

## APPENDIX TO THE NOTICE OF AGM DATED 13 APRIL 2026

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**IF YOU ARE IN ANY DOUBT ABOUT THE CONTENTS HEREIN OR AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER, OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Appendix is issued by Audience Analytics Limited (the “**Company**”), together with the Annual Report (with the Notice of AGM and accompanying Proxy Form enclosed therein). Unless otherwise stated, capitalised terms on this cover are defined in this Appendix under the section entitled “DEFINITIONS”.



**AUDIENCE ANALYTICS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 202113626W)

### APPENDIX TO THE NOTICE OF AGM

in relation to

### THE PROPOSED GRANT OF AWARDS TO DATUK WILLIAM NG AND DATO' RYAN OOI, EACH A CONTROLLING SHAREHOLDER, UNDER SPRINT

*This Appendix has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”).*

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

*The contact person for the Sponsor is Ms Leong Huey Miin, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.*

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## DEFINITIONS

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In this Appendix, the following definitions apply throughout unless otherwise stated:

- “AGM”** : The annual general meeting of the Company to be convened and held on 28 April 2026 at 2:00 p.m., notice of which is set out on pages 152 to 163 of the Annual Report
- “Annual Report”** : The annual report of the Company for the financial year ended 31 December 2025
- “Appendix”** : This appendix to the Notice of AGM dated 13 April 2026
- “Associate”** : (a) In relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- (b) In relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Award”** : An award of Shares granted pursuant to SPRINT
- “Board”** : The board of Directors of the Company as at the date of this Appendix or from time to time, as the case may be
- “Catalist”** : The Catalist board of the SGX-ST
- “Catalist Rules”** : The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Companies Act”** : The Companies Act 1967 of Singapore, as amended or modified or supplemented from time to time
- “Company”** : Audience Analytics Limited
- “Constitution”** : The constitution of the Company, as amended or modified from time to time

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## DEFINITIONS

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|                                   |   |   |
|-----------------------------------|---|---|
| <b>“Controlling Shareholder”</b>  | : | A person who:<br><br>(a) holds, directly or indirectly, 15% of more of the total number of voting Shares (excluding treasury shares) in the Company; or<br><br>(b) in fact exercises control over the Company   |
| <b>“Director”</b>                 | : | A director of the Company as at the date of this Appendix or from time to time, as the case may be  |
| <b>“FY”</b>                       | : | Financial year ended, or as the case may be, ending 31 December   |
| <b>“Group”</b>                    | : | The Company and its subsidiaries  |
| <b>“Independent Shareholders”</b> | : | Shareholders, other than those who are eligible to participate in SPRINT  |
| <b>“Latest Practicable Date”</b>  | : | 1 April 2026, being the latest practicable date prior to the date of issue of this Appendix   |
| <b>“Non-Executive Director”</b>   | : | A Director who does not perform executive functions   |
| <b>“Notice of AGM”</b>            | : | The notice of AGM dated 13 April 2026 as set out on pages 152 to 163 of the Annual Report   |
| <b>“Participant”</b>              | : | An employee of the Group or a Non-Executive Director who has been granted an Award  |
| <b>“Proposed Grant of Awards”</b> | : | The proposed grant of Awards to Datuk William Ng and Dato’ Ryan Ooi, each a Controlling Shareholder, under SPRINT   |
| <b>“Proxy Form”</b>               | : | The proxy form in respect of the AGM  |
| <b>“Register of Members”</b>      | : | The register of members of the Company  |
| <b>“Remuneration Committee”</b>   | : | The remuneration committee of the Company, being the committee who administers SPRINT   |
| <b>“Securities Account”</b>       | : | A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent   |
| <b>“SGX-ST”</b>                   | : | Singapore Exchange Securities Trading Limited   |
| <b>“Shareholders”</b>             | : | Registered holder(s) of Shares in the Register of Members, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares, mean the Depositors who have Shares entered against their name in the Depository Register of CDP. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Accounts |
| <b>“Shares”</b>                   | : | Ordinary shares in the capital of the Company, and <b>“Share”</b> shall be construed accordingly  |

