

**AUDIENCE ANALYTICS LIMITED**  
(Incorporated in Singapore)  
(Company Registration No.: 202113626W)  
(the “Company”)

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

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<b>MODE OF MEETING</b>	:	Held by way of electronic means
<b>DATE</b>	:	Tuesday, 25 April 2023
<b>TIME</b>	:	3:00 p.m.
<b>PRESENT</b>	:	<b><u>Directors present at the Meeting – via live webcast</u></b> 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> ) Adj. Prof. Paul Chan Wan Siew ( <i>Independent Director</i> )
<b>IN ATTENDANCE / BY INVITATION</b>	:	<b>Management of the Company</b> – via live webcast  <b>Company Secretary, Sponsor, Auditors, Share Registrar, Polling Agent, and Scrutineer</b> – via live webcast As set out in the attendance records maintained by the Company  <b>Shareholders and Proxies</b> – via live webcast or live audio only means As set out in the attendance records maintained by the Company
<b>CHAIRMAN OF THE MEETING</b>	:	Datuk William Ng Yan Meng ( <i>Chairman and Managing Director</i> )

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## INTRODUCTION

Datuk William Ng Yan Meng, the Chairman and Managing Director of the Company and the Chairman of the Meeting (the “**Chairman**”), duly welcomed all who were present at the Meeting conducted via electronic means in compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

## QUORUM

As the Share Registrar had verified the identity of the authenticated shareholders of the Company (“**Shareholders**”) who have registered to attend the Meeting via live webcast or live audio only means, and proxies lodged have been checked and found to be in order, the Chairman called the Meeting to order at 3:00 p.m. after ascertaining from the Company Secretary that a quorum was present.

## “LIVE” QUESTIONS AND ANSWERS (“Q&A”) AND “LIVE” VOTING

The Shareholders were informed that that there would be a “live” Q&A session and “live” voting in “real time” at the Meeting. The Chairman informed the Shareholders that they could now submit their questions and cast their votes and that voting would close five minutes after the conclusion of the Q&A session.

The Chairman then introduced the board of directors of the Company (the “**Board**” or “**Directors**”) who were present via live webcast at the Meeting.

## NOTICE OF THE MEETING

The Notice of AGM dated 10 April 2023 (“**Notice of AGM**”) had been circulated to Shareholders via SGXNet and the Company’s corporate website, and was taken as read.

## **CONDUCT OF THE MEETING AND POLL VOTING**

In accordance with the listing rules, the resolutions tabled at the Meeting will be put to vote by way of a poll undertaken in “real time” via electronic means and Insights Law LLC has been appointed as the Company’s scrutineer (“**Scrutineer**”).

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

The Scrutineer had supervised and verified the counting of the votes of such valid proxy forms submitted by Shareholders by the submission deadline of 3:00 p.m. on 22 April 2023. The Scrutineer will also verify the votes cast by Shareholders during the Meeting. Shareholders who had not submitted their form appointing the Chairman as their proxy may cast their votes at the Meeting in “real time”.

## **QUESTIONS FROM THE SHAREHOLDERS**

In the Notice of AGM, the Company had invited Shareholders to submit their queries in advance with regard to the resolutions as set out in the Notice of AGM prior to the Meeting. It was noted that the Company had received questions from Shareholders and had published the responses to the substantial and relevant questions received from Shareholders on 20 April 2023 via SGXNet and the Company’s website. Shareholders were informed that they could submit questions for the “live” Q&A session and the Company would endeavor to answer the substantial and relevant questions received.

The Chairman then proceeded with the business of the Meeting.

## **ORDINARY BUSINESS**

### **RESOLUTION 1 – TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 (“FY2022”), TOGETHER WITH THE DIRECTORS’ STATEMENT AND INDEPENDENT AUDITORS’ REPORT THEREON.**

Resolution 1 dealt with the approval and adoption of the Audited Financial Statements of the Company for FY2022, together with the Directors’ Statement and Independent Auditors’ Report thereon.

The Chairman then put the motion to vote and proceeded with the next agenda.

