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A.B.N. 98 132 653 948

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## **INTEGRATED MEDIA TECHNOLOGY LIMITED**

**ACN 132 653 948**

### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

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Date of Meeting: Friday, 29 May 2026

Time of Meeting: 12:30pm Australian Central Daylight Time (ACDT)

Place of Meeting: Suite 3 Level 3, 89 Pirie Street, Adelaide SA 5000, Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

# Notice of Meeting

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an Annual General Meeting of the Shareholders of Integrated Media Technology Limited ACN 132 653 948 (Company) will be held at:

Venue: Suite 3 Level 3, 89 Pirie Street, Adelaide SA 5000, Australia

Date : 29 May 2026

Time: 12:30pm (ACDT)

If you are unable to attend to meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum. The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting.

Terms used in this Notice of Meeting are defined in Section 6 of the accompanying Explanatory Memorandum.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 12:30pm (ACDT) on Wednesday, 27 May 2026.

## **AGENDA**

### **Ordinary business**

#### **Financial Statements**

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**Note:** For Nasdaq reporting purposes, the Company's Annual Financial Report, Auditor's Report and the Directors Information for the 12 months ending, 31 December 2024 and 31 December 2025 are set out in the Form 20F and is provided for information and consideration. These 2024 and 2025 Annual Report in Form 20F are available on our website [www.imtechltd.com/financial-reports](http://www.imtechltd.com/financial-reports).

The Company has yet to finalise and lodge its statutory Australia annual report consisting of the Annual Financial Report, Directors' Report and Auditor's Report, for the periods of 12 months ending, 31 December 2024 and 31 December 2025. However, it is noted that the financial statements for both the Nasdaq financial statements and the statutory financial reports are both prepared under IFRS (International Financial Report Standards).

There is no requirement for shareholders to approve these reports.

The only resolutions to be considered at this meeting relate to the appointment of two directors and the ESOP. The directors will provide an update regarding the status of the completion and audit of the outstanding statutory reports.

#### **Resolutions**

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##### **1. Resolution 1: Appointment of Director: Jannu Binti Babjan ("Ms. Babjan")**

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company, with or without amendment:

*"That for all purposes, Ms. Babjan is elected as a director of the Company in accordance with the Company's Constitution."*

# Notice of Meeting

## **2. Resolution 2: Appointment of Director: Uwe Henke von Parpart (“Mr. Parpart”)**

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company, with or without amendment:

*“That for all purposes, Mr. Parpart is elected as a director of the Company in accordance with the Company’s Constitution.”*

## **3. Resolution 3: Approval of Employee Stock Option Plan (“ESOP”)**

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To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company, with or without amendment:

*“That for all purposes, the ESOP, which is summarised in the attached Explanatory Memorandum, be approved.”*

## **4. Notes and Voting Exclusion Statement**

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### **4.1 Notes**

- (a) Terms used in this Notice of Meeting are defined in the “Interpretation” section of the accompanying Explanatory Memorandum.
- (b) A detailed summary of the Resolutions is contained within the Explanatory Memorandum.

### **4.2 Voting Exclusion Statement**

There are no voting exclusions with respect to any of the resolutions 1 - 3 presented at the meeting.

## **5. General Business**

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To consider any other business as may be lawfully put forward in accordance with the Constitution.

## **6. Explanatory Memorandum**

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The Explanatory Memorandum and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with it.

## **7. Proxies**

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Please note that:

- (a) a Shareholder entitled to vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half the votes.

# Notice of Meeting

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handing in at the Meeting when registering as a corporate representative.

## **8. Voting Entitlements**

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The directors have determined that the persons eligible to vote at the AGM are those who are Shareholders of the Company at **5:00pm (ET) on 29 April 2026** and, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) (Australia), those who are registered Shareholders of the Company at **12:30pm (ACDT) on 27 May 2026**. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

If you are not the registered owner of your Shares and you wish to vote at the AGM, please contact your bank, broker or other nominee for the procedures necessary to allow you to do so.

