

**SHOPPER360 LIMITED**  
 (Company Registration No.: 201634929Z)  
 (Incorporated in the Republic of Singapore)  
 (the “**Company**” and together with its subsidiaries, the “**Group**”)

**RESULTS OF ANNUAL GENERAL MEETING HELD ON 26 SEPTEMBER 2024**

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 at Flex Room, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Thursday, 26 September 2024 at 2.00 p.m., all resolutions relating to the matters as set out in the Notice of AGM dated 9 September 2024 and put to vote at the AGM of the Company were duly passed by way of poll by the shareholders of the Company (“**Shareholders**”).

**(a) Breakdown of all valid votes cast at the AGM**

The results of the poll on each of the resolutions put to vote at the AGM of the Company 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 (%)
<b>As Ordinary Business</b>					
<u>Resolution 1</u> Adoption of the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 May 2024, together with the Independent Auditors’ Report thereon	74,859,650	74,854,850	99.99	4,800	0.01
<u>Resolution 2</u> Re-election of Mr. James Ling Wan Chye as a Director retiring under Regulation 112 of the Constitution of the Company	74,534,650	74,529,850	99.99	4,800	0.01
<u>Resolution 3</u> Approval of the payment of Directors’ fees of S\$76,800 for the financial year ending 31 May 2025, to be paid quarterly in arrears	74,859,650	74,854,850	99.99	4,800	0.01

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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 (%)
<b>As Ordinary Business</b>					
<u>Resolution 4</u> Re-appointment of 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	74,859,650	74,854,850	99.99	4,800	0.01
<b>As Special Business</b>					
<u>Resolution 5</u> Authority for Directors to allot and issue new shares	74,859,650	74,467,550	99.48	392,100	0.52
<u>Resolution 6</u> Authority to offer and grant share awards, and to allot and issue shares under the "shopper360 Performance Share Plan"	23,714,400	23,709,600	99.98	4,800	0.02

**(b) Re-election of Directors**

Mr. James Ling Wan Chye ("**Mr. James Ling**") was re-elected as a Director at the AGM pursuant to Regulation 112 of the Constitution of the Company. He remains as the Executive Director and Director of Corporate Finance and Strategy of the Company.

**(c) Details of parties who are required to abstain from voting on any resolution(s), including the number of shares held and the individual resolution(s) on which they are required to abstain from voting*****Resolution 2 – Re-election of Mr. James Ling as a Director retiring under Regulation 112 of the Constitution of the Company***

For good corporate governance purposes, Mr. James Ling, who holds 325,000 shares in the capital of the Company (the "**Shares**"), held jointly with Ms. Chew Sue Ann, had voluntarily abstained from voting on Resolution 2 in respect of his own re-election as Director of the Company.

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### ***Resolution 6 – Authority to offer and grant share awards, and to allot and issue shares under the “shopper360 Performance Share Plan”***

Directors and employees of the Group who are Shareholders and eligible to participate in the shopper360 Performance Share Plan as at the date of the AGM and who have attended the AGM (collectively, the “**Interested Individuals**”) have abstained from voting on Resolution 6. The aggregate number of Shares held by the Interested Individuals and their Associate(s) (as defined in the Catalist Rules) that fall under the aforesaid abstention is 51,145,250 Shares.

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

CACS Corporate Advisory Pte. Ltd. was appointed as scrutineer for the conduct of the poll at the AGM.

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

#### **CHEW SUE ANN**

Executive Chairman and Group Managing Director  
26 September 2024

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), 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 Leong Huey Miin, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: +65 6636 4201.*