

SHOPPER360 LIMITED

(Incorporated in the Republic of Singapore on 27 December 2016)
(Company Registration Number: 201634929Z)

**CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS AND
FULL YEAR ENDED 31 MAY 2025**

*This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (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, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone: (65) 6636 4201.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(A) Condensed interim consolidated statement of comprehensive income

| | | Group | | | | | |
|---|------|-----------------------------|-----------------------------|--------------------|-----------------------------|---------------------------|--------------------|
| | Note | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | Inc/ (Dec) % | FY2025 (Unaudited) RM | FY2024 (Audited) RM | Inc/ (Dec) % |
| Revenue | 4 | 91,188,736 | 90,894,434 | 0 ⁽¹⁾ | 184,246,472 | 180,679,566 | 2 |
| Cost of sales | | (77,217,209) | (73,119,081) | 6 | (154,893,090) | (142,865,155) | 8 |
| Gross profit | | 13,971,527 | 17,775,353 | (21) | 29,353,382 | 37,814,411 | (22) |
| Other income | 6 | 448,379 | 4,723,406 | (91) | 803,991 | 4,984,968 | (84) |
| Expenses | | | | | | | |
| Administrative expenses | | (15,015,770) | (17,379,541) | (14) | (30,383,892) | (35,790,546) | (15) |
| Other operating expenses | | (60,677) | (1,457) | >100 | (60,677) | (2,903) | >100 |
| Reversal of impairment/ (Allowance of impairment) losses on trade receivables (net) | | 163 | (7,421) | NM | 5,569 | (108,271) | NM |
| Fair value loss on financial asset at fair value through profit or loss | | (8,742,041) | - | NM | (8,742,041) | (2,380,000) | >100 |
| Other expenses | | (1,031,312) | - | NM | (1,031,312) | - | NM |
| Finance costs | 7 | (94,768) | (122,489) | (23) | (161,418) | (233,625) | (31) |
| Share of results of associated companies | | (739,096) | (129,106) | >100 | (1,565,992) | (210,966) | >100 |
| Share of results of joint venture | | (39,443) | 101,820 | NM | 31,470 | 95,952 | (67) |
| (Loss)/profit before tax | 8 | (11,303,038) | 4,960,565 | NM | (11,750,920) | 4,169,020 | NM |
| Income tax expense | 9 | (931,866) | (903,913) | 3 | (1,553,766) | (2,183,337) | (29) |
| (Loss)/profit for the period/year | | (12,234,904) | 4,056,652 | NM | (13,304,686) | 1,985,683 | NM |
| Other comprehensive (loss)/income, net of tax: | | | | | | | |
| <i>Item that is or may be reclassified subsequently to profit or loss:</i> | | | | | | | |
| Currency translation differences arising from consolidation | | (467,047) | (11,375) | >100 | (87,414) | 62,228 | NM |
| Currency translation differences reclassified to profit or loss on liquidation of subsidiary | | 713,640 | - | NM | 713,640 | - | NM |
| <i>Items that will not be reclassified subsequently to profit or loss:</i> | | | | | | | |
| Currency translation differences arising from consolidation | | 2,975 | 19,918 | (85) | (61,458) | 33,004 | NM |
| Financial assets at fair value through other comprehensive income - fair value gain from equity instruments | | 3,464,426 | 3,344,423 | 4 | 3,464,426 | 3,344,423 | 4 |
| Other comprehensive income for the period/year, net of tax | | 3,713,994 | 3,352,966 | (11) | 4,029,194 | 3,439,655 | 17 |
| Total comprehensive (loss)/income for the period/year | | (8,520,910) | 7,409,618 | NM | (9,275,492) | 5,425,338 | NM |
| (Loss)/profit attributable to: | | | | | | | |
| Equity holders of the Company | | (11,807,632) | 4,810,382 | NM | (12,928,097) | 2,764,448 | NM |
| Non-controlling interest | | (427,272) | (753,730) | (43) | (376,589) | (778,765) | (52) |
| (Loss)/profit for the period/year | | (12,234,904) | 4,056,652 | NM | (13,304,686) | 1,985,683 | NM |
| Total comprehensive (loss)/income attributable to: | | | | | | | |
| Equity holders of the Company | | (8,096,613) | 8,143,430 | NM | (8,837,445) | 6,171,099 | NM |
| Non-controlling interest | | (424,297) | (733,812) | (42) | (438,047) | (745,761) | (41) |
| (Loss)/ earnings per share (sen per share): | | | | | | | |
| Basic and diluted | 20 | (10.85) | 4.42 | NM | (11.88) | 2.54 | NM |

Notes:

(1) less than 1%

(2) "2H2025": 6 months financial period ended 31 May 2025.

(3) "2H2024": 6 months financial period ended 31 May 2024.

(4) "FY2025": 12 months financial year ended 31 May 2025.

(5) "FY2024": 12 months financial year ended 31 May 2024.

(6) NM: Not meaningful.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(B) Condensed interim consolidated statements of financial position

| | | Group | | Company | |
|---|------|--|--|--|--|
| | | As at 31 May 2025 (Unaudited) RM | As at 31 May 2024 (Audited) RM | As at 31 May 2025 (Unaudited) RM | As at 31 May 2024 (Audited) RM |
| | Note | | | | |
| ASSETS | | | | | |
| Non-current assets | | | | | |
| Property, plant and equipment | 10 | 1,198,628 | 1,783,288 | - | - |
| Right-of-use assets | 11 | 1,120,486 | 1,748,858 | - | - |
| Intangible assets | 12 | 3,302,929 | 2,832,176 | - | - |
| Investment in subsidiaries | 13 | - | - | 37,773,749 | 37,013,629 |
| Investment in associated companies | 14 | 400,544 | 4,582,796 | - | - |
| Joint venture | 15 | 1,017,991 | 986,521 | 1,002,075 | 1,002,075 |
| Financial assets at fair value through profit or loss | 16 | 1,000,000 | 9,742,041 | - | - |
| Financial assets at fair value through other comprehensive income | 17 | 10,679,835 | 7,215,409 | - | - |
| Deferred tax assets | | 1,265,496 | 1,060,178 | - | - |
| Total non-current assets | | 19,985,909 | 29,951,267 | 38,775,824 | 38,015,704 |
| Current assets | | | | | |
| Investment in associated companies | 14 | 2,616,260 | - | - | - |
| Financial assets at fair value through profit or loss | 16 | 72,796 | 2,590,747 | - | - |
| Trade and other receivables | | 36,937,095 | 36,614,126 | 8,544,965 | 7,698,929 |
| Contract assets | | 16,457,496 | 9,672,029 | - | - |
| Tax recoverable | | 1,294,487 | 837,264 | - | - |
| Cash and cash equivalents | | 8,559,310 | 16,239,982 | 343,230 | 2,076,812 |
| Total current assets | | 65,937,444 | 65,954,148 | 8,888,195 | 9,775,741 |
| Total assets | | 85,923,353 | 95,905,415 | 47,664,019 | 47,791,445 |
| EQUITY AND LIABILITIES | | | | | |
| Equity | | | | | |
| Share capital | 18 | 51,850,444 | 51,850,444 | 51,850,444 | 51,850,444 |
| Treasury shares | 19 | (1,769,029) | (1,769,029) | (1,769,029) | (1,769,029) |
| Capital reserve | | (1,354,855) | (1,354,855) | - | - |
| Merger reserve | | (17,453,646) | (17,453,646) | - | - |
| Fair value reserve | | 8,678,735 | 5,214,309 | - | - |
| Currency translation reserve | | 67,837 | (558,389) | - | - |
| Retained earnings/(Accumulated losses) | | 24,567,125 | 38,023,138 | (2,801,276) | (2,658,362) |
| Equity attributable to equity holders of the Company, total | | 64,586,611 | 73,951,972 | 47,280,139 | 47,423,053 |
| Non-controlling interest | | - | 750,972 | - | - |
| Total equity | | 64,586,611 | 74,702,944 | 47,280,139 | 47,423,053 |
| Non-current liabilities | | | | | |
| Lease liabilities | 23 | 391,738 | 704,064 | - | - |
| Deferred tax liabilities | | 156,290 | 141,871 | - | - |
| Total non-current liabilities | | 548,028 | 845,935 | - | - |
| Current liabilities | | | | | |
| Trade and other payables | | 13,270,434 | 15,339,855 | 383,880 | 368,392 |
| Contract liabilities | | 2,215,065 | 2,254,491 | - | - |
| Borrowings | 23 | 4,512,505 | 1,617,186 | - | - |
| Lease liabilities | 23 | 790,710 | 1,145,004 | - | - |
| Total current liabilities | | 20,788,714 | 20,356,536 | 383,880 | 368,392 |
| Total liabilities | | 21,336,742 | 21,202,471 | 383,880 | 368,392 |
| Total equity and liabilities | | 85,923,353 | 95,905,415 | 47,664,019 | 47,791,445 |
| Net asset value per ordinary share (RM sen) | | | | | |
| | 21 | 59.36 | 67.97 | 43.45 | 43.59 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(C) Condensed interim consolidated statement of changes in equity

