

AUDIENCE ANALYTICS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 202113626W)
(the “**Company**”, and together with its subsidiaries, the “**Group**”)

MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY
(the “**AGM**” or “**Meeting**”)

VENUE : 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778

DATE : Monday, 22 April 2024

TIME : 2.00 p.m.

PRESENT : **Board of Directors**
Datuk William Ng Yan Meng (*Chairman and Managing Director*)
Dato’ Ryan Ooi Keim Fung (*Executive Director*)
Ms. Elaine Beh Pur-Lin (*Lead Independent Director*)
Datuk Alexandra Chin (*Independent Director*)
Adj. Prof. Paul Chan Wan Siew (*Independent Director*)

IN ATTENDANCE / BY INVITATION : **Management of the Company, Company Secretary, Sponsor, Auditors, Share Registrar, Polling Agent, Scrutineer and Invitees**
As set out in the attendance records maintained by the Company

Shareholders and Proxies
As set out in the attendance records maintained by the Company

CHAIRMAN OF THE MEETING : Datuk William Ng Yan Meng (*Chairman and Managing Director*)

CHAIRMAN

Datuk William Ng Yan Meng, (“**Datuk William Ng**” or the “**Chairman**”) duly welcomed all who were present at the Meeting.

QUORUM

The Chairman called the Meeting to order at 2.00 p.m. after ascertaining a quorum was present from the Company Secretary and introduced the directors of the Company (“**Directors**”) who were present at the Meeting.

NOTICE OF AGM

The Notice of AGM dated 5 April 2024 was taken as read as all pertinent information relating to the proposed resolutions at the Meeting (the “**Resolutions**”) were set out in the Notice of AGM which had been circulated to shareholders of the Company (the “**Shareholders**”) via publication on the SGXNet and on the Company’s corporate website on 5 April 2024.

QUESTIONS FROM SHAREHOLDERS

As set out in the Notice of AGM dated 5 April 2024, Shareholders who had any questions in relation to any of the resolutions to be tabled at the Meeting were to send in their queries in advance to the Company. The Chairman informed that the Company had received queries from Shareholders in respect of the Company’s annual report for the financial year ended 31 December 2023 (“**FY2023**”) and has addressed these questions through an announcement published via SGXNet and the Company’s corporate website on 17 April 2024.

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PRESENTATION OF FINANCIAL HIGHLIGHTS

The Chairman presented the slides on the Company's financial highlights which had been published on the SGXNet and the Company's corporate website on 22 April 2024.

MODE OF VOTING

In his capacity as Chairman of the Meeting, the Chairman informed all who were present that he had been appointed as proxy by various Shareholders and that he would be voting in accordance with their specific instructions.

Voting on the Resolutions would be conducted by way of a poll in accordance with Regulation 66 of the Constitution of the Company (the "**Constitution**") and the requirements of Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"). The poll would be conducted after each Resolution had been duly proposed and seconded.

Boardroom Corporate & Advisory Services Pte. Ltd. and CNP Business Advisory Pte. Ltd. have been appointed as the Polling Agent and the Scrutineer respectively. The representative from Boardroom Corporate & Advisory Services Pte. Ltd. briefed the Meeting on the procedures for the poll voting process.

The Chairman then proceeded with the ordinary business to be transacted at this Meeting.

ORDINARY BUSINESS

RESOLUTION 1 – ADOPTION OF THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR FY2023, TOGETHER WITH THE INDEPENDENT AUDITORS' REPORT THEREON

Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for FY2023 together with the Independent Auditors' Report.

The Chairman invited the Shareholders to raise their queries on the audited financial statements, if any.

Shareholder A asked whether the Company had any future plans and strategies to monetise the business data that it had collected in the process of organising conferences and business analytics.

The Chairman replied that the Company is focusing on its existing businesses due to the current economic climate and is prioritising staffing. He added that the Company would explore monetising business data when the opportunity arose.

There being no further questions from the Shareholders, Resolution 1 was duly proposed, seconded, and put to vote.