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## DEFINITIONS

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|                           |   |   |
|---------------------------|---|---|
| “Sponsor”                 | : | ZICO Capital Pte. Ltd.  |
| “SPRINT”                  | : | The performance share plan of the Company known as the “Shared Purpose and Prosperity Incentive Plan” which was approved by Shareholders on 28 June 2021, the details of which are set out in “Appendix E – Rules of SPRINT” to the offer document dated 14 September 2021 issued by the Company in connection with its listing on Catalist |
| “SRS”                     | : | Supplementary Retirement Scheme   |
| “SRS Investors”           | : | Investors who have purchased Shares under the SRS and which Shares are held on their behalf by SRS Operators  |
| “SRS Operators”           | : | Approved agent banks for SRS Investors  |
| “Substantial Shareholder” | : | A person who has an interest or interests in voting Shares (excluding treasury shares and subsidiary holdings), representing not less than 5% of all the voting Shares  |

### Currencies, units and others

|                   |   |   |
|-------------------|---|---|
| “S\$” and “cents” | : | Singapore dollars and cents, respectively |
| “%” or percent    | : | Percentage or per centum                  |

### Names used in this Appendix

|                             |   |                          |
|-----------------------------|---|--------------------------|
| <b>Datuk William Ng</b>     | : | Ng Yan Meng              |
| <b>Dato’ Ryan Ooi</b>       | : | Ooi Keim Fung            |
| <b>Datuk Alexandra Chin</b> | : | Alexandra Chin @ Fui Lin |
| <b>Elaine Beh</b>           | : | Elaine Beh Pur-Lin       |

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore. The terms “**subsidiary**” and “**related company**” shall have the meanings ascribed to them in Sections 5 and 6 respectively of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Appendix to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the Catalist Rules or any modification thereof and used in this Appendix shall have the same meaning assigned to it thereunder, as the case may be, unless otherwise provided.

Any reference to a time of day in this Appendix is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein (if any) between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

**AUDIENCE ANALYTICS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 202113626W)

**Directors:**

Datuk William Ng (Chairman and Managing Director)  
Dato' Ryan Ooi (Executive Director)  
Ms. Elaine Beh (Lead Independent Director)  
Datuk Alexandra Chin (Independent Director)  
Mr. Yeoh Chen Chow (Independent Director)

**Registered Office:**

138 Robinson Road  
#26-03 Oxley Tower  
Singapore 068906

13 April 2026

To: The Shareholders of Audience Analytics Limited

Dear Sir/Madam

**THE PROPOSED GRANT OF AWARDS TO DATUK WILLIAM NG AND DATO' RYAN OOI, EACH A CONTROLLING SHAREHOLDER, UNDER SPRINT**

**1. INTRODUCTION**

The Board is proposing to seek the approval of Shareholders at the forthcoming AGM for the proposed grant of Awards to Datuk William Ng and Dato' Ryan Ooi, each a Controlling Shareholder, under SPRINT.

The purpose of this Appendix is to provide Shareholders with information on, to explain the rationale for, and to seek Shareholders' approval for the Proposed Grant of Awards at the forthcoming AGM which will be held in a wholly physical format at 600 North Bridge Road, #05-01, Parkview Square, Singapore 188778 on Tuesday, 28 April 2026 at 2.00 p.m.. The Notice of AGM is found on pages 152 to 163 of the Annual Report.

The Company has appointed Chancery Law Corporation as the legal adviser to the Company in relation to this Appendix and the resolutions relating to the Proposed Grant of Awards.

