NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or the "**Meeting**") of shopper360 Limited (the "**Company**" and together with its subsidiaries, the "**Group**") shall be convened and held at Olive Ballroom, 1st Floor, Metropolitan YMCA Singapore, 60 Stevens Road, Singapore 257854 on Thursday, 25 September 2025 at 2.00 p.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and of the Group for the financial year ended 31 May 2025 ("**FY2025**"), together with the Independent Auditor's Report thereon. **(Resolution 1)**

2. To re-elect the following Directors of the Company ("**Directors**") who are retiring by rotation pursuant to Regulation 112 of the Constitution of the Company (the "**Constitution**") and who, being eligible, offer themselves for re-election as Directors:-

   (a) Ms. Chew Sue Ann **(Resolution 2)**
   [See Explanatory Note (i)]

   (b) Mr. Raja Singham A/L S.Sukumara Singh **(Resolution 3)**
   [See Explanatory Note (ii)]

3. To re-elect Dr. Carl Thong Chia Lin, who is retiring pursuant to Regulation 116 of the Constitution and who, being eligible, offers himself for re-election as Director. **(Resolution 4)**
   [See Explanatory Note (iii)]

4. To approve the payment of additional Directors' fees of up to S$4,000 for the Non-Executive Directors of the Company for FY2025. **(Resolution 5)**
   [See Explanatory Note (iv)]

5. To approve the payment of Directors' fees of S$80,800 for the financial year ending 31 May 2026, to be paid quarterly in arrears (FY2025: S$76,800). **(Resolution 6)**

6. To re-appoint Messrs Baker Tilly TFW LLP as the Independent Auditors of the Company to hold office until the next AGM of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

7. To transact any other ordinary business which may be properly transacted at an AGM of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:-

8. **Authority to allot and issue shares in the capital of the Company** **(Resolution 8)**

   "That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**"), the Constitution, and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"), authority be and is hereby given to the Directors to:-

   (a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus 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 that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

provided that:-

(1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per cent. (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments to be issued other than on a *pro-rata* basis to the existing shareholders of the Company (the "**Shareholders**"), 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 (2) below);

(2) (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 in pursuance of the Instruments made or granted pursuant to this Resolution) and Instruments that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) and Instruments shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-

(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;

(ii) (where applicable) new Shares arising from the 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

(iii) any subsequent bonus issue, consolidation, or subdivision of Shares;

where the adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act for the time being in force and the Constitution; and

(4) (unless revoked or varied by the Company in a general meeting) the Share Issue Mandate conferred by this Resolution shall continue in force (i) 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 the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

[See Explanatory Note (v)]

9. **Authority to offer and grant awards, and to allot and issue Shares under the shopper360 Performance Share Plan ("S360 PSP")** **(Resolution 9)**

"That pursuant to Section 161 of the Act, the Directors be and are hereby authorised and empowered to offer and grant awards in accordance with the provisions of the S360 PSP, and to allot and issue from time to time such number of fully paid-up new Shares as may be required to be allotted and issued pursuant to the vesting of awards granted under the S360 PSP (including but not limited to the allotment and issuance of Shares at any time, whether during the continuance of this authority or thereafter, pursuant to awards made or granted by the Company whether granted during the subsistence of this authority or otherwise), provided that the total number of new Shares to be allotted and issued pursuant to the S360 PSP when aggregated with the total number of Shares over which options and awards are granted under any other share option schemes, share award schemes or share incentive schemes of the Company and the Group then in force, shall not exceed fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time. 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 the earlier."

[See Explanatory Note (vi)]

By Order of the Board

Chua Kern
Company Secretary

Singapore,
9 September 2025

Explanatory Notes:

(i) Ms. Chew Sue Ann ("**Ms. Chew**") shall, upon re-election as a Director, remain as the Executive Chairman and Group Managing Director of the Company. Ms. Chew is the wife of Mr. James Ling Wan Chye, the Executive Director of the Company, and the daughter of Ms. Yap Phaik Kwai, a controlling shareholder of the Company, who holds a total interest of 39.93%, direct and indirect, in the issued share capital of the Company as at 9 September 2025.

Detailed information on Ms. Chew can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's FY2025 Annual Report.

(ii) Mr. Raja Singham A/L S.Sukumara Singh ("**Mr. Raja**") shall, upon re-election as a Director, remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit Committee ("**AC**") of the Company. There are no relationships (including family relationship) between Mr. Raja and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board of Directors of the Company (the "**Board**") considers Mr. Raja to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on Mr. Raja can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" in the Company's FY2025 Annual Report.

(iii) Dr. Carl Thong Chia Lin ("**Dr. Carl Thong**") shall, upon re-election as a Director, remain as an Independent Director, the Chairman of the Remuneration Committee, and a member of the AC of the Company. There are no relationships (including family relationship) between Dr. Carl Thong and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board of Directors of the Company (the "**Board**") considers Dr. Carl Thong to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information on Dr. Carl Thong can be found under the sections entitled "Board of Directors" and "Corporate Governance Report" in the Company's FY2025 Annual Report.

(iv) **Ordinary Resolution 5** proposed in item 4 above is to approve the payment of additional Directors' fees of up to S$4,000 for FY2025. The additional Directors' fees to be paid is in respect of attendance fees for the Non-Executive Directors at the Board retreat in FY2025.

(v) **Ordinary Resolution 8** proposed in item 8 above, if passed, shall empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, unless such authority is varied or revoked by the Company in a general meeting, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro-rata* basis to existing Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation, or subdivision of Shares.