### **RESOLUTION 2 – TO RE-ELECT DATUK ALEXANDRA CHIN, A DIRECTOR RETIRING BY ROTATION PURSUANT TO REGULATION 100 OF THE COMPANY’S CONSTITUTION.**

Resolution 2 dealt with the re-election of Datuk Alexandra Chin, a Director retiring by rotation pursuant to Regulation 100 of the Company’s Constitution. Datuk Alexandra Chin had indicated her consent to continue in office.

The Chairman informed the Meeting that Datuk Alexandra Chin who is an Independent Director of the Company, the Chairman of the Audit Committee, and a member of the Remuneration Committee would continue in these capacities upon her re-election as a Director. Datuk Alexandra Chin is considered independent by the Board for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”).

The Chairman then put the motion to vote and proceeded with the next agenda.

### **RESOLUTION 3 – TO RE-ELECT MS. ELAINE BEH PUR-LIN, A DIRECTOR RETIRING BY ROTATION PURSUANT TO REGULATION 100 OF THE COMPANY’S CONSTITUTION.**

Resolution 3 dealt with the re-election of Ms. Elaine Beh Pur-Lin (“**Ms. Elaine Beh**”), a Director retiring by rotation pursuant to Regulation 100 of the Company’s Constitution. Ms. Elaine Beh had indicated her consent to continue in office.

The Chairman informed the Meeting that Ms. Elaine Beh who is the Lead Independent Director of the Company, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee would continue in these capacities upon her re-election as a Director. Ms. Elaine Beh is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 4 – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF S\$54,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 (“FY2023”), TO BE PAID HALF YEARLY IN ARREARS.**

Resolution 4 was to approve the payment of Directors’ fees of S\$54,000 for FY2023, payable half yearly in arrears.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 5 – TO DECLARE AND APPROVE THE PAYMENT OF A FINAL TAX EXEMPT (ONE-TIER) CASH DIVIDEND OF S\$0.018 PER ORDINARY SHARE IN RESPECT OF FY2022.**

Resolution 5 was to approve the payment of a final tax exempt (one-tier) cash dividend of S\$0.018 per ordinary share in respect of FY2022.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 6 – TO RE-APPOINT MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.**

Resolution 6 dealt with the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and the authorisation of the Directors to fix the Auditors’ remuneration. Messrs Baker Tilly TFW LLP have expressed their willingness to continue in office until the conclusion of the next Meeting of the Company.

The Chairman then put the motion to vote and proceeded with the next agenda.

**ANY OTHER ORDINARY BUSINESS**

As there was no notice of any other ordinary business received by the Company, the Meeting proceeded to deal with the items of special business.

**SPECIAL BUSINESS**

**RESOLUTION 7 – TO GRANT THE DIRECTORS THE AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY.**

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

Resolution 7 is to authorise the Directors to allot and issue shares in the capital of the Company, pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 8 – TO GRANT THE DIRECTORS THE AUTHORITY 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”).**

The 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.

Resolution 8 was to authorise 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 fully paid-up new ordinary shares in the capital of the Company as may be required to be allotted and issued pursuant to SPRINT.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 9 – TO PROPOSE THE PARTICIPATION BY DATUK WILLIAM NG YAN MENG (“DATUK WILLIAM NG”), A CONTROLLING SHAREHOLDER OF THE COMPANY, IN SPRINT.**

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

The Chairman handed the Meeting to Ms. Elaine Beh to chair the agenda as Resolution 9 dealt with his proposed participation, as a controlling Shareholder of the Company, in SPRINT.

Resolution 9 was to approve the proposed participation of the Chairman, a controlling Shareholder of the Company, in SPRINT. The Chairman and his associates, holding an aggregate of 142,200,000 shares, have abstained from voting on this resolution.

Ms. Elaine Beh then put the motion to vote and handed the conduct of the Meeting back to the Chairman.

The Chairman proceeded with the next agenda.

