

SHOPPER360 LIMITED

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

RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2022

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 Wednesday, 28 September 2022 at 2.00 p.m., all resolutions relating to the matters as set out in the Notice of AGM dated 9 September 2022 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

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 2022, together with the Auditors’ Report thereon	70,431,500	70,431,500	100	0	0
<u>Resolution 2</u> Re-election of Ms Chew Sue Ann as a Director of the Company	70,106,500	70,106,500	100	0	0
<u>Resolution 3</u> Re-election of Ms Margaret Au-Yong as a Director of the Company	70,431,500	70,431,500	100	0	0
<u>Resolution 4</u> Re-election of Mr James Ling Wan Chye as a Director of the Company	70,431,500	70,431,500	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-election of Mr Raja Singham A/L S.Sukumara Singham as a Director of the Company	70,431,500	70,431,500	100	0	0
<u>Resolution 6</u> Approval of Directors' fees amounting to S\$72,980 for the current financial year ending 31 May 2023 to be paid quarterly in arrears	70,431,500	70,431,500	100	0	0
<u>Resolution 7</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	70,431,500	70,431,500	100	0	0
<u>Resolution 8</u> Approval of the payment of a final tax-exempt (one-tier) dividend of S\$0.0035 per ordinary share of the Company for the financial year ended 31 May 2022	70,431,500	70,431,500	100	0	0
<u>Resolution 9</u> Authority to allot and issue shares in the capital of the Company	70,431,500	70,431,500	100	0	0
<u>Resolution 10</u> Authority to grant awards and to allot and issue shares under the shopper360 Performance Share Plan	26,871,250	26,871,250	100	0	0
<u>Resolution 11</u> Adoption of the Share Buy-Back Mandate	26,871,250	26,871,250	100	0	0

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

Resolution 10 – 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 and who attended the AGM (“**Interested Individuals**”) have abstained from voting on Resolution 10. 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 43,560,250 Shares.

Resolution 11 – Adoption of the Share Buy-back Mandate

Ms Chew Sue Ann (Executive Chairman and Group Managing Director), her associates (including Rekaweb.Com Sdn Bhd), and her concert parties, whom in aggregate hold 43,560,250 Shares, have abstained from voting in relation to Resolution 11, pursuant to the conditions for exemption under Appendix 2 of the Singapore Code on Take-overs and Mergers. Please refer to section 2.9 of the Addendum to the 2022 Annual Report in relation to the Adoption of the Share Buy-back Mandate dated 9 September 2022 for details.

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

Ms Margaret Au Yong was re-elected as a Director of the Company at the AGM pursuant to Regulation 112 of the Company’s Constitution. She remains as an Independent Director of the Company, Chairman of the Remuneration Committee and a member of the Audit Committee. The Board considers Ms Margaret Au-Yong to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Raja Singham A/L S.Sukumara Singham was re-elected as a Director of the Company at the AGM pursuant to Regulation 116 of the Company’s Constitution. He remains as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers Mr Raja Singham A/L S.Sukumara Singham 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 2022

*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 Catalyst.*

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.