

# SHOPPER360 LIMITED

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

## RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2021

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 of the Company (“**AGM**”) held on Tuesday 28 September 2021 at 2.00 p.m., all resolutions relating to the matters as set out in the Notice of AGM dated 13 September 2021 (as amended on 21 September 2021) were duly passed by way of poll by shareholders of the Company (“**Shareholders**”).

The results of the poll on each of the resolutions put to vote at the AGM are set out below:

### **Breakdown of all valid votes cast at the AGM**

		FOR		AGAINST	
Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	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> Adoption of the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2021, together with the Auditors' Report thereon	76,380,766	76,380,766	100	0	0
<u>Resolution 2</u> Re-election of Mr Zaffary Bin Ab Rashid as a Director of the Company	76,380,766	76,380,766	100	0	0
<u>Resolution 3</u> Re-election of Mr Hew Koon Chan as a Director of the Company	76,380,766	76,380,766	100	0	0
<u>Resolution 4</u> Approval of Directors' fees amounting to S\$72,980 for the current financial year ending 31 May 2022 to be paid quarterly in arrears	76,380,766	76,380,766	100	0	0

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 5</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	76,380,766	76,380,766	100	0	0
<u>Resolution 5A</u>  Approval of the payment of a final tax-exempt (one-tier) dividend of S\$0.009 per ordinary share of the Company for the financial year ended 31 May 2021	76,380,766	76,380,766	100	0	0
<u>Resolution 6</u>  Authority to allot and issue shares in the capital of the Company	76,380,766	76,380,766	100	0	0
<u>Resolution 7</u>  Authority to grant awards, allot and issue shares under the shopper360 Performance Share Plan ("shopper360 PSP")	30,089,850	30,089,850	100	0	0

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

#### ***Resolution 7 – Authority to grant awards, and to allot and issue shares under the shopper360 PSP***

Directors and employees of the Group who are Shareholders and eligible to participate in the shopper360 PSP as at the date of the AGM ("**Interested Individuals**") have abstained from voting on Resolution 7. The aggregate number of shares in the capital of the Company ("**Shares**") held by the Interested Individuals and their Associate(s) (as defined in the Catalyst Rules) that fall under the aforesaid abstention is 46,290,916 Shares.

#### **Name of firm and/or person appointed as scrutineer**

Finova BPO Pte. Ltd. was appointed as the scrutineer for the conduct of the poll at the AGM.

### **Statement pursuant to 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 112 of the Company's Constitution. He remains 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.

### **BY ORDER OF THE BOARD**

#### **CHEW SUE ANN**

Executive Chairman and Group Managing Director  
28 September 2021

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*This announcement has been prepared by the Company 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 Catalist Rules.*

*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.*