

# SHOPPER360 LIMITED

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

## RESULTS OF ANNUAL GENERAL MEETING HELD ON 26 SEPTEMBER 2019

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 26 September 2019, all resolutions relating to the matters as set out in the Notice of AGM dated 11 September 2019 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> Adoption of the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2019, together with the Auditors’ Report thereon	57,671,441	57,671,441	100	0	0
<u>Resolution 2</u> Approval of declaration of a final tax exempt (one-tier) cash dividend of 0.28 Singapore cents per ordinary share in the capital of the Company for the financial year ended 31 May 2019	57,671,441	57,566,441	99.82	105,000	0.18
<u>Resolution 3</u> Re-election of Ms Chew Sue Ann as a Director of the Company	57,671,441	57,671,441	100	0	0
<u>Resolution 4</u> Re-election of Mr Hew Koon Chan as a Director of the Company	57,671,441	57,671,441	100	0	0

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		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> Approval of Directors' fees amounting to S\$68,600 for the current financial year ending 31 May 2020 to be paid quarterly in arrears	57,671,441	57,671,441	100	0	0
<u>Resolution 6</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	57,671,441	57,671,441	100	0	0
<u>Resolution 7</u> Authority to allot and issue shares in the capital of the Company	57,671,441	55,310,241	95.91	2,361,200	4.09
<u>Resolution 8</u> Authority to grant awards, allot and issue shares under the shopper360 Performance Share Plan ("PSP")	33,023,150	33,023,150	100	0	0
<u>Resolution 9</u> Adoption of the Share Buy-back Mandate	35,803,816	35,803,816	100	0	0

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

#### ***Resolution 8 – Authority to grant awards, and to allot and issue shares under the shopper360 PSP***

Pursuant to Rule 20 of the shopper360 PSP, Shareholders who are eligible to participate in the shopper360 PSP must abstain from voting on any resolution 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 8.

The aggregate number of shares in the capital of the Company (“**Shares**”) held by the Interested Individuals that fall under the aforesaid abstention is 46,265,916 Shares.

#### ***Resolution 9 – Adoption of the Share Buy-back Mandate***

Ms Chew Sue Ann and her associates (including Rekaweb.Com Sdn Bhd<sup>1</sup>), whom in aggregate hold approximately 43,560,250 Shares, have abstained from voting on Resolution 9 pursuant to the conditions for exemption under Appendix 2 of the Singapore Code on Takeovers and Mergers.

### **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  
27 September 2019

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<sup>1</sup> Of the 43,235,250 Shares held by Rekaweb.Com Sdn Bhd, 21,617,625 Shares are held through a nominee, Morgan Stanley Asia (Singapore) Securities Pte Ltd, and Rekaweb.Com Sdn Bhd had not casted its votes in respect of these 21,617,625 Shares for all the resolutions at the AGM.

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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 Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

*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.*