| Group | Note | Share capital RM | Treasury shares RM | Capital reserve RM | Merger reserve RM | Fair value reserve RM | Currency translation reserve RM | Retained earnings RM | Equity attributable to equity holders of the Company RM | Non-controlling interest RM | Total equity RM |
|---|------|---------------------|-----------------------|-----------------------|----------------------|--------------------------|------------------------------------|-------------------------|--|--------------------------------|--------------------|
| At 1 June 2024 (audited) | | 51,850,444 | (1,769,029) | (1,354,855) | (17,453,646) | 5,214,309 | (558,389) | 38,023,138 | 73,951,972 | 750,972 | 74,702,944 |
| Loss for the year | | - | - | - | - | - | - | (12,928,097) | (12,928,097) | (376,589) | (13,304,686) |
| Other comprehensive income/(loss), net of tax | | | | | | | | | | | |
| <i>Currency translation differences arising from consolidation</i> | | - | - | - | - | - | (87,414) | - | (87,414) | (61,458) | (148,872) |
| <i>Currency translation differences reclassified to profit or loss on liquidation of subsidiary</i> | | - | - | - | - | - | 713,640 | - | 713,640 | - | 713,640 |
| <i>Fair value gain on financial assets at fair value through other comprehensive income</i> | | - | - | - | - | 3,464,426 | - | - | 3,464,426 | - | 3,464,426 |
| Other comprehensive income/(loss) for the financial year, net of tax | | - | - | - | - | 3,464,426 | 626,226 | - | 4,090,652 | (61,458) | 4,029,194 |
| Total comprehensive income/(loss) for the year | | - | - | - | - | 3,464,426 | 626,226 | (12,928,097) | (8,837,445) | (438,047) | (9,275,492) |
| <i>Transactions with owners recognised directly in equity</i> | | | | | | | | | | | |
| <i>Movement due to liquidation of subsidiary</i> | | - | - | - | - | - | - | (527,916) | (527,916) | (312,925) | (840,841) |
| At 31 May 2025 (unaudited) | | 51,850,444 | (1,769,029) | (1,354,855) | (17,453,646) | 8,678,735 | 67,837 | 24,567,125 | 64,586,611 | - | 64,586,611 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(C) Condensed interim consolidated statement of changes in equity (cont'd)

| Group | Note | Share capital RM | Treasury shares RM | Capital reserve RM | Merger reserve RM | Fair value reserve RM | Currency translation reserve RM | Retained earnings RM | Equity attributable to equity holders of the Company RM | Non-controlling interest RM | Total equity RM |
|---|------|---------------------|-----------------------|-----------------------|----------------------|--------------------------|------------------------------------|-------------------------|--|--------------------------------|--------------------|
| At 1 June 2023 (audited) | | 51,850,444 | (1,769,029) | (1,354,855) | (17,453,646) | 1,869,886 | (620,617) | 37,143,770 | 69,665,953 | 1,566,732 | 71,232,685 |
| Profit/(loss) for the year | | - | - | - | - | - | - | 2,764,448 | 2,764,448 | (778,765) | 1,985,683 |
| Other comprehensive income/(loss), net of tax | | | | | | | | | | | |
| <i>Currency translation differences arising from consolidation</i> | | - | - | - | - | - | 62,228 | - | 62,228 | 33,004 | 95,232 |
| <i>Fair value gain on financial assets at fair value through other comprehensive income</i> | | - | - | - | - | 3,344,423 | - | - | 3,344,423 | - | 3,344,423 |
| Other comprehensive income for the financial year, net of tax | | - | - | - | - | 3,344,423 | 62,228 | - | 3,406,651 | 33,004 | 3,439,655 |
| Total comprehensive income/(loss) for the year | | - | - | - | - | 3,344,423 | 62,228 | 2,764,448 | 6,171,099 | (745,761) | 5,425,338 |
| <i>Transactions with owners recognised directly in equity</i> | | | | | | | | | | | |
| <i>Movement due to loss of control of subsidiary, net</i> | | - | - | - | - | - | - | - | - | 690,659 | 690,659 |
| Dividends paid | 22 | - | - | - | - | - | - | (1,885,080) | (1,885,080) | (750,658) | (2,635,738) |
| At 31 May 2024 (audited) | | 51,850,444 | (1,769,029) | (1,354,855) | (17,453,646) | 5,214,309 | (558,389) | 38,023,138 | 73,951,972 | 750,972 | 74,702,944 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(C) Condensed interim statements of changes in equity (cont'd)

| Company | Note | Share capital RM | Treasury shares RM | Accumulated losses RM | Total equity RM |
|--|-------------|-----------------------------|-------------------------------|----------------------------------|----------------------------|
| At 1 June 2024 (audited) | | 51,850,444 | (1,769,029) | (2,658,362) | 47,423,053 |
| Loss and total comprehensive loss for the financial year | | - | - | (142,914) | (142,914) |
| At 31 May 2025 (unaudited) | | 51,850,444 | (1,769,029) | (2,801,276) | 47,280,139 |

| Company | Note | Share capital RM | Treasury shares RM | Accumulated losses RM | Total equity RM |
|--|-------------|-----------------------------|-------------------------------|----------------------------------|----------------------------|
| At 1 June 2023 (audited) | | 51,850,444 | (1,769,029) | (119,405) | 49,962,010 |
| Loss and total comprehensive loss for the financial year | | - | - | (653,877) | (653,877) |
| Dividends paid | 22 | - | - | (1,885,080) | (1,885,080) |
| At 31 May 2024 (audited) | | 51,850,444 | (1,769,029) | (2,658,362) | 47,423,053 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(D) Condensed interim consolidated statement of cash flows

| | Group | |
|--|--------------------------------------|------------------------------------|
| | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| Cash flows from operating activities | | |
| (Loss)/profit before tax | (11,750,920) | 4,169,020 |
| Adjustments for:- | | |
| Amortisation of intangible assets | 246,935 | 78,502 |
| (Reversal)/allowance of impairment losses on trade receivables | (5,569) | 108,271 |
| (Reversal of bad debts)/bad debts written off | (3,300) | 8,255 |
| Depreciation of property, plant and equipment | 749,809 | 676,089 |
| Depreciation of right-of-use assets | 1,244,734 | 2,064,428 |
| Fair value loss on financial asset at fair value through profit or loss | 8,742,041 | 2,380,000 |
| Interest income | (310,211) | (384,433) |
| Interest expenses | 161,418 | 233,625 |
| Inventories written off | - | 53,568 |
| Gain on dilution of shareholdings in a previously-owned subsidiary | - | (4,228,593) |
| Gain on disposal of non-current assets | (168,784) | (165,288) |
| Gain on termination of leases, net | (35,055) | (3,362) |
| Loss on liquidation of subsidiary | 1,031,312 | - |
| Property, plant and equipment written off | 62,049 | 5,211 |
| Share of results of associated companies | 1,565,992 | 210,966 |
| Share of results of joint venture | (31,470) | (95,952) |
| Unrealised foreign exchange loss | 134,708 | 146,960 |
| Operating cash flow before working capital changes | 1,633,689 | 5,257,267 |
| Inventories | - | (180,928) |
| Trade and other receivables and contract assets | (5,585,607) | 2,420,567 |
| Trade and other payables and contract liabilities | (1,852,815) | (3,550,922) |
| Currency translation adjustments | (150,246) | 106,713 |
| Cash (used in)/generated from operations | (5,954,979) | 4,052,697 |
| Income tax paid | (2,232,828) | (2,841,670) |
| Net cash (used in)/generated from operating activities | (8,187,807) | 1,211,027 |
| Cash flows from investing activities | | |
| Purchases of property, plant and equipment | (685,303) | (1,002,577) |
| Addition of intangible assets | (717,688) | (601,778) |
| Capital contribution in previously-owned subsidiary | - | 12,034,242 |
| Derecognition of cash balance from liquidation of subsidiary | (2,873,630) | - |
| Derecognition of cash balance of previously-owned subsidiary | - | (9,590,958) |
| Interest received | 310,211 | 384,433 |
| Proceeds from disposal of non-current assets | 603,173 | 171,913 |
| Redemption/(placement) of financial assets at fair value through profit or loss, net | 2,517,951 | (1,732,596) |
| Net cash used in investing activities | (845,286) | (337,321) |
| Cash flows from financing activities | | |
| Repayment of lease liabilities | (1,246,772) | (1,697,960) |
| Proceeds from short-term loans | 29,337,493 | 35,381,887 |
| Repayments of short-term loans | (26,442,174) | (36,930,761) |
| Dividends paid to owners of the Company | - | (1,885,080) |
| Dividends paid to non-controlling interest | - | (750,658) |
| Interest paid | (161,418) | (233,625) |
| Net cash generated from/(used in) financing activities | 1,487,129 | (6,116,197) |
| Net decrease in cash and cash equivalents | (7,545,964) | (5,242,491) |
| Cash and cash equivalents at beginning of the financial year | 16,239,982 | 21,629,433 |
| Effects of exchange rate changes on cash and cash equivalents | (134,708) | (146,960) |
| Cash and cash equivalents at end of the financial year | 8,559,310 | 16,239,982 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(D) Condensed interim consolidated statement of cash flows (cont'd)

Reconciliation of movement of liabilities to cash flows arising from financing activities:

| | Amount due to non- controlling interest RM | Borrowings RM | Lease liabilities RM | Total RM |
|---|--|------------------|-------------------------|------------------|
| Balance as 1 June 2024 | 259,644 | 1,617,186 | 1,849,068 | 3,725,898 |
| Changes from financing cash flows: | | | | |
| - Proceeds | - | 29,337,493 | - | 29,337,493 |
| - Repayments | - | (26,442,174) | (1,246,772) | (27,688,946) |
| - Interest paid | - | (58,629) | (102,789) | (161,418) |
| Non-cash changes: | | | | |
| - Interest expense | - | 58,629 | 102,789 | 161,418 |
| - Termination of leases | - | - | (601,784) | (601,784) |
| - Additions of new leases | - | - | 1,198,940 | 1,198,940 |
| Effect of changes in foreign exchange rate | (25,179) | - | (17,004) | (42,183) |
| Balance at 31 May 2025 | 234,465 | 4,512,505 | 1,182,448 | 5,929,418 |
| Balance as 1 June 2023 | 255,024 | 3,166,060 | 3,264,643 | 6,685,727 |
| Changes from financing cash flows: | | | | |
| - Proceeds | - | 35,381,887 | - | 35,381,887 |
| - Repayments | - | (36,930,761) | (1,697,960) | (38,628,721) |
| - Interest paid | - | (68,110) | (165,515) | (233,625) |
| Non-cash changes: | | | | |
| - Interest expense | - | 68,110 | 165,515 | 233,625 |
| - Termination of leases | - | - | (70,413) | (70,413) |
| - Additions of new leases | - | - | 710,185 | 710,185 |
| - Dilution of shareholding in a previously-owned subsidiary | - | - | (357,703) | (357,703) |
| Effect of changes in foreign exchange rate | 4,620 | - | 316 | 4,936 |
| Balance at 31 May 2024 | 259,644 | 1,617,186 | 1,849,068 | 3,725,898 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

(E) Notes to the condensed interim consolidated financial statements

1. Corporate information

shopper360 Limited (the “**Company**” or “**shopper360**”) (Co. Reg. No. 201634929Z) was incorporated in Singapore. The registered office and principal place of business of the Company is at 138 Robinson Road, #26-03 Oxley Tower, Singapore 068906.

