

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, 28 OCTOBER 2024 AT 10.00
A.M.**

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 10.00 a.m.

NOTICE

The Notice convening the Annual General Meeting (the “**AGM**” or “**Meeting**”) dated 11 October 2024 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.

She invited Mr Dasmond Koh Chin Eng (“**Dasmond**”), the Company’s Executive Director and Chief Executive Officer (“**CEO**”), to provide shareholders with a brief update on the Company’s business and share insights on the way forward.

Dasmond extended a warm welcome to the shareholders and shared that FY2024 has been a fruitful year for the Company. The Management team has developed strong connections and collaborated with new business partners. This has helped establish a solid foundation of core competencies, which he believes will pave the way for the Company’s future success.

At the invitation of Dasmond, Mr Zheng Xianbin (“**Jed**”) shared with the shareholders the Company’s achievements over the past financial year.

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 CACS Corporate Advisory Pte. Ltd. as the scrutineer to assist with the poll voting at the Meeting.

The Chairman said that, as Chairman of the Meeting, she has been appointed as proxy by some shareholders and will be voting according to their instructions. As a proxy, she will also be proposing all the resolutions put forth at the Meeting.

The Chairman apprised the shareholders that the Company had received questions from some shareholders prior to the AGM and the responses to shareholders' questions had been published via an announcement on SGXNet and the Company's website on 22 October 2024.

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 2024 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 2024 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 regarding the audited financial statement.

There being no questions from the shareholders, the Chairman proceeded with the second item on the agenda.

RESOLUTION 2 - APPROVAL OF DIRECTORS' FEES OF UP TO S\$120,000 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024

The Chairman informed that Resolution 2 was to seek shareholders' approval for the payment of Directors' fees of up to S\$120,000.00 for the financial year ended 30 June 2024.

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

"That the Directors' fees of up to S\$120,000.00 for the financial year ended 30 June 2024 be approved."

There being no questions from the shareholders, the Chairman proceeded to the next item on the agenda.

RESOLUTION 3 - RE-ELECTION OF DASMOND KOH CHIN ENG AS A DIRECTOR OF THE COMPANY.

The Chairman informed that Mr Dasmond Koh Chin Eng, an Executive Director and CEO of the Company, retired pursuant to Regulation 110 of the Company's Constitution. Dasmond being eligible, has offered himself for re-election. He will upon re-election, continue to serve as an Executive Director, CEO and a member of the Nominating Committee of the Company.

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

"That Mr Dasmond Koh Chin Eng, a Director retiring in accordance with Regulation 110 of the Company's Constitution, be re-elected as a Director of the Company."

There being no questions from the shareholders, the Chairman proceeded to the next item on the agenda.

RESOLUTION 4 - 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 110 of the Company's Constitution. Mr Teng being eligible, has offered himself for re-election.

The Meeting noted that, if elected, Mr Teng would remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee of the Company. Mr Teng is considered by the Board to be independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The following motion was proposed by the Chairman and seconded by Chin Khai Lee, a shareholder.

“That Mr Cruz Teng, a Director retiring in accordance with Regulation 110 of the Company’s Constitution, be re-elected as a Director of the Company.”

There being no questions from the shareholders, the Chairman proceeded to the next item on the agenda.

RESOLUTION 5 - 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.

“That 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

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

SPECIAL BUSINESS:

RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY.

The Chairman tabled Resolution 6, which was to seek shareholders’ approval for granting 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 Chin Khai Lee.

“That Pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), 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.”

A shareholder Ms Loong Lee Teng enquired the purpose of this resolution and Mr Soh Gim Teik the Lead Independent Director of the Company explained that the resolution was to seek shareholders' approval for a general mandate to empower the Directors to allot and issue shares as and when needed. This authority once obtained, will be in force from the date of this AGM until the conclusion of the next AGM of the Company.

There being no other questions from the shareholders, the Chairman proceeded with the next agenda item.

RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER NOONTALK EMPLOYEE SHARE OPTION SCHEME

The Chairman proceeded with Resolution 7 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 Chin Khai Lee:

“That 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

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 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 cast for and against the resolution (%) | Number of shares | As a percentage of total number of votes cast for and against the resolution (%) |
| 1. Adoption of the Audited Financial Statements for the financial year ended 30 June 2024 together with the Directors' Statement and Auditor's Report thereon. | 131,115,288 | 131,115,288 | 100 | 0 | 0.00 |
| 2. Approval of Directors' fees of up to S\$120,000 for the financial year ended 30 June 2024. | 131,115,288 | 131,115,288 | 100 | 0 | 0.00 |
| 3. Re-election of Mr Dasmond Koh Chin Eng as a Director of the Company. | 7,271,000 | 7,271,000 | 100 | 0 | 0.00 |
| 4. Re-election of Mr Cruz Teng as a Director of the Company. | 131,115,288 | 131,115,288 | 100 | 0 | 0.00 |
| 5. Re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | 131,115,288 | 131,115,288 | 100 | 0 | 0.00 |
| 6. Authority to allot and issue shares in the capital of the Company. | 131,115,288 | 131,034,288 | 99.94 | 81,000 | 0.06 |
| 7. Authority to allot and issue shares under the NoonTalk Employee Share Option Scheme. | 130,964,288 | 130,964,288 | 100 | 0 | 0.00 |

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 10.35 a.m.

Confirmed as True Record of Proceedings held

DR WEE KENG NEO LYNDIA
Chairman of the Meeting