

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 2022 (“FY2022”)
(THE “AGM” or “MEETING”)**

MODE OF MEETING : By way of electronic means

DATE : Wednesday, 28 September 2022

TIME : 2:00 p.m.

PRESENT : Please refer to the Attendance List (enclosed in this set of minutes)

CHAIRMAN : Ms. Chew Sue Ann
(*Executive Chairman and Group Managing Director*)

CHAIRMAN

Ms. Chew Sue Ann (“**Ms. Chew**” or the “**Chairman**”) duly welcomed all who were present via electronic means at the Meeting as permitted under the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings) Order 2020.

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 the Company Secretary that a quorum was present.

CONDUCT OF THE MEETING VIA LIVE WEBCAST AND AUDIO ONLY MEANS

Ms. Chew then introduced the directors of the Company (“**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 and the Letter to Shareholders on Alternative Arrangements dated 9 September 2022 (the “**Notice of AGM**” and the “**Letter to Shareholders**”, respectively) 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 Notice of AGM and the Letter to Shareholders of the Company which have been circulated to Shareholders via SGXNet and the Company’s corporate website.

CONDUCT OF THE MEETING AND POLL VOTING

As the live webcast does not provide for online voting, the Company had, in its Notice of AGM, informed Shareholders to appoint the Chairman of the Meeting to cast votes on their behalf.

The Meeting was informed that in her capacity as the Chairman of the Meeting, Ms. Chew had been appointed as proxy by Shareholders and would be voting on the Resolutions in accordance with their instructions.

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

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QUESTIONS FROM THE SHAREHOLDERS

In the Notice of AGM and the Letter to Shareholders, the Company had invited the Shareholders to submit their queries in advance with regards to any of the Resolutions as set out in the Notice of AGM prior to the Meeting. It was noted that no questions from Shareholders were received.

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

Ms. Chew informed that the voting results for each 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 2022

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 2022, together with the Auditors’ Report thereon.

As a proxy for Shareholders, the Chairman voted 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: 70,431,500 votes (100%)

Those against: 0 votes (0%)

70,431,500 votes (100%)

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

RESOLUTION 2 – RE-ELECTION OF MS. CHEW SUE ANN AS A DIRECTOR OF THE COMPANY

The Chairman handed the conduct of the Meeting to Mr. Hew Koon Chan (“**Mr. Hew**”), Lead Independent Director of the Company, as the agenda was related to her re-election.

The Meeting noted that Ms. Chew Sue Ann will, upon re-election as a Director, remain as the Executive Chairman and Group Managing Director of the Company.

For good corporate governance purposes, Ms. Chew Sue Ann, who holds 325,000 shares in the capital of the Company, has voluntarily abstained from voting on Resolution 2 relating to her own re-election as a Director.

As a proxy for Shareholders, the Chairman voted 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: 70,106,500 votes (100%)

Those against: 0 votes (0%)

70,106,500 votes (100%)

Accordingly, Mr. Hew declared that Resolution 2 was duly carried unanimously, on a poll vote.

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Mr. Hew then handed the conduct of the Meeting back to the Chairman.

RESOLUTION 3 – RE-ELECTION OF MS. MARGARET AU-YONG AS A DIRECTOR OF THE COMPANY

The Meeting noted that Ms. Margaret Au-Yong (“**Ms. Au-Yong**”) will, upon re-election as a Director, remain as an Independent Director of the Company, Chairman of the Remuneration Committee and a member of the Audit Committee. The Board of Directors (“**Board**”) considers Ms. Au-Yong to be independent for the purpose of Rule 704(7) of the Catalist Rules.

As a proxy for Shareholders, the Chairman had voted 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: 70,431,500 votes (100%)

Those against: 0 votes (0%)

70,431,500 votes (100%)

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

RESOLUTION 4 – RE-ELECTION OF MR. JAMES LING WAN CHYE AS A DIRECTOR OF THE COMPANY

The Meeting noted that Mr. James Ling Wan Chye will, upon re-election as a Director, remain as an Executive Director of the Company.