### **By order of the board**

*/s/ Julie Edwards*

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Julie Edwards

Company Secretary  
1 May 2026

# Explanatory Memorandum

## 1. Introduction

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This Explanatory Memorandum is provided to shareholders of **Integrated Media Technology Limited ACN 132 653 948 (Company)** to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Suite 3 Level 3, 89 Pirie Street, Adelaide SA 5000, Australia.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 6.

## 2. Consider the Company's Annual Report

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The Company's 2024 and 2025 Annual Report pursuant to the United States of America Securities Exchange Act of 1934 and comprising the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial years ended 31 December 2024 and 31 December 2025 have been made available to Shareholders and is placed before the shareholders for discussion.

No voting is required for this item.

Please refer to page 2 of this Notice of Meeting for further information regarding this item.

## 3. Resolution 1: Appointment of Director: Jannu Binti Babjan ("Ms. Babjan")

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Resolution 1 seeks approval for the election of Ms. Jannu Binti Babjan ("Ms. Babjan") as a director of the Company.

In accordance with Clause 15.3 of the Company's Constitution, a new director appointed to the Board since the last General Meeting must retire and may be re-appointed by the Company in a General Meeting of Shareholders.

Ms. Babjan, was appointed as an independent non-executive director of the Company on 26 January 2026. Ms. Babjan, is an Advocate & Solicitor practicing in Malaysia operating her own proprietary business for the past 10 years. She has over 33 years of experience in civil litigations in a wide range of areas including commercial disputes, employment and industrial matters, shareholder disputes, etc. Ms. Babjan has acted for clients in all tiers of the Malaysian Legal System from the magistrate courts right up to the Federal Court of Malaysia.

The Directors (with Ms. Babjan abstaining) recommend that you vote in favour of Resolution 1.

## 4. Resolution 2: Appointment of Director: Uwe Henke von Parpart ("Mr. Parpart")

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Resolution 2 seeks approval for the election of Mr. Uwe Henke von Parpart ("Mr. Parpart") as a director of the Company.

In accordance with Clause 15.3 of the Company's Constitution, a new director appointed to the Board since the last General Meeting must retire and may be re-appointed by the Company in a General Meeting of Shareholders.

Mr. Parpart, was appointed as a non-executive director of the Company on 18 June 2025. Mr. Parpart is currently the Chairman and Publisher of Asia Times Holding Limited, a Hong Kong based English language news media publishing group, covering politics, economics, business and culture from an Asian perspective. Previously, Mr. Parpart was the Executive Managing Director, Chief Strategist, and Head - Research of Reorient Group Limited, a company listed on the Hong Kong Stock Exchange Limited. Mr. Parpart brings over three decades of experience in finance, journalism, and academia to our Company. Before Reorient, he was the Chief Economist and Strategist at Cantor Fitzgerald HK Capital Markets and prior to that a senior currency strategist at Bank of America. Mr. Parpart's experience in Asia dates back to the late 1980s, when he worked with the Mitsubishi Research Institute

# Explanatory Memorandum

in Tokyo, and later served as an advisor to the Thailand's Prime Minister's office. He has contributed to numerous magazines and publications; he was the founding editor of Asia Times from 1995 - 1997, a contributing editor of Forbes magazine, and a columnist for Shinchosha Foresight magazine, Tokyo. He was a frequent guest on CNBC and Bloomberg TV. Mr. Parpart was an independent director of the Company from December 2019 to August 2021.

The Directors (with Mr. Parpart abstaining) recommend that you vote in favour of Resolution 2.

## 5. Resolution 3: Approval of Employee Share Option Plan

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The Company proposes to adopt an employee share option plan ("ESOP") pursuant to which issued capital of the Company may be made available to directors, senior management and staff as a form of longer term equity incentive. If Resolution 3 is passed, the ESOP will enable the Company to issue options to employees and officers of the Company ("Employee Options") and to issue Shares to those employees and officers if they choose to exercise their Employee Options. In the case of a director, no Employee Options may be issued to the director without express shareholder approval of the numbers and terms of the Employee Options.

