

Notice of Annual General Meeting

AUDIENCE ANALYTICS LIMITED

Company Registration No. 202113626W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **AUDIENCE ANALYTICS LIMITED** (the “**Company**”) will be convened and held by electronic means (see Notes 1 to 7) on Friday, 29 April 2022 at 4.00 p.m. (the “**AGM**”), for the purposes of transacting the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Directors’ Statement and Auditors’ Report thereon.
(Resolution 1)
2. To re-elect the following Directors of the Company (“**Directors**”) retiring by rotation pursuant to Regulation 100 of the Company’s Constitution:
 - (a) Datuk William Ng Yan Meng [*See Explanatory Note (i)*]; and
(Resolution 2)
 - (b) Dato’ Ryan Ooi Keim Fung [*See Explanatory Note (ii)*].
(Resolution 3)
3. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company’s Constitution:
 - (a) Datuk Alexandra Chin [*See Explanatory Note (iii)*];
(Resolution 4)
 - (b) Mr Chan Wan Siew [*See Explanatory Note (iv)*]; and
(Resolution 5)
 - (c) Ms Elaine Beh Pur-Lin [*See Explanatory Note (v)*].
(Resolution 6)
4. To approve the payment of Directors’ fees of S\$13,650 for the financial year ended 31 December 2021, payable in arrears.
(Resolution 7)
5. To approve the payment of Directors’ fee of S\$54,000 for the financial year ending 31 December 2022, payable half yearly in arrears.
(Resolution 8)
6. To declare and approve the payment of a final tax exempt (one-tier) cash dividend of S\$0.0126 per ordinary share in respect of the financial year ended 31 December 2021.
(Resolution 9)
7. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.
(Resolution 10)
8. To transact any other ordinary business that may properly be transacted at an annual general meeting.

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SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without modifications:

9. Authority to allot and issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”), the Company’s Constitution and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be given to the Directors to:

- (a) (i) allot and issue shares in the Company (the “**Shares**”) whether by way of bonus, rights or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the “**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 ordinary resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this ordinary resolution was in force, provided that:
 - (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this ordinary resolution) to be issued pursuant to this ordinary resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (the “**Shareholders**”) (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below) or any such other limit as may be prescribed by the Catalist Rules as at the date this ordinary resolution is passed);
 - (ii) (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 pursuant to the Instruments) that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this ordinary resolution, after adjusting for:

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- (A) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
- (B) (where applicable) new Shares arising from exercise of share options or vesting of share awards, provided that such 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
- (C) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph ii(A) or sub-paragraph ii(B) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this ordinary resolution;

- (iii) in exercising the authority conferred by this ordinary 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 Companies Act and the Constitution of the Company for the time being in force; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this ordinary resolution shall continue in force (A) 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 (B) in the case of Shares to be issued in pursuant of the Instruments, made or granted pursuant to this ordinary resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

[See Explanatory Note (vi)]

(Resolution 11)

10. Authority to offer and grant awards and to allot and issue Shares under the Shared Purpose and Prosperity Incentive Plan (“SPRINT”)

That pursuant to Section 161 of the Companies Act and the provisions of SPRINT, approval be and is hereby given to the Directors to offer and grant awards, in accordance with the provisions of SPRINT, and to allot and issue from time to time such number of full paid-up new Shares as may be required to be issued pursuant to the vesting of awards granted under SPRINT, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to SPRINT, when aggregated with the aggregate number of Shares over which options and awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) on the day preceding that date. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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.

[See Explanatory Note (vii)]

(Resolution 12)

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11. Authority to offer and grant options and to allot and issue Shares under the Group Employee Share Option Scheme

That pursuant to Section 161 of the Act, the Directors be authorised (i) to offer and grant options in accordance with the provisions of the Group Employee Share Option Scheme (the “Scheme”) and (ii) to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the Scheme, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the Scheme (including options granted under the Scheme and all outstanding options or awards granted under SPRINT and such other share-based incentive schemes of the Company) shall not at any time exceed 15% of the issued Shares (including treasury shares and subsidiary holdings, if any) on the date preceding the grant of the option. Such authority shall, unless revoked or varied by the Company in a general meeting, continue in force 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.

[See Explanatory Note (viii)]

(Resolution 13)

By Order of the Board

Janet Tan
Company Secretary

Singapore,
12 April 2022

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Explanatory Notes:

