

AUDIENCE ANALYTICS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 202113626W)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

Minutes of Annual General Meeting of the Company (the “**Meeting**”) held by way of electronic means on Friday, 29 April 2022 at 4.00 p.m.

Present: As set out in the webcast registrant list maintained by the Company

WELCOME NOTE

Datuk William Ng Yan Meng, the Chairman and Managing Director of the Company and the Chairman of the Meeting (the “**Chairman**”), called the Meeting to order at 4.00 p.m., and welcomed the Company’s shareholders (“**Shareholders**”) present to the Meeting via a LIVE webcast and audio-only tele-conferencing.

The Chairman introduced the Board of Directors (“**Directors**”) present at the Meeting.

The Chairman confirmed that there was a quorum for the Meeting and proceeded with the Meeting. Based on measures prescribed by the Singapore government to minimise the risk of COVID-19 infection in the community, the Meeting was convened and held in accordance with the guidance on safe distancing measures when conducting general meetings, issued by amongst others, the Singapore Exchange Regulation.

The Chairman recapped that Shareholders who had wished to exercise their votes would have submitted a proxy form appointing and directing the Chairman to vote on their behalf. The Chairman informed that the proxy forms lodged by Shareholders had been checked and found to be in order.

In addition, as Shareholders would not be able to ask questions during the LIVE webcast or audio-only tele-conferencing, Shareholders were requested to submit questions in advance of the Meeting. There were no questions received from Shareholders prior to the Meeting.

As all relevant information relating to the proposed resolutions were set out in the notice of the Meeting dated 12 April 2022 (the “**Notice**”) which had been made available on SGXNet, the Chairman dispensed the reading of the Notice and the Notice was taken as read.

In order for the proceedings to be carried out smoothly and to enhance the transparency of the voting results, as well as to accord due respect to the full voting rights of Shareholders, the Chairman informed that the proposed resolutions tabled at the Meeting would be voted on by way of a poll as required under Rule 730A(2) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

All the proposed resolutions were deemed to be duly proposed and seconded.

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The Chairman informed the Meeting that the Company had appointed CNP Business Advisory Pte. Ltd., to act as the scrutineer for the conduct of the poll for the proposed resolutions. The Meeting proceeded to business.

ORDINARY BUSINESS

1. ADOPTION OF THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 – RESOLUTION 1

The Chairman informed the Meeting that Resolution 1 dealt with the approval and adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Directors' Statement and Auditors' Report thereon.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Directors' Statement and the Auditors' Report thereon, be and are hereby approved and adopted.”

2. RE-ELECTION OF DATUK WILLIAM NG YAN MENG AS A DIRECTOR – RESOLUTION 2

As Resolution 2 dealt with the re-election of the Chairman as a Director of the Company, for good order, the Chairman passed the chair of the Meeting to Dato' Ryan Ooi Keim Fung (“**Dato' Ryan**”).

Dato' Ryan proceeded to deal with Resolution 2 relating to the re-election of Datuk William Ng Yan Meng (“**Datuk William**”), a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution. He informed the Meeting that Datuk William who is an Executive Director, Chairman and Managing Director of the Company and a member of the Nominating Committee would continue in these capacities upon his re-election as a Director.

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As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, Dato' Ryan read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that Datuk William Ng Yan Meng, a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution be and is hereby re-elected as a Director of the Company.”

Dato' Ryan passed the chair of the Meeting back to the Chairman to continue with the remaining business to be transacted at the Meeting.

3. RE-ELECTION OF DATO' RYAN OOI KEIM FUNG AS A DIRECTOR – RESOLUTION 3

The Chairman proceeded to deal with Resolution 3 in respect of the re-election of Dato' Ryan, a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution. The Chairman informed the Meeting that Dato' Ryan is an Executive Director of the Company and would continue in this capacity upon his re-election as a Director.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that Dato' Ryan Ooi Keim Fung, a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution be and is hereby re-elected as a Director of the Company.”