As a proxy for Shareholders, the Chairman voted 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: 70,431,500 votes (100%)

Those against: 0 votes (0%)

70,431,500 votes (100%)

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

RESOLUTION 5 – RE-ELECTION OF MR. RAJA SINGHAM A/L S.SUKUMARA SINGHAM AS A DIRECTOR OF THE COMPANY

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The Meeting noted that Mr. Raja Singham A/L S.Sukumara Singham (“**Mr. Raja**”) will, upon re-election as a Director, remain as an Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers Mr. Raja to be independent for the purpose of Rule 704(7) of the Catalist Rules.

As a proxy for Shareholders, the Chairman voted 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: 70,431,500 votes (100%)

Those against: 0 votes (0%)

70,431,500 votes (100%)

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

RESOLUTION 6 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 MAY 2023

Resolution 6 was to approve the payment of Directors’ fees for the financial year ending 31 May 2023 (“**FY2023**”).

The Board had recommended the payment of Directors’ Fees amounting to an aggregate sum of S\$72,980 for FY2023, to be paid quarterly in arrears.

As a proxy for Shareholders, the Chairman voted 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: 70,431,500 votes (100%)

Those against: 0 votes (0%)

70,431,500 votes (100%)

Accordingly, the Chairman declared that Resolution 6 was duly carried unanimously, on a poll vote.

RESOLUTION 7 – RE-APPOINTMENT OF AUDITORS

Resolution 7 was to approve the re-appointment of 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.

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As a proxy for Shareholders, the Chairman voted 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:	70,431,500 votes (100%)
Those against:	0 votes (0%)
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	70,431,500 votes (100%)
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Accordingly, the Chairman declared that Resolution 7 was duly carried unanimously, on a poll vote.

RESOLUTION 8 – FINAL DIVIDEND

Resolution 8 was to declare and approve the payment of a tax-exempt (one-tier) dividend of S\$0.0035 per ordinary share of the Company for FY2022.

As a proxy for Shareholders, the Chairman voted on Resolution 8 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:	70,431,500 votes (100%)
Those against:	0 votes (0%)
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	70,431,500 votes (100%)
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Accordingly, the Chairman declared that Resolution 8 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 9 – ORDINARY RESOLUTION – AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 9 as set out in the Notice of AGM.

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As a proxy for Shareholders, the Chairman voted on Resolution 9 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:	70,431,500 votes (100%)
Those against:	0 votes (0%)
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	70,431,500 votes (100%)
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Accordingly, the Chairman declared that Resolution 9 was duly carried unanimously, on a poll vote.

RESOLUTION 10 – ORDINARY RESOLUTION – AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE SHOPPER360 PERFORMANCE SHARE PLAN (“SHOPPER360 PSP”)

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 10 as set out in the Notice of AGM.

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 have abstained from voting on Resolution 10.

As a proxy for Shareholders, the Chairman voted on Resolution 10 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:	26,871,250 votes (100%)
Those against:	0 votes (0%)
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	26,871,250 votes (100%)
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Accordingly, the Chairman declared that Resolution 10 was duly carried, on a poll vote.

RESOLUTION 11 – ORDINARY RESOLUTION – ADOPTION OF SHARE BUY-BACK MANDATE

Shareholders were requested to consider and, if thought fit, to pass, with or without modifications, the ordinary Resolution 11 as set out in the Notice of AGM.

Ms. Chew Sue Ann (Executive Chairman and Group Managing Director), her associates (including Rekaweb.Com Sdn Bhd), and her concert parties as at the date of the AGM have abstained from voting on Resolution 11.

As a proxy for Shareholders, the Chairman voted on Resolution 11 in accordance with the instructions of

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Shareholders.

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

Results of Voting

Those in favour: 26,871,250 votes (100%)

Those against: 0 votes (0%)

26,871,250 votes (100%)

Accordingly, the Chairman declared that Resolution 11 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 had been published on SGXNet on 27 September 2022.

CONCLUSION OF MEETING

There being no other business, the Meeting concluded at 2:26 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]

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 James Ling Wan Chye	-	Executive 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
Mr Raja Singham A/L S.Sukumara Singham	-	Independent Director

Management

Mr Siew Kok Yoong	-	Financial Controller
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Professionals

Company Secretary	-	Mr Chua Kern
Sponsor	-	ZICO Capital Pte. Ltd.
Independent Auditors	-	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.