

**SHOPPER360 LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 201634929Z)  
(the “**Company**”, and together with its subsidiaries, the “**Group**”)

**MINUTES OF ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR  
ENDED 31 MAY 2021 (“FY2021”)  
(THE “AGM” or “MEETING”)**

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<b>MODE OF MEETING</b>	:	By way of electronic means
<b>DATE</b>	:	Tuesday, 28 September 2021
<b>TIME</b>	:	2:00 p.m.
<b>PRESENT</b>	:	Please refer to the Attendance List (enclosed in this set of minutes)
<b>CHAIRMAN</b>	:	Ms Chew Sue Ann <i>(Executive Chairman and Group Managing Director)</i>

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#### **CHAIRMAN**

Ms Chew Sue Ann (“**Ms Chew**” or the “**Chairman**”) duly welcomed all who were present via electronic means at the Meeting.

#### **QUORUM**

As the Share Registrar has verified the identity of the authenticated shareholders of the Company (“**Shareholders**”) who have registered to attend the Meeting via live webcast and audio only means, and proxies lodged have been checked and found to be in order, Ms Chew called the Meeting to order at 2:00 p.m. after ascertaining from the Share Registrar and Company Secretary that a quorum was present.

#### **CONDUCT OF THE MEETING VIA LIVE WEBCAST AND AUDIO ONLY MEANS**

Ms Chew referred to announcement dated 13 September 2021 which has been published on the SGXNet and the Company’s corporate website. Pursuant to the relevant regulatory rules and guidelines regarding the conduct of general meetings during the pandemic when safe distancing measures are in place, the Company has arranged for the AGM proceedings to be held by way of live webcast and/or audio only means. Shareholders are required to submit their proxy forms before the Meeting.

Ms Chew then introduced the Directors who were present electronically via live webcast at the Meeting to the Shareholders.

#### **NOTICE OF AGM AND LETTER TO SHAREHOLDERS**

The Notice of AGM dated 13 September 2021 and as amended on 21 September 2021 (“**Amended Notice**”) and Letter to Shareholders dated 13 September 2021 which included the supplementary advisory on additional measures in which general meetings are to be conducted during the period when elevated safe distancing measures are in place, was taken as read as all pertinent information relating to the proposed resolutions tabled at the Meeting (the “**Resolutions**”) were set out in the Amended Notice and Letter to Shareholders of the Company which have been circulated to Shareholders via SGXNET announcement and on the Company’s corporate website.

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**MODE OF VOTING**

Finova BPO Pte. Ltd. had been appointed as the Company’s Scrutineers (“**Scrutineers**”) and B.A.C.S. Private Limited as the Polling Agent.

In her capacity as the Chairman of the Meeting, Ms Chew had been appointed as the proxy by Shareholders who had directed her to vote on their behalf. Therefore, Ms Chew will vote in accordance with the instruction of the Shareholders who have appointed her as proxy.

**QUERIES FROM THE SHAREHOLDERS**

In its Amended Notice and Letter to Shareholders dated 13 September 2021, the Company had invited the Shareholders to submit their queries in advance with regards to any of the Resolutions as set out in the Amended Notice prior to the Meeting.

The Company had received queries from the Securities Investors Association (Singapore) (“**SIAS**”) and the Shareholders prior to the AGM. The Company had responded to such queries from the SIAS and the Shareholders via SGXNET announcement released on 28 September 2021 and Shareholders were informed to refer to the SGXNET announcement for further information.

Ms Chew proceeded with reviewing the Resolutions tabled at the Meeting.

Ms Chew informed that the voting results for each of the Resolution will be announced after she had read through each Resolution item of the AGM.

**COUNTING OF VOTES**

The validity of the proxies submitted by the Shareholders have been reviewed and all valid votes have been counted and verified.

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**ORDINARY BUSINESS**

**RESOLUTION 1 – DIRECTORS’ STATEMENT, AUDITED FINANCIAL STATEMENTS, AND AUDITORS’ REPORT FOR THE FINANCIAL YEAR ENDED 31 MAY 2021**

Resolution 1 was to receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2021, together with the Auditors’ Report thereon.

As a proxy for Shareholders, the Chairman had vote on Resolution 1 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

**Results of Voting**

Those in favour: 76,380,766 votes (100%)

Those against: 0 votes (0%)

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76,380,766 votes (100%)

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Accordingly, the Chairman declared that Resolution 1 was duly carried unanimously, on a poll vote.

**RESOLUTION 2 – RE-ELECTION OF MR ZAFFARY BIN AB RASHID AS A DIRECTOR OF THE COMPANY**

The Meeting noted that Mr Zaffary Bin Ab Rashid will, upon re-election as a Director, remain as a Non-Independent Non-Executive Director and a member of the Nominating Committee and Remuneration Committee.

As a proxy for Shareholders, the Chairman had vote on Resolution 2 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

**Results of Voting**

Those in favour: 76,380,766 votes (100%)

Those against: 0 votes (0%)

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76,380,766 votes (100%)

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Accordingly, the Chairman declared that Resolution 2 was duly carried unanimously, on a poll vote.

**RESOLUTION 3 – RE-ELECTION OF MR HEW KOON CHAN AS A DIRECTOR OF THE COMPANY**

The Meeting noted that Mr Hew Koon Chan will, upon re-election as a Director, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee.