The Company’s immediate and ultimate holding company is Rekaweb.Com Sdn. Bhd., a company incorporated in Malaysia which is substantially owned by Chew Sue Ann and her family members whose interest in the Company is held through their shareholdings in the immediate and ultimate holding company.

These unaudited condensed interim and full year consolidated financial statements as at and for the six months and twelve months ended 31 May 2025 comprise the Company and its subsidiaries (together referred to as the “**Group**”).

The principal activity of the Company is that of an investment holding company. The principal activities of the Group are:

- (i) Advertising and Marketing; and
- (ii) Sales Execution and Distribution.

2. Basis of preparation

The unaudited condensed interim and full year financial statements for the six months and twelve months ended 31 May 2025 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The unaudited condensed financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant for an understanding of the changes in the Group’s financial position and performance of the Group since the last annual consolidated financial statements for the financial year ended 31 May 2024 (“**FY2024**”).

The accounting policies adopted are consistent with those adopted by the Company in its most recently audited consolidated financial statements for FY2024, which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The unaudited condensed interim and full year financial statements are presented in Ringgit Malaysia (“**RM**”) which is the Company’s functional currency.

2.1 New and revised standards adopted by the Group

In the current financial year, the Group has adopted all the new and revised SFRS(I) and Interpretations of SFRS(I) (“**SFRS(I) INT**”) that are relevant to its operations and effective for the current financial year. Changes to the Group’s accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I) and SFRS(I) INT.

The adoption of these new and revised SFRS(I) and SFRS(I) INT did not have any material effect on the financial results or position of the Group and the Company.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

2. Basis of preparation (cont'd)

2.2 Use of judgements and estimates

In preparing the condensed interim and full year financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 May 2024.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial year.

4. Segment and revenue information

Management has reviewed the segmentation considering the nature of services, go-to-market model and cross-collaboration of our various services, economic characteristics and internal operational management. The Group is organised into the following main business segments:

(i) Advertising and Marketing

Advertising and Marketing provides our customers with services to raise brand awareness, visibility and engagement to advertise and market their products and brands to consumers. These services include digital and non-digital in-store advertising mediums in retail chains and in-store promoter services such as sampling and events management for product launches, roadshows, seminars and annual dinners. This segment also provides marketing programs, marketing intelligence and analysis, contest management and gamification.

(ii) Sales Execution and Distribution

Sales Execution and Distribution segment provides merchandiser, sales force and supervisory, and talent management services in retail and grocery outlets covering supermarkets, hypermarkets, convenience stores and also shopping malls. In addition, this segment also includes the distribution of products into various retail channels with focus on general trade, supermarkets, hypermarkets and convenience stores.

(iii) Investment Holding and Others segment

Investment Holding and Others segment provides management and corporate services to its subsidiaries and others. It also derives dividends from its subsidiaries.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)

The Group's Managing Director ("**MD**") monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit or loss before tax, as included in the internal management reports that are reviewed by the Group's MD. Segment profit or loss is used to assess performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)
a. Reportable segments

The following is an analysis of the Group's revenue and results by reportable segment:

| | Advertising and Marketing RM | Sales Execution and Distribution RM | Others RM | Elimination RM | Total RM |
|--|------------------------------------|---|--------------|-------------------|--------------|
| 2H2025 (unaudited) | | | | | |
| Group | | | | | |
| Segment revenue | | | | | |
| Sales to external customers | 14,527,621 | 76,661,115 | - | - | 91,188,736 |
| Intersegment sales | 600,831 | 24,210 | 3,898,036 | (4,523,077) | - |
| Total revenue | 15,128,452 | 76,685,325 | 3,898,036 | (4,523,077) | 91,188,736 |
| Tax (credit)/ expenses | (203,688) | 713,143 | 422,411 | - | 931,866 |
| Segment (loss)/profit | (3,080,408) | 1,877,592 | (11,032,088) | - | (12,234,904) |
| Depreciation and amortisation | 433,270 | 424,704 | 233,696 | - | 1,091,670 |
| Fair value loss on financial asset at fair value through profit or loss | - | - | 8,742,041 | - | 8,742,041 |
| Loss on liquidation of subsidiary | - | - | 1,031,312 | - | 1,031,312 |
| Property, plant and equipment written off | 25,134 | 36,432 | 483 | - | 62,049 |
| Reversal of bad debts written off | (3,300) | - | - | - | (3,300) |
| Reversal of impairment losses on trade receivables (net) | (163) | - | - | - | (163) |
| Interest income | (296,714) | (30,095) | (58,748) | 241,997 | (143,560) |
| Interest expenses | 142,531 | 61,988 | 132,246 | (241,997) | 94,768 |
| Gain on disposal of non-current assets | (39,423) | - | - | - | (39,423) |
| Gain on termination of leases | (33,859) | (1,604) | - | - | (35,463) |
| Share of results of associated companies | - | - | 739,096 | - | 739,096 |
| Share of results of joint venture | - | - | 39,443 | - | 39,443 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)
a. Reportable segments (cont'd)

| | Advertising and Marketing RM | Sales Execution and Distribution RM | Others RM | Elimination RM | Total RM |
|---|------------------------------------|---|--------------|-------------------|-------------|
| 2H2024 (unaudited) | | | | | |
| Group | | | | | |
| Segment revenue | | | | | |
| Sales to external customers | 18,118,543 | 72,775,891 | - | - | 90,894,434 |
| Intersegment sales | 526,100 | 59,860 | 4,300,990 | (4,886,950) | - |
| Total revenue | 18,644,643 | 72,835,751 | 4,300,990 | (4,886,950) | 90,894,434 |
| Income tax expenses | 28,526 | 774,278 | 101,109 | - | 903,913 |
| Segment (loss)/profit | (72,600) | 468,199 | 3,661,053 | - | 4,056,652 |
| Depreciation and amortisation | 580,260 | 669,474 | 220,601 | - | 1,470,335 |
| Property, plant and equipment written off | 4,861 | 160 | - | - | 5,021 |
| Bad debts written off | 739 | 124 | 110,000 | (110,000) | 863 |
| Allowance / (reversal) of impairment losses on trade receivables (net) | 2,015 | (95,444) | 100,850 | - | 7,421 |
| Interest income | (346,663) | (59,655) | (85,131) | 290,524 | (200,925) |
| Interest expenses | 171,104 | 76,356 | 165,553 | (290,524) | 122,489 |
| Reversal of inventories written off | - | (14,167) | - | - | (14,167) |
| Gain on disposal of non-current assets | (28,000) | - | - | - | (28,000) |
| Gain on termination of leases | - | - | (3,362) | - | (3,362) |
| Share of results of associated companies | - | - | 129,106 | - | 129,106 |
| Share of results of joint venture | - | - | (101,820) | - | (101,820) |
| Gain on dilution of shareholding in a previously- owned subsidiary | - | - | (4,228,593) | - | (4,228,593) |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)
a. Reportable segments (cont'd)

| | Advertising and Marketing RM | Sales Execution and Distribution RM | Others RM | Elimination RM | Total RM |
|---|------------------------------------|---|--------------|-------------------|--------------|
| FY2025 (unaudited) | | | | | |
| Group | | | | | |
| Segment revenue | | | | | |
| Sales to external customers | 33,647,722 | 150,598,750 | - | - | 184,246,472 |
| Intersegment sales | 1,998,333 | 28,820 | 7,880,912 | (9,908,065) | - |
| Total revenue | 35,646,055 | 150,627,570 | 7,880,912 | (9,908,065) | 184,246,472 |
| Tax (credit)/ expenses | (412,448) | 1,360,020 | 606,194 | - | 1,553,766 |
| Segment (loss)/profit | (4,519,483) | 4,100,032 | (12,885,235) | - | (13,304,686) |
| Depreciation and amortisation | 955,486 | 832,730 | 453,262 | - | 2,241,478 |
| Property, plant and equipment written off | 25,134 | 36,432 | 483 | - | 62,049 |
| Reversal of bad debts written off | (3,300) | - | - | - | (3,300) |
| Reversal of allowance of impairment on trade receivables (net) | (163) | (5,406) | - | - | (5,569) |
| Interest income | (593,360) | (83,061) | (155,492) | 521,702 | (310,211) |
| Interest expenses | 313,853 | 98,641 | 270,626 | (521,702) | 161,418 |
| Fair value loss on financial asset at fair value through profit or loss | - | - | 8,742,041 | - | 8,742,041 |
| Gain on disposal of non-current assets | (42,421) | (126,363) | - | - | (168,784) |
| Gain on termination of leases | (33,859) | (1,604) | - | - | (35,463) |
| Loss on liquidation of subsidiary | - | - | 1,031,312 | - | 1,031,312 |
| Share of results of associated companies | - | - | 1,565,992 | - | 1,565,992 |
| Share of results of joint venture | - | - | (31,470) | - | (31,470) |
| Assets and liabilities | | | | | |
| Total segment assets | 33,062,672 | 45,549,701 | 105,920,799 | (98,609,819) | 85,923,353 |
| Segment assets include: | | | | | |
| Additions to non-current assets | 923,917 | 737,013 | 222,136 | - | 1,883,066 |
| Investment in associated companies | - | - | 3,016,804 | - | 3,016,804 |
| Joint venture | - | - | 1,017,991 | - | 1,017,991 |
| Total segment liabilities | (19,645,812) | (12,738,337) | (8,246,201) | 19,293,608 | (21,336,742) |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)
a. Reportable segments (cont'd)

