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 25 BUKIT BATOK STREET 22, #05-00, SINGAPORE 659591 ON MONDAY, 22 JUNE 2026 AT 10.30 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 10.30 a.m.

INTRODUCTION

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

NOTICE

The Notice convening the Extraordinary General Meeting (the "**EGM**" or "**Meeting**") dated 5 June 2026 was taken as read.

OPENING ADDRESS

The Chairperson informed that the resolution tabled at the Meeting would be voted on by poll in accordance with the Catalist Rules and Company's Constitution and the poll voting process would be conducted after the resolution has been duly proposed and seconded.

The Chairperson informed the Meeting that she had been appointed as proxy by certain shareholders and would vote in accordance with their instructions. She further informed that she would be proposing the resolution put forth at the Meeting.

The Company had 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 apprised shareholders that the Company had not received any question from the shareholders prior to the EGM.

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

ORDINARY RESOLUTION – THE PROPOSED CAPITALISATION

The agenda of the Meeting was to seek for shareholders' approval for the Proposed Capitalisation and for the Company to allot and issue 16,363,636 new Shares in the capital of the Company. The Chairperson also mentioned to shareholders that the full text of the resolution was set out in the Notice of EGM, and the rationale for the Proposed Capitalisation was appended at page 11, the IFA Opinion at pages 13 and 14, and the IFA Letter in Appendix A of the Circular.

The Chairperson informed that pursuant to Rules 804, 812(2) and 919 of the Catalist Rule, Mr. Dasmond Koh and his Associates (if any) had abstained from voting on the Ordinary Resolution tabled at the Meeting.

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

"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."

The Chairperson invited shareholders present to raise any question that they had regarding the Proposed Capitalisation.

A shareholder enquired about the reasons for the Board's decision to convert the loan into shares and whether any alternative options had been considered.

In response, Mr Dasmond Koh, the Chief Executive Officer ("**CEO**"), explained that the Board had carefully considered the rationale for the Proposed Capitalisation, taking into account the Company's overall financial position, future funding requirements and the CEO's existing financial commitment to the Company.

Mr Koh shared that the proposed conversion of the amount owing into equity would alleviate the Company's immediate repayment obligations, strengthen its balance sheet and provide greater financial flexibility to support the Company's growth plans and strategic initiatives. He added that the Proposed Capitalisation could also enhance the Company's attractiveness to potential investors by improving its financial position and reducing leverage.

Mr Soh Gim Teik, the Lead Independent Director ("**Lead ID**"), further explained that the Company had been undercapitalised for the past few years, as reflected by the emphasis of matter disclosed in its audited financial statements. A substantial amount owing to Mr Koh is recognised as a liability and will be recorded as a current liability in the Company's books if this proposed transaction is not approved. This will impact the Company's financial position.

The Lead ID stated that the Board had considered various options and was of the view that the Proposed Capitalisation represented an appropriate means of strengthening the Company's capital base. He noted that Mr Koh had agreed to convert the debt into equity at a price above the prevailing market price and expressed appreciation for his continued support of the Company.

The Lead ID further highlighted that Mr Koh had provided significant interest-free funding to the Company over the years and had assumed considerable financial risk as a creditor. The Proposed Capitalisation would improve the Company's capital structure, enhance its financial standing when pursuing new business opportunities, including government-related projects, and eliminate the obligation to treat the amount as a repayable liability.

Having considered the relevant factors, the Board was of the view that the Proposed Capitalisation was in the best interests of the Company and its shareholders as a whole.

There were no further questions raised by the shareholders.

POLLING

As the item of the EGM agenda has 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 slips to the Scrutineer for verification and vote counting.

The Meeting was 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 (%)**
Ordinary Resolution The Proposed Capitalisation	13,701,500	13,701,500	100	0	0

Based on the results of the poll as verified by the Scrutineer, the Chairperson declared that the Ordinary Resolution tabled at the Meeting was carried and duly passed.

CONCLUSION

There being no other business to transact, the Chairperson thanked everyone for attending the Meeting and declared the Meeting closed at 10.45 a.m.

Confirmed as True Record of Proceedings held

DR WEE KENG NEO LYNDA
Chairperson of the Meeting