RESOLUTION 2 – DECLARATION AND APPROVAL OF THE PAYMENT OF A FIRST AND FINAL TAX EXEMPT (ONE-TIER) DIVIDEND OF S\$0.017 PER ORDINARY SHARE IN RESPECT OF FY2023

Resolution 2 was to declare and approve the payment of a first and final tax exempt (one-tier) dividend of S\$0.017 per ordinary share in respect of FY2023.

The Chairman invited the Shareholders to raise their queries on the first and final tax exempt (one-tier) dividend, if any.

There being no questions from the Shareholders, Resolution 2 was duly proposed, seconded, and put to vote.

RESOLUTION 3 – RE-ELECTION OF DATUK WILLIAM NG YAN MENG AS A DIRECTOR OF THE COMPANY

As Resolution 3 dealt with the Chairman's re-election as a Director, the Chairman handed the conduct of the Meeting to Ms. Elaine Beh Pur-Lin ("**Ms. Elaine Beh**"), the Lead Independent Director of the Company.

Resolution 3 was to approve the re-election of Datuk William Ng Yan Meng ("**Datuk William Ng**") as a Director pursuant to Regulation 100 of the Constitution. Datuk William Ng, being eligible for re-election, had expressed his consent to continue in office and will upon re-election, remain as the Executive Chairman and Managing Director of the Company and a member of the Nominating Committee ("**NC**").

Ms. Elaine Beh invited the Shareholders to raise their queries on the re-election of Datuk William Ng, if any.

There being no questions from the Shareholders, Resolution 3 was duly proposed, seconded, and put to vote.

Ms. Elaine Beh handed the conduct of the meeting back to the Chairman.

RESOLUTION 4 – RE-ELECTION OF ADJ. PROF. PAUL CHAN WAN SIEW AS A DIRECTOR OF THE COMPANY

Resolution 4 was to approve the re-election of Adj. Prof. Paul Chan Wan Siew ("**Prof. Paul Chan**") as a Director pursuant to Regulation 100 of the Constitution. Prof. Paul Chan, being eligible for re-election, had expressed his consent to continue in office and will upon re-election, remain as an Independent Director, the Chairman of the NC and a member of the Audit Committee and the Remuneration Committee. The Board of Directors (the "**Board**") considers Prof. Paul Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman invited the Shareholders to raise their queries on the re-election of Prof. Paul Chan, if any.

There being no questions from the Shareholders, Resolution 4 was duly proposed, seconded, and put to vote.

RESOLUTION 5 – APPROVAL OF THE PAYMENT OF DIRECTORS' FEES OF S\$54,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024 ("FY2024"), TO BE PAID HALF YEARLY IN ARREARS

Resolution 5 was to approve the payment of Directors' fees for FY2024. The Board had recommended the payment of Directors' fees of S\$54,000 for FY2024, to be paid half yearly in arrears.

The Chairman invited the Shareholders to raise their queries on the payment of Directors' fees for FY2024, if any.

There being no questions from the Shareholders, Resolution 5 was duly proposed, seconded, and put to vote.

RESOLUTION 6 – RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY TO HOLD OFFICE UNTIL THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution 6 was to approve the re-appointment of Messrs Baker Tilly TFW LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration. The Meeting was informed that Messrs Baker Tilly TFW LLP have expressed their willingness to continue in office.

The Chairman invited the Shareholders to raise their queries on the re-appointment of Messrs Baker Tilly TFW LLP, if any.

There being no questions from the Shareholders, Resolution 6 was duly proposed, seconded, and put to vote.

ANY OTHER ORDINARY BUSINESS

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

SPECIAL BUSINESS

RESOLUTION 7 – ORDINARY RESOLUTION – AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 7 as set out in the Notice of the AGM dated 5 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority for directors to allot and issue shares in the capital of the Company, if any.

Questions Received from Shareholders

- 1. Shareholder B – In what situations would the Directors allot and issue new shares in the capital of the Company and what would be the offered share price of these new shares? Would the shares be priced near market price?**

Ms. Elaine Beh responded that the allotment and issuance of new shares is dependent on opportunities that arise, and the Company needs flexibility in funding these opportunities. She further added that the issue price of such new shares will be in compliance with the requirements of the Catalist Rules.