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4. **RE-ELECTION OF DATUK ALEXANDRA CHIN AS A DIRECTOR – RESOLUTION 4**

The Chairman proceeded to deal with Resolution 4 in respect of the re-election of Datuk Alexandra Chin (“**Datuk Alexandra**”), a Director retiring pursuant to Regulation 104 of the Company’s Constitution. The Chairman informed the Meeting that Datuk Alexandra who is 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.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that Datuk Alexandra Chin, a Director retiring pursuant to Regulation 104 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

5. **RE-ELECTION OF MR CHAN WAN SIEW AS A DIRECTOR – RESOLUTION 5**

The Chairman proceeded to deal with Resolution 5 in respect of the re-election of Mr Chan Wan Siew (“**Mr Chan**”), a Director retiring pursuant to Regulation 104 of the Company’s Constitution. The Chairman informed the Meeting that Mr Chan who is the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee would continue in these capacities upon his re-election as a Director.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

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The following resolution was passed:

“RESOLVED that Mr Chan Wan Siew, a Director retiring pursuant to Regulation 104 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

6. RE-ELECTION OF MS ELAINE BEH PUR-LIN AS A DIRECTOR – RESOLUTION 6

The Chairman proceeded to deal with Resolution 6 in respect of the re-election of Ms Elaine Beh Pur-Lin (“**Ms Beh**”), a Director retiring pursuant to Regulation 104 of the Company’s Constitution. The Chairman informed the Meeting that Ms Beh is the Lead Independent Director of the Company and Ms Beh who is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee would continue in these capacities upon her re-election as a Director of the Company.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that Ms Elaine Beh Pur-Lin, a Director retiring pursuant to Regulation 104 of the Company’s Constitution be and is hereby re-elected as a Director of the Company.”

7. DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021, PAYABLE IN ARREARS – RESOLUTION 7

The Chairman then proceeded to deal with Resolution 7 relating to the approval of Directors’ fees of S\$13,650 for the financial year ended 31 December 2021, payable in arrears.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

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	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that the Directors’ fees of S\$13,650 for the financial year ended 31 December 2021, payable in arrears, be and is hereby approved.”

8. **DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022, TO BE PAID HALF YEARLY IN ARREARS – RESOLUTION 8**

The Chairman then proceeded to deal with Resolution 8 relating to the approval of Directors’ fees of S\$54,000 for the financial year ending 31 December 2022, payable half yearly in arrears.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that the Directors’ fees of S\$54,000 for the financial year ending 31 December 2022, payable half yearly in arrears, be and is hereby approved.”

9. **PAYMENT OF A FINAL TAX EXEMPT (ONE-TIER) CASH DIVIDEND IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 – RESOLUTION 9**

The Chairman proceeded to deal with Resolution 9 relating to the payment of a final tax exempt (one-tier) dividend of S\$0.0126 per ordinary share in respect of the financial year ended 31 December 2021.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

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	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that the payment of a final tax exempt (one-tier) dividend of S\$0.0126 per ordinary share in respect of the financial year ended 31 December 2021 be and is hereby approved.”

10. **RE-APPOINTMENT OF AUDITORS – RESOLUTION 10**

The Chairman proceeded to deal with Resolution 10 relating to 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.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that Messrs Baker Tilly TFW LLP be and is hereby re-appointed as Auditors of the Company and that the Directors of the Company be authorised to fix their remuneration.”

SPECIAL BUSINESS

11. **AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY – RESOLUTION 11**

The Chairman proceeded to deal with Resolution 11 relating to the authority to be given to the Directors to issue shares in the capital of the Company and informed the Meeting that the full text of the resolution was set out in the Notice.

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As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED that pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”), the Company’s Constitution and Rule 806 of the Catalist Rules, 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 pursuant 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)

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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:
 - (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.

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12. **AUTHORITY TO OFFER AND GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SHARED PURPOSE AND PROSPERITY INCENTIVE PLAN (“SPRINT”) – RESOLUTION 12**

The Chairman proceeded to deal with Resolution 12 relating to the authority to be 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 ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of the awards.

As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED 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.”

13. **AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES UNDER THE GROUP EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 13**

The Chairman proceeded to deal with Resolution 13 relating to the authority to be given to the Directors (i) to offer and grant options in accordance with the provisions of the Group Employee Share Option Scheme and (ii) to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of such options.

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As the proposed resolution had been duly voted by Shareholders through the submission of the proxy forms and based on the poll results, the Chairman read out the results of the vote, as follows:

	No. of Shares	Percentage (%)
No. of votes in favour of the resolution	150,929,300	100
No. of votes against the resolution	0	0
Total no. of votes cast	150,929,300	100

The following resolution was passed:

“RESOLVED 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.”

CONCLUSION

There being no other business to transact, the Chairman thanked all present at the Meeting and declared the Meeting closed at 4.15 p.m.

Confirmed as a correct record of proceedings held

Signed by Ng Yan Meng
Chairman and Managing Director