

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

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT 29 MEDIA CIRCLE, #01-04/05 ALICE@MEDIAPOLIS, SINGAPORE 138565 ON MONDAY, 23 OCTOBER 2023 AT 10.51 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, called the Meeting to order at 10.51 a.m.

**NOTICE**

The Notice convening 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 Audit Partner, Company Secretary and representative from the Sponsor, Evolve Capital Advisory Private Limited were also present at the Meeting.

**OPENING ADDRESS**

Dr Wee informed that the sole resolution tabled at this Extraordinary General Meeting (the “**Meeting**”) will be voted on by poll in accordance with the Company’s Constitution and the poll voting process will be conducted after the resolution has 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 has not received any questions from shareholders relating to the resolution to be tabled at the Meeting as of the submission cut-off date of 13 October 2023.

The Chairman proceeded with the sole Agenda of the Meeting, which was to seek shareholders’ approval on the proposed adoption of the share buy-back mandate.

**ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE**

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

“Pursuant to the Constitution:

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore ("**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to but not exceeding the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchase(s) ("**On-Market Share Purchase(s)**") transacted on the SGX-ST through the SGX-ST's ready market trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (the "**Other Exchange**"), through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchase(s) ("**Off-Market Share Purchase(s)**") (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, the Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");

- (b) unless revoked or varied by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting ("AGM") of the Company is held or required by law to be held (whereupon it will lapse, unless renewed at such meeting);
  - (iii) the date on which the purchases and/or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next AGM);

- (c) in this Resolution:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of making the On-Market Share Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted in accordance with the Catalist Rules for any corporate action that occurs during the relevant five (5) Market Days' period and the day on which such purchases were made;

"**closing market price**" means the last dealt price for a Share transacted through the SGX-ST's trading system as shown in any publication of the SGX-ST or other sources;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

**"Maximum Percentage"** means that number of issued Shares representing 10% of the issued Shares (excluding subsidiary holdings and treasury shares) as at the date of the passing of this Resolution unless the Company has effected a reduction of its issued share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued share capital of the Company shall be taken to be the issued share capital of the Company as altered (excluding subsidiary holdings and any treasury shares that may be held by the Company as at that date);

**"Maximum Price"** in relation to a Share to be purchased, means an amount per Share (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price,

in either case, excluding related expenses of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate;

**"Relevant Period"** means the period commencing from the date of the general meeting at which the adoption of the Share Purchase Mandate is approved and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held (whereupon it will lapsed, unless renewed at such meeting);
  - (ii) the date on which the purchases and/or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company at general meeting (if so varied or revoked prior to the next AGM);
- (d) the Directors of the Company be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Purchase Mandate, in any manner as they think fit, which is permitted under the Companies Act; and
- (e) the Directors and/or any of them be and are and/or is hereby authorised and empowered to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

The Chairman invited shareholders to post their questions, if any. As there were no questions from the shareholders, the Chairman invited the representative from Agile 8 Advisory Pte. Ltd. (the "**Scrutineer**") to explain the poll voting procedures to the shareholders.

## **POLLING**

The shareholders were directed to complete and hand over the duly completed poll voting slip to the Scrutineer for verification and votes counting purpose.

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

## **RESULTS OF THE POLL VOTING**

Upon the completion of the verification and counting of the 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 The Proposed Adoption of the Share Purchase Mandate.	130,908,588	130,908,588	100	0	0

Based on the poll voting results confirmed by the Scrutineer, the Chairman declared that the ordinary resolution tabled at the Meeting was carried.

#### **CONCLUSION**

There being no other business to transact, the Chairman thanked everyone for attending the Meeting and declared the Meeting of the Company closed at 10.59 a.m.

Confirmed as True Record of Proceedings held

DR WEE KENG NEO LYNDA  
Chairman of the Meeting