

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

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR
ENDED 31 MAY 2020 (“FY2020”)
(THE “AGM” or “MEETING”)**

MODE OF MEETING : By way of electronic means

DATE : Tuesday, 29 September 2020

TIME : 2:00 p.m.

PRESENT : Please refer to the Attendance List (enclosed in this set of minutes)

CHAIRMAN : Ms Chew Sue Ann
(Executive Chairman and Group Managing Director)

CHAIRMAN

Ms Chew Sue Ann (“**Ms Chew**” or the “**Chairman**”) duly welcomed all who were present via electronic means at the Meeting.

QUORUM

As the Share Registrar has verified the identity of the authenticated Shareholders who have registered to attend the Meeting via live webcast or audio only means, and proxies lodged have been checked and found to be in order, Mr Chew called the Meeting to order at 2:00 p.m. after ascertaining from the Share Registrar and Company Secretary that a quorum was present.

CONDUCT OF THE MEETING VIA LIVE WEBCAST AND AUDIO ONLY MEANS

Ms Chew referred to the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Ministry of Law on 13 April 2020 (the “**Order**”). The Order provides, among others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution). Arising therefrom, the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Securities Regulation Pte. Ltd. issued a joint statement on 13 April 2020 providing guidance for listed and non-listed entities on the manner in which general meetings are to be conducted during this period when elevated safe distancing measures are in place (the “**Guidelines**”). Pursuant to the Guidelines, Ms Chew informed the Shareholders that the AGM would be conducted purely by electronic means via a live webcast and audio only means of the AGM proceedings.

Ms Chew then introduced the Directors and the Auditors who were present electronically via live webcast at the Meeting to the Shareholders.

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NOTICE OF AGM AND LETTER TO SHAREHOLDERS

The Notice of AGM and Letter to Shareholders dated 14 September 2020 which included the supplementary advisory on additional measures in which general meetings are to be conducted during the period when elevated safe distancing measures are in place, was taken as read as all pertinent information relating to the proposed Resolutions were set out in the Notice of AGM and Letter to Shareholders of the Company which have been circulated to Shareholders via SGXNET announcement and on the Company's corporate website on 14 September 2020.

MODE OF VOTING

Ms Chew informed that voting on the resolutions tabled at the Meeting (the "**Resolutions**") would be conducted by way of a poll in accordance with the Company's Constitution and the requirements of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.

Finova BPO Pte. Ltd. had been appointed as the Company's Scrutineers ("**Scrutineers**") and B.A.C.S. Private Limited as the Polling Agent.

In her capacity as the Chairman of the Meeting, Ms Chew had been appointed as the proxy by Shareholders who had directed her to vote on their behalf. Therefore, Ms Chew will vote in accordance with the instruction of the Shareholders who have appointed her as proxy.

QUERIES FROM THE SHAREHOLDERS

In its Notice of Meeting dated 14 September 2020, the Company had invited the Shareholders to submit their queries in advance with regards to any of the Resolutions as set out in the Notice of AGM prior to the Meeting.

The Company had received several questions from the shareholders prior to the AGM. The Company had responded to such queries from shareholders via SGXNET announcement released on 28 September 2020 and Shareholders were informed to refer to the SGXNET announcement for reference.

Ms Chew proceeded with reviewing the resolutions tabled at the Meeting.

COUNTING OF VOTES

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

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ORDINARY BUSINESS

RESOLUTION 1 – DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS, AND AUDITORS’ REPORT FOR THE FINANCIAL YEAR ENDED 31 MAY 2020

Resolution 1 was to receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2020, together with the Auditors’ Report thereon.

As a proxy for Shareholders, the Chairman would vote on Resolution 1 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<u>77,757,000 votes (100%)</u>

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

RESOLUTION 2 – RE-ELECTION OF MS MARGARET AU YONG AS A DIRECTOR OF THE COMPANY

The Meeting noted that Ms Margaret Au Yong will, upon re-election as a Director, remain as an Independent Director and Chairman of the Remuneration Committee and a member of the Audit Committee.

