

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (“**AGM**” or the “**Meeting**”) of shopper360 Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) will be convened and held at Flex Room, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Thursday, 26 September 2024 at 2.00 p.m. for the following purposes:-

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 2024 (“**FY2024**”), together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To note the retirement of Ms. Margaret Au-Yong, who is retiring pursuant to Regulation 112 of the Constitution of the Company, and has decided not to offer herself for re-election as a Director of the Company.
[See Explanatory Note (i)]
3. To re-elect Mr. James Ling Wan Chye, who is retiring pursuant to Regulation 112 of the Constitution of the Company and who, being eligible, offered himself for re-election as a Director of the Company.
[See Explanatory Note (ii)] **(Resolution 2)**
4. To approve the payment of Directors’ fees of S\$76,800 for the financial year ending 31 May 2025, to be paid quarterly in arrears (FY2024: S\$76,800). **(Resolution 3)**
5. To re-appoint Messrs Baker Tilly TFW LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 4)**
6. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares in the capital of the Company** **(Resolution 5)**

“That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”), the Constitution of the Company and Rule 806 of the Listing Manual Section B: Rules of Catalyst (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), 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 pursuant to 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 pursuant to the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to the existing shareholders of the Company (the "Shareholders") shall not exceed fifty per centum (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 pursuant to the 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) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company 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 sub-division of Shares,

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 of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution shall continue in force until (i) until the conclusion 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, or (ii) in the case of Shares to be issued pursuant to 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 (iii)]

8. **Authority to offer and grant share awards, and to allot and issue Shares under the shopper360 Performance Share Plan ("S360 PSP")** **(Resolution 6)**

"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 by the Company under the S360 PSP (including but not limited to the allotment and issuance of Shares at any time, whether during the continuance of such authority or thereafter, pursuant to awards made or granted by the Company whether granted during the subsistence of this authority or otherwise), provided always that the aggregate number of new Shares allotted and issued and/or to be allotted and issued pursuant to the S360 PSP, and the aggregate number of Shares over which options or awards are granted under any other share option schemes, share award schemes or share incentive schemes of the Company then in force, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion 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."

[See Explanatory Note (iv)]

By Order of the Board

Chua Kern
Company Secretary

Singapore,
9 September 2024

Explanatory Notes:

- (i) Following the retirement of Ms. Margaret Au-Yong (“**Ms. Au-Yong**”), the Board of Directors (the “**Board**”) and the relevant Board Committees will review the respective composition of the Board to ensure compliance with the Catalyst Rules and the Code of Corporate Governance 2018 (the “**Code**”), including but not limited to complying with (i) Principle 6 (Provision 6.2) of the Code which provides that the Remuneration Committee (“**RC**”) should comprise at least three (3) directors, the majority of whom, including the Chairman of the RC, are independent; (ii) Principle 10 (Provision 10.2) of the Code which provides that the Audit Committee (“**AC**”) should comprise at least three (3) directors, the majority of whom are independent; and (iii) Rule 704(7) of the Catalyst Rules to fill the vacancy in the AC to meet the minimum number of not less than three (3) members within two (2) months, but in any case not later than three (3) months.
- (ii) Mr. James Ling Wan Chye (“**Mr. Ling**”) will, upon re-election as a Director, remain as an Executive Director of the Company. Mr. Ling is the husband of the Executive Chairman and Group Managing Director of the Company, Ms. Chew Sue Ann, and the son-in-law of a controlling shareholder of the Company, Ms. Yap Phaik Kwai, who has a total interest of 39.74% (direct and deemed) of the issued share capital of the Company as at 9 September 2024.

Further detailed information on Mr. Ling can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Directors’ Statement” of the Company’s FY2024 Annual Report.

- (iii) **Ordinary Resolution 5** proposed in item 7 above, if passed, will 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the capital of the Company, 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 centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to fifty per centum (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 (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) to existing Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares will 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 outstanding or subsisting at the time of the passing of this Resolution; (ii) new Shares arising from exercise of share options or the vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

- (iv) **Ordinary Resolution 6** proposed in item 8 above, if passed, will 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares in the capital of the Company pursuant to the vesting of awards under the S360 PSP in accordance with the provisions of the S360 PSP, provided that the aggregate number of Shares over which options or awards are granted under any other share option schemes, share award schemes or share incentive schemes of the Company, shall not exceed, in total, fifteen per centum (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 will be held in a wholly physical format at Flex Room, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Thursday, 26 September 2024 at 2.00 p.m. (Singapore time) for considering and, if thought fit, passing the resolutions set out in the Notice of AGM. There will be no option for members to participate virtually.

Printed copies of the Notice of AGM and the accompanying Proxy Form will be sent by post to members and published on the SGXNet and the Company’s corporate website at the URL <https://shopper360.com.my/announcements>.

The FY2024 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 FY2024 Annual Report will not be sent to members unless requested for by the member submitting a request by email to the Company’s Share Registrar at main@zicoholdings.com by 16 September 2024. 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 FY2024 Annual Report will then be sent to the address specified by the member.

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

(a) Physical Participation in the AGM

Members 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 Monday, 16 September 2024**, being at least seven (7) working days before the AGM. Please refer to Proxy Voting under item (c) below for details.

Members, 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. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members who are unwell are strongly encouraged to exercise social responsibility to rest at home and to consider appointing a proxy(ies) to attend the Meeting.

(b) Submission of Questions

Members may raise questions at the AGM or submit questions in advance of the AGM via the following means by **9.00 a.m. on Tuesday, 17 September 2024**, 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 at B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896.

For verification purposes, when submitting any questions by post or via email, members **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.

Members are strongly encouraged to submit their questions by email in advance of the AGM. The Company will respond to substantial and relevant queries from the members 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, 21 September 2024**, which is at least 48 hours before the proxy form deadline.

For questions received after 9.00 a.m. on 17 September 2024, the Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. For questions addressed during the AGM, the Company will publish the responses to such questions together with the minutes of the AGM on SGXNet and the Company’s website within one (1) month after the date of the AGM.

(c) Proxy Voting

Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. A proxy need not be a member 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, 23 September 2024** (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 member 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/it by post, or download a copy of the Proxy Form from the SGXNet and the Company’s corporate website at the URL <https://shopper360.com.my/announcements>, and subsequently, to 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 member wishes to appoint the Chairman of the AGM as proxy, such member (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 no specific direction 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 will be treated as invalid.

Where a member appoints proxy(ies), he/she/it 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) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.

Completion and submission of the instrument appointing a proxy(ies) by a member will 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 member 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 (a) 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 (b) 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 Monday, 16 September 2024**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

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 member of the Company:-

- (a) consents to the collection, use and disclosure of the member'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 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member'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 member (such as his/her/its name, his/her/its presence at the AGM and any questions he/she/it may raise or motions he/she/it 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 prepared by shopper360 Limited 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 Catalyst.

This notice has not been examined or approved by 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, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.