- (i) Datuk William Ng Yan Meng (“**Datuk Ng**”) shall, upon re-election as a Director of the Company, remain as an Executive Director, the Chairman and Managing Director of the Company, as well as a member of the Nominating Committee. Further information on Datuk Ng can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” in the Annual Report 2021.
- (ii) Dato’ Ryan Ooi Keim Fung (“**Dato’ Ooi**”) shall, upon re-election as a Director of the Company, remain as an Executive Director of the Company. Further information on Dato’ Ooi can be found in the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” in the Annual Report 2021.
- (iii) Datuk Alexandra Chin (“**Datuk Chin**”) shall, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee, and a member of the Remuneration Committee. There are no relationships (including family relationship) between Datuk Chin and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect her independence. The Board of Directors (the “**Board**”) considers Datuk Chin to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Datuk Chin can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” in the Company’s Annual Report 2021.
- (iv) Mr Chan Wan Siew (“**Mr Chan**”) shall, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. There are no relationships (including family relationship) between Mr Chan and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect his independence. The Board considers Mr Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Chan can be found under the sections entitled “Board of Directors”, “Corporate Governance Report and “Directors’ Statement” in the Company’s Annual Report 2021.
- (v) Ms Elaine Beh Pur-Lin (“**Ms Beh**”) shall, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee. There are no relationships (including family relationship) between Ms Beh and the other Directors, the Company, its related corporation, its officer or its substantial shareholders, which may affect her independence. The Board considers Ms Beh to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Ms Beh can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” in the Company’s Annual Report 2021.
- (vi) Ordinary Resolution 11, if passed, will empower the Directors from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a pro-rata basis to existing Shareholders.

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For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this ordinary resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this ordinary resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (vii) Ordinary Resolution 12, if passed, will empower the Directors of the Company to allot and issue Shares in the Company with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of our Company, collectively of up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- (viii) Ordinary Resolution 13, if passed, will empower the Directors of the Company from the date of this AGM until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to offer and grant options and to allot and issue Shares pursuant to the exercise of options granted under the Scheme. The maximum number of new Shares to be issued under the Scheme (including options granted under the Scheme and all outstanding options or awards granted under such other share-based incentive schemes of the Company) shall not exceed 15% of the issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

Notes:

1. This AGM is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of AGM and the accompanying proxy form will NOT be sent to members. Instead, these documents will be made available on (i) SGXNet at <https://www.sgx.com/securities/company-announcements> and (ii) the Company’s corporate website at <https://www.audience.asia>.
2. Due to the current COVID-19 situation in Singapore and as part of the measures to minimise the risk of community spread of COVID-19, the Company will arrange for a live webcast, which allows members to view the proceedings of the AGM via “live” audio and video feed (“**Webcast**”). In addition, members will be able to observe the AGM proceedings by audio only means via telephone (“**Audio Link**”). Members who wish to observe the AGM proceedings by Webcast or Audio Link must pre-register at the URL <https://www.audience.asia/agm2022> (“**AGM Registration and Q&A Link**”) by 4.00 p.m. on 26 April 2022 (“**Registration Deadline**”) (“**Pre-registration**”). Following verification of their shareholding status, members will receive further instructions on how to access the Webcast and the Audio Link via email (“**Registration Confirmation Email**”) by 4.00 p.m. on 28 April 2022.

Members who have pre-registered by the Registration Deadline but do not receive the Registration Confirmation Email by 4.00 p.m. on 28 April 2022 should contact the Company at srs.teamd@boardroomlimited.com stating: (a) the member’s full name; and (b) the member’s identification/registration number.

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3. Members viewing the Webcast or listening to the Audio Link will not be able to submit questions online or over the telephone during the Webcast or the Audio Link. Members must submit any questions they may have by 4.00 p.m. on 20 April 2022:

(a) in hard copy to registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 OR during Pre-registration via the AGM Registration and Q&A Link at <https://audience.asia/agm2022/>; or

(b) by email to srs.teamd@boardroomlimited.com.

Members submitting questions are requested to state: (a) their full name; and (b) the member's identification/registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company shall address substantial and relevant questions (as may be determined by the Company in its sole discretion) prior to this AGM. The Company will publish its responses on SGXNET and the Company's website by 22 April 2022. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of AGM.

4. Members viewing the Webcast or listening to the Audio Link will not be able to cast their votes online or over the telephone during the Webcast or the Audio Link. All members must vote by proxy only. Members must appoint the Chairman of the AGM to act as their proxy and must specifically direct the proxy on how they wish to vote for or vote against (or abstain from voting on) the resolutions in the instrument appointing the Chairman of the AGM as proxy, failing which the instrument may be treated as invalid.

The signed instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a certified copy thereof, must be:

(a) submitted by email to srs.teamd@boardroomlimited.com; or

(b) lodged at registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632,

in either case, by no later than 4.00 p.m. on 26 April 2022, being seventy-two (72) hours before the time appointed for holding this AGM, failing which the Company shall be entitled to regard the instrument of proxy as invalid.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

The instrument appointing the Chairman of the AGM as proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

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The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one (1) instrument of proxy).

In the case of a member whose Shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

5. Members who hold their Shares through a Relevant Intermediary (as defined in Section 181 of the Companies Act) and who wish to participate in the AGM, submit questions or exercise their votes by appointing the Chairman of the AGM as proxy should approach their respective Relevant Intermediaries to submit their voting instructions at least seven (7) working days prior to the date of the AGM, being by 4.00 p.m. on 20 April 2022.

6. Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the AGM. The Company wishes to thank all shareholders for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

Personal data privacy:

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or any adjournment thereof, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.