**2. THE PROPOSED GRANT OF AWARDS TO CONTROLLING SHAREHOLDERS**

**2.1. Background**

In conjunction with the listing of the Company on Catalist, the Company adopted SPRINT which took effect from the listing of the Company. SPRINT provides Participants with an opportunity to participate in the equity of the Company and to motivate them towards better performance through increased dedication and loyalty. SPRINT forms an integral and important component of the Group's compensation plan and is designed primarily to reward and retain employees whose services are vital to the growth and performance of the Group.

Under the Catalist Rules and the rules of SPRINT, Controlling Shareholders and their Associates are eligible to participate in SPRINT if their participation and the terms of each grant of Award and the actual number of Shares comprised in the Award have been approved by the Independent Shareholders at a general meeting in separate resolutions for each such person.

The participation of Datuk William Ng and Dato' Ryan Ooi in SPRINT was previously approved by Independent Shareholders at the annual general meeting of the Company convened on 25 April 2023.

## **2.2. Rationale and Justification**

Datuk William Ng is the Chairman and Managing Director of the Company and is also deemed to be a Controlling Shareholder of the Company by virtue of his shareholding in Bain Equity Sdn. Bhd., the Controlling Shareholder of the Company. He has the overall responsibility of overseeing the Group's business performance, managing the growth of the Group, and setting the Group's overall strategic direction. He is the main driving force behind the Group's business growth. Datuk William Ng has over 26 years of experience in the business impact assessment and recognition, marketing, media, and exhibitions industries. Together with Dato' Ryan Ooi, he co-founded the Group.

Dato' Ryan Ooi is the Executive Director of the Company and is also deemed to be a Controlling Shareholder of the Company by virtue of his shareholding in Bain Equity Sdn. Bhd., the Controlling Shareholder of the Company. He plays an important role in managing the Group's operations, including providing creative and operational direction to the Group's operations. Dato' Ryan Ooi has over 23 years of experience in the marketing and exhibitions industries. Together with Datuk William Ng, he co-founded the Group.

The Directors (other than Datuk William Ng and Dato' Ryan Ooi) are of the view that the proposed grant of Awards to Datuk William Ng and Dato' Ryan Ooi, each a Controlling Shareholder, under SPRINT is fair given their respective contributions to the Group, and is consistent with the objectives of SPRINT, which includes motivating Participants to achieve key financial and operational goals of the Group and encourage greater dedication and loyalty to the Group. The Directors (other than Datuk William Ng and Dato' Ryan Ooi) also recognise that it is crucial to retain key employees whose contributions are important to the long-term growth and prosperity of the Group and whose skills are commensurate with the Company's ambition to become a world class company.

The Directors (other than Datuk William Ng and Dato' Ryan Ooi) are of the view that the granting of Awards to Datuk William Ng and Dato' Ryan Ooi will motivate them to continue to achieve good performance and create greater Shareholders' value in order to realise the benefits of the Awards in due course.

In arriving at the value of the Awards and number of Shares proposed to be granted to Datuk William Ng and Dato' Ryan Ooi, the Remuneration Committee took into consideration, *inter alia*, their respective scopes of responsibilities, their respective performance and contributions to the Group and the Group's financial performance, and accordingly, the Remuneration Committee

believes that the proposed grant of Awards to Datuk William Ng and Dato' Ryan Ooi under SPRINT is fair and not excessive. Such proposed grants of Awards are also consistent with the purposes and objectives of SPRINT.

### 2.3. Terms of Awards to be Granted

The terms of the proposed grant of Awards to Datuk William Ng and Dato' Ryan Ooi under SPRINT are as follows:

#### Datuk William Ng

|   |  |  |  |
|---|--|--|--|
| Proposed date of grant of the Award                 | Within two months from the date of the AGM   |  |  |
| Number of Shares which are the subject of the Award | Up to 600,000 <sup>(1)</sup>   | Up to 600,000 <sup>(1)</sup>   | Up to 600,000 <sup>(1)</sup>   |
| Vesting period of the Award                         | 1 year from the date of grant  | 2 years from the date of grant   | 3 years from the date of grant   |
| Vesting condition of the Award                      | Subject to the Group achieving predetermined financial performance target for FY2026 | Subject to the Group achieving predetermined financial performance target for FY2027 | Subject to the Group achieving predetermined financial performance target for FY2028 |
| Retention period                                    | 1 year from vesting date   | 1 year from vesting date   | 1 year from vesting date   |