As a proxy for Shareholders, the Chairman had vote on Resolution 3 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 76,380,766 votes (100%)

Those against: 0 votes (0%)

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76,380,766 votes (100%)

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Accordingly, the Chairman declared that Resolution 3 was duly carried unanimously, on a poll vote.

**RESOLUTION 4 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 MAY 2022**

Resolution 4 was to approve the payment of Directors’ fees for the financial year ending 31 May 2022 (“FY2022”).

The Board had recommended the payment of Directors’ Fees amounting to an aggregate sum of S\$72,980 for FY2022, to be paid quarterly in arrears.

As a proxy for Shareholders, the Chairman had vote on Resolution 4 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 76,380,766 votes (100%)

Those against: 0 votes (0%)

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76,380,766 votes (100%)

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Accordingly, the Chairman declared that Resolution 4 was duly carried unanimously, on a poll vote.

**RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS**

Resolution 5 was to approve re-appoint Messrs Baker Tilly TFW LLP as the independent auditors (“**Auditors**”) of the Company and to authorise the Directors to fix their remuneration.

The Meeting noted that the Auditors of the Company, have expressed their willingness to continue in office.

As a proxy for Shareholders, the Chairman had vote on Resolution 5 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 76,380,766 votes (100%)

Those against: 0 votes (0%)

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76,380,766 votes (100%)

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Accordingly, the Chairman declared that Resolution 5 was duly carried unanimously, on a poll vote.

**RESOLUTION 5A – FINAL DIVIDEND**

Resolution 5A was to declare and approve the payment of a tax-exempt (one-tier) dividend of S\$0.009 per ordinary share of the Company for FY2021.

As a proxy for Shareholders, the Chairman had vote on Resolution 5A in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 76,380,766 votes (100%)

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Those against:	0 votes (0%)
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	76,380,766 votes (100%)
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Accordingly, the Chairman declared that Resolution 5A was duly carried unanimously, on a poll vote.

**ANY OTHER ORDINARY BUSINESS**

As there were no further items of ordinary business arising, the Meeting proceeded to deal with the items of special business.

**SPECIAL BUSINESS**

**RESOLUTION 6 – ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 6 as set out in the Amended Notice.

As a proxy for Shareholders, the Chairman had vote on Resolution 6 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

**Results of Voting**

Those in favour:	76,380,766 votes (100%)
Those against:	0 votes (0%)
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	76,380,766 votes (100%)
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Accordingly, the Chairman declared that Resolution 6 was duly carried unanimously, on a poll vote.

**RESOLUTION 7 – ORDINARY RESOLUTION – AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SHOPPER360 PERFORMANCE SHARE PLAN (“Shopper360 PSP”)**

The Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 7 as set out in the Amended Notice.

Directors and employees of the Group who are Shareholders and eligible to participate in the shopper360 PSP as at the date of the AGM have abstained from voting on Resolution 7.

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As a proxy for Shareholders, the Chairman had vote on Resolution 7 in accordance with the instructions of Shareholders.

Based on the proxies received, the voting results of the poll were as follows:

Results of Voting

Those in favour: 30,089,850 votes (100%)

Those against: 0 votes (0%)

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30,089,850 votes (100%)

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Accordingly, the Chairman declared that Resolution 7 was duly carried, on a poll vote.

**PRESENTATION OF THE INVESTORS PRESENTATION**

Ms Chew and Mr James Ling Wan Chye, Director of Corporate Finance and Strategy, presented on the Investors Presentation (which was published on SGXNet on 28 September 2021).

**CONCLUSION OF MEETING**

There being no other business, the Meeting concluded at 2:30 p.m. with a vote of thanks to the Chairman.

Ms Chew also informed Shareholders that the Company will release the announcement on the results of the AGM on SGXNET and the Company’s corporate website after trading hours on the same day and the minutes of the Meeting proceedings will be released on SGXNET and the Company’s corporate website within one (1) month from the date of Meeting.

**CONFIRMED AS A TRUE AND ACCURATE RECORD OF THE PROCEEDINGS**

[SIGNED]

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CHEW SUE ANN  
CHAIRMAN OF THE MEETING

## **ATTENDANCE LIST**

### **Attendance via LIVE WEBCAST or AUDIO ONLY MEANS**

#### **Board of Directors**

Ms Chew Sue Ann	-	Executive Chairman and Group Managing Director
Mr Hew Koon Chan	-	Lead Independent Director
Mr Zaffary Bin Ab Rashid	-	Non-Independent and Non-Executive Director
Ms Margaret Au-Yong	-	Independent Director
Ms Wong Chin Chin	-	Independent Director

#### **Management**

Mr James Ling Wan Chye	-	Director of Corporate Finance and Strategy
Ms Chow Siew Bee	-	Group Financial Controller
Ms Khor Cheiw Thing	-	Accounting & Tax Manager

#### **Professionals**

Company Secretary	-	Mr Chua Kern
Sponsor	-	ZICO Capital Pte. Ltd.
Independent Auditor	-	Baker Tilly TFW LLP
Share Registrar	-	B.A.C.S. Private Limited
Polling Agent	-	B.A.C.S. Private Limited
Scrutineers	-	Finova BPO Pte. Ltd.

#### **Shareholders**

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the name of Shareholders who participated in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS will not be published in this set of minutes.