(v) **Ordinary Resolution 9** proposed in item 9 above, if passed, shall empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, unless such authority is varied or revoked by the Company in a general meeting, to offer and grant awards and to allot and issue Shares in the Company pursuant to the vesting of awards under the S360 PSP with the aggregate number of Shares over which options or awards are granted under any other share option schemes or share schemes of the Company and the Group, collectively of up to a number not exceeding, in total, fifteen per cent. (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time.

Notes:

The Company's AGM shall be held in a wholly physical format at Olive Ballroom, 1st Floor, Metropolitan YMCA Singapore, 60 Stevens Road, Singapore 257854 on **Thursday, 25 September 2025** at **2.00 p.m.** (Singapore time) for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There shall be no option for shareholders to participate virtually.

Printed copies of the Notice of AGM and the accompanying Proxy Form shall be sent by post to shareholders and published on the Singapore Exchange Network ("**SGXNet**") at https://www.sgx.com/securities/company-announcements and the Company's corporate website at https://shopper360.com.my/announcements.

The FY2025 Annual Report has been published on the SGXNet and may be accessed at the Company's corporate website at https://shopper360.com.my/announcements. Printed copies of the FY2025 Annual Report will not be sent to shareholders unless requested for by the shareholder submitting a request by email to the Company's Share Registrar at main@zicoholdings.com by 16 September 2025. The following information must be provided:-

(i) the member's full name;

(ii) the member's address; and

(iii) the manner in which the shares are held.

A printed copy of the FY2025 Annual Report shall then be sent to the address specified by the shareholder.

Shareholders should take note of the following arrangements for the AGM:-

(a) Physical Participation in the AGM

Shareholders of the Company including Supplementary Retirement Scheme investors ("**SRS Investors**"), may participate in the AGM by:-

(i) attending the AGM in person;

(ii) submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or

(iii) voting at the AGM by (1) themselves personally; or (2) through duly appointed proxy(ies).

SRS Investors who wish to appoint the Chairman of the AGM and not third-party proxy(ies) as proxy should approach their respective SRS Operators to submit their votes by **2.00 p.m.** on **Tuesday, 16 September 2025**, being at least seven (7) working days before the AGM. Please refer to Proxy Voting under item (c) below for details.

Shareholders, including SRS Investors, or, where applicable, their appointed proxy(ies) who are attending the AGM in person should bring along their NRIC/passport to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process.

(b) Submission of Questions

Shareholders, including SRS Investors, may raise questions at the AGM submit substantial and relevant questions related to the Resolutions to be tabled at the AGM in advance of the AGM via the following means by **2.00 p.m.** on **Tuesday, 16 September 2025**, in the following manner:-

(i) by email, to ir@shopper360.com.my; or

(ii) by post, to be deposited with the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896.

For verification purpose, when submitting any questions by post or via email, shareholders MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/ company registration number, shareholding type and number of shares held), failing which the Company shall be entitled to regard the submission as invalid.

Shareholders are strongly encouraged to submit their questions by email in advance of the AGM. The Company shall respond to substantial and relevant queries from the shareholders that are submitted in advance and publish its responses on SGXNet and the Company's corporate website prior to the abovementioned deadline, by **2.00 p.m.** on **Saturday, 20 September 2025**, which is at least forty-eight (48) hours before the proxy form deadline.

For questions received after 2.00 p.m. on 16 September 2025, the Company shall endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the AGM. Where substantially similar questions are received, the Company shall consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company shall publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company's corporate website within one (1) month after the date of the AGM.

(c) Proxy Voting

Shareholders shall be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A shareholder can appoint the Chairman of the AGM as his/her/their proxy but this is not mandatory. A proxy need not be a shareholder of the Company.

Duly completed Proxy Forms must be submitted in the following manner:-

(i) by email, to the Company's Share Registrar, B.A.C.S. Private Limited, at main@zicoholdings.com; or

(ii) by post, to be deposited at the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896,

in either case, by **2.00 p.m.** on **Monday, 22 September 2025** being not less than seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A shareholder who wishes to submit an instrument appointing proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/them by post, or download a copy of the Proxy Form from SGXNet or from the Company's corporate website at https://shopper360.com.my/announcements, and subsequently, complete and sign the Proxy Form before submitting it by (i) post to the address provided above, or (ii) scanning and sending it to the email address provided above.

If a shareholder wishes to appoint the Chairman of the AGM as proxy, such shareholder (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If there is no specific instruction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution shall be treated as invalid.

Where a shareholder appoints proxy(ies), he/she/they may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) shall vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the AGM.

Completion and submission of the instrument appointing a proxy(ies) by a shareholder shall not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the AGM.

Please refer to the detailed instructions set out in the Proxy Form.

Persons who hold Shares through relevant intermediaries, other than SRS Investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS Investors, may (i) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

In addition, SRS Investors may (i) vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators by **2.00 p.m.** on **Tuesday, 16 September 2025**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

A shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/their behalf at the AGM. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

Where such shareholder appoints two (2) proxies, the proportion of his/her/their shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/their name in the Depository Register and any second named proxy as an alternate to the first named.

A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote on his/her/their behalf at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act:-

(a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the aforesaid Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

Personal Data Privacy

"**Personal data**" in this notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes his or her name, address and NRIC/Passport number.

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company:-

(a) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxy(ies) and representative(s) appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the AGM on SGXNet and/or the Company's corporate website (including publication of names of the shareholders/proxies/representatives asking questions), and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(b) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(c) agrees that the shareholder shall indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty; and

(d) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the shareholder (such as his/her/their name, his/her/their presence at the AGM and any questions he/she/they may raise or motions he/she/they may propose and/or second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

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

This notice 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 notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

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