

# SHOPPER360 LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201634929Z)

## RESULTS OF ANNUAL GENERAL MEETING

Pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the board of directors (the “**Board**” or the “**Directors**”) of shopper360 Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that, at the Annual General Meeting (“**AGM**”) of the Company held on 28 September 2017, all resolutions relating to the matters as set out in the Notice of AGM dated 13 September 2017 were duly passed by way of poll by shareholders of the Company (“**Shareholders**”).

The results of the poll on each of the resolutions (as confirmed by ZICO BPO Pte. Ltd. who acted as scrutineer for the conduct of the poll at the AGM) are set out below:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 1</u> The Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2017 (“ <b>FY2017</b> ”), together with the Auditors’ Report thereon	77,739,200	77,739,200	100	0	0
<u>Resolution 2</u> Approval of declaration of a final tax exempt (one-tier) cash dividend of 0.30 Singapore cents per ordinary share in the capital of the Company for FY2017	77,739,200	77,739,200	100	0	0
<u>Resolution 3</u> Re-election of Ms Chew Sue Ann as a Director of the Company	77,739,200	77,739,200	100	0	0
<u>Resolution 4</u> Re-election of Mr Ravichandran K Moorthy as a Director of the Company	77,739,200	77,739,200	100	0	0

<u>Resolution 5</u> Re-election of Mr Zaffary Bin Ab Rashid as a Director of the Company	77,739,200	77,739,200	100	0	0
<u>Resolution 6</u> Re-election of Mr Hew Koon Chan as a Director of the Company	77,739,200	77,739,200	100	0	0
<u>Resolution 7</u> Re-election of Ms Margaret Au-Yong @ Moh Chuan as a Director of the Company	77,739,200	77,739,200	100	0	0
<u>Resolution 8</u> Re-election of Ms Wong Chin Chin as a Director of the Company	77,739,200	77,739,200	100	0	0
<u>Resolution 9</u> Approval of Directors' fees of S\$9,000 for FY2017 and S\$116,000 for the financial year ending 31 May 2018, to be paid quarterly in arrears	77,739,200	77,739,200	100	0	0
<u>Resolution 10</u> Re-appointment of Messrs Baker Tilly TFW LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration	77,250,000	77,250,000	100	0	0
<u>Resolution 11</u> Authority to allot and issue shares in the capital of the Company	77,250,000	77,250,000	100	0	0
<u>Resolution 12</u> Authority to grant awards and to allot and issue shares under the shopper360 Performance Share Plan (" <b>shopper360 PSP</b> ")	74,486,200	74,486,200	100	0	0

### **Details of parties who are required to abstain from voting on any resolution**

#### ***Resolution 12 – Authority to grant awards and to allot and issue shares under the shopper360 PSP***

Pursuant to Rule 858 of the Catalist Rules, Shareholders who are eligible to participate in the shopper360 PSP must abstain from voting on any resolutions relating to the shopper360 PSP.

As such, Directors and employees of the Group, who are eligible to participate in the shopper360 PSP as at the date of the AGM (“**Interested Individuals**”), have abstained from voting on Resolution 12.

The aggregate number of shares in the capital of the Company (“**Shares**”) held by the Interested Individuals that fall under the aforesaid abstention is 3,253,000 Shares.

### **Statement pursuant to Rule 704(7) of the Catalist Rules**

Mr Ravichandran K Moorthy was re-elected as a Director of the Company at the AGM pursuant to Regulation 116 of the Company’s Constitution. He will remain as a Non-Independent and Non-Executive Director, as well as a member of the Audit Committee and the Remuneration Committee. The Board considers Mr Ravichandran K Moorthy to be non-independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Hew Koon Chan was re-elected as a Director of the Company at the AGM pursuant to Regulation 116 of the Company’s Constitution. He will remain as the Lead Independent Director, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. The Board considers Mr Hew Koon Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Ms Wong Chin Chin was re-elected as a Director of the Company at the AGM pursuant to Regulation 116 of the Company’s Constitution. She will remain as an Independent Director, Chairman of the Nominating Committee, and a member of the Audit Committee. The Board considers Ms Wong Chin Chin to be independent for the purpose of Rule 704(7) of the Catalist Rules.

**BY ORDER OF THE BOARD**

**CHEW SUE ANN**

Executive Chairman and Group Managing Director  
28 September 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement.*

*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 Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*