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

5 June 2026

Dear Shareholder,

We are pleased to enclose printed copies of the Notice and Proxy Form for the upcoming Extraordinary General Meeting ("**EGM**") of NoonTalk Media Limited to be held on Monday, 22 June 2026 at 10.30 a.m. at 25 Bukit Batok Street 22 #05-00 Singapore 659591. The EGM will be held in a wholly physical format. There will be no option for shareholders to participate virtually.

In line with good sustainability practices, the Company is implementing the use of electronic communications for the circulation of the Circular relating to the Proposed Capitalisation ("**Circular**"). The Circular will be available for download or viewing from the Company's corporate website via the URL https://noontalk.com/investor-relations-agm-egm from the date of this letter.

You will need an internet browser and PDF reader to view the documents. These documents may also be assessed at the SGX website at the URL https://www.sgx.com/securities/company-announcements. If you wish to receive a printed copy of the Circular, please complete the Request Form below and email it to the Company's Share Registrar at main@zicoholdings.com or mail the form to 77 Robinson Road #06-03 Robinson 77, Singapore 068896 by **12 June 2026**.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service provider(s) may collect, use and disclose your personal data, as contained in your submitted form or which is otherwise collected from you (or your authorised representative(s)), for the purpose of processing and effecting your request.

Yours faithfully
For and on behalf of NoonTalk Media Limited

Nor Hafiza Alwi
Company Secretary

REQUEST FORM

To: NoonTalk Media Limited

NB: Please tick accordingly. Incomplete or incorrectly completed forms will not be processed.

☐ I/We wish to receive a printed copy of the Circular

The shares are held by me/us under or through:

☐ CDP Depositor(s) ☐ CPF Investment Scheme/SRS

Name(s) of Shareholder(s) or Corporation: ______________________

Last 4 digits of NRIC/Passport No. or Company Reg. No.: ______________________

Mailing Address: ______________________

Signature(s): ______________________ Date: ______________________

Please fold here

Please affix
postage
stamp

NOONTALK MEDIA LIMITED
c/o B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896

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NOONTALK MEDIA
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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 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 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.

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*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

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NOONTALK MEDIA

NOONTALK MEDIA LIMITED

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

IMPORTANT

1. The extraordinary general meeting ("**EGM**" or the "**Meeting**") to be held on Monday, 22 June 2026 at 10.30 a.m. is being convened, and will be held, by physical means at 25 Bukit Batok Street 22, #05-00, Singapore 659591. There will be no option for shareholders and their duly appointed proxy (or proxies) to attend the EGM virtually.
2. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting (or any person other than the Chairman of the Meeting) as a member's proxy to vote on his/her/its behalf at the EGM.

PROXY FORM
EXTRAORDINARY GENERAL MEETING

*I/We ______________________________ (Name) ____________________ (*NRIC/Passport/

Company Registration No.) of ____ (Address)
being a *member/members of **NOONTALK MEDIA LIMITED** ("**Company**") hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholding (%)

or failing whom, the Chairman of the Meeting as *my/our proxy to attend and to vote for *me/us on *my/our behalf at the EGM to be held at 25 Bukit Batok Street 22, #05-00, Singapore 659591 on Monday, 22 June 2026 at 10.30 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for, against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, *my/our *proxy/proxies may vote or abstain from voting at his or her discretion.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

No.	Ordinary Resolution	For	Against	Abstain
1.	Proposed Capitalisation			

Dated this ______ day of ______________ 2026

Total number of Shares	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature(s) of Member(s) or
Common Seal of Corporate Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

**Delete whichever not applicable.*

NOTES TO PROXY FORM:

1. Please insert the total number of Shares held by you. If you have shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing proxy/proxies/ Chairman of the Meeting shall be deemed to relate to all the Shares held by you.

2. A member who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid. A member who is a Relevant Intermediary (as defined below) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

3. The instrument appointing a proxy or proxies to vote on the member's behalf at the EGM, duly executed, must be submitted in hard copy form or electronically via email to the Company in the following manner:

   (a) if submitted by post, to be mailed to 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 electronically, be submitted via email to the Company's Share Registrar, B.A.C.S, Private Limited at main@zicoholdings.com.

   in either case 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.

4. Persons who hold shares through Relevant Intermediaries, including CPF and SRS investors, and who wish to participate in the EGM by appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS approved banks or depository agents) through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for their participation in the EGM. CPF and SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF agent banks and SRS approved banks or depository agents to submit their voting instructions at least seven working days before the EGM (i.e., by 10.30 a.m. on 11 June 2026).

5. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. Where this instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this instrument of proxy, failing which this instrument of proxy may be treated as invalid.

6. 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 EGM, in accordance with its constitution and section 179 of the Companies Act 1967 of Singapore, 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 the corporation could exercise in person if it were an individual.

7. Any reference to a time of day is made by reference to Singapore time.

Members are strongly encouraged to submit completed proxy forms electronically via email.

A "**Relevant Intermediary**" is:

(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 5 June 2026.

GENERAL

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 (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.