORUM**

As there was a quorum, Dr Wee Keng Neo, Lynda (“**Dr Wee**”), the Non-Executive Chairman and Independent Director, called the Meeting to order at 10.01 a.m.

**NOTICE**

The Notice convening the Annual General Meeting (the “**Meeting**”) dated 6 October 2023 was taken as read.

**INTRODUCTION**

Dr Wee welcomed all attendees at the Meeting and introduced the Directors and the Chief Financial Officer to the shareholders. The Auditors, Company Secretary and representatives from the Sponsor, Evolve Capital Advisory Private Limited were also present at the Meeting.

Dr Wee called upon Mr Dasmond Koh Chin Eng (“**Dasmond**”), the Company’s Executive Director and Chief Executive Officer (“**CEO**”), to give a presentation to update the shareholders on the Company.

Dasmond extended a warm welcome to the shareholders and he went on to highlight the strategic directions that the Company has embarked upon since its listing, primarily in the realms of production and multimedia. He also elaborated on the accomplishments and endeavors of the past year.

At the invitation of Dasmond, Mr Zheng Xianbin (“**Jed**”) shared the following with the shareholders:

- (a) Significant project highlights for the Financial Year 2023;
- (b) Progress update on key projects; and
- (c) Preview of upcoming initiatives and their developments.

**OPENING ADDRESS**

The Chairman informed that all resolutions tabled at the Meeting will be voted on by poll and the poll voting process will be conducted after all the resolutions have been duly proposed and seconded. The Company has engaged B.A.C.S. Private Limited as the polling agent and Agile 8 Advisory Pte. Ltd. as the scrutineer to assist with the poll voting at the Meeting.

The Chairman informed that the Company had received questions from the Securities Investors Associations (Singapore) (“**SIAS**”) prior to the Meeting and had responded to SIAS via an announcement on SGXNet on 17 October 2023.

The Chairman then proceeded with the following Agenda of the Meeting.

**RESOLUTION 1 - ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT THEREON.**

The first agenda of the Meeting was to receive and adopt the Directors' Statements and the audited financial statements of the Company for the financial year ended 30 June 2023 together with the auditors' report thereon.

The motion was proposed by the Chairman and seconded by Lim Hao Jie, a shareholder.

The Chairman invited shareholders present to raise any questions they may have on the audited financial statement.

A shareholder raised some questions and the responses by the Board/Management are as follows:

- a. Shareholder A noted that the Company is actively identifying collaboration opportunities and cultivating relationships with existing and prospective partners within the region, with particular focus on China and Thailand. Additionally, he mentioned that the Company has signed on new artistes from these two countries. He inquired about which segment of the business is more proactive: the Production segment or the Management & Event segment.

Dasmond replied that the Company is exploring co-production opportunities with China and intends to engage when the right opportunity emerges. Concurrently the artiste management would closely align with these efforts, working hand in hand to support and enhance our collaborative ventures.

- b. Shareholder A referred to the revenue of the Company and requested a breakdown of revenue derived from businesses related to activities organised by the government sector.

Jed informed that certain project tenders are obtained through open tenders, and the scope and tender details vary. Furthermore, some of the tenders that the Company obtained could have been signed with a private entity/agency and not directly with the government department. Thus, it would be difficult to break down the revenue derived from the private and government sectors.

- c. Shareholder A referred to the decline in revenue for the Production segment and the Management & Event segment and inquired about the plans the Board is taking to address this issue.

In response to the question, Jed shared the changes in the film and drama production market due to the rise of streaming platforms like Netflix, and the Company is monitoring opportunities to tap into this market. Dasmond explained that the decline in the revenue for the Management & Event segment mainly occurred during the pandemic period when global businesses were affected. With the easing of the pandemic and life slowly returning to normal, the Company is in the process of adjusting its business model and making efforts to boost its operations.

- d. Shareholder A also inquired about the increase in staff costs and whether they were associated with the listing. Mr Soh Gim Teik ("**Mr Soh**") clarified that the service-oriented nature of the business requires staff for artiste management, collaborations, and events, resulting in staff costs classified under general administration and production.
- e. Shareholder A referred to the trade and other receivables as disclosed in the Annual Report, specifically the amount collected and any potential credit risk concerns. The CFO Mr Terence Tan verified that a considerable portion of the S\$710,000 had been collected.

As there were no further questions from the shareholders, the Chairman proceeded to Resolution 2 on the agenda.

**RESOLUTION 2 - APPROVAL OF DIRECTORS' FEES OF UP TO S\$81,500.00 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023**

The Chairman informed that Resolution 2 was to seek shareholders' approval for the payment of Directors' fees, up to S\$81,500.00, for the financial year ended 30 June 2023. The Directors' fees are payable to the Independent and Non-Executive Directors and the amount has been pro-rated from the date of their appointment on 27 October 2022 up to the end of FY2023.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Directors' fees of up to S\$81,500.00 for the financial year ended 30 June 2023 be approved."

**RESOLUTION 3 - RE-ELECTION OF DR WEE KENG NEO, LYNDA AS A DIRECTOR OF THE COMPANY.**

At the invitation of the Chairman, Mr Soh, Lead Independent Director of the Company, tabled Resolution 3 concerning the re-election of Dr Wee as an Independent Director of the Company, to the shareholders.

Mr Soh informed the shareholders that Dr Wee being eligible, has consented to stand for re-election. Dr Wee will, upon re-election, continue to serve as an Independent Director, Chairman of the Board and Nominating Committee, and member of the Audit and Remuneration Committees. Dr Wee is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Dr Wee Keng Neo Lynda, a Director retiring in accordance with Regulation 114 of the Company's Constitution, be re-elected as an Independent Director of the Company."