| | Advertising and Marketing RM | Sales Execution and Distribution RM | Others RM | Elimination RM | Total RM |
|--|------------------------------------|---|--------------|-------------------|--------------|
| FY2024 (audited) | | | | | |
| Group | | | | | |
| Segment revenue | | | | | |
| Sales to external customers | 39,167,504 | 141,512,062 | - | - | 180,679,566 |
| Intersegment sales | 1,185,212 | 65,250 | 8,269,489 | (9,519,951) | - |
| Total revenue | 40,352,716 | 141,577,312 | 8,269,489 | (9,519,951) | 180,679,566 |
| Income tax expenses | 447,690 | 1,544,305 | 191,342 | - | 2,183,337 |
| Segment profit | 328,747 | 1,080,036 | 576,900 | - | 1,985,683 |
| Depreciation and amortisation | 979,854 | 1,386,890 | 452,275 | - | 2,819,019 |
| Property, plant and equipment written off | 5,033 | 178 | - | - | 5,211 |
| Bad debts written off | 8,131 | 124 | 110,000 | (110,000) | 8,255 |
| Fair value loss on financial asset at fair value through profit or loss | - | - | 2,380,000 | - | 2,380,000 |
| Allowance of impairment on trade receivables and contract assets (net) | 2,015 | 5,406 | 100,850 | - | 108,271 |
| Interest income | (656,469) | (107,941) | (252,018) | 631,995 | (384,433) |
| Interest expenses | 328,938 | 222,252 | 314,430 | (631,995) | 233,625 |
| Inventories written off | - | 53,568 | - | - | 53,568 |
| Gain on disposal of property, plant and equipment | (165,288) | - | - | - | (165,288) |
| Gain on termination of leases | - | - | (3,362) | - | (3,362) |
| Share of results of associated companies | - | - | 210,966 | - | 210,966 |
| Share of results of joint venture | - | - | (95,952) | - | (95,952) |
| Gain on dilution of shareholding in a previously- owned subsidiary | - | - | (4,228,593) | - | (4,228,593) |
| Assets and liabilities | | | | | |
| Total segment assets | 39,367,074 | 53,469,655 | 110,800,153 | (107,731,467) | 95,905,415 |
| Segment assets include: | | | | | |
| Additions to non-current assets | 1,037,069 | 431,492 | 244,201 | - | 1,712,762 |
| Investment in associated companies | - | - | 4,582,796 | - | 4,582,796 |
| Joint venture | - | - | 986,521 | - | 986,521 |
| Total segment liabilities | (20,731,970) | (12,421,246) | (8,846,498) | 20,797,243 | (21,202,471) |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

4. Segment and revenue information (cont'd)**b. Geographical segments**

The Group operates mainly in Malaysia with revenue generated from customers in Malaysia. In FY2025, less than 5.0% of the Group's revenue and non-current assets were generated outside Malaysia. Therefore, an analysis of assets and profits of the Group by geographical distribution has not been included.

| | Group | | | |
|--------------------------------------|-----------------------------|-----------------------------|-----------------------------|---------------------------|
| | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| Advertising and Marketing | 14,527,621 | 18,118,542 | 33,647,722 | 39,167,504 |
| Sales Execution and Distribution | 76,661,115 | 72,775,892 | 150,598,750 | 141,512,062 |
| | <u>91,188,736</u> | <u>90,894,434</u> | <u>184,246,472</u> | <u>180,679,566</u> |
| <i>Timing of revenue recognition</i> | | | | |
| At a point in time | 958,833 | 3,031,197 | 2,660,981 | 5,962,019 |
| Over time | 90,229,903 | 87,863,237 | 181,585,491 | 174,717,547 |
| | <u>91,188,736</u> | <u>90,894,434</u> | <u>184,246,472</u> | <u>180,679,566</u> |

5. Financial assets and financial liabilitiesFair value measurement

The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The carrying amounts and fair values of financial assets and financial liabilities of the Group as at 31 May 2025 and 31 May 2024, including their levels in the fair value hierarchy are as follows:

| | Amortised cost RM | Fair value through profit or loss RM | Carrying amount Fair value through other comprehensive income RM | Derivatives at fair value RM | Total RM |
|----------------------------------|-------------------------|---|---|------------------------------------|-------------------|
| Group | | | | | |
| 31.5.2025 (unaudited) | | | | | |
| Financial assets | | | | | |
| Joint venture | - | - | - | 750,000 | 750,000 |
| Unquoted equity investments | - | - | 10,679,835 | - | 10,679,835 |
| CCCPS (refer to Note 16) | - | 1,000,000 | - | - | 1,000,000 |
| Investment in short-term fund | - | 72,796 | - | - | 72,796 |
| Trade and other receivables | 34,803,083 | - | - | - | 34,803,083 |
| Cash and cash equivalents | 8,559,310 | - | - | - | 8,559,310 |
| | <u>43,362,393</u> | <u>1,072,796</u> | <u>10,679,835</u> | <u>750,000</u> | <u>55,865,024</u> |
| Financial liabilities | | | | | |
| Trade and other payables | 12,458,093 | - | - | - | 12,458,093 |
| Borrowings | 4,512,505 | - | - | - | 4,512,505 |
| Lease liabilities | 1,182,448 | - | - | - | 1,182,448 |
| | <u>18,153,046</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>18,153,046</u> |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

5. Financial assets and financial liabilities (cont'd)

| | Amortised cost | Fair value through profit or loss | Carrying amount Fair value through other comprehensive income | Derivatives At Fair value RM | Total |
|-----------------------------------|-------------------|---|---|---------------------------------------|-------------------|
| | RM | RM | RM | RM | RM |
| Group | | | | | |
| 31.5.2024 (audited) | | | | | |
| Financial assets | | | | | |
| Joint venture | - | - | - | 750,000 | 750,000 |
| Unquoted equity investments | - | - | 7,215,409 | - | 7,215,409 |
| CCCPS (refer to Note 16) | - | 9,742,041 | - | - | 9,742,041 |
| Investment in short-term funds | - | 2,590,747 | - | - | 2,590,747 |
| Trade and other receivables | 34,119,788 | - | - | - | 34,119,788 |
| Cash and cash equivalents | 16,239,982 | - | - | - | 16,239,982 |
| | 50,359,770 | 12,332,788 | 7,215,409 | 750,000 | 70,657,967 |
| Financial liabilities | | | | | |
| Trade and other payables | 14,487,821 | - | - | - | 14,487,821 |
| Borrowings | 1,617,186 | - | - | - | 1,617,186 |
| Lease liabilities | 1,849,068 | - | - | - | 1,849,068 |
| | 17,954,075 | - | - | - | 17,954,075 |
| Company | | | | | |
| 31.5.2025 (unaudited) | | | | | |
| Financial assets | | | | | |
| Joint venture | - | - | - | 750,000 | 750,000 |
| Trade and other receivables | 8,488,992 | - | - | - | 8,488,992 |
| Cash and cash equivalents | 343,230 | - | - | - | 343,230 |
| | 8,832,222 | - | - | 750,000 | 9,582,222 |
| Financial liabilities | | | | | |
| Trade and other payables | 383,880 | - | - | - | 383,880 |
| 31.05.2024 (audited) | | | | | |
| Financial assets | | | | | |
| Joint venture | - | - | - | 750,000 | 750,000 |
| Trade and other receivables | 7,631,362 | - | - | - | 7,631,362 |
| Cash and cash equivalents | 2,076,812 | - | - | - | 2,076,812 |
| | 9,708,174 | - | - | 750,000 | 10,458,174 |
| Financial liabilities | | | | | |
| Trade and other payables | 368,392 | - | - | - | 368,392 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

5. Financial assets and financial liabilities (cont'd)*Unquoted equity investments*

As at 31 May 2024, the fair value of the unquoted equity investment that is designated as fair value through other comprehensive income is measured by reference to recent transactions that have occurred in the investee company and taking into consideration the price that would be received to sell the investment. The fair value measurement is categorised under Level 3 of the fair value hierarchy.

Based on the management assessment of investee's financial performance, comparable company multiples, and other available information such as discount rate for lack of marketability and minority control, forecasts and budgets, the Group had used the market approach to recognise the fair value gain in FY2025.

