

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, 21 April 2025
TIME	:	2.00 p.m.
PRESENT	:	Board of Directors Datuk William Ng Yan Meng (<i>Chairman and Managing Director</i>) Dato’ Ryan Ooi Keim Fung (<i>Executive Director</i>) Ms. Elaine Beh Pur-Lin (<i>Lead Independent Director</i>) Datuk Alexandra Chin (<i>Independent Director</i>) Shareholders and Proxies As set out in the attendance records maintained by the Company
IN ATTENDANCE / BY INVITATION	:	Management of the Company, Company Secretary, Continuing Sponsor, Auditors, Share Registrar, Polling Agent and Scrutineer As set out in the attendance records maintained by the Company
ABSENT WITH APOLOGIES	:	Adj. Prof. Paul Chan Wan Siew (<i>Independent Director</i>)
CHAIRMAN OF THE MEETING	:	Datuk William Ng Yan Meng (<i>Chairman and Managing Director</i>)

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. The Chairman informed the Meeting that Adj. Prof. Paul Chan Wan Siew was unable to attend the Meeting and has sent his apologies for his absence.

NOTICE OF AGM

The Notice of AGM dated 4 April 2025 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 4 April 2025.

QUESTIONS FROM SHAREHOLDERS

As set out in the Notice of AGM dated 4 April 2025, 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 2024 (“**FY2024**”) and

has addressed these questions through an announcement published via SGXNet and the Company's corporate website on 16 April 2025.

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 Limited (the "**Catalist Rules**") of the Singapore Exchange Securities Trading (the "**SGX-ST**"). The poll would be conducted after each Resolution had been duly proposed and seconded.

Boardroom Corporate & Advisory Services Pte. Ltd. and Reliance 3P Advisory Pte. Ltd. have been appointed as the Polling Agent and the Scrutineer respectively. The representative from Reliance 3P Advisory Pte. Ltd. briefed the Meeting on the procedures for the poll voting process.

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 21 April 2025.

After the presentation, the Chairman then proceeded with the 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 FY2024, 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 FY2024 together with the Independent Auditors' Report.

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

There being no 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\$0.015 PER ORDINARY SHARE IN RESPECT OF FY2024

Resolution 2 was to approve the declaration and payment of a first and final tax exempt (one-tier) dividend of S\$0.015 per ordinary share in respect of FY2024.

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 DATO’ OOI KEIM FUNG AS A DIRECTOR

Resolution 3 was to approve the re-election of Dato’ Ryan Ooi Keim Fung (“**Dato’ Ryan**”) as a Director pursuant to Regulation 100 of the Constitution. Dato’ Ryan, being eligible for re-election, had expressed his consent to continue in office and shall upon re-election, remain as the Executive Director of the Company.

The Chairman invited the Shareholders to raise their queries on the re-election of Dato’ Ryan Ooi, if any.

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

RESOLUTION 4 – RE-ELECTION OF MS. ELAINE BEH PUR-LIN AS A DIRECTOR

Resolution 4 was to approve the re-election of Ms. Elaine Beh Pur-Lin (“**Ms. Elaine Beh**”) as a Director pursuant to Regulation 100 of the Constitution. Ms. Elaine Beh, being eligible for re-election, had expressed her consent to continue in office and shall upon re-election, remain as the Lead Independent Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee of the Company. The Board of Directors of the Company (the “**Board**”) considers Ms. Elaine Beh 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 Ms. Elaine Beh, 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\$74,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 (“FY2025”), TO BE PAID HALF YEARLY IN ARREARS

Resolution 5 was to approve the payment of Directors’ fees for FY2025. The Board had recommended the payment of Directors’ fees of S\$74,000 for FY2025, to be paid half yearly in arrears.

The Chairman invited the Shareholders to raise their queries on the payment of Directors’ fees for FY2025, if any.

Questions Received from Shareholders

1. Shareholder A – Has there been a change in the number of Directors on the Board?

The Chairman replied that there were no changes to the Board. The number of Directors currently sitting on the Board remains at five (5).

2. Shareholder A – Are the Directors’ fees for FY2025 adjusted for inflation?

The Chairman explained that the Directors’ fees previously proposed were during the Covid-19 pandemic. Based on a comparison against listed issuers on the SGX-ST that have been listed in the past three (3) years, the Company was one of the listed issuers with the lowest proposed Directors’ fees.

Given the improved financial performance of the Company, the Board opined that it was reasonable that the Directors’ fees be increased for FY2025. These Directors’ fees shall be paid to the Independent Directors upon Shareholders’ approval.

3. Shareholder A – Was any due consideration made for the size of the Company when determining the Directors' fees?

The Chairman confirmed that due consideration had been made for the size of the Company in determining the quantum of Directors' fees. The Company is considered small when compared to the other larger listed issuers on the SGX-ST.

