



(Company Registration No. 201108844H)

ANNOUNCEMENT

ENTRY INTO A LOAN AGREEMENT WITH MR DASMOND KOH CHIN ENG

1. INTRODUCTION

The Board of Directors (the “**Board**”) of NoonTalk Media Limited (the “**Company**”) wishes to announce that the Company had on 9 October 2024 entered into a loan agreement (the “**Loan Agreement**”) with Mr Dasmond Koh Chin Eng (the “**Lender**”). Pursuant to the Loan Agreement, the Lender has agreed to extend to the Company an interest-free loan of S\$2,000,000 (the “**Loan**”) to the Company subject to the terms and conditions set out in the Loan Agreement.

2. INFORMATION ON THE LENDER

Mr Dasmond Koh Chin Eng is the Company's Executive Director and Chief Executive Officer. As at the date of this announcement, the Lender holds a deemed interest of an aggregate of 123,844,288 ordinary shares in the capital of the Company representing 62.55% of the entire issued share capital of the Company.

3. SALIENT TERMS OF THE LOAN AGREEMENT

The salient terms of the Loan Agreement are as follows:

Principal Amount	:	S\$2,000,000
Disbursement	:	The Loan will be disbursed by the Lender in parts, as may be mutually agreed upon between the Company and the Lender. The timing of the drawdowns may vary at the Company's request in accordance with its cash flow requirements and the terms of the Loan Agreement.
Interest Rate	:	The Loan is interest-free.
Repayment	:	The Loan shall be repaid in full to the Lender on demand by the Lender at any point on or after 1 July 2026.
Prepayment	:	Notwithstanding the above, the Lender may call for earlier partial repayments on the loan at any point on or after 1 July 2025 subject to the availability of actual and forecasted net current assets of the Company up to 30 June 2026 following the repayment.

4. USE OF PROCEEDS

The Company intends to use the Loan for the Company's working capital, business expansion, and cash flow needs, which encompass the essential resources for the operation and growth of its business.



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5. PROVISION OF LOAN AS AN INTERESTED PERSON TRANSACTION (“IPT”)

As the Lender is the controlling shareholder, Executive Director and Chief Executive Officer of the Company, he is regarded as an “interested person” within the meaning defined in Chapter 9 of Singapore Exchange Securities Trading Limited’s Listing Manual Section B: The Rules of Catalist (the “**Catalist Rules**”). Accordingly, the entry into the Loan Agreement with the Company is regarded as an “interested person transaction” within the meaning defined in Chapter 9 of the Catalist Rules.

Pursuant to Rule 909 of the Catalist Rules, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Loan is interest-free, the value of the transaction is zero. Accordingly, the Company is not required to seek shareholders’ approval or to make an announcement pursuant to Rule 905 and Rule 906 of the Catalist Rules.

Notwithstanding the above, the Company is disclosing the Loan pursuant to Rule 703, read with paragraph 9 of Appendix 7A of the Catalist Rules. Save as disclosed in this announcement, there are no other interested person transactions entered into by the Company with the Lender or its associates for the financial year ended 30 June 2024 and up to the date of this announcement.

6. STATEMENT OF THE AUDIT COMMITTEE

The Company’s Audit Committee, having considered the terms and rationale for the Loan, is of the view that the terms of the Loan are fair and reasonable and the IPT is not prejudicial to the interests of the Company and its minority shareholders.

Any extension of the Loan upon expiry of the repayment period, including the terms thereof, will be subject to the review by the Board and the Audit Committee of the Company and the provisions of Chapter 9 of the Catalist Rules.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Saved as disclosed herein, none of the Directors or controlling shareholders of the Company or their respective associates has any interests, direct or indirect, in the Loan other than through their respective shareholdings in the Company.



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BY ORDER OF THE BOARD

Dr Lynda Wee
Non-Executive Chairman and Independent Director

9 October 2024

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

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