Cumulative, Fully and Compulsory Convertible non-Participating Preference Shares ("CCCPS")

For valuation of the CCCPS, management considered the characteristics and terms of the CCCPS as set out in the agreements (Note 16), and an assessment of the most recent financial information of the investee. The fair value measurement is categorised in Level 3 of the fair value hierarchy. Based on the management assessment of investee's financial performance and available information, the Group had recognised a fair value loss in FY2025.

Short-term fund investments

The fair values of financial instruments traded in active markets (such as investments in short-term fund) are based on quoted prices at the end of the reporting period. These instruments are included in Level 1.

6. Other income

| | Group | | | |
|---|--------------------|--------------------|--------------------|------------------|
| | 2H2025 | 2H2024 | FY2025 | FY2024 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Audited) |
| | RM | RM | RM | RM |
| Gain/(loss) on foreign exchange | | | | |
| - realised | - | (15) | - | - |
| - unrealised | - | 140,103 | - | - |
| Gain on disposal of non-current assets | 39,423 | 28,000 | 168,784 | 165,288 |
| Gain on dilution of shareholding in a previously-owned subsidiary | - | 4,228,593 | - | 4,228,593 |
| Gain on termination of leases | 35,463 | 3,362 | 35,463 | 3,362 |
| Interest income | 143,560 | 200,925 | 310,211 | 384,433 |
| Rental income/(expenses) | 10,099 | (12,527) | 41,668 | 12,853 |
| Government grant | 59,461 | 3,142 | 73,026 | 3,142 |
| Miscellaneous income | 160,373 | 131,823 | 174,839 | 187,297 |
| | <u>448,379</u> | <u>4,723,406</u> | <u>803,991</u> | <u>4,984,968</u> |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

7. Finance costs

| | Group | | | |
|---------------------|-----------------------------|-----------------------------|-----------------------------|---------------------------|
| | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| Interest expense | | | | |
| - Lease liabilities | 48,007 | 75,377 | 102,789 | 165,515 |
| - Short term loans | 46,761 | 47,112 | 58,629 | 68,110 |
| | <u>94,768</u> | <u>122,489</u> | <u>161,418</u> | <u>233,625</u> |

8. (Loss)/profit before tax
8.1 Significant items

| | Group | | | |
|--|-----------------------------|-----------------------------|-----------------------------|---------------------------|
| | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| <u>Income/(expenses)</u> | | | | |
| Interest income | 143,560 | 200,925 | 310,211 | 384,433 |
| Reversal of bad debts/(bad debts written off) ⁽¹⁾ | 3,300 | (863) | 3,300 | (8,255) |
| Reversal/(allowance) of impairment losses on trade receivables (net) ⁽²⁾ | 163 | (7,421) | 5,569 | (108,271) |
| Fair value loss on financial asset at fair value through profit or loss ⁽³⁾ | (8,742,041) | - | (8,742,041) | (2,380,000) |
| Gain on disposal of non-current assets ⁽⁴⁾ | 39,423 | 28,000 | 168,784 | 165,288 |
| Gain on dilution of shareholding in a previously-owned subsidiary ⁽⁵⁾ | - | 4,228,593 | - | 4,228,593 |
| Gain/(loss) on foreign exchange ⁽⁶⁾ | | | | |
| - Realised | (1,134,119) | (532,544) | (1,217,884) | (544,689) |
| - Unrealised | 12,926 | 47,157 | (134,708) | (146,960) |
| Loss on liquidation of subsidiary ⁽⁷⁾ | (1,031,312) | - | (1,031,312) | - |
| Amortisation of intangible asset ⁽⁸⁾ | (170,028) | (78,502) | (246,935) | (78,502) |
| Depreciation of property, plant and equipment ⁽⁹⁾ | (333,515) | (146,150) | (749,809) | (676,089) |
| Depreciation of right-of-use assets ⁽¹⁰⁾ | (588,127) | (1,249,297) | (1,244,734) | (2,064,428) |
| Inventories/(reversal of inventories) written off ⁽¹¹⁾ | - | 14,167 | - | (53,568) |
| Rental expense ⁽¹²⁾ | (200,420) | (336,327) | (529,640) | (439,797) |
| Staff costs ⁽¹³⁾ | (76,068,934) | (70,182,947) | (148,987,261) | (138,810,359) |
| Property, plant and equipment written off ⁽¹⁴⁾ | (62,049) | (5,021) | (62,049) | (5,211) |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

8. Profit before tax (cont'd)**8.1 Significant items (cont'd)****Notes:**

- (1) Bad debts written off mainly relate to the uncollectible doubtful debts due to client's financial difficulties. Reversal of bad debts written off mainly relates to the subsequent recovery of previously written-off doubtful debts from clients.
- (2) In FY2024, allowance of impairment losses on trade receivables relates to the impairment of trade receivables in the PB Grocery Group Sdn. Bhd. and its group of companies ("**PB Group**") of approximately RM90,000 and from other trade receivables of approximately RM18,000. Reversal of impairment losses on trade receivables in FY2025 was due to repayment from trade debtor which amount was impaired in the prior year.
- (3) In FY2025, fair value loss on financial assets at FVTPL relates to investment in CCCPS. In FY2024, it was related to the write-down of investment in the PB Group.
- (4) Gain on disposal of non-current assets in FY2025 was mainly due to the gain on disposal of motor vehicles.
- (5) Gain on dilution of shareholding in a previously-owned subsidiary was due to completion of the second subscription by Future Fields Pte. Ltd. ("**FFPL**") in Marvel Distribution Sdn. Bhd. ("**MDSB**") during 2H2024 which resulted in the Group's interests decreasing from 70% to 40%. Consequently, MDSB ceased to be a subsidiary of the Group and was recognised as an investment in associated company.
- (6) The realised loss in FY2025 was mainly due to the payments made to related companies in United States Dollar ("**US\$**") at a higher exchange rate for US\$ against Myanmar Kyat, as compared to the exchange rate at the respective invoice dates.
- (7) In FY2025, the Group and City Ventures Ltd. had decided to cease operations of shopperPlus Myanmar Co. Ltd.. The Group was deemed to have lost control on the subsidiary upon the appointment of a liquidator, and accordingly, the subsidiary was deconsolidated from the Group's financial statements. A loss was recognised as a result of this deconsolidation.
- (8) The Group recognised computer software as intangible assets in FY2025 and a new internally developed software being capitalised as intangible asset in FY2024.
- (9) The increase in depreciation of property, plant and equipment in FY2025 was mainly due to addition of new assets.
- (10) The decrease in depreciation of right-of-use assets was due to the expiration and renewal of the lease for the office with shorter lease term and expiration of lease for motor vehicles in FY2025.
- (11) The write-off of inventories relate to the expired and damaged stocks that had been written off in FY2024 incurred by MDSB, a previously-owned subsidiary which is currently an associated company of the Group.
- (12) The increase in rental expense in FY2025 as compared to FY2024 was mainly due to new short-term lease entered into by the Group upon expiry of the long-term lease.
- (13) The increase in staff costs in FY2025 was mainly due to an increase in staff salaries and the number of headcounts.
- (14) The increase in property, plant and equipment ("**PPE**") written-off was primarily due to renovation assets written off as a result of relocating to a new office.

8.2 Related party transactions

| | Group | | | |
|---|--------------------------------------|--------------------------------------|--------------------------------------|------------------------------------|
| | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| With immediate and ultimate holding company: | | | | |
| Payment of lease liabilities and interest expense | (152,600) | (168,600) | (321,200) | (362,207) |
| Dividends paid | - | - | - | (751,493) |
| With associated companies: | | | | |
| Rental income | 9,000 | 25,453 | 40,568 | 25,453 |
| Rental expenses | 13,568 | (27,500) | (120,732) | (27,500) |
| Management fee income | - | 14,151 | - | 14,151 |
| IT service retainer fees | - | - | (27,000) | - |
| Other income from associated company | 117,216 | - | 126,362 | - |
| With joint venture: | | | | |
| IT service retainer fees | (153,360) | (76,320) | (231,120) | (152,640) |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

9. Tax expenses

The Group calculates the income tax expenses using the prevailing tax rate that would be applicable to the expected total annual earnings. The major components of income tax expenses in the condensed interim and full year consolidated statement of comprehensive income are:

| | Group | | | |
|---|--------------------------------------|--------------------------------------|--------------------------------------|------------------------------------|
| | 2H2025 (Unaudited) RM | 2H2024 (Unaudited) RM | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| Current income tax | | | | |
| - Current year | 932,362 | 900,505 | 1,292,613 | 2,184,659 |
| - Under provision in respect of previous period/years | 453,167 | 68,793 | 453,167 | 68,793 |
| Deferred tax | | | | |
| - Current year | (498,494) | 224,510 | (236,845) | 261,649 |
| - Adjustment in respect of deferred tax for prior years | 44,831 | (289,895) | 44,831 | (331,764) |
| | <u>931,866</u> | <u>903,913</u> | <u>1,553,766</u> | <u>2,183,337</u> |

10. Property, plant and equipment

During FY2025, the Group acquired assets amounted to RM0.7 million (FY2024: RM1.0 million) and disposed of assets which amounted to RM0.8 million (FY2024: RM1.9 million). There is no impairment charged for FY2025 and FY2024.

11. Right-of-use assets

Group as lessee

Nature of the Group's leasing activities

The Group's leasing activities comprise the following:

- (i) The Group leases various office spaces and stores, warehouses and motor vehicles from the immediate and ultimate holding company and non-related parties. The leases have an average tenure of between one (1) to five (5) years; and
- (ii) In addition, the Group leases certain office spaces and vehicles with contractual terms of up to one (1) year and these leases are generally short-term in nature. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

During FY2025, the Group recognised an addition of right-of-use assets in office spaces which amounted to RM1.2 million (FY2024: RM0.7 million) which arose from the expiration of the office lease term in FY2025.