There being no further 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 ("**Baker Tilly**") as the independent auditors of the Company and to authorise the Directors to fix their remuneration. The Meeting was informed that Baker Tilly have expressed their willingness to continue in office.

The Chairman invited the Shareholders to raise their queries on the re-appointment of Baker Tilly as independent auditors of the Company, if any.

Shareholder A asked if Baker Tilly were involved in the vote counting process. The Chairman clarified that the Scrutineer would be responsible for the vote counting process at this Meeting. Baker Tilly were the independent auditors providing assurance on the financial statements of the Company and of the Group.

There being no further 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 TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY ("SHARES")

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 4 April 2025.

The Chairman invited the Shareholders to raise their queries on the authority for the Directors to allot and issue Shares, if any.

Questions Received from Shareholders

1. Shareholder A – Were there any immediate plans for the Directors to allot and issue new Shares?

The Chairman responded that the Company was seeking approval from the Shareholders to ensure the Directors were authorised to allot and issue Shares in the event the need arose in future. The authority shall be in force until the conclusion of the next AGM of the Company upon Shareholders' approval.

2. Shareholder A – Would an allotment and issuance of Shares be put forth as purchase consideration for future mergers and acquisitions ("M&A")?

The Chairman confirmed that the allotment and issuance of Shares could be used to satisfy the purchase consideration for future M&A.

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

RESOLUTION 8 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT AWARDS, AND TO ALLOT AND ISSUE SHARES 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 4 April 2025.

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 – The SPRINT is to motivate the employees of the Company and of the Group. How long must an employee remain employed with the Company before becoming eligible for the SPRINT?**

The Chairman informed the Meeting that the rules of the SPRINT are contained in the text of the offer document of the Company dated 14 September 2021. Generally, an employee must remain employed with the Company and the Group for a period of at least twelve (12) months to become eligible for the SPRINT.

- 2. Shareholder A – Is it common for employees having being awarded Shares under the SPRINT to subsequently resign from the Company?**

The Chairman commented that the Company cannot prevent its employees from leaving the Company if they choose to do so. However, most of the employees who have been awarded Shares under the SPRINT have continued to remain employed with the Company. The intent of the SPRINT was to motivate employees to perform better and contribute more towards the Company.

- 3. Shareholder A – Are the employees being awarded Shares under the SPRINT from the Sales Department?**

The employees being awarded Shares under the SPRINT come from different departments within the Group, such as Marketing, Operations and Finance.

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

RESOLUTION 9 – ORDINARY RESOLUTION – AUTHORITY TO OFFER AND GRANT OPTIONS, AND TO ALLOT AND ISSUE SHARES UNDER THE GROUP EMPLOYEE SHARE OPTION SCHEME (“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 4 April 2025.

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.

Questions Received from Shareholders

- 1. Shareholder A – How does the Company determine which scheme to use?**

The Company has adopted two (2) equity compensation schemes, the SPRINT, which was a performance share plan, and Group ESOS. The Group ESOS grants the employees the right to acquire and purchase Shares at a predetermined price whereas the SPRINT is awarded to the employees based on the achievement of specific performance objectives.

The Chairman responded that it was more beneficial at this point in time for the Company to offer and grant awards under the SPRINT to its employees. At this point in time, no options have been awarded to the employees of the Group under the Group ESOS. Nevertheless, the Company was seeking approval from the Shareholders to ensure the Directors were authorised to offer and grant options under the Group ESOS in the event the need arose in future. The authority shall be in force until the conclusion of the next AGM of the Company upon Shareholders' approval.

- 2. Shareholder A – It was noted that under the Group ESOS, employees are required to expend their own funds to acquire Shares as opposed to the SPRINT, which are awarded to the employees. When does the Company intend to offer and grant options under the Group ESOS?**

The Company currently has no intention of offering and granting options under the Group ESOS to its employees. However, as the Company was considering future M&A, this scheme would be one of the tools to ensure employee performance is rewarded accordingly.

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

VOTING BY POLL

As all the agenda items 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	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Resolution 1	192,096,464	192,096,464	100.00	0	0.00
Resolution 2	192,096,464	192,096,464	100.00	0	0.00
Resolution 3	192,096,464	192,096,464	100.00	0	0.00
Resolution 4	192,096,464	192,096,464	100.00	0	0.00
Resolution 5	192,096,464	192,096,464	100.00	0	0.00
Resolution 6	191,838,598	191,838,598	100.00	0	0.00
Resolution 7	191,838,598	191,838,598	100.00	0	0.00
Resolution 8	192,096,464	192,096,464	100.00	0	0.00
Resolution 9	191,838,598	191,838,598	100.00	0	0.00

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

AUDIENCE ANALYTICS LIMITED

Minutes of the Annual General Meeting held on 21 April 2025

Page 7

CONCLUSION OF THE MEETING

There being no other business, the Meeting concluded at 2.56 p.m. with a vote of thanks to the Chairman.

The Chairman informed Shareholders that the Company shall 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 via 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