Material terms of the ESOP

A summary of the ESOP is set out in ANNEXURE A to this Notice of Meeting. A copy of the full terms of the ESOP may be obtained upon request to the Company Secretary.

The Directors recommend that you vote in favour of Resolution 3.

## 6. Interpretation

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The following terms used in the Notice of the Annual Meeting and the Explanatory Memorandum are defined as follows:

**AGM** means Annual General Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the board of directors of the Company.

**Company** means Integrated Media Technology Limited ACN 132 653 948.

**Constitution** means the constitution of the Company from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

**Director** means a director of the Company from time to time.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**Group** means Company and its Subsidiaries, and Group Company means any one of them.

**Meeting** or **Annual General Meeting** means the Annual general meeting to be held on 29 May 2026.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders.

**Special Resolution** means a resolution passed by more than 75% of the votes cast at a general meeting of shareholders.

# Explanatory Memorandum

**Resolution** means a resolution proposed at the Meeting.

**Share** means an ordinary fully paid share in the issued capital of the Company.

**Shareholder** means a holder of Shares in the Company.

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Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to the Company Secretary at:

Suite 3 Level 3, 89 Pirie Street, Adelaide SA 5000, Australia

Telephone: +61 8 8223 0290

Email: [compsec@imtechltd.com](mailto:compsec@imtechltd.com)

## ANNEXURE A – Employee Share Option Plan (ESOP)

The ESOP is designed to provide employees with an ownership interest in the Company and to provide additional incentives for employees to increase profitability and returns to Shareholders. The full terms and conditions of the ESOP may be obtained free of charge by contacting the Company. A summary of the terms and conditions of the ESOP is set out below.

### Terms of ESOP

#### (a) Introduction

The ESOP is designed to provide full-time and part-time employees and contractors and executive and non-executive Directors of the Company or an associated body corporate (Eligible Employees) with an ownership interest in the Company and to provide additional incentives to increase profitability and returns to Shareholders. ESOP also offers financial support for employees of the Company to acquire the Shares at the discretion of the Directors.

#### (b) Acquisition of Shares

The Directors may invite Eligible Employees to acquire Shares under the ESOP at their discretion. The Shares issued under the ESOP will be fully paid ordinary shares in the capital of the Company and will rank equally with other issued Shares. Subject to the restriction on the transfer of Plan Shares outlined below, the Shares will be the subject of applications for quotation on Nasdaq as soon as practicable after the Shares are allotted.

#### (c) Issue Price of Plan Shares

The issue price of each Plan Share will be determined by the Directors at or before the time of the invitation to acquire Shares under the ESOP. The issue price of the Plan Shares is payable in full by the Eligible Employee on the date of issue of the Plan Shares. Where the Shares are issued for cash consideration, the Directors may, at their absolute discretion, determine that the whole or part of the issue price will be advanced by the Company to the Eligible Employee, who must apply the advance in payment of the issue price.

#### (d) Restriction on Transfer of Shares

A participant in the ESOP must not sell, transfer, assign, mortgage, charge or otherwise encumber a Share issued under the ESOP until the later of the following (to the extent applicable):

(i) the repayment in full of any loan advanced by the Company to the participant contemporaneously with the issue of Shares under the ESOP;

(ii) the expiry of any service continuity period specified by the Company at the time of issue of the Shares; and

(iii) the satisfaction of any performance criteria specified by the Company at the time of issue of the Shares.

The Directors may impose different time period and performance criteria in relation to different persons, and the Directors will have the absolute discretion to determine whether any such time period or criteria has been satisfied in relation to any Share issued under the ESOP, or to waive that period or criteria in relation to that Share.

#### (e) Limit on Plan Shares

The aggregate number of Shares in respect of which invitations may be made under the ESOP by the Directors on any date, must not exceed the limit imposed under relevant laws in Australia.

#### (f) Powers of the Board of Directors

The ESOP is administered by the Directors of the Company, who have the power to: (i) determine procedures for the administration of the ESOP; (ii) amend or waive the terms and conditions of the ESOP; and (iii) suspend or terminate the ESOP.