

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 ONE FARRER HOTEL (LEVEL 6, NAPIER ROOM) LOCATED AT 1 FARRER PARK STATION ROAD SINGAPORE 217562 ON FRIDAY, 31 OCTOBER 2025 AT 10.00 A.M.

PRESENT

DIRECTORS

Dr Wee Keng Neo Lynda	:	Non-Executive Chairperson 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 the quorum for the meeting was present, Dr Wee Keng Neo Lynda (“**Dr Lynda Wee**” or “**Chairperson**”), the Non-Executive Chairperson 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 16 October 2025 was taken as read.

INTRODUCTION

Dr Lynda Wee welcomed all attendees at the Meeting and introduced the Directors and the Chief Financial Officer to the shareholders. The Auditors, Company Secretary, the Sponsor, Scrutineer and Polling Agent were also present at the Meeting.

Dr Lynda Wee 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.

Dasmond welcomed the shareholders and highlighted that the Company had achieved another milestone through the organisation of the Golden Singa Awards. He added that several prominent industry personalities had accepted the invitation and will be the juries for the ceremony. He opined that the Golden Singa Award will further enhance the position of Singapore on the global stage. Details of the ceremony, including the nominations and guest artists, will be announced in due course.

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

OPENING ADDRESS

The Chairperson thanked the CEO and COO.

The Chairperson informed that all resolutions tabled at the Meeting would be voted on by poll and the poll voting process would 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 Chairperson informed that she has been appointed as proxy by some shareholders and would vote in accordance with their instructions. The Chairman further informed she would be proposing all resolutions put forth at the Meeting, except for resolution 3 concerning her re-election.

The Chairperson apprised shareholders that the Company had not received questions in advance from the shareholders but had received some questions from the Securities Investors Association (Singapore) (“SIAS”) prior to the AGM. Responses to SIAS’s questions had been published via an announcement on SGXNet and the Company’s website on 27 October 2025.

The Chairperson then proceeded with the following agenda of the Meeting.

RESOLUTION 1 - ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 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 2025 together with the auditors’ report thereon.

The motion was proposed by the Chairperson and seconded by a shareholder.

The Chairperson invited shareholders present to raise any questions that they may have regarding the audited financial statement.

Mr Bay Guan Seng (“**Mr Bay**”) shared several observations and raised questions to the Board, which the Board addressed as follows:

Question: Mr Bay expressed his appreciation to Dasmond for extending a substantial loan to the Company to support its business continuity.

He then highlighted that the Company had incurred losses over the past three years and enquired how does the Remuneration Committee assess key management’s performance during this period, and whether the Company’s performance review framework reflects a culture of accountability.

Reply: Mr Cruz Teng, Chairman of the Remuneration Committee (“**RC**”) explained that the RC adopts a fair and systematic approach in assessing key management remuneration, taking into account defined key performance indicators, performance milestones, and market benchmarks. He stated that the RC aims to remain competitive in attracting and retaining talent and expressed confidence that key management personnel are fairly compensated and continues to demonstrate improved performance.

The Chairperson further highlighted that key executives are engaged under service agreements that clearly set out their role and responsibilities. She reiterated that the Company is currently in an experimental stage, undertaking calculated risks to explore new opportunities within the industry. While certain outcomes may fall outside Management’s control, each initiative provides valuable learning experiences that contribute to the Company’s long-term growth. In evaluating key executives, the RC considers their contractual deliverables, lessons learned and demonstrated commitment. She added that during challenging periods, employees and Management had shown strong dedication including taking no-pay leave to support the completion of projects. The CEO has also extended personal loans to the Company when necessary. The RC concluded that it is satisfied with the commitment and efforts demonstrated by key management and is of the view that their remuneration package is fair and justifiable.

Question: Mr Bay noted that the Company has ventured into micro-dramas instead of continuing with large-scale dramas and films.

Mr Bay enquired whether this shift was driven by the lower production costs of micro-dramas, or if it was part of a new business strategy.

Reply: The COO explained that venturing into micro-dramas aligns with current market trends, particularly their rapid growth in China and the region. This move is part of the Company's strategy to expand its content offerings in a fast-growing segment. While micro-dramas generally incur lower production costs, he emphasised that the Company continues to ensure full regulatory compliance. The Company has already launched several projects and plans to increase production, with more releases expected soon.