- 2. Shareholder B – What is the Company’s approach should the market price be depressed at the point of issuance for these new shares?**

Ms. Elaine Beh responded that the Board will take a sensible approach on decision-making in the best interests of the Company and all stakeholders in a situation where the market price of shares is depressed. The Chairman further assured the Shareholders that there will be no dilution on Shareholders’ interests in the Company if there is no specific reason to do so.

There being no further questions from the Shareholders, Resolution 7 was duly proposed, seconded, and put to vote.

RESOLUTION 8 – ORDINARY RESOLUTION – AUTHORITY FOR DIRECTORS TO OFFER AND GRANT AWARDS, AND TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY UNDER THE SHARED PURPOSE AND PROSPERITY INCENTIVE PLAN (“SPRINT”)

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 8 as set out in the Notice of AGM dated 5 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority for directors to offer and grant awards, and to allot and issue shares under the SPRINT, if any.

Questions Received from Shareholders

- 1. Shareholder A – What are the differences between the SPRINT and the Group Employee Share Option Scheme (“Group ESOS”)?**

The Chairman explained that the Group ESOS is made available to the employees of the Group and other participants, provided that Shareholders’ approval had been obtained, for subscription at market price or a maximum of twenty per cent (20%) discount from market price whereas SPRINT is a performance share plan which the Company uses as an incentive to retain talents who have met their key performance indicators set in lieu of a cash bonus.

Ms. Elaine Beh added that there are more quantitative performance objectives to achieve for the awarding of the SPRINT as compared to the Group ESOS.

2. Shareholder B – What is the percentage limitation on the shares being awarded under the SPRINT?

Ms. Elaine Beh informed that any grant of share awards under the SPRINT shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) on the day preceding the grant.

There being no further questions from the Shareholders, Resolution 8 was duly proposed, seconded, and put to vote.

RESOLUTION 9 – ORDINARY RESOLUTION – AUTHORITY FOR DIRECTORS TO OFFER AND GRANT OPTIONS, AND TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY UNDER THE GROUP ESOS

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 9 as set out in the Notice of AGM dated 5 April 2024.

The Chairman invited the Shareholders to raise their queries on the authority for directors to offer and grant options, and to allot and issue shares under the Group ESOS, if any.

There being no questions from the Shareholders, Resolution 9 was duly proposed, seconded, and put to vote.

VOTING BY POLL

As all the items of the agenda in the Notice of AGM have been dealt with, the Meeting proceeded with the conduct of the poll.

The Chairman reminded the Shareholders and Proxies present at the Meeting to submit the poll voting slips to the Scrutineer.

DECLARATION OF POLL RESULTS

The results of the poll verified by the Scrutineer were as follows:-

Resolution Number	For		Against		Total	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)	Total number of shares represented by votes for and against the relevant resolution	Percentage (%)
Resolution 1	148,466,500	100.00	0	0.00	148,466,500	100.00
Resolution 2	148,466,500	100.00	0	0.00	148,466,500	100.00
Resolution 3	148,466,500	100.00	0	0.00	148,466,500	100.00
Resolution 4	148,273,100	100.00	0	0.00	148,273,100	100.00
Resolution 5	148,466,500	100.00	0	0.00	148,466,500	100.00
Resolution 6	148,273,100	100.00	0	0.00	148,273,100	100.00
Resolution 7	148,282,700	99.88	183,800	0.12	148,466,500	100.00
Resolution 8	148,466,500	100.00	0	0.00	148,466,500	100.00
Resolution 9	148,466,500	100.00	0	0.00	148,466,500	100.00

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Based on the results of the poll, the Chairman declared that each of the Resolutions were duly carried on a poll vote.

CONCLUSION OF THE MEETING

There being no other business, the Meeting concluded at 3.42 p.m. with a vote of thanks to the Chairman.

The Chairman informed Shareholders that the Company will publish the announcement on the results of the AGM via SGXNet and the Company's corporate website after trading hours on the same day, and the minutes of the Meeting proceedings shall be published on SGXNet and the Company's corporate website within one (1) month from the date of the AGM.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[SIGNED]

DATUK WILLIAM NG YAN MENG
CHAIRMAN OF THE MEETING