



## NOONTALK MEDIA LIMITED

Company Registration No. 201108844H  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of NoonTalk Media Limited (the “Company”) will be held at 25 Bukit Batok Street 22, #05-00, Singapore 659591 on Monday, 22 June 2026 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution set out below.

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 5 June 2026 issued by the Company (“Circular”).*

#### ORDINARY RESOLUTION: THE PROPOSED CAPITALISATION

##### THAT:

- (a) approval be and is hereby given for the Proposed Capitalisation and for the Company to allot and issue 16,363,636 new Shares, as an interested person transaction in accordance with Rules 804, 805(1), 812(1) and 906 of the Catalist Rules, and pursuant to section 161 of the Companies Act, at the Capitalisation Price, to be credited as fully paid on issue in full repayment and discharge of the Outstanding Amount, pursuant to and subject to the terms and conditions of the Capitalisation Deed; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including making all necessary filings with ACRA and executing all such documents as may be required) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Ordinary Resolution.

By Order of the Board

**Nor Hafiza Alwi**  
Company Secretary  
5 June 2026

##### NOTES:

1. A Shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
  2. (a) A Shareholder (otherwise than a Relevant Intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such Shareholder’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
  
(b) A Shareholder who/which is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- “**Relevant intermediary**” has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the “**Companies Act**”).
3. A proxy need not be a Shareholder.
  4. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
  5. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

6. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, or submitted electronically via email to the Company's Share Registrar, B.A.C.S. Private Limited at [main@zicoholdings.com](mailto:main@zicoholdings.com) by 10.30 a.m. on 19 June 2026 (being not less than 72 hours before the time appointed for the holding of the EGM) and in default the instrument of proxy shall not be treated as valid. Where a Shareholder submits a proxy form and subsequently attends the EGM in person and votes, the appointment of the proxy or proxies shall be deemed to be revoked.
7. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. An investor who buys shares using CPF monies and/or SRS monies ("**CPF and SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the meeting in person. CPF and SRS Investors who are unable to attend the meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a Shareholder whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

#### **ABSTENTION FROM VOTING PURSUANT TO RULE 804 OF THE CATALIST RULES**

10. Pursuant to Rule 804 of the Catalist Rules, where an issue is made to any Director and any of his Associates otherwise on a *pro rata* basis, such Director and Associate must abstain from exercising any voting rights in respect thereof. Accordingly, Mr. Dasmond Koh and his Associates (if any) shall abstain from voting on the Ordinary Resolution.

#### **ABSTENTION FROM VOTING PURSUANT TO RULE 919 OF THE CATALIST RULES**

11. Pursuant to Rule 919 of the Catalist Rules, in a meeting to obtain shareholder approval, the interested person and any Associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given. Accordingly, Mr. Dasmond Koh and his Associates (if any) shall abstain from voting on the Ordinary Resolution.

#### **SUBMISSION OF QUESTIONS PRIOR TO EGM**

12. Shareholders (including CPF and SRS Investors) who have any questions in relation to any agenda item of this notice are encouraged to send their questions to the Company in advance, within 7 calendar days from the date of this Notice of EGM (i.e. by 12 June 2026) ("**Questions Deadline**"), via email to [ir@noontalk.com](mailto:ir@noontalk.com) or by post to 25 Bukit Batok Street 22, #05-00, Singapore 659591. When submitting questions, Shareholders or their corporate representative should provide their details including full name, NRIC/Passport/Company Registration No., contact number and email address, and indicate whether he/she is a Shareholder or a corporate representative of a corporate Shareholder, for verification purposes. Questions submitted without the required identification details will not be addressed. Questions must be submitted no later than the Questions Deadline.

The Company will endeavour to upload the Company's responses to all substantial and relevant questions from Shareholders on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <https://noontalk.com/investor-relations-agm-egm/> 48 hours prior to the closing date and time for lodgment of the Proxy Forms, i.e., by 17 June 2026. The Company will address those substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, which have not already been addressed prior to the EGM, during the EGM proceedings itself and through the publication of the minutes of the EGM on SGXNet and the Company's website within one month after the date of EGM.

#### **ASKING QUESTIONS AT THE EGM**

13. Shareholders and (where applicable) their duly appointed proxy or proxies will be able to ask questions related to the resolution to be tabled for approval at the EGM, at the EGM itself. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

#### **ATTENDANCE AT EGM**

14. Due to the limited sitting capacity of the venue, only Shareholders whose names appear in the Depository Register as at 72 hours before the time appointed for holding the EGM or the appointed proxy or proxies shall be entitled to attend the EGM.

## PERSONAL DATA PRIVACY

15. By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) warrants that where the shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the Shareholder will fully and effectively indemnify the Company, on demand and on an after-tax basis, in respect of any penalties, liabilities, claims, demands, losses and damages arising out of or in connection with the Shareholder's breach of warranty.
16. Photographic, sound and/or video recordings at the EGM (including any adjournment thereof) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder (such as his/her name, presence at the EGM and any questions he/she may raise or motions proposed/seconded by him/her) may be recorded by the Company for such purposes.

---

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited ("**Sponsor**"). It has not been examined or approved by Singapore Exchange Securities Trading Limited ("**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Mr. Jerry Chua (Telephone Number: +65 6241 6626) at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914*