12. Intangible assets

The Group's intangible assets as at 31 May 2025 comprise of goodwill on consolidation with a carrying amount of RM2.0 million (FY2024: RM2.0 million) and an internally developed computer software which was capitalised in FY2024.

During FY2025, the Group recognised a new computer software as intangible assets which amounted to RM0.7 million (FY2024: RM0.6 million).

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

13. Investment in subsidiaries

shopper360 Sdn. Bhd. ("shopper360") holds 100% equity interest in its wholly-owned subsidiary, ShopperPlus Sdn. Bhd. ("SPSB"), a company incorporated in Malaysia. During FY2025, to support the operational and developmental needs of SPSB, the Group increased its equity in SPSB through a debt capitalisation exercise amounting to RM1.0 million in November 2024. In addition, the Group had increased its equity investment in SPSB by way of a cash injection of additional capital of RM1.0 million via shopper360 in December 2024. This resulted in a RM2,000,000 increase in the Group's investment in SPSB.

In FY2025, Group and City Ventures Ltd. decided to cease operations of shopperPlus Myanmar Co.Ltd.. The Group lost control of its subsidiary when liquidator was appointed.

14. Investment in associated companies

During FY2025, the Group did not have additions to investment in associated companies. The associated companies are measured using the equity method.

In FY2025, MDSB is reclassified to current asset, as the Group and Future Fields Pte. Ltd. ("FFPL") had decided to cease operations in 2H2025.

15. Joint venture

During FY2025 and FY2024, the Group did not make any new investments in joint ventures. The Group's joint venture interest remains a 40.0% equity stake in Avinity Analytics Pte. Ltd. ("**Avinity**"), a company incorporated in Singapore.

The Group's investment in joint venture is measured using the equity method.

16. Financial assets at fair value through profit or loss

| | Group | |
|-------------------------------------|---|---------------------------------------|
| | As at 31.5.2025 (Unaudited) RM | As at 31.5.2024 (Audited) RM |
| Non-current | | |
| (a) CCCPS | 1,000,000 | 9,742,041 |
| Current | | |
| (b) Investments in short-term funds | 72,796 | 2,590,747 |

(a) CCCPS represents the Group's interest in the CCCPS of BetterPlace Safety Solution Private Limited ("**BP**"), incorporated in India, which is engaged in the business of providing full-stack human capital management technology solutions and services to its customer primarily tailored around blue-collared workers in terms of life-cycle management.

On 13 April 2023, the Group entered into a Share Purchase Agreement, a Seller Consideration Agreement and a Share Subscription Agreement (collectively known as the "**Agreements**") to sell its 21.5% shareholding in its former associated company, Troopers Innovation Sdn. Bhd. with net carrying amount of RM1,881,248 to BetterPlace Global Pte. Ltd. for a total consideration of RM13,696,570.

According to the Seller Consideration Agreement, the sale consideration is satisfied by cash consideration of RM3,954,528 and subscription consideration of RM9,742,041 which will be utilised to subscribe for 4,915 units of CCCPS of BP.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

16. Financial assets at fair value through profit or loss (cont'd)

The 4,915 units of CCCPS had been allotted to the Group and the CCCPS is convertible to a variable number of equity shares in BP to the value of RM9,742,041 and the number of shares to be issued will be based on the valuation of BP as of the conversion date. The Group has up to twenty (20) years from the date of subscription to convert the CCCPS. As at the date of this announcement, the Group has not exercised its right to convert any of the CCCPS.

BP continues to operate and has raised additional capital in the first half of 2025 to fund its current operations and the management accounts provided by BP have shown an improved financial result with a reducing net loss.

As part of the fair value assessment, management has considered BP's most recent audited financial statements for the year ended 31 March 2024, which had material uncertainty relating to going concern of BP, its current financial position and other information. Accordingly, the management has taken a conservative view to write down the fair value of investment to RM1 million given the current conditions of BP and market, along with the consideration of the characteristics and terms of the CCCPS.

- (b) Investments in short-term funds are short-term fixed income funds issued by a licensed financial institution in Malaysia.

17. Financial assets at fair value through other comprehensive income ("FVOCI")

| | Group | |
|--|---|---|
| | As at 31.5.2025 (Unaudited) RM | As at 31.5.2024 (Audited) RM |
| Equity investments designated at FVOCI | | |
| Unquoted equity investments | 10,679,835 | 7,215,409 |

Unquoted equity investments represent interests in companies in Malaysia, namely Lapasar Sdn. Bhd. and Mango Fintech Sdn. Bhd., both of which are engaged in business-to-business e-commerce/e-procurement and trading related activities. These investments in equity shares made by the Group are not held for trading. Accordingly, management has elected to designate these investments in equity shares at fair value through other comprehensive income. It is the Group's strategy to hold these investments for long-term purposes.

18. Share capital

| | Group and Company | | | |
|------------------------------------|--|---|--|---|
| | As at 31.5.2025 (Unaudited) No. of shares | As at 31.5.2025 (Unaudited) RM | As at 31.5.2024 (Audited) No. of shares | As at 31.5.2024 (Audited) RM |
| Issued and paid up: | | | | |
| At the beginning / end of the year | 108,803,600 | 51,850,444 | 108,803,600 | 51,850,444 |

All issued shares are fully paid ordinary shares.

The Company did not have any outstanding options, convertibles and subsidiary holdings as at 31 May 2025 and 31 May 2024.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

19. Treasury shares

| | Group and Company | | | |
|---|--|---|--|---|
| | As at 31.5.2025 (Unaudited) No. of shares | As at 31.5.2025 (Unaudited) RM | As at 31.5.2024 (Audited) No. of shares | As at 31.5.2024 (Audited) RM |
| Issued and paid up: | | | | |
| At the beginning / end of the year | 5,596,400 | 1,769,029 | 5,596,400 | 1,769,029 |
| Percentage of the aggregate number of treasury shares held against the total number of shares outstanding (excluding treasury shares and subsidiary holdings) | 5.14% | | 5.14% | |

The Company did not have any subsidiary holdings as at 31 May 2025 and 31 May 2024.

There were no sales, transfers, cancellation and/or use of treasury shares during FY2025 and FY2024, and as at 31 May 2025 and 31 May 2024.

20. (Loss)/earnings per ordinary share

| | 2H2025 (Unaudited) | 2H2024 (Unaudited) | FY2025 (Unaudited) | FY2024 (Audited) |
|---|-------------------------------|-------------------------------|-------------------------------|-----------------------------|
| (Loss)/profit attributable to equity holders of the Company (RM) | (11,807,632) | 4,810,382 | (12,928,097) | 2,764,448 |
| Weighted average number of ordinary shares during the period/year | 108,803,600 | 108,803,600 | 108,803,600 | 108,803,600 |
| Basic and diluted (loss)/earnings per ordinary share (RM sen) | (10.85) | 4.42 | (11.88) | 2.54 |

21. Net asset value per ordinary share

| | Group | | Company | |
|--|--|--|--|--|
| | As at 31.5.2025 (Unaudited) | As at 31.5.2024 (Audited) | As at 31.5.2025 (Unaudited) | As at 31.5.2024 (Audited) |
| Net asset value attributable to equity holders of the Company (RM) | 64,586,611 | 73,951,972 | 47,280,139 | 47,423,053 |
| Number of shares in issue (excluding treasury shares) | 108,803,600 | 108,803,600 | 108,803,600 | 108,803,600 |
| Net asset value per ordinary share (RM sen) | 59.36 | 67.97 | 43.45 | 43.59 |

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

22. Dividends paid

| | Group | |
|---|--------------------------------------|------------------------------------|
| | FY2025 (Unaudited) RM | FY2024 (Audited) RM |
| Ordinary dividends paid: | | |
| Final single tier tax exempted dividend of SGD0.005 per share, on the 108,803,600 ordinary shares, was declared on 27 September 2023 and paid on 20 October 2023 in respect of the financial year ended 31 May 2023 | - | 1,885,080 |

23. Borrowings and lease liabilities

The accompanying notes to the statement of financial position:

| | Group | |
|--|---|---|
| | As at 31.5.2025 (Unaudited) RM | As at 31.5.2024 (Audited) RM |
| <i>Aggregate amount of borrowings and debt securities:</i> | | |
| Repayable on demand or within 1 year | | |
| - Secured | 4,512,505 | 1,657,102 |
| - Unsecured | 790,710 | 1,105,088 |
| Repayable within 2 to 5 years | | |
| - Secured | - | - |
| - Unsecured | 391,738 | 704,064 |
| | <u>5,694,953</u> | <u>3,466,254</u> |

The Group's borrowings are in relation to:

- (i) motor vehicles acquired under finance lease agreements, and the liabilities are recorded as lease liabilities due to the adoption of SFRS(I) 16 Lease; and
- (ii) short term loan and revolving credit facilities obtained from a financial institution for the purpose of financing the working capital of the Group.

Details of any collateral

There was no collateral as at 31 May 2025 due to full repayment of bank facilities during FY2025. An amount of RM39,873 as at 31 May 2024 was included in lease liabilities is secured against motor vehicles under right-of-use assets with a net carrying value of RM37,344 as at 31 May 2024.

The Group has a short-term loan facility from a bank of RM4,138,833. The facility is secured by way of the following:

- (i) guarantees executed by the Shopper360 Sdn. Bhd. for RM7,000,000; and
- (ii) guarantees executed by Retail Galaxy Plus Sdn. Bhd. ("RG+") for RM7,000,000.

