

# Proxy Form



Company Registration No. 202113626W  
(Incorporated in the Republic of Singapore)

## PROXY FORM - ANNUAL GENERAL MEETING

### IMPORTANT:

- The Annual General Meeting (“AGM” or the “Meeting”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio and video feed or audio-only means via telephone), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Notice of AGM.
- Due to the current COVID-19 situation in Singapore and as part of the measures to minimise the risk of community spread of COVID-19, a member of the Company (“Member”) will not be able to attend the AGM in person. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM.

***This form of proxy has been made available on SGXNet and may be accessed at <https://www.audience.asia>. A printed copy of this proxy form will not be despatched to Members.***

I/We\* \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a Member/Members\* of **AUDIENCE ANALYTICS LIMITED** (the “Company”), hereby appoint the Chairman of the AGM as my/our\* proxy to attend and vote on my/our\* behalf, at the AGM of the Company, to be held by way of electronic means on 29 April 2022 at 4.00 p.m. and at any adjournment thereof. I/We\* direct the Chairman of the Meeting, being my/our\* proxy to vote for or against, or abstain from voting the Ordinary Resolutions to be proposed at the AGM as indicated hereunder.

All resolutions put to the vote of the AGM will be conducted by poll. Please indicate the number of votes as appropriate.

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No.	Ordinary Resolutions	Number of Votes 'For' **	Number of Votes 'Against' **	Number of Votes 'Abstain' **
<b>AS ORDINARY BUSINESS</b>				
1.	To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Directors' Statement and Auditors' Report thereon.			
2.	To re-elect Datuk William Ng Yan Meng, a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution.			
3.	To re-elect Dato' Ryan Ooi Keim Fung, a Director retiring by rotation pursuant to Regulation 100 of the Company's Constitution.			
4.	To re-elect Datuk Alexandra Chin as a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
5.	To re-elect Mr Chan Wan Siew as a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
6.	To re-elect Ms Elaine Beh Pur-Lin as a Director retiring pursuant to Regulation 104 of the Company's Constitution.			
7.	To approve the payment of Directors' fees of S\$13,650 for the financial year ended 31 December 2021, payable in arrears.			
8.	To approve the payment of Directors' fee of S\$54,000 for the financial year ending 31 December 2022, to be paid half yearly in arrears.			
9.	To declare and approve the payment of a final tax exempt (one-tier) cash dividend of S\$0.0126 per ordinary share in respect of the financial year ended 31 December 2021.			
10.	To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
<b>AS SPECIAL BUSINESS</b>				
11.	To grant the Directors the authority to allot and issue shares in the capital of the Company.			
12.	To grant the Directors the authority to offer and grant, and to allot and issue shares in the capital of the Company under the Shared Purpose and Prosperity Incentive Plan.			
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.			

\* Please delete accordingly.

\*\* If you wish to exercise all your votes “For” or “Against” or to “Abstain” from voting, please indicate with an “✓” within the box provided. Alternatively, please indicate the number of votes as appropriate. **In the absence of specific directions in respect of a resolution, the appointment of Chairman as your proxy for that resolution will be treated as invalid.**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

Signature(s) of Member(s)/Common Seal of corporate member

<b>Total Number of Shares Held</b>	
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**IMPORTANT: PLEASE READ THE NOTES OVERLEAF**

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## NOTES:

1. Please insert the total number of ordinary shares in the capital of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument appointing a proxy will be deemed to relate to all the Shares held by you.
2. Due to the current COVID-19 situation in Singapore and as part of the measures to minimise the risk of community spread of COVID-19, a Member will not be able to attend the AGM in person. A Member will also not be able to vote online on the resolutions to be tabled for approval at the AGM. A Member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to speak and vote on his/her/its behalf at the AGM if such Member wishes to exercise his/her/its voting rights at the AGM. The Chairman of the AGM, as proxy, need not be a Member of the Company. Where a Member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the proxy form may be treated as invalid.
3. The instrument appointing the Chairman of the AGM proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the AGM is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
4. The signed instrument appointing the Chairman of the AGM as proxy must be submitted to the Company in the following manner:
  - (a) if submitted electronically, be submitted via email to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
  - (b) lodged at the registered office of 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 4.00 p.m. on 26 April 2022, being **seventy-two (72) hours** before the time appointed for the AGM, failing which the Company shall be entitled to regard the instrument of proxy as invalid.

**In view of the current COVID-19 situation in Singapore, Members are strongly encouraged to submit completed proxy forms electronically via email.**

5. The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointer submits more than one (1) instrument of proxy). In addition, in the case of a Member whose Shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001, the Company may reject any instrument appointing the Chairman of the AGM as proxy lodged if such Member, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

### Personal Data Privacy

By submitting this instrument appointing proxy(ies) and/or representative(s), the Member is deemed to have accepted and agreed to the personal data privacy terms set out in the notice of AGM of the Company dated 12 April 2022.

