

SHOPPER360 LIMITED

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

RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 SEPTEMBER 2023

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 (the “**AGM**”) held at Boardroom, 600 North Bridge Road, #05-01 Parkview Square, Singapore 188778 on Wednesday, 27 September 2023 at 2.00 p.m., all resolutions relating to the matters as set out in the Notice of AGM dated 11 September 2023 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 (%)
As Ordinary Business					
<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 2023 (“ FY2023 ”), together with the Auditors’ Report thereon	75,531,400	75,531,400	100%	0	0%
<u>Resolution 2</u> Re-election of Mr. Zaffary Bin Ab Rashid as a Director retiring under Regulation 112 of the Constitution of the Company	75,531,400	75,531,400	100%	0	0%
<u>Resolution 3</u> Re-election of Mr. Hew Koon Chan as a Director retiring under Regulation 112 of the Constitution of the Company	75,531,400	75,531,400	100%	0	0%

SHOPPER360 LIMITED

Announcement on resolutions passed at the AGM held on Wednesday, 27 September 2023

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 (%)
As Ordinary Business					
<u>Resolution 4</u> Approval of the payment of Directors' fees of S\$76,800 for the financial year ending 31 May 2024, to be paid quarterly in arrears	75,531,400	75,531,400	100%	0	0%
<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	75,531,400	75,531,400	100%	0	0%
<u>Resolution 6</u> Declaration and approval for payment of final tax-exempt (one-tier) dividend of S\$0.005 per ordinary share of the Company for FY2023	75,531,400	75,531,400	100%	0	0%
As Special Business					
<u>Resolution 7</u> Authority for Directors to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 of Singapore	75,531,400	72,022,000	95.35%	3,509,400	4.65%
<u>Resolution 8</u> Authority to grant share awards, and to allot and issue shares under the "shopper360 Performance Share Plan"	26,836,150	26,426,750	98.47%	409,400	1.53%

SHOPPER360 LIMITED

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

Mr. Hew Koon Chan (“**Mr. Hew**”) was re-elected as a Director of the Company and remains as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Company. The Board considers Mr. Hew to be independent for the purpose of Rule 704(7) of the Catalist Rules.

(b) Details of parties who are required to abstain from voting on any resolution(s)

Resolution 8 – Authority to 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 attended 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 and their Associate(s) (as defined in the Catalist Rules) that fall under the aforesaid abstention is 48,695,250 shares.

(c) Name of firm and/or person appointed as scrutineer

Agile 8 Advisory Pte. Ltd. was appointed as the scrutineer for the conduct of the poll at the AGM.

BY ORDER OF THE BOARD

CHEW SUE ANN

Executive Chairman and Group Managing Director
27 September 2023

*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.