#### **Note:**

- (1) The Shares to be issued or transferred pursuant to the vesting of the Awards are subject to the applicable limits under the rules of SPRINT and the Catalist Rules. As at the Latest Practicable Date, (i) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under SPRINT to each Participant is up to 3,489,926 Shares, representing 10.0% of the Shares available under SPRINT, and (ii) 2,000,000 Shares have been issued pursuant to the vesting of the Awards granted under SPRINT to Datuk William Ng. Based on the foregoing, the maximum number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Datuk William Ng is up to 1,489,926 Shares, subject to any adjustments to be made in accordance with Section 2.4.4 below.

For avoidance of doubt, in the event where an aggregate of 1,200,000 Shares have been issued or transferred to Datuk William Ng pursuant to the vesting of the Awards upon the Group having achieved its predetermined financial performance targets for FY2026 and FY2027 and the Group having also achieved its predetermined financial performance target for FY2028, only a maximum of 289,926 Shares shall be issued or transferred pursuant to the vesting of the Award such that the aggregate total number of Shares to be issued or transferred under the Awards proposed to be granted to Datuk William Ng does not exceed 1,489,926. Conversely, any

Shares not issued or transferred as a result of the Group failing to achieve its predetermined financial performance targets for FY2026 and/or FY2027 shall be available to be issued or transferred pursuant to the vesting of the Award upon the Group having achieved the relevant financial performance target for FY2028 and subject to the approval of the Remuneration Committee.

Dato' Ryan Ooi

|   |  |  |  |
|---|--|--|--|
| Proposed date of grant of the Award                 | Within two months from the date of the AGM   |  |  |
| Number of Shares which are the subject of the Award | Up to 400,000  | Up to 400,000  | Up to 400,000  |
| Vesting period of the Award                         | 1 year from the date of grant  | 2 years from the date of grant   | 3 years from the date of grant   |
| Vesting condition of the Award                      | Subject to the Group achieving predetermined financial performance target for FY2026 | Subject to the Group achieving predetermined financial performance target for FY2027 | Subject to the Group achieving predetermined financial performance target for FY2028 |
| Retention period                                    | 1 year from vesting date   | 1 year from vesting date   | 1 year from vesting date   |

The Shares which are the subject of the Awards will be released to each of Datuk William Ng and Dato' Ryan Ooi after the respective vesting periods as set out above if the Group achieves the predetermined financial performance targets for the respective financial years.

The Shares which are allotted and issued or transferred to each of Datuk William Ng and Dato' Ryan Ooi pursuant to the release of an Award shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during the retention period of one (1) year from the respective vesting dates, except with the prior approval of the Remuneration Committee.

The proposed grant of Awards to each of Datuk William Ng and Dato' Ryan Ooi under SPRINT shall be subject to Independent Shareholders' approval by separate resolutions pursuant to Rule 852 of the Catalist Rules at the AGM.

**2.4. Rules of SPRINT and Catalist Rules**

2.4.1. Limitation on the size of SPRINT

Under the rules of SPRINT:

- (a) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under SPRINT on any date, when aggregated with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company, shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) on the day preceding that date;
- (b) the aggregate number of Shares which may be issued or transferred pursuant to Awards under SPRINT to Participants who are Controlling Shareholders and their Associates shall not exceed 25.0% of the Shares available under SPRINT; and
- (c) the number of Shares which may be issued or transferred pursuant to Awards under SPRINT to each Participant shall not exceed 10.0% of the Shares available under SPRINT.

