

**PROPOSED BONUS ISSUE OF UP TO 56,926,500 NEW ORDINARY SHARES  
ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) EXISTING ORDINARY  
SHARES HELD BY SHAREHOLDERS**

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**1. Introduction**

The board of directors (the “**Board**” or “**Directors**”) of Audience Analytics Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company is proposing a bonus issue of up to 56,926,500 new ordinary shares in the capital of the Company (the “**Bonus Shares**”) to the shareholders of the Company (the “**Shareholders**”), on the basis of one (1) Bonus Share to be credited as fully paid for every three (3) existing ordinary shares in the capital of the Company (“**Shares**”) held by Shareholders as at a date and time to be determined by the Directors for the purpose of determining Shareholders’ entitlements to the Bonus Shares (the “**Record Date**”), fractional entitlements to be disregarded (the “**Proposed Bonus Issue**”).

**2. Terms of the Proposed Bonus Issue**

- 2.1 As at the date of this announcement, the Company has an issued and paid-up share capital comprising 170,779,500 Shares and no treasury shares or subsidiary holdings. For illustration purposes, assuming that there is no change in the number of issued Shares from the date of this announcement to the Record Date, up to 56,926,500 Bonus Shares will be issued pursuant to the Proposed Bonus Issue. The actual number of Bonus Shares to be issued by the Company will depend on the total number of issued Shares as at the Record Date.
- 2.2 The Bonus Shares will be allotted and issued pursuant to the share issue mandate approved by Shareholders at the annual general meeting of the Company held on 22 April 2024 (the “**General Mandate**”) which authorises the Directors to, *inter alia*, allot and issue new shares in the Company, on a *pro rata* basis to existing Shareholders, aggregating up to 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of the resolution approving the General Mandate (the “**General Mandate Date**”), after adjusting for new Shares arising from the vesting of share awards subsisting at the General Mandate Date.
- 2.3 As at 22 April 2024 (being the General Mandate Date), the Company had 169,300,000 issued Shares (excluding treasury shares and subsidiary holdings). As at the date of this announcement, the Company has not issued any new Shares pursuant to the General Mandate but had on 29 April 2024 issued 1,100,000 new Shares pursuant to the vesting of share awards which were subsisting on the General Mandate Date. Accordingly, the maximum number of Shares that the Company may allot and issue to existing Shareholders on a *pro rata* basis pursuant to the General Mandate is 170,400,000 Shares. The maximum number of Bonus Shares proposed to be issued will fall within the maximum number authorised under the General Mandate. On 29 April 2024, the Company had also issued 379,500 new Shares pursuant to the vesting of share awards which were granted after the General Mandate Date, following which the number of issued Shares of the Company increased to 170,779,500 Shares.
- 2.4 The Bonus Shares will be allotted and issued as fully paid at nil consideration to entitled Shareholders without capitalisation of the Company’s reserves. The Bonus Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing issued Shares and with each other, except that the Bonus Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls before the date of allotment and issue of the Bonus Shares. For this purpose, “**record date**” means, in relation to any dividends,

rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Company or The Central Depository (Pte) Limited in order to participate in such dividends, rights, allotments or other distributions.

- 2.5 The Bonus Shares will be issued to the Shareholders whose names appear in the register of members of the Company or who have Shares entered against their names in the depository register as at the Record Date on the basis of the number of such Shares registered in their names or standing to the credit of their securities accounts as at the Record Date. Notice of the Record Date will be given at a later date, after the necessary approvals for the Proposed Bonus Issue have been obtained.
- 2.6 The Bonus Shares represent approximately 33.3% of the existing number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of this announcement and approximately 25.0% of the enlarged number of issued Shares following the completion of the Proposed Bonus Issue, assuming there is no change in the total number of issued Shares between the date of this announcement and the Record Date.

### 3. Rationale for the Proposed Bonus Issue

The Company is undertaking the Proposed Bonus Issue to recognise and reward Shareholders for their continuing support and enhance the trading liquidity of the Shares. The increase in the number of issued Shares after the Proposed Bonus Issue will allow for greater investor participation and help broaden the Company's shareholder base.

### 4. Approval for the Proposed Bonus Issue

The Proposed Bonus Issue is subject to the receipt of approval from the Singapore Exchange Securities Trading Limited (the "SGX-ST") for the listing and quotation of the Bonus Shares on the Catalist Board of the SGX-ST (the "Catalist"). The Company will make an application through its sponsor to the SGX-ST for the said approval in due course, and will make the necessary announcement upon receipt of the listing and quotation notice from the SGX-ST.

### 5. Compliance with the Catalist Rules

Pursuant to Rule 838 of the SGX-ST Listing Manual Section B: Rules of Catalist ("Catalist Rules"), an issuer must satisfy the SGX-ST that the daily weighted average price of its shares for the one-month period preceding the bonus issue application, adjusted for the bonus issue, will not be less than S\$0.20.

For illustration purposes only and assuming that the Proposed Bonus Issue application was made on 20 December 2024, being the date of this announcement, the theoretical ex-bonus price ("TEBP") based on the lowest daily weighted average price of the Shares for the one-month period preceding 20 December 2024, is calculated as follows:

$$\text{TEBP} = \frac{\text{S\$0.3050}}{4} \times 3 = \text{S\$0.2288}$$

The Company confirms that there is no reason to believe that the daily weighted average price of its Shares (adjusted for the Proposed Bonus Issue) for the one-month period preceding the date of the application to the SGX-ST for the listing and quotation of the Bonus Shares on the Catalist, will be less than S\$0.20.

## 6. Adjustments to Share Awards

The Company will make the necessary adjustments with respect to outstanding share awards granted under the Shared Purpose and Prosperity Incentive Plan in accordance with its rules, after completion of the Proposed Bonus Issue.

## 7. Interests of Directors and Substantial Shareholders

None of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Bonus Issue (other than in his/her/its capacity as a Shareholder).

## 8. Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Bonus Issue and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in this announcement 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 announcement in its proper form and context.

## 9. Cautionary Statement

Shareholders and potential investors should note that the Proposed Bonus Issue is subject to, *inter alia*, the necessary approval being obtained by the Company and are therefore advised to exercise caution when dealing or trading in the Shares. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt as to the actions they should take.

## BY ORDER OF THE BOARD

Datuk William Ng  
Chairman and Managing Director  
20 December 2024

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

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

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