**RESOLUTION 10 – TO PROPOSE THE PARTICIPATION BY DATO’ RYAN OOI KEIM FUNG (“DATO’ RYAN OOI”), A CONTROLLING SHAREHOLDER OF THE COMPANY, IN SPRINT.**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Resolution 10 as set out in the Notice of AGM.

Resolution 10 was to approve the proposed participation of Dato’ Ryan Ooi, a controlling Shareholder of the Company, in SPRINT. Dato’ Ryan Ooi and his associates, holding an aggregate of 144,120,000 shares, have abstained from voting on this resolution.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 11 – TO GRANT THE DIRECTORS THE AUTHORITY TO OFFER AND GRANT AWARDS TO DATUK WILLIAM NG, A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER SPRINT.**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, Resolution 11 as set out in the Notice of AGM.

The Chairman handed the Meeting to Ms. Elaine Beh to chair the agenda as Resolution 11 dealt with the grant of authority to the Directors to offer and grant awards to the Chairman, a controlling Shareholder of the Company, under SPRINT.

The Chairman and his associates, holding an aggregate of 142,200,000 shares, have abstained from voting on this resolution.

Ms. Elaine Beh then put the motion to vote and handed the conduct of the meeting back to the Chairman.

The Chairman proceeded with the next agenda.

**RESOLUTION 12 – TO GRANT THE DIRECTORS THE AUTHORITY TO OFFER AND GRANT AWARDS TO DATO’ RYAN OOI, A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER SPRINT.**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Resolution 12 as set out in the Notice of AGM.

Resolution 12 was to authorise the Directors to offer and grant awards to Dato’ Ryan Ooi, a controlling Shareholder of the Company, under SPRINT.

Dato’ Ryan Ooi and his associates, holding an aggregate of 144,120,200 shares, have abstained from voting on this resolution.

The Chairman then put the motion to vote and proceeded with the next agenda.

**RESOLUTION 13 – TO GRANT THE DIRECTORS THE AUTHORITY TO OFFER AND GRANT OPTIONS, AND TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY UNDER THE GROUP EMPLOYEE SHARE OPTION SCHEME (“GROUP ESOS”).**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the Resolution 13 as set out in the Notice of AGM.

Resolution 13 was to authorise the Directors to offer and grant options and to allot and issue shares under the Group ESOS.

The Chairman then put the motion to vote and proceeded with the next agenda.

## **Q&A SESSION**

The Chairman informed the meeting that two questions had been submitted by Shareholders. A summary of the questions and answers arising therefrom is appended below:

### Question 1: Who owned Golden Bull Award previously and why was it suspended?

In response to the question above, the Chairman explained that the Golden Bull Award was previously owned by a subsidiary of the then Singapore Press Holdings Limited. The Chairman also informed that the Board was not privy to the reason it was suspended. However, the Company is currently operating the Golden Bull Award and the Golden Bull Award is currently being organised in Malaysia, Singapore and Taiwan.

### Question 2: How likely do companies switch products with reference to Total Engagement Assessment Model (“TEAM”) and is there a level of stickiness to TEAM?

The Chairman noted that the Company is currently improving and refining TEAM, and informed that there had been no revenue recorded for TEAM for FY2022. The Chairman further explained that the Company will be focusing on the business impact assessment and recognition segment instead due to its growth potential, rather than on TEAM. TEAM is currently being used, however, as part of the Company’s evaluation framework for the HR Asia Awards.

The Chairman noted that there were no further questions received. With the conclusion of the Q&A session, the Meeting was adjourned for the preparation of the results of the poll.

## **COUNTING OF VOTES**

The validity of the proxies submitted by the Shareholders have been reviewed and all valid votes have been counted and verified.

## **RESULTS OF VOTING**

The Chairman announced the results of the poll for all the Resolutions as follows:

Resolution 1 – To receive and adopt the Audited Financial Statements of the Company for FY2022 together with the Directors’ Statement and Independent Auditors’ Report thereon.

Those in favour:	154,545,400 votes (100%)
Those against:	0 votes (0%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 1 was duly carried on a poll vote.