As at the Latest Practicable Date, based on the existing total number of issued Shares (excluding treasury shares and subsidiary holdings) and assuming that there is no change in the issued ordinary share capital of the Company up to the date the Shares are issued or transferred pursuant to Awards granted in relation to the Proposed Grant of Awards:

- (i) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under SPRINT is up to 34,899,524 Shares, representing 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings);
- (ii) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under SPRINT to Participants who are Controlling Shareholders and their Associates, is up to 8,724,816 Shares, representing 25.0% of the Shares available under SPRINT;
- (iii) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under SPRINT to each Participant is up to 3,489,926 Shares, representing 10.0% of the Shares available under SPRINT;
- (iv) the aggregate number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Datuk William Ng and Dato' Ryan Ooi is up to 2,689,926 Shares, representing approximately 7.7% of the Shares available under SPRINT;
- (v) the aggregate number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Datuk William Ng is up to 1,489,926 Shares, representing approximately 4.3% of the Shares available under SPRINT; and

- (vi) the aggregate number of Shares to be issued or transferred pursuant to the vesting of the Awards proposed to be granted to Dato' Ryan Ooi is up to 1,200,000 Shares, representing approximately 3.4% of the Shares available under SPRINT,

subject to any adjustments to be made in accordance with Section 2.4.4 below.

As at the Latest Practicable Date, the Company has granted 4,449,800 awards of Shares, out of which 3,300,000 awards and 1,149,800 awards are to be vested in three tranches and immediately respectively under the SPRINT. The Company has allotted and issued 4,449,800 new Shares pursuant to the vesting of these awards in FY2023, FY2024 and FY2025. In January 2025, adjustments were made to the unvested share awards granted under SPRINT following the allotment and issue of new Shares pursuant to the Proposed Bonus Issue, and the additional awards arising from the adjustments are 366,666 awards. The Company has allotted and issued 366,666 new Shares pursuant to the vesting of these additional awards in FY2025, and there are no Shares over which options or awards have been granted under any other share option scheme or share scheme of the Company.

#### 2.4.2. Announcement relating to the Awards to Datuk William Ng and Dato' Ryan Ooi

Pursuant to Rule 704(32) of the Catalist Rules, the Company will make an announcement in relation to each grant of Awards to Datuk William Ng and Dato' Ryan Ooi, if approved by Independent Shareholders, on the date of grant of the Award and provide details, including (i) the date of grant; (ii) the number of Shares comprised in the Award granted; (iii) the market price of Shares on the date of grant; (iv) the number of Shares granted to each Director and Controlling Shareholder (and each of their Associates); and (v) vesting period of the Awards.

#### 2.4.3. Rights of Shares

The new Shares allotted and issued and existing Shares procured by the Company for transfer pursuant to the vesting of Awards under SPRINT shall:

- (a) be subject to all the provisions of the Constitution of the Company (including provisions relating to voting, transfer of Shares and liquidation of the Company); and
- (b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant vesting date of the Award, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

**“Record date”** means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

#### 2.4.4. Adjustment Events

If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue, capital reduction, sub-division of Shares, consolidation of Shares, capital distribution or otherwise) shall take place, then:

- (a) the class and/or number of Shares which are the subject of an Award to the extent not yet vested;
- (b) the class and/or number of Shares in respect of which future Awards may be granted under SPRINT; and/or
- (c) the maximum number of Shares which may be issued pursuant to Awards granted under SPRINT,

shall be adjusted in such manner as the Remuneration Committee may determine to be appropriate, provided that any adjustment must be made in such a way that a Participant will not receive a benefit that a Shareholder does not receive.

Notwithstanding the above, any adjustment (except in relation to a bonus issue) must be confirmed in writing by the auditors of the Company (acting only as experts and not as arbitrators) to be, in their opinion, fair and reasonable.