In addition to the above, the Group has a separate revolving credit facility from a bank of RM373,672. The facility is secured by way of the following:

- (i) guarantees executed by the Shopper360 Sdn. Bhd for RM3,000,000; and
- (ii) guarantees executed by RG+ for RM3,000,000.

24. Subsequent events

There are no known subsequent events which have led to adjustments to this set of condensed interim and full year consolidated financial statements.

(F) Other information required pursuant to Appendix 7C of the Catalyst Rules

1. Review

The condensed full year statement of financial position of the Group as at 31 May 2025 and the related condensed interim and full year statement of comprehensive income for 2H2025 and FY2025, condensed interim and full year consolidated statement of changes in equity as at 31 May 2025 and condensed full year consolidated statement of cash flows for FY2025 and certain explanatory notes have not been audited or reviewed by the auditors of the Company.

1.1 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:

- (a) Updates on the efforts taken to resolve each outstanding audit issue.**
- (b) Confirmation from the Board the impact of all outstanding audit issues on the financial statements have been adequately disclosed.**

Not applicable. The latest audited financial statements of the Company and the Group for FY2024 was not subject to any adverse opinion, qualified opinion or disclaimer of opinion.

2. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

(A) REVIEW OF THE GROUP'S PERFORMANCE

2H2025 vs 2H2024

Revenue

Revenue increased by RM0.3 million or 0.3%, from RM90.9 million in 2H2024 to RM91.2 million in 2H2025 mainly due to an increase in revenue from the Sales Execution and Distribution segment of RM3.9 million and partially offset by a decrease in revenue from the Advertising and Marketing segment of RM3.6 million.

Revenue from the Sales Execution and Distribution segment increased by RM3.9 million or 5.3% in 2H2025 as compared to 2H2024, mainly due to an increase in revenue from existing clients as they expanded their business scope and coverage.

Revenue from the Advertising and Marketing segment decreased by RM3.6 million or 19.8% in 2H2025 as compared to 2H2024, mainly due to a decline in business derived from the Malaysian market due to the boycott movement towards global brands linked to geopolitical tensions, which led to more cautious advertising expenditure by clients.

Cost of sales

Cost of sales increased by RM4.1 million or 6%, from RM73.1 million in 2H2024 to RM77.2 million in 2H2025. The increase in cost of sales in 2H2025 was primarily due to a shift in the Group's service mix to services with relatively lower gross profit margins and higher cost structures. As a result, the growth in cost of sales outpaced the increase in revenue.

Gross Profit and Gross Profit Margin

Gross profit decreased by RM3.8 million or 21.4%, from RM17.8 million in 2H2024 to RM14.0 million in 2H2025. The decrease in gross profit is mainly contributed by the Advertising and Marketing segment of RM3.6 million which was primarily due to a decline in our revenue and a shift in the Group's service mix to lower gross profit margin services.

As a result of the foregoing, gross profit margin decreased from 19.6% in 2H2024 to 15.3% in 2H2025.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

Other Income

Other income decreased by RM4.3 million or 91%, from RM4.7 million in 2H2024 to RM0.4 million in 2H2025, which was mainly due to the absence of a gain arising from dilution of shareholding interests in a previously-owned subsidiary, namely MDSB, of RM4.2 million recorded in 2H2024.

Other Operating Expenses

The other operating expenses in 2H2025 were mainly due to renovation assets written off as a result of relocation to a new office.

Administrative Expenses

Administrative expenses decreased by RM2.4 million or 14%, from RM17.4 million in 2H2024 to RM15.0 million in 2H2025. This reduction was primarily driven by the absence of administrative expenses incurred by MDSB, a previously-owned subsidiary which is currently recognised as an associated company of the Group.

Fair Value Loss on Financial Asset at Fair Value Through Profit or Loss

In 2H2025, the fair value loss on financial asset at FVTPL of RM8.7 million relates to the Group's investment in CCCPS. In 2H2024, the fair value loss at FVTPL was related to the write-down of the investment in the PB Group.

Other Expenses

Other expenses relate to the loss on liquidation of a subsidiary. In FY2025, the Group and City Ventures Ltd. decided to cease operations of shopperPlus Myanmar Co. Ltd.. Thus, the Group lost control of the subsidiary when the liquidator was appointed, and the subsidiary was deconsolidated from the Group's financial statements. A loss was recognised as a result of the deconsolidation.

Finance Costs

Finance costs decreased by RM27,000 or 23%, from approximately RM122,000 in 2H2024 to approximately RM95,000 in 2H2025, mainly due to a decrease in interest expenses on lease liabilities.

Share of Results of Associated Companies

Share of losses of associated companies increased by approximately RM0.6 million or 472%, from approximately RM129,000 in 2H2024 to approximately RM739,000 in 2H2025 mainly due to 1-month share of losses from MDSB in 2H2024 as compared to 6-month share of losses from MDSB in 2H2025. MDSB ceased to be a subsidiary of the Group and was recognised as an investment in associated company in May 2024.

Share of Results of Joint Venture

Share of results of joint venture was due to the share of gains of approximately RM102,000 in 2H2024 as compared to the share of losses of approximately RM39,000 in 2H2025. The share of losses was mainly due to bad debts written off recorded by Avinity and its subsidiary, Avinity Analytics Sdn. Bhd..

(Loss)/Profit Before Tax

As a result of the above, the Group recorded a loss before tax of RM11.3 million in 2H2025 as compared to a profit before tax of RM5.0 million in 2H2024.

Income Tax Expense

Income tax expense marginally increased by approximately RM28,000 or 3%, from approximately RM904,000 in 2H2024 to approximately RM932,000 in 2H2025.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

FY2025 vs FY2024

Revenue

Revenue increased by RM3.5 million or 2.0%, from RM180.7 million in FY2024 to RM184.2 million in FY2025 mainly due to an increase in revenue from the Sales Execution and Distribution segment of RM9.1 million which was offset by a decrease in revenue from the Advertising and Marketing segment of RM5.5 million.

Revenue from the Sales Execution and Distribution segment increased by RM9.1 million or 6.4% in FY2025, mainly due to an expansion of existing services for existing customers as they expanded their business scope and coverage.

Revenue from the Advertising and Marketing segment decreased by RM5.5 million or 14.1% in FY2025 mainly due to the boycott movement towards global brands linked to geopolitical tensions which led to cautious expenditure by clients, and the cessation of operations in shopperPlus Myanmar Co. Ltd. since 31 January 2025.

Cost of sales

Cost of sales increased by RM12.0 million or 8%, from RM142.9 million in FY2024 to RM154.9 million in FY2025. The increase in cost of sales in 2025 was primarily due to a shift in the Group's service mix to services with relatively lower gross profit margins and higher cost structures. As a result, the growth in cost of sales outpaced the increase in revenue.

Gross Profit and Gross Profit Margin

Gross profit decreased by RM8.4 million or 22%, from RM37.8 million in FY2024 to RM29.4 million in FY2025 and gross profit margin decreased from 20.9% in FY2024 to 15.9% in FY2025. It was mainly due to a decrease in the Advertising and Marketing segment by RM7.9 million resulted from a decline in revenue and a shift in the Group's service mix to services with relatively lower gross profit margins.

Other Income

Other income decreased by RM4.2 million or 84%, from RM5.0 million in FY2024 to RM0.8 million in FY2025, mainly due to the absence of a gain arising from the dilution of shareholding interests in a previously-owned subsidiary, being MDSB, of RM4.2 million recorded in 2H2024.

Administrative Expenses

Administrative expenses decreased by RM5.4 million or 15%, from RM35.8 million in FY2024 to RM30.4 million in FY2025. This reduction was primarily driven by the absence of administrative expenses incurred by MDSB, a previously-owned subsidiary which is currently recognised as an associated company of the Group.

Other Operating Expenses

The other operating expenses in FY2025 were mainly due to renovation assets written off as a result of relocation to a new office.

Reversal of impairment /(allowance of impairment) losses of trade receivables

Reversal of impairment losses on trade receivables in FY2025 relates to prior year allowance of impairment losses of trade receivables which are no longer needed. In FY2024, the allowance of impairment losses on trade receivables were mainly due to the impairment of trade receivables in PB Group.

Fair Value Loss on Financial Asset at Fair Value Through Profit or Loss

Based on the management assessment of an investee's financial performance and available information, the Group has recognised a fair value loss on FVTPL of RM8.74 million for the Group's investment in CCCPS in FY2025. During FY2024, the Group had written down the entire

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

value of the investment in the PB Group of RM2.38 million as all the business operations of PB Group had ceased since early November 2023. The said cessation was due to the lack of additional funding to support the operations of the PB Group.

Other Expenses

Other expenses relate to the loss on liquidation of subsidiary. In FY2025, the Group and City Ventures Ltd. decided to cease operations of shopperPlus Myanmar Co. Ltd.. Thus, the Group lost control of the subsidiary when the liquidator was appointed, and the subsidiary was deconsolidated from the Group's financial statements. A loss was recognised as a result of the deconsolidation.

Finance Costs

Finance costs decreased by RM73,000 or 31%, from approximately RM234,000 in FY2024 to approximately RM161,000 in FY2025, mainly due to a decrease in interest expenses on lease liabilities.

Share of Results of Associated Companies

Share of losses of associated companies increased by approximately RM1.4 million or 642%, from RM0.2 million in FY2024 to RM1.6 million in FY2025 and was mainly due to the losses incurred by MDSB which was recognised as an investment in associated company in May 2024.

Share of Results of Joint Venture

Share of results of joint venture decreased by RM65,000 or 67%, from approximately RM96,000 in FY2024 to approximately RM31,000 in FY2025.

