NOEL GIFTS INTERNATIONAL LTD.

(Company Registration No.: 198303940Z)
(Incorporated in Singapore)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	The Annual General Meeting was held at The Board Room, 21 Ubi Road 1, #03-01, Singapore 408724
DATE	:	Friday, 30 October 2026
TIME	:	4.00 p.m.
PRESENT	:	Shareholders/proxies As per attendance lists Directors Mr Wong Siu Hong Alfred (Executive Chairman and Managing Director) Ms Wong Phui Hong (Non-Executive Director) Mr Foong Daw Ching (Lead Independent Director) Mr Foo Der Rong (Independent Director) Mr Chee Teck Kwong Patrick (Independent Director)
NOTICE OF MEETING	:	The Notice convening this meeting was taken as read.
CHAIRMAN	:	Mr Wong Siu Hong Alfred was elected to chair the meeting.

COMMENCEMENT OF MEETING

The Chairman welcomed the Shareholders to the Company's Annual General Meeting.

The Chairman introduced the Board of Directors of the Company to the meeting.

The Chairman noted that Shareholders were invited to submit their questions prior to the meeting, and no questions had been received by the Company as at the cut-off time set out in the Notice of Annual General Meeting. There were no questions from Shareholders raised on any of the resolutions during the Annual General Meeting.

QUORUM

As a quorum was present, the Chairman declared the meeting open.

PROCEEDINGS OF MEETING

The Chairman noted that the Notice convening the meeting, having been in the shareholders' hands for the statutory period, was taken as read.

The Chairman noted that as Chairman of the Annual General Meeting, he had been appointed as proxy by some shareholders to vote for and against certain resolutions, and to abstain from voting on certain

resolutions, to be proposed at the meeting. Accordingly, he would be voting according to their directions stated in the proxy forms.

The Chairman noted that proxies lodged had been checked and found in order.

It was noted that Complete Corporate Services Pte. Ltd. ("**Complete Corporate**") had been appointed as the Polling Agent and Gong Corporate Services Pte Ltd ("**Gong Corporate**") had been appointed as the Scrutineers.

It was noted that the poll voting paper signed by the Chairman based on the directions given in the proxy forms had been submitted to Complete Corporate and scrutinised by Gong Corporate. The poll results for each resolution would be announced once the relevant resolution has been tabled.

ORDINARY BUSINESS:

1. RESOLUTION 1: DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS TOGETHER WITH AUDITORS' REPORT

Resolution 1 on the Agenda was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2026 together with the Auditors' Report.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that the Directors Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2026, together with the Auditors' Report be and are hereby approved and adopted."

2. RESOLUTION 2: DECLARATION OF A FIRST AND FINAL DIVIDEND AND A SPECIAL DIVIDEND

Resolution 2 on the Agenda was to declare a first and final dividend of S$0.001 per ordinary share (one-tier tax exempt) and a special dividend of S$0.002 per ordinary share (one-tier tax exempt) for the financial year ended 30 June 2026.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that the declaration of a first and final dividend of S$0.001 per ordinary share (one-tier tax exempt) and a special dividend of S$0.002 per ordinary share (one-tier tax exempt) for the financial year ended 30 June 2026 be and is hereby approved"

3. RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR FOONG DAW CHING

Resolution 3 on the Agenda was to re-elect Mr Foong Daw Ching who was retiring pursuant to Regulation 96 of the Company's constitution.

It was noted that Mr Foong Daw Ching was retiring as a Director of the Company pursuant to Regulation 96 of the Company's Constitution and being eligible, had signified his consent to continue in office and offered himself for re-election. Mr Foong Daw Ching would, upon re-

election as a Director of the Company, remain as Lead Independent Director, the Chairman of the Audit Committee and a member of Remuneration Committee and Nominating Committee.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that Mr Foong Daw Ching, who retires pursuant to Regulation 96 of the Company's Constitution, be and is hereby re-elected as a Director of the Company, and shall remain as Lead Independent Director, the Chairman of the Audit Committee and a member of Remuneration Committee and Nominating Committee."

4. RESOLUTION 4: RE-ELECTION OF DIRECTOR – MDM WONG PHUI HONG

Resolution 4 on the Agenda was to re-elect Mdm Wong Phui Hong who was retiring pursuant to Regulation 90 of the Company's constitution.

It was noted that Mdm Wong Phui Hong was retiring as a Director of the Company pursuant to Regulation 90 of the Company's Constitution and being eligible, had signified her consent to continue in office and offered herself for re-election. Mdm Wong Phui Hong would, upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that Mdm Wong Phui Hong, who retires pursuant to Regulation 90 of the Company's Constitution, be and is hereby re-elected as a Director of the Company, and shall remain as a Non-Executive Director of the Company"

5. RETIREMENT OF DIRECTOR

The Chairman noted that Mr Foo Der Rong, who was retiring in accordance with Regulation 90 of the Company's Constitution, had indicated that he would not be seeking re-election. Accordingly, Mr Foo Der Rong would retire as a Director of the Company with effect from the conclusion of the Annual General Meeting.