As a proxy for Shareholders, the Chairman would vote on Resolution 2 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<u>77,757,000 votes (100%)</u>

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

RESOLUTION 3 – RE-ELECTION OF MS WONG CHIN CHIN AS A DIRECTOR OF THE COMPANY

The Meeting noted that Ms Wong Chin Chin will, upon re-election as a Director, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee.

As a proxy for Shareholders, the Chairman would vote on Resolution 3 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<hr/> 77,757,000 votes (100%) <hr/> <hr/>

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

RESOLUTION 4 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 MAY 2021

Resolution 4 was to approve the payment of Directors’ fees for the financial year ending 31 May 2021 (“FY2021”).

The Board had recommended the payment of Directors’ fees amounting to an aggregate sum of S\$63,455 for FY2021, to be paid quarterly in arrears.

As a proxy for Shareholders, the Chairman would vote on Resolution 4 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<hr/> 77,757,000 votes (100%) <hr/> <hr/>

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

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

Resolution 5 was to approve re-appoint Messrs Baker Tilly TFW LLP as the independent auditors (“**Auditors**”) of the Company and to authorise the Directors to fix their remuneration.

The Meeting noted that the Auditors of the Company, have expressed their willingness to continue in office.

As a proxy for Shareholders, the Chairman would vote on Resolution 5 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 77,757,000 votes (100%)

Those against: 0 votes (0%)

Total number of votes cast: 77,757,000 votes (100%)

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

ANY OTHER ORDINARY BUSINESS

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

SPECIAL BUSINESS

RESOLUTION 6 – ORDINARY RESOLUTION – 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, the ordinary Resolution 6 as set out in the Notice of AGM dated 14 September 2020.

As a proxy for Shareholders, the Chairman would vote on Resolution 6 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

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Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<u>77,757,000 votes (100%)</u>

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

RESOLUTION 7 – ORDINARY RESOLUTION – AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SHOPPER360 PERFORMANCE SHARE PLAN

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 7 as set out in the Notice of AGM dated 14 September 2020.

As a proxy for Shareholders, the Chairman would vote on Resolution 7 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour:	77,757,000 votes (100%)
Those against:	0 votes (0%)
Total number of votes cast:	<u>77,757,000 votes (100%)</u>

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

RESOLUTION 8 – ORDINARY RESOLUTION – PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 8 as set out in the Notice of AGM dated 14 September 2020.

As a proxy for Shareholders, the Chairman would vote on Resolution 8 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

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Results of Voting

Those in favour: 34,438,416 votes (100%)

Those against: 0 votes (0%)

Total number of votes cast: 34,438,416 votes (100%)

The Meeting noted that Ms Chew and her associates (including Rekaweb.Com Sdn Bhd), have abstained from voting on Resolution 8.

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

PRESENTATION OF THE INVESTORS PRESENTATION

Ms Chew and Mr Matthew Ho Weiern, Group Chief Executive Officer presented on the Investors Presentation (which was published on SGXNet on 29 September 2020).

CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 2:30 p.m. with a vote of thanks to the Chairman.

Ms Chew also informed Shareholders that the Company will release the announcement on the results of the AGM on SGXNET and the Company's corporate website.

CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS

[SIGNED]

CHEW SUE ANN
CHAIRMAN OF THE MEETING

ATTENDANCE LIST

Attendance via LIVE WEBCAST or AUDIO ONLY MEANS

Board of Directors

- Ms Chew Sue Ann - Executive Chairman and Group Managing Director
- Mr Hew Koon Chan - Lead Independent Director
- Mr Zaffary Bin Ab Rashid - Non-Independent and Non-Executive Director
- Ms Margaret Au-Yong - Independent Director
- Ms Wong Chin Chin - Independent Director

Management

- Mr Matthew Ho Weiern - Group Chief Executive Officer
- Ms Chow Siew Bee - Group Financial Controller
- Ms Pamela How - Executive Office Manager

Professionals

- Company Secretary - Mr Chua Kern
- Sponsor - ZICO Capital Pte. Ltd.
- Independent Auditor - Baker Tilly TFW LLP
- Share Registrar - B.A.C.S. Private Limited
- Polling Agent - B.A.C.S. Private Limited
- Scrutineers - Finova BPO Pte. Ltd.

Shareholders

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the name of Shareholders who participated in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS will not be published in this set of minutes.