#### **2.5. Potential Cost of Awards**

SPRINT is considered a share-based payment that falls under the scope of SFRS(I) 2 where Participants will receive Shares and the Awards would be accounted for as equity-settled share-based transactions, as described in the following paragraphs.

The fair value of employee services received in exchange for the grant of the Awards would be recognised as a charge to the income statement over the period between the grant date and the vesting date of an Award. The fair value per share of the Awards granted will be determined using a generally accepted valuation methodology for pricing financial instruments. The significant inputs into the valuation methodology will include, among others, the share price as at the date of grant of the Award, the risk-free interest rate, the vesting period, volatility of the share and dividend yield. The total amount of the charge over the vesting period is determined by reference to the fair value of each Award granted at the grant date and the number of Shares vested at the vesting date, with a corresponding credit to the reserve account. Before the end of the vesting period, at each accounting year end, the estimate of the number of Awards that are expected to vest by the vesting date is revised, and the impact of the revised estimate is recognised in the income statement with a corresponding adjustment to the reserve account. After the vesting date, no adjustment to the charge to the income statement is made.

The amount charged to the income statement also depends on whether or not the performance target attached to an Award is measured by reference to the market price of the Shares. This is known as a market condition. If the performance target is a market condition, the probability

of the performance target being met is taken into account in estimating the fair value of the Award granted at the grant date, and no adjustments to the amounts charged to the income statement are made whether or not the market condition is met. However, if the performance target is not a market condition and the Awards vest as a result of meeting such performance target, the fair value per share of the Awards granted at the grant date is used to compute the amount to be charged to the income statement at each accounting date, based on an assessment by the management at such accounting date of whether the non-market conditions have been met to enable the Awards to vest. Thus, where the vesting conditions do not include a market condition, there would be no cumulative charge to the profit or loss if the Awards do not ultimately vest.

In the event that the Participants receive cash, the Company shall measure the fair value of the liability at grant date. Until the liability is settled, the Company shall re-measure the fair value of the liability at each accounting date and at the date of settlement, with changes in the fair value recognised in the income statement.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares of the Company as at the Latest Practicable Date, as recorded in the Register of Director's Shareholdings and the Register of Substantial Shareholders kept by the Company, are as follows:

|  | Direct Interest  |                  | Deemed Interest  |                  |
|--|------------------|------------------|------------------|------------------|
|  | Number of Shares | % <sup>(1)</sup> | Number of Shares | % <sup>(1)</sup> |
| <b>Directors</b>                                       |                  |                  |                  |                  |
| Datuk William Ng <sup>(2)</sup>                        | 3,256,200        | 1.40             | 189,600,000      | 81.49            |
| Dato' Ryan Ooi <sup>(3)</sup>                          | 4,159,999        | 1.79             | 189,600,000      | 81.49            |
| Elaine Beh Pur-Lin                                     | -                | -                | -                | -                |
| Datuk Alexandra Chin                                   | -                | -                | -                | -                |
| Yeoh Chen Chow   | 44,166           | 0.02             | -                | -                |
| <b>Substantial Shareholders (other than Directors)</b> |                  |                  |                  |                  |
| Bain Equity Sdn. Bhd.                                  | 189,600,000      | 81.49            | -                | -                |

**Notes:**

- (1) Based on the total issued and paid-up share capital of the Company of 232,661,763 Shares as at the Latest Practicable Date. The Company did not have any treasury shares or subsidiary holdings as at the Latest Practicable Date.
- (2) Datuk William Ng is deemed to have an interest in the 189,600,000 Shares held by Bain Equity Sdn. Bhd. by virtue of Section 7 of the Companies Act.

(3) Dato' Ryan Ooi is deemed to have an interest in the 189,600,000 Shares held by Bain Equity Sdn. Bhd. by virtue of Section 7 of the Companies Act.

Save as disclosed in this Appendix, none of the Directors, and to the best of the Directors' knowledge, none of the Substantial Shareholders, or their respective Associates, has any interest, whether direct or indirect, in the Proposed Grant of Awards.