The Board put on record its heartfelt appreciation to Mr Foo Der Rong for his invaluable contribution as a Director during his tenure of service.

6. RESOLUTION 5: RE-APPOINTMENT OF AUDITORS (FOO KON TAN LLP) AND TO AUTHORISE THE DIRECTORS TO FIX ITS REMUNERATION

Resolution 5 on the Agenda was to re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. It was noted that Messrs Foo Kon Tan LLP had expressed their willingness to continue in office.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that Messrs Foo Kon Tan LLP be and is hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and the Directors be and are hereby authorised to fix their remuneration."

7. RESOLUTION 6: PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 JUNE 2027

Resolution 6 on the Agenda was to approve the payment of Directors' fees for the financial year ending 30 June 2027. It was noted that the Board of Directors had recommended the payment of a sum of S$128,667.00 to be paid as Directors' fees for the financial year ending 30 June 2027, to be paid quarterly in arrears.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that the payment of Directors' fees of S$128,667.00 for the financial year ending 30 June 2027, to be paid quarterly in arrears, be and is hereby approved."

SPECIAL BUSINESS:

8. RESOLUTION 7: AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 AND SUBJECT TO RULE 806 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Resolution 7 on the Agenda was to authorise the Directors to issue shares in the Company pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806, the details of which had been set out in the text of the Ordinary Resolution in item 9 and Explanatory Note (iii) of the Notice of Annual General Meeting.

The following resolution was then passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors to:

(a) (i) issue shares or convertible securities 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

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors while this Resolution was in force,

(the "**Share Issue Mandate**")

provided that:

(1) the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company 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 exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments."

9. RESOLUTION 8: RENEWAL OF SHARE BUY-BACK MANDATE

Resolution 8 on the Agenda concerns the renewal of Share Buy-Back Mandate in relation to the purchase or acquisition of issued ordinary shares in the capital of the Company, the details of which had been been set out in the text of the Ordinary Resolution in item 10, Explanatory Note (iv) and Appendix A to the Notice of Annual General Meeting.

The following resolution was passed by way of poll (detailed results of which are appended as an appendix hereto):

"Resolved that:

(i) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the **"Companies Act**"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the **"Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(a) market purchase(s) on the SGX-ST ("**Market Purchase**"); and/or

(b) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(ii) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-

(a) the date on which the next Annual General Meeting of the Company is held or required by law to be held;

(b) the date by which the share buy-backs are carried out to the full extent mandated; or

(c) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

(iii) in this Resolution:

"**Maximum Limit**" means the number of Shares representing 10 per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, applicable goods and services tax and other related expenses) which shall not exceed: -

(a) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price; and

(b) in the case of an Off-Market Purchase, pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Highest Last Dealt Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) consecutive market days on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after such five (5) market day period;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from holders of Shares, stating therein the purchase price (which shall not be greater than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"**Highest Last Dealt Price**" means highest price transacted for a Share as recorded on the SGX-ST on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to an Off-Market Purchase; and

"**market day**" means a day on which the SGX-ST is open for trading in securities.

(iv) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution."

CONCLUSION

The Chairman noted that all resolutions tabled at the Annual General Meeting had been passed by a majority vote.

There being no other business to transact, the Chairman declared the Annual General Meeting closed at 4.29 p.m. and thanked everyone for their attendance.

CERTIFIED AS A TRUE RECORD OF THE PROCEEDINGS OF THE MEETING

WONG SIU HONG ALFRED
CHAIRMAN

APPENDIX

POLL RESULTS

Resolution 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 for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolutions					
Resolution 1: Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2026 ("**FY2026**")	59,230,799	59,190,799	99.93	40,000	0.07
Resolution 2: To declare a first and final dividend of 0.1 Singapore cents per ordinary share (one-tier tax exempt) and a special dividend of 0.2 Singapore cents per ordinary share (one-tier tax exempt) for FY2026	59,230,249	59,190,249	99.93	40,000	0.07
Resolution 3: Re-election of Mr Foong Daw Ching as a Director retiring under Regulation 96	59,136,549	58,601,399	99.10	535,150	0.90
Resolution 4: Re-election of Mdm Wong Phui Hong as a Director retiring under Regulation 90	52,161,727	52,115,477	99.91	46,250	0.09

Resolution 5: To re-appoint Foo Kon Tan LLP as Auditor of the Company and to authorise the Directors to fix their remuneration	59,143,299	59,103,299	99.93	40,000	0.07
Resolution 6: To approve Directors' fees of S$128,667 for the financial year ending 30 June 2027, to be paid quarterly in arrears.	59,220,549	59,024,299	99.67	196,250	0.33
Special Business					
Resolution 7: Authority to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual	59,193,299	58,608,149	99.01	585,150	0.99
Resolution 8: Renewal of the Share Buy-Back Mandate	59,053,099	59,013,099	99.93	40,000	0.07