

SHOPPER360 LIMITED
(Company Registration Number: 201634929Z)
(Incorporated in the Republic of Singapore)

**LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE
ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28 SEPTEMBER 2022**

Dear Shareholders

This letter is circulated together with and forms part of shopper360 Limited's (the "**Company**") Notice of Annual General Meeting ("**AGM**" or "**Meeting**") dated 9 September 2022 (the "**Notice of AGM**") in respect of the upcoming AGM of the Company scheduled to be held on Wednesday, 28 September 2022 at 2:00 p.m..

The AGM is an important event in the Company's corporate calendar. Under normal circumstances, we would arrange our shareholders ("**Shareholders**") to attend the AGM physically as it is an opportunity for the board of directors (the "**Board**") and management of the Company to meet and engage with the Shareholders directly.

In light of the current COVID-19 pandemic situation, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of 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. The physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

The Company will arrange for (i) a "live" webcast of the AGM, which allows Shareholders to observe the proceedings of the AGM ("**LIVE WEBCAST**"); and (ii) audio only means, which allows Shareholders to listen to the proceedings of the AGM ("**AUDIO ONLY MEANS**"). Shareholders can **ONLY** participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS.

PRE-REGISTRATION OF AGM

1. For shareholders who would like to observe the proceedings of the AGM via LIVE WEBCAST or listen to the proceedings of the AGM via AUDIO ONLY MEANS, Shareholders will need to pre-register online at URL <https://globalmeeting.bigbangdesign.co/shopper360agm2022/>, **no later than 2:00 p.m. on 25 September 2022** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the "**Registration Deadline**") to enable the Company to verify the Shareholders' status.
2. Authenticated Shareholders will receive an email confirmation by 2:00 p.m. on 27 September 2022 which contains a unique link to access the LIVE WEBCAST and/or the AUDIO ONLY MEANS.
3. Shareholders **MUST NOT** forward the details of the email confirmation which contains the abovementioned unique link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST and AUDIO ONLY MEANS.
4. Shareholders, who would have been able to be appointed by proxies by relevant intermediaries under Section 181(1C) of the Companies Act 1967 of Singapore ("**Companies Act**"), such as SRS investors, should approach their SRS Operators to participate in the AGM via electronic means.

5. Shareholders who register by the Registration Deadline but do not receive an email response by 2:00 p.m. on 27 September 2022 may contact the Company's Share Registrar at main@zicoholdings.com for assistance.

SUBMISSION OF QUESTIONS

1. Shareholders, including CPF Investors and SRS Investors, can submit questions related to the resolutions to be tabled for approval at the Meeting to the Chairman of the Meeting, in advance of the Meeting, in the following manner:
 - (i) Via pre-registration website: Shareholders who pre-register to observe and/or listen to the proceedings of the Meeting may submit their questions via the pre-registration website at <https://globalmeeting.bigbangdesign.co/shopper360agm2022/>;
 - (ii) Via email: Shareholders may submit their questions via email to <https://globalmeeting.bigbangdesign.co/shopper360agm2022/>. When sending in questions via email, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g.: via CDP, CPF, SRS and/or scrip). All questions submitted in advance of the Meeting via any of the above channels must be received by 9.00 a.m. on 17 September 2022.
2. The Company will provide its responses to substantial and relevant queries from Shareholders relating to the agenda of the AGM ("**Response**") prior to the AGM via publication On SGXNet and the Company's corporate website at the URL <https://shopper360.com.my/announcements/> by 22 September 2022. The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions during the AGM. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at the URL <https://shopper360.com.my/announcements/> together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.
3. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

SUBMISSION OF PROXY FORM

1. **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or AUDIO ONLY MEANS, and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM respectively as their proxy by completing the respective Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") thereof, must:

- a) If sent personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
- b) If submitted by email, be received by the Company's Share Registrar B.A.C.S. Private Limited at main@zicoholdings.com,

In either case, by **2:00 p.m. on 25 September 2022** (being not less than seventy-two (72) hours before the time appointment for holding the AGM) and in default, the Proxy Form for the AGM shall not be treated as valid.

4. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and requirements.**
5. SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective SRS Operators to submit their votes to the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, or email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com at least seven (7) working days before the AGM (i.e. **2:00 p.m. on 19 September 2022**).

DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprises the Company's annual report for the financial year ended 31 May 2022, Notice of AGM, and the accompanying Proxy Form for the AGM, have been sent to Shareholders by electronic means via publication on SGXNet and the Company's website at the URL <https://shopper360.com.my/announcements/> on 9 September 2022.

In view of the evolving COVID-19 situation, the Company reserves the right to take further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM on the SGXNet or at the Company's website at the URL <https://shopper360.com.my/announcements/>.

By Order of the Board
SHOPPER360 LIMITED

Chew Sue Ann
Executive Chairman and Group Managing Director
9 September 2022

This announcement has been prepared by shopper360 Limited and its contents have been reviewed by the Company's sponsor (the "Sponsor"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by 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.