Mr Soh handed back the proceedings of the meeting to the Chairman.

**RESOLUTION 4 - RE-ELECTION OF MR SOH GIM TEIK AS A DIRECTOR OF THE COMPANY.**

The Chairman informed that Mr Soh, Lead Independent Director of the Company retired pursuant to Regulation 114 of the Company's Constitution. Mr Soh being eligible, has consented to stand for re-election. Mr Soh will, upon re-election, remain as the Lead Independent Director, Chairman of the Audit Committee and member of Nominating and Remuneration Committees of the Company. Mr Soh is considered by the Board as independent for the purpose of Rule 704(7) of the Catalist Rule.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Mr Soh Gim Teik, a Director retiring in accordance with Regulation 114 of the Company's Constitution, be re-elected as the Lead Independent Director of the Company."

**RESOLUTION 5 - RE-ELECTION OF MR CRUZ TENG AS A DIRECTOR OF THE COMPANY.**

The Chairman informed that Mr Cruz Teng ("**Mr Teng**") an Independent Director of the Company, retired pursuant to Regulation 114 of the Company's Constitution. Mr Teng being eligible, has consented to stand for re-election. Mr Teng will, upon re-election, remain as an Independent Director, Chairman of the Remuneration Committee and member of Audit and Nominating Committees of the Company. Mr Teng is considered by the Board as independent for the purpose of Rule 704(7) of the Catalist Rule.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Mr Cruz Teng, a Director retiring in accordance with Regulation 114 of the Company's Constitution, be re-elected as an Independent Director of the Company."

**RESOLUTION 6 - RE-ELECTION OF MR ZHENG XIANBIN AS A DIRECTOR OF THE COMPANY.**

The Chairman informed that Jed the Executive Director of the Company, retired pursuant to Regulation 114 of the Company's Constitution. Jed being eligible, has consented to stand for re-election. Upon re-election, Jed will remain as an Executive Director and Chief Operating Officer of the Company.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Mr Zheng Xianbin, a Director retiring in accordance with Regulation 114 of the Company's Constitution, be re-elected as a Director of the Company."

**RESOLUTION 7 - RE-APPOINTMENT OF FOO KON TAN LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

The shareholders were informed that Foo Kon Tan LLP had expressed their willingness to continue in office as the Auditors of the Company.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Foo Kon Tan LLP be re-appointed as Auditors of the Company and the Directors of the Company be authorised to fix their remuneration."

**ANY OTHER ORDINARY BUSINESS**

There being no other ordinary business had been received by the Secretary, the Chairman proceeded with the special business of the Meeting.

**SPECIAL BUSINESS:**

**RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY.**

The Chairman tabled Resolution 8, which seek shareholders' approval to grant authority to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rule.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

"Pursuant to Section 161 of the Companies Act 1967 (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

- (I) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (II) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred percent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with

sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

#### **RESOLUTION 9 - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER NOONTALK EMPLOYEE SHARE OPTION SCHEME**

The Chairman proceeded with Resolution 9 which was to seek shareholders' approval, to authorise the Directors to offer and grant options and to allot and issue shares pursuant to the exercise of the Options, under the NoonTalk Media Employee Share Option Scheme.

The following motion was proposed by the Chairman and seconded by Lim Hao Jie:

“Pursuant to Section 161 of the Act, the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provisions of the NoonTalk Employee Share Option Scheme (the “Scheme”) and to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme, provided always that the aggregate number of Shares issued and issuable in respect of all options granted or to be granted under the Scheme shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.”

#### **POLLING**

The shareholders were directed to complete and hand over their duly completed voting slip to the Scrutineer for verification and vote counting.

The Meeting was temporarily adjourned, pending the counting of votes.

## RESULTS OF THE POLL VOTING

Upon the completion of the verification and counting of votes, the results of the poll were handed to the Chairman. The Chairman announced the results of the poll as follows:

Resolution number and Resolution Details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1 Adoption of the Audited Financial Statements for the financial year ended 30 June 2023 together with the Directors' Statement and the Auditors' Report thereon.	130,908,588	130,908,588	100	0	0
2 Approval of Directors' fees of up to S\$81,500.00 for the financial year ended 30 June 2023.	130,908,588	130,908,588	100	0	0
3 Re-election of Dr Wee Keng Neo, Lynda as a Director of the Company (the "Director").	130,908,588	130,908,588	100	0	0
4 Re-election of Mr Soh Gim Teik as a Director.	130,908,588	130,908,588	100	0	0
5 Re-election of Mr Cruz Teng as a Director.	130,908,588	130,908,588	100	0	0
6 Re-election of Mr Zheng Xianbin as a Director.	130,908,588	130,908,588	100	0	0
7 Re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	130,908,588	130,908,588	100	0	0
8 Authority to allot and issue shares in the capital of the Company.	130,908,588	130,908,588	100	0	0
9 Authority to allot and issue shares under the NoonTalk Employee Share Option Scheme.	123,858,588	123,858,588	100	0	0

Based on the poll voting results as verified by the Scrutineer, the Chairman declared that all ordinary resolutions tabled at the Meeting were carried.

**CONCLUSION**

There being no other business to transact, the Chairman thanked everyone for attending the Meeting and declared the Meeting closed at 10.51 a.m.

Confirmed as True Record of Proceedings held

DR WEE KENG NEO LYNDIA  
Chairman of the Meeting