NOONTALKMEDIA
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NOONTALK MEDIA LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**AGM**") of the Company will be held at 25 Bukit Batok Street 22, #05-00, Singapore 659591 on Thursday, 29 October 2026 at 10.30 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2026, together with the Directors' Statement and Auditor's Report thereon. **Resolution 1**

2. To approve the Directors' fees of S$110,000 for the financial year ended 30 June 2026 (FY2025: S$120,000). **Resolution 2**

3. To re-elect Mr Soh Gim Teik, a Director retiring pursuant to Regulation 110 of the Company's Constitution. **Resolution 3**
   (See Explanatory Note 1)

4. To re-elect Mr Dasmond Koh Chin Eng, a Director retiring pursuant to Regulation 110 of the Company's Constitution. **Resolution 4**
   (See Explanatory Note 2)

5. To re-appoint Foo Kon Tan LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

6. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

7. **Authority to allot and issue shares**

   That pursuant to Section 161 of the Companies Act 1967 (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to: **Resolution 6**

   (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, share options or share awards 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.

(See Explanatory Note 3)

8. **Authority to allot and issue shares under the NoonTalk Employee Share Option Scheme**

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 from time to time.

(See Explanatory Note 4)

Resolution 7

By Order of the Board

Nor Hafiza Alwi
Company Secretary
14 October 2026

Explanatory Notes:

1. Ordinary Resolution 3 – Mr Soh Gim Teik ("**Mr Soh**") will, upon re-election, remain as the Lead Independent and Non-Executive Director and continue to serve as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company. Mr Soh is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

   Mr Soh does not have any relationship, including immediate family relationships with the other Directors, the Company and the substantial shareholders, which may affect his independence.

2. Ordinary Resolution 4 – Mr Dasmond Koh Chin Eng ("**Mr Dasmond Koh**"), will, upon re-election, remain as the Executive Director, Chief Executive Officer and continue to serve as a member of the Nominating Committee of the Company.

   Further information on all the above-mentioned directors can be found under the sections titled "Board of Directors and Management", "Corporate Governance" and "Additional Information On Directors Seeking Re-Election" of the Company's FY2026 Annual Report.

3. Ordinary Resolution 6 above, if passed, will authorise the Directors from the date of this AGM until the date of the next AGM or the date by which the next AGM of the Company is required by law to be held, or the date such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue and allot shares and convertible securities in the Company, up to an amount not exceeding in aggregate 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a pro-rata basis to existing members shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) for such purposes as the Directors may consider in the interests of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities; (b) new Shares arising from the exercise of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consolidation or subdivision of Shares. Adjustments in accordance with (a) or (b) shall only be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, in accordance with Rule 806(3) of the Catalist Rules. This authority will, unless revoked or varied at a general meeting, expire at 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.

4. Ordinary Resolution 7 above, if passed, will empower the Directors to grant options and to allot and issue Shares upon the exercise of such options granted or to be granted in accordance with the Scheme provided that the number of Shares which the Directors may allot and issue under this Resolution, together with any Shares issued and issuable in respect of all options granted or to be granted under the Scheme, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time. Pursuant to Rule 858 of the Catalist Rules, Shareholders who are eligible to participate in the Scheme must abstain from voting on Ordinary Resolution 7 and should decline to accept appointment as proxies for voting on Ordinary Resolution 7 unless specific instructions as to voting have been given.

Notes:

1. A proxy need not be a member of the Company.

2. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarially certified copy thereof, must:

   a. if sent personally or by post, be lodged 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

b. if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com.

in either case, by 10.30 a.m. on 26 October 2026 (the **"Proxy Deadline"**), being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

Members are strongly encouraged to submit Proxy Forms electronically via email.

3. A member (who is not a Relevant Intermediary) who is entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy, and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.

4. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**") is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the Proxy Form to the Company.

5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investors**") and/or the Supplementary Retirement Scheme ("**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the AGM in person. CPF and SRS Investors who are unable to attend the AGM but would like to appoint the Chairman of the AGM as their proxy should approach their respective CPF Agent Banks or SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the AGM that is by 19 October 2026, to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the AGM to vote on their behalf by the Proxy Deadline.

6. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.

IMPORTANT INFORMATION

7. Copies of this notice of AGM (the "**Notice**"), Proxy Form and the Request Form (to request a printed copy of the Annual Report) (the "**Documents**") have been sent to members in printed form and are also available for download or online viewing by the shareholders at the Company's website at URL: https://noontalk.com/investor-relations/ or the SGX website at URL: https://www.sgx.com/securities/company-announcements.

The FY2026 Annual Report has been published on SGXNet and the Company's website on 14 October 2026. Printed copies of the FY2026 Annual Report will not be mailed to the shareholders unless requested by the shareholder pursuant to a submitted request. Shareholders who wish to receive a printed copy of the FY2026 Annual Report are required to complete the Request Form and email it to the Company's Share Registrar at email address: main@zicoholdings.com or mail the physical copy to the office of the Company's Share Registrar at 77 Robinson Road #06-03 Robinson 77, Singapore 068896 by 20 October 2026.

8. Members of the Company may participate in the AGM by:

a. attending the AGM in person;

b. raising questions at the AGM or submitting questions in advance of the AGM; and/or

c. voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

Please bring along your NRIC/passport to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process.

9. Members of the Company may submit substantial and relevant questions in relation to the resolutions to be tabled for approval, in advance of the AGM, in the following manner:

a. email to ir@noontalk.com; or

b. post to the Company's registered office at 36 Robinson Road, #20-01, City House, Singapore 068877.

All questions submitted in advance must be received by the Company by 21 October 2026 (the "**Cut-Off Date**").

The Company will endeavour to address all substantial and relevant questions from members and publish its response on SGXNet and the Company's website by 23 October 2026, being not less than forty-eight (48) hours before the Proxy Deadline. Where substantially similar questions are received, the Company may consolidate such questions, and consequently, not all questions may be individually addressed. The Company will address any subsequent clarifications sought or substantial and relevant follow-up questions received after the Cut-Off Date, which have not already been addressed prior to the AGM, at the AGM itself. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM, which will be published on the Company's corporate website and SGXNet within one (1) month after the AGM.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This Notice has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

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