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Resolution 2 – To re-elect Datuk Alexandra Chin, a Director retiring by rotation pursuant to Regulation 100 of the Company’s Constitution.

Those in favour:	154,545,400 votes (100%)
Those against:	0 votes (0%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 2 was duly carried on a poll vote.

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Resolution 3 – To re-elect Ms. Elaine Beh Pur-Lin, a Director retiring by rotation pursuant to Regulation 100 of the Company’s Constitution.

Those in favour:	154,545,400 votes (100%)
Those against:	0 votes (0%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 3 was duly carried on a poll vote.

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Resolution 4 – To approve the payment of Directors' fees of S\$54,000 for FY2023, to be paid half yearly in arrears.

Those in favour:	154,545,400 votes (100%)
Those against:	0 votes (0%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 4 was duly carried on a poll vote.

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Resolution 5 – To declare and approve the payment of a final tax exempt (one-tier) cash dividend of S\$0.018 per ordinary share in respect of FY2022.

Those in favour:	154,545,400 votes (100%)
Those against:	0 votes (0%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 5 was duly carried on a poll vote.

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Resolution 6 – To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

Those in favour:	154,352,000 votes (100%)
Those against:	0 votes (0%)
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	154,352,000 votes (100%)

Accordingly, the Chairman declared that Resolution 6 was duly carried on a poll vote.

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Resolution 7 – To grant the Directors the authority to allot and issue shares in the capital of the Company.

Those in favour:	154,352,400 votes (99.87%)
Those against:	193,400 votes (0.13%)
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	154,545,400 votes (100%)

Accordingly, the Chairman declared that Resolution 7 was duly carried on a poll vote.

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Resolution 8 – To grant the Directors the authority to offer and grant awards, and to allot and issue shares in the capital of the Company under the SPRINT.

Those in favour:	154,352,000 votes (100%)
Those against:	0 votes (0%)
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	154,352,000 votes (100%)

Accordingly, the Chairman declared that Resolution 8 was duly carried on a poll vote.

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Resolution 9 – To propose the participation by Datuk William Ng, a controlling shareholder of the Company in SPRINT.

Those in favour:	12,152,000 votes (100%)
Those against:	0 votes (0%)
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	12,152,000 votes (100%)

Accordingly, the Chairman declared that Resolution 9 was duly carried on a poll vote.

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Resolution 10 – To propose the participation by Dato' Ryan Ooi, a controlling shareholder of the Company in SPRINT.

Those in favour:	10,232,000 votes (100%)
Those against:	0 votes (0%)
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	10,232,000 votes (100%)
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Accordingly, the Chairman declared that Resolution 10 was duly carried on a poll vote.

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Resolution 11 – To grant the Directors the authority to offer and grant awards to Datuk William Ng, a controlling shareholder of the Company under SPRINT.

Those in favour:	12,152,000 votes (100%)
Those against:	0 votes (0%)
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	12,152,000 votes (100%)
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Accordingly, the Chairman declared that Resolution 11 was duly carried on a poll vote.

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Resolution 12 – To grant the Directors the authority to offer and grant awards to Dato' Ryan Ooi, a controlling shareholder of the Company under SPRINT.

Those in favour:	10,232,000 votes (100%)
Those against:	0 votes (0%)
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	10,232,000 votes (100%)
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Accordingly, the Chairman declared that Resolution 12 was duly carried on a poll vote.

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Resolution 13 – To grant the Directors the authority to offer and grant options, and to allot and issue shares in the capital of the Company under the Group ESOS.

Those in favour:	154,352,000 votes (100%)
Those against:	0 votes (0%)
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	154,352,000 votes (100%)
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Accordingly, the Chairman declared that Resolution 13 was duly carried on a poll vote.

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## **CONCLUSION OF THE MEETING**

There being no other business, the Meeting concluded at 3:33 p.m. with a vote of thanks to the Chairman.

The Chairman also informed Shareholders that the Company will release the announcement on the results of the Meeting on SGXNet and the Company's website.

## **CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS**

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DATUK WILLIAM NG YAN MENG  
CHAIRMAN OF THE MEETING

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