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

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 25 BUKIT BATOK STREET 22, #05-00, SINGAPORE 659591 ON THURSDAY, 29 OCTOBER 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.

NOTICE

The Notice convening the Annual General Meeting (the "**AGM**" or "**Meeting**") dated 14 October 2026 was taken as read.

INTRODUCTION

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

Dr Lynda Wee invited Mr Zheng Xianbin ("**Jed**"), the Company's Executive Director and Chief Operating Officer ("**COO**"), to provide shareholders with a brief update on the Company's business.

Jed shared with the shareholders the Company's projects and achievements over the past financial year.

OPENING ADDRESS

The Chairperson thanked the COO.

The Chairperson informed that all resolutions tabled at the Meeting would be voted on by poll and the poll voting process would be conducted after all the resolutions have been duly proposed and seconded.

The Chairperson informed that she has been appointed as proxy by some shareholders and would vote in accordance with their instructions. The Chairman further informed she would be proposing all resolutions put forth at the Meeting.

The Company has 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 received questions in advance from the shareholders prior to the AGM. Responses to the shareholders' questions had been published via an announcement on SGXNet and the Company's website on 23 October 2026.

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

RESOLUTION 1 - ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT THEREON.

The first agenda of the Meeting was to receive and adopt the Directors' Statements and the audited financial statements of the Company for the financial year ended 30 June 2026 together with the auditors' report thereon.

The motion was proposed by the Chairperson and seconded by a shareholder.

The Chairperson invited shareholders present to raise any questions that they may have regarding the audited financial statement.

There being no questions from the shareholders, the Chairperson proceeded to the next item on the agenda.

RESOLUTION 2 - APPROVAL OF DIRECTORS' FEES OF S$110,000 FOR THE FINANCIAL YEAR ENDED 30 JUNE 2026

The Chairperson informed that Resolution 2 was to seek shareholders' approval for the payment of Directors' fees of S$110,000 for the financial year ended 30 June 2026.

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

"That the Directors' fees of S$110,000 for the financial year ended 30 June 2026 be approved."

There being no question from the shareholders, the Chairperson proceeded to the next item on the agenda.

RESOLUTION 3 - RE-ELECTION OF MR SOH GIM TEIK AS A DIRECTOR OF THE COMPANY.

The Chairperson informed that Mr Soh Gim Teik ("**Mr Soh**") retired by rotation pursuant to Regulation 110 of the Company's Constitution. Mr Soh being eligible, has offered himself for re-election.

Upon re-election, Mr Soh will continue to serve as the Lead Independent Director, Chairman of the Audit Committee, and a member of the Nominating and Remuneration Committees of the Company. Mr Soh is considered by the Board of Directors to be independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

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

"That Mr Soh, a Director retiring in accordance with Regulation 110 of the Company's Constitution, be re-elected as a Director of the Company."

There being no question from the shareholders, the Chairperson proceeded to the next item on the agenda.

RESOLUTION 4 - RE-ELECTION OF MR DASMOND KOH CHIN ENG AS A DIRECTOR OF THE COMPANY.

The Chairperson informed that Mr Dasmond Koh Chin Eng ("**Mr Dasmond Koh**") retired by rotation pursuant to Regulation 110 of the Company's Constitution. Mr Dasmond Koh being eligible, has offered himself for re-election.

Upon re-election, Mr Dasmond Koh will, continue to serve as the Executive Director and Chief Executive Officer ("**CEO**") of the Company.

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

"That Mr Dasmond Koh, a Director retiring in accordance with Regulation 110 of the Company's Constitution, be re-elected as a Director of the Company."

There being no question from the shareholders, the Chairperson proceeded to the next item on the agenda.

RESOLUTION 5 - RE-APPOINTMENT OF FOO KON TAN LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.

The shareholders were informed that Foo Kon Tan LLP had expressed their willingness to continue in office as the Auditors of the Company.

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

"That Foo Kon Tan LLP be re-appointed as Auditors of the Company and the Directors of the Company be authorised to fix their remuneration."

ANY OTHER ORDINARY BUSINESS

As no other ordinary business had been received by the Company Secretary, the Chairperson proceeded with the special business of the Meeting.

SPECIAL BUSINESS:

RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY.

The Chairperson tabled Resolution 6, which was to seek shareholders' approval for granting authority to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rule.

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

"That Pursuant to Section 161 of the Companies Act 1967 (the "**Act**") and Rule 806 of the Catalist Rules of the SGX-ST, the Directors of the Company be authorised and empowered to:

(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 and Instruments 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."

There being no question from the shareholders, the Chairperson proceeded with the last agenda item.

RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER NOONTALK EMPLOYEE SHARE OPTION SCHEME

The Chairperson proceeded with Resolution 7, which was to seek shareholders' approval, to authorise the Directors to offer and grant options and to allot and issue shares pursuant to the exercise of the Options, under the NoonTalk Employee Share Option Scheme ("**Scheme**").

The Chairman informed the shareholders that for corporate governance purposes, shareholders who are Directors or employees of the Company and who are eligible participants to the Scheme, had abstained from voting this resolution.

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

"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 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."

There was no question raised by the shareholders.

POLLING

As all the items of the AGM agenda have 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 slip 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 (%)**
1.	Adoption of the Audited Financial Statements for the financial year ended 30 June 2026 together with the Directors' Statement and Auditor's Report thereon.	147,260,924	147,260,924	100.0	0	0.0
2.	Approval of Directors' fees of S$110,000 for the financial year ended 30 June 2026.	147,260,924	147,260,924	100.0	0	0.0
3.	Re-election of Mr Soh Gim Teik as a Director of the Company.	147,260,924	147,257,924	100.0	3,000	0.0
4.	Re-election of Mr Dasmond Koh Chin Eng as a Director of the Company.	147,260,924	147,260,924	100.0	0	0.0
5.	Re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	147,260,924	147,260,924	100.0	0	0.0
6.	Authority to allot and issue shares in the capital of the Company.	147,260,924	147,260,924	100.0	0	0.0
7.	Authority to allot and issue shares under the NoonTalk Employee Share Option Scheme.	140,210,924	140,210,924	100.0	0	0.0

Based on the poll voting results as verified by the Scrutineer, the Chairperson declared that all ordinary resolutions tabled at the Meeting were carried.

CONCLUSION

There being no other business to transact, the Chairperson thanked everyone for attending the Meeting and declared the Meeting closed at 10.46 a.m.

Confirmed as True Record of Proceedings held

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DR WEE KENG NEO LYNDA
Chairperson of the Meeting