The CEO added that the decision to venture into micro-dramas is driven by cost-effectiveness and profitability. Although micro-dramas have lower production costs and shorter timelines than long-form dramas, each project is still assessed against a minimum target return. The growing demand for micro-dramas also enables the Company to produce a higher volume of content, which collectively can generate returns comparable to larger projects.

There being no further questions from the shareholders, the Chairperson 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 2025

The Chairperson informed that Resolution 2 was to seek shareholders' approval for the payment of Directors' fees of up to S\$120,000 for the financial year ended 30 June 2025.

The following motion was proposed by the Chairperson and seconded by a shareholder.

"That the Directors' fees of up to S\$120,000 for the financial year ended 30 June 2025 be approved."

There being no question from the shareholders, the Chairperson proceeded to the next item on the agenda.

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

As the next item on the agenda relates to her re-election as Director of the Company, the Chairperson invited the Lead Independent Director, Mr Soh Gim Teik ("**Mr Soh**") to assist with the proceedings of this agenda.

Mr Soh informed the shareholders that Dr Lynda Wee retired by rotation pursuant to Regulation 110 of the Company's Constitution and being eligible, has offered herself for re-election.

Upon re-election, Dr Lynda Wee will continue to serve as an Independent and Non-Executive Director, Chairperson of the Board and Nominating Committee, and a member of the Audit and Remuneration Committees of the Company. Dr Lynda Wee is considered by the Board of Directors 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 and seconded by the shareholders.

"That Dr Lynda Wee, 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 question from the shareholders, Mr Soh handed the meeting back to the Chairperson

RESOLUTION 4 - RE-ELECTION OF MR ZHENG XIANBIN AS A DIRECTOR OF THE COMPANY.

The Chairperson informed that Mr Jed Tay retired by rotation pursuant to Regulation 110 of the Company's Constitution. Mr Jed Tay being eligible, has offered himself for re-election.

Upon re-election, Mr Jed Tay will, continue to serve as the Executive Director and COO of the Company.

The following motion was proposed by the Chairperson and seconded by a shareholder.

“That Mr Jed Tay, 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 question from the shareholders, the Chairperson 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 Chairperson and seconded by a shareholder.

“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 Company Secretary, the Chairperson 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 Chairperson 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 Chairperson and seconded by a shareholder.

“That Pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Catalist Rules of 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."

There being no question from the shareholders, the Chairperson proceeded with the next agenda item.

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

The Chairperson 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 Employee Share Option Scheme ("**Scheme**").

The Chairman informed the shareholders that for corporate governance purposes, shareholders who are Directors or employees of the Company and who are eligible participants to the Scheme, had abstained from voting this resolution.

The following motion was proposed by the Chairperson and seconded by a shareholder:

"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 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."

There was no question raised by the shareholders.

POLLING

As all the items of the AGM agenda have been dealt with, the Chairperson proceeded to invite the Scrutineer to explain the poll voting procedures. 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 while the votes were being counted.

RESULTS OF THE POLL VOTING

Upon the completion of the verification and counting of votes, the results of the poll were handed to the Chairperson. The Chairperson 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 2025 together with the Directors' Statement and Auditor's Report thereon.	131,100,288	130,900,288	99.85	200,000	0.15
2. Approval of Directors' fees of up to S\$120,000 for the financial year ended 30 June 2025.	131,100,288	130,900,288	99.85	200,000	0.15
3. Re-election of Dr Wee Keng Neo Lynda as a Director of the Company.	131,100,288	130,900,288	99.85	200,000	0.15
4. Re-election of Mr Zheng Xianbin as a Director of the Company.	131,100,288	130,900,288	99.85	200,000	0.15
5. Re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	131,100,288	130,900,288	99.85	200,000	0.15
6. Authority to allot and issue shares in the capital of the Company.	131,100,288	130,900,288	99.85	200,000	0.15
7. Authority to allot and issue shares under the NoonTalk Employee Share Option Scheme.	124,050,288	123,850,288	99.84	200,000	0.16

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

CONCLUSION

There being no other business to transact, the Chairperson thanked everyone for attending the Meeting and declared the Meeting closed at 10.40 a.m.

Confirmed as True Record of Proceedings held

DR WEE KENG NEO LYNDIA
Chairperson of the Meeting