## **4. ABSTENTION FROM VOTING**

### **4.1. Requirements under the Catalist Rules**

Pursuant to Rule 858 of the Catalist Rules, Shareholders who are eligible to participate in SPRINT must abstain from voting on any resolution relating to SPRINT (other than a resolution relating to the participation of, or grant of awards to, directors and employees of the issuer's parent company and its subsidiaries).

Pursuant to Rule 852 of the Catalist Rules, a separate resolution must be passed by Independent Shareholders for each Participant who is a Controlling Shareholder or their Associates and to approve the actual number and terms of the awards to be granted to such Participant.

### **4.2. The Proposed Grant of Awards**

Shareholders (including Directors, directors and employees of the Group) who are eligible to participate in SPRINT shall abstain from voting on the ordinary resolutions relating to the Proposed Grant of Awards, and shall not accept appointments as proxies unless specific instructions as to voting are given in the proxy instrument on how the Shareholders wish their votes to be casted for the aforesaid Ordinary Resolutions.

Datuk William Ng and Dato' Ryan Ooi, and their respective Associates, shall abstain from voting in respect of their holdings of Shares, if any, at the AGM in respect of the Ordinary Resolutions 10 and 11 (relating to the Proposed Grant of Awards) as set out in the Notice of AGM and shall not accept appointments as proxies for voting at the AGM in respect of the aforesaid Ordinary Resolutions, unless specific instructions have been given in the proxy instrument on how the Shareholders wish their votes to be casted for the aforesaid Ordinary Resolutions.

Bain Equity Sdn. Bhd., being an Associate of Datuk William Ng and Dato' Ryan Ooi, shall also abstain from voting in respect of its holdings of Shares at the AGM in respect of the Ordinary Resolutions 10 and 11 (relating to the Proposed Grant of Awards) as set out in the Notice of AGM and shall not accept appointment as proxy for voting at the AGM in respect of the aforesaid Ordinary Resolutions, unless specific instructions have been given in the proxy instrument on how the Shareholders wish their votes to be casted for the aforesaid Ordinary Resolutions.

The Company will disregard any votes cast by the aforementioned persons who are required to abstain from voting, and by any persons who are required to abstain by the Catalist Rules or pursuant to a court order where such court order is served on the Company.

## **5. DIRECTORS' RECOMMENDATIONS**

Datuk William Ng (Chairman and Managing Director) and Dato' Ryan Ooi (Executive Director), who are interested in Ordinary Resolution 10 and Ordinary Resolution 11 respectively, have abstained from the Board's review and determination, and from making any recommendation to Shareholders in relation to the Proposed Grant of Awards.

Having fully considered, amongst others, the rationale for and benefit of the Proposed Grant of Awards, the Directors (other than Datuk William Ng and Dato' Ryan Ooi) are of the opinion that the Proposed Grant of Awards are in the best interests of the Company and Shareholders. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolutions 10 and 11 in respect of the Proposed Grant of Awards, as set out in the Notice of AGM.

## **6. ANNUAL GENERAL MEETING**

The AGM, notice of which is set out on pages 152 to 163 of the Annual Report, will be held in a wholly physical format at 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 on 28 April 2026 at 2:00 p.m. for the purpose of, amongst others, considering and, if thought fit, passing with or without modification, the Ordinary Resolutions 10 and 11 relating to the Proposed Grant of Awards set out therein.

Please refer to the Notice of AGM set out on pages 152 to 163 of the Annual Report for further details.

## **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

### **7.1. Appendix, Notice of AGM, Proxy Form and Request Form**

Printed copies of the Notice of AGM, the accompanying Proxy Form and Request Form will be sent by post to Shareholders. Shareholders who wish to request for a printed copy of this Appendix, together with the Annual Report, may do so by completing and submitting the printed copy of the Request Form, which is also available on the Company's website at <https://www.audience.asia>. The duly completed Request Form may be submitted via post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632, or via email to [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com), no later than 20 April 2026.

This Appendix, together with the Annual Report, the Notice of AGM, the accompanying Proxy Form and Request Form, has been made available at the Company's website at <https://www.audience.asia> and is also available on the SGXNET at <https://www.sgx.com/securities/company-announcements>. Shareholders and investors are advised to check the Company's website and/or the SGXNET regularly for updates. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

## 7.2. Submission of Questions

Shareholders, including SRS Investors, may submit substantial and relevant questions relating to the Proposed Grant of Awards, in advance of the AGM via the following means by **2.00 p.m.** on **Monday, 20 April 2026**, in the following manner:-

- (a) by email, to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
- (b) by post, to be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632.

For verification purpose, when submitting any questions by post or via email, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

Members are strongly encouraged to submit their questions by email in advance of the AGM. The Company will publish its responses to the substantial and relevant questions submitted by members prior to the abovementioned deadline by **2.00 p.m.** on **Thursday, 23 April 2026**, which is at least forty-eight (48) hours before the proxy form deadline.

For questions received after 20 April 2026, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's corporate website within one (1) month after the date of the AGM.

## 7.3. Voting

### 7.3.1. General

Shareholders (whether individual or corporate) who wish to vote on the Proposed Grant of Awards at the AGM may:

- (a) (where such Shareholders are individuals) attend and vote at the AGM; or
- (b) (where such Shareholders are individuals or corporates) appoint a proxy/proxies to vote on their behalf at the AGM in accordance with the instructions as set out in the relevant Proxy Forms.

A proxy need not be a Shareholder of the Company.

### 7.3.2. Submission of Proxy Forms

Shareholders who wish to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet and the Company's corporate website at <https://www.audience.asia>, and subsequently, to complete and sign the Proxy Form.

Duly completed Proxy Forms must be submitted in the following manner:-

- (a) by email, to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
- (b) by post, to be deposited with 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 **2.00 p.m. on Saturday, 25 April 2026** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

Where a Shareholder appoints proxy(ies), the Shareholder may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions relating to the Proposed Grant of Awards in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.

The completion and submission of the instrument appointing a proxy(ies) by a Shareholder will not prevent him/her/it from attending, speaking and voting at the AGM if he/she/it so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

Shareholders can appoint the Chairman of the Meeting as his/her/its proxy. If a Shareholder wishes to appoint the Chairman of the AGM as proxy, such Shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, the resolutions relating to the Proposed Grant of Award in the instrument appointing the Chairman of the AGM as proxy. If there is no

specific instruction as to voting or abstentions from voting in respect of the resolutions relating to the Proposed Grant of Award in the form of proxy, the appointment of the Chairman of the AGM as proxy for the resolutions relating to the Proposed Grant of Award will be treated as invalid.

#### 7.3.3. SRS Investors

SRS Investors may (a) vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators by **2.00 p.m. on Friday, 17 April 2026**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

- 7.4. Please refer to the Notice of AGM set out on pages 152 to 163 of the Annual Report for further details.

### **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Grant of Awards, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

### **9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 138 Robinson Road #26-03 Oxley Tower, Singapore 068906, for a period of three (3) months from the date of this Appendix:

- (a) the Annual Report;
- (b) the Constitution of the Company; and
- (c) the offer document dated 29 June 2021 issued by the Company in connection with its listing on Catalist, which contains the rules of SPRINT.

Any Shareholder who wishes to inspect any of the foregoing documents should contact the Company at the email address [info@chanceryllc.com](mailto:info@chanceryllc.com) at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by stating his/her/its full name as it appears on his/her/its CDP/SRS/physical scrip share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP or SRS and/or physical scrip).

Yours faithfully

For and on behalf of the Board of Directors of  
**AUDIENCE ANALYTICS LIMITED**

**Datuk William Ng**  
**Chairman and Managing Director**