(Loss)/Profit Before Tax

As a result of the above, the Group recorded a loss before tax of RM11.8 million as compared to a profit before tax of RM4.2 million in FY2024.

Income Tax Expense

Income tax expense decreased by RM0.6 million or 29%, from RM2.2 million in FY2024 to RM1.6 million in FY2025, mainly due to a decrease in tax expenses which is in line with the decrease in profit.

(B) REVIEW OF THE GROUP'S FINANCIAL POSITION

Non-Current Assets

The Group's non-current assets decreased by RM10.0 million, from RM30.0 million as at 31 May 2024 to RM20.0 million as at 31 May 2025. The decrease is attributed to decrease in (i) financial assets at FVTPL of RM8.7 million, (ii) investment in associated companies of RM4.2 million, (iii) right-of-use of assets of RM0.6 million, (iv) property, plant and equipment of RM0.6 million. The decrease were partly offset by increase in (i) financial assets at FVOCI of RM3.5 million, (ii) intangible assets of RM0.5 million, and (ii) deferred tax assets of RM0.2 million.

The decrease in financial asset at FVTPL was mainly due to a fair value loss recognised on an investment in CCCPS based on management's assessment on the investee's financial performance and available information.

The decrease in investment in associated companies was mainly due to the share of losses in MDSB and the reclassification of MDSB from non-current asset to current asset.

The decrease in right-of-use of assets was due to the depreciation and the expiration of the office lease. The decrease in property, plant and equipment was due to the depreciation and the disposal of assets such as motor vehicles.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

The increase in financial assets at FVOCI was due to the gain on fair value in unquoted shares investment in Lapasar Sdn. Bhd..

The increase in intangible assets was due to the recognition of a computer software in FY2025.

The increase in deferred tax assets was mainly due to the temporary timing difference in the recognition of the increases in unabsorbed business losses not utilised resulted from the increases in losses before tax.

Current Assets

The Group's current assets marginally decreased by RM0.02 million as at 31 May 2025, due to decrease in (i) cash and cash equivalents of RM7.7 million, and (ii) financial assets at FVTPL of RM2.5 million. The decrease was partly offset by the increase in (i) contract assets of RM6.8 million (ii) investment in associated companies of RM2.6 million, (iii) tax recoverable of RM0.5 million, and (iv) trade and other receivables of RM0.3 million.

Please refer to the section titled "Review of the Group's Cash Flow Statement" in Section C below for explanations on the decrease in cash and cash equivalents of the Group.

The decrease in financial assets at FVTPL was mainly due to lower placement of short-term investments.

The increase in contract assets was mainly due to an increase in revenue relating to unbilled services rendered.

The increase in investment of associated companies was mainly due to reclassification of MDSB from non-current asset into current asset as the Group and FFPL had decided to cease operations of MDSB in 2H2025.

The increase in tax recoverable was mainly attributable to tax instalment refunds pending receipt from the tax authorities.

The increase in trade and other receivables is attributable to the amount from a previously-owned subsidiary arising from the deconsolidation of shopperPlus Myanmar.

Equity

The Group's equity decreased by RM10.1 million, from RM74.7 million as at 31 May 2024 to RM64.6 million as at 31 May 2025, mainly due to decrease in (i) retained earnings of RM13.5 million, (ii) non-controlling interest of RM0.8 million and offset with the increase in (i) fair value reserve of RM3.5 million, and (ii) currency translation reserves of RM0.6 million.

Non-Current Liabilities

The Group's non-current liabilities decreased by approximately RM0.3 million from RM0.8 million as at 31 May 2024 to RM0.5 million as at 31 May 2025, mainly due to a decrease in lease liabilities.

Current Liabilities

The Group's current liabilities increased by RM0.4 million, from RM20.4 million as at 31 May 2024 to RM20.8 million as at 31 May 2025, due to increase in borrowings of RM2.9 million and partly offset by decrease in (i) trade and other payables of RM2.1 million, and (ii) lease liabilities of RM0.4 million.

Borrowings increased by RM2.9 million, due to the short-term loans to support business operations. The decrease in trade and other payables is mainly due to a reduction in the reimbursement of expenses payable to sales force staff and payment of bonuses in respect of FY2025. Lease liabilities decreased by RM0.4 million, mainly due to repayment of lease liabilities.

Working Capital

The Group reported a positive working capital of RM45.1 million as at 31 May 2025, as compared to RM45.6 million as at 31 May 2024.

(C) REVIEW OF THE GROUP'S CASH FLOW STATEMENT

Net cash used in operating activities in FY2025 was RM8.2 million, due to operating cash flow before changes in working capital of RM1.6 million, net working capital outflow of RM6.0 million, and payment of income tax expense of RM2.2 million. Net working capital outflow was mainly due to an increase in trade and other receivables and contract assets of RM5.6 million and a decrease in trade and other payables and contract liabilities of RM1.9 million and translation difference of RM0.2 million.

Net cash used in investing activities in FY2025 was RM0.8 million, due to the (i) derecognition of cash balance from liquidation of subsidiary of RM2.9 million, (ii) additions of intangible assets of RM0.7 million and (iii) purchase of property, plant and equipment of RM0.7 million, and partly offset by the (i) redemption of financial assets at FVTPL of RM2.5 million, (ii) proceeds from the disposal of non-current assets of RM0.6 million, and (iii) interest received of RM0.3 million.

Net cash generated from financing activities of RM1.5 million in FY2025 was due to net proceeds from the short-term loans of RM2.9 million and partially offset by the (i) repayment of lease liabilities of RM1.2 million, and (ii) payment of interest expenses of RM0.2 million.

As a result of the above, net cash and cash equivalents decreased by RM7.7 million in FY2025.

3. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

The unaudited consolidated financial results of the Group for FY2025 as set out in this announcement, are in line with the profit guidance announcement for FY2025 released by the Company on 22 July 2025.

4. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.Malaysia

Malaysia's retail industry recorded a 5.9% year-on-year increase in early 2025¹, fueled by resilient consumer spending, stable inflation, low unemployment, and strong performances in grocery, convenience, and FMCG channels². These trends, coupled with growing digital integration and experiential consumer demand, presents multiple avenues for shopper360 to strengthen its role as a strategic partner to brands and retailers.

Continued Capitalisation of Omnichannel Retail and Integrated Campaigns

The shift toward omnichannel retail presents a strong opportunity for Shopper360 to offer clients fully integrated shopper journeys that bridge physical, digital, and experiential touchpoints. Brands are increasingly seeking partners who can design hybrid activations such as VR experience.³ Digital engagement to on-ground experiences such as mall roadshows, pop-ups, or store-level promotions. Shopper360's diversified capabilities across events, in-store media, and shopper marketing uniquely position it to orchestrate these campaigns and capture greater share of clients' marketing spend.

¹ <https://focusmalaysia.my/malaysias-retail-sector-powers-ahead-with-5-9-growth-in-feb-2025/> (21 April 2025)

² <https://www.midf.com.my/sites/corporate/files/2025-04/consumer-steady-through-the-storm-midf-210425.pdf> (21 April 2025)

³ <https://feedonomics.com/blog/omnichannel-trends/> (17 April 2025)

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

Elevating Merchandising Through Technology and Execution Excellence

Outsourced merchandising remains a core growth engine for shopper360. As FMCG clients demand greater transparency and return-on-investment from their merchandising partners, there is a clear upside for the Group to deepen its value proposition through technology. Field-force digitisation (through field force automation software), AI-driven tools (AI agents), and performance-linked KPIs can enhance execution visibility, improve compliance, and increase client satisfaction. Having invested in Avinity and partnering with Avinity to assist clients in data analytics and real-time reporting, shopper360 can differentiate itself from traditional players and move upstream in client planning cycles.

Unlocking Experiential Retail and Neighbourhood Mall Activations

Experiential retail and “retailtainment” continue to gain traction, especially in mixed-use developments like Lalaport Bukit Bintang, 1Utama, Mid-Valley and Sunway Pyramid. Brands are eager to activate in community-based retail hubs where consumer footfall is high, and shopper360’s event and activation teams can lead this opportunity by offering end-to-end retailtainment concepts. From ‘Beer in the Sky’ event to interactive brand pop-ups such as Milo Intense Kiosk, these activations open the door to long-term client relationships and cross-sell opportunities across media and shopper services.

Growing In-Store Media Through Innovation and Retail Partnerships

As brands seek measurable and engaging in-store visibility, the Group’s in-store media business stands to benefit from upgrading its formats and analytics capabilities. Opportunities lie in expanding customer base to deploy Tokinomo with its Shelfobot technology that can track dwell time and number of impressions, RFID-enabled displays, bundled with traditional point-of-sale banners. Strategic partnerships with leading brands and retailers can also unlock longer-term partnerships.

Tapping into Loyalty

Malaysia’s loyalty marketing space is set to surpass USD 471.7 million in 2025.⁴ shopper360 can ride this wave by helping brands develop gamified, data-driven shopper campaigns that plug into existing loyalty ecosystems. Through receipt-based rewards, first-party data collection, and tiered shopper incentives, the Group can deliver measurable engagement while enhancing campaign stickiness which is being carried out by several of the Group’s notable clients such as Nestle and P&G.

Embedding Sustainability and Purpose in Shopper Campaigns

As ESG becomes a core procurement and branding concern for many clients, shopper360 has developed sustainable campaign formats, which includes reusable event assets, assets that can modify to the size of the event location, or assets that change its design digitally has allowed shopper360 to provide solutions that align with multinational brand mandates.

Conclusion

shopper360 has pruned several non-performing divisions and is now strategically placed to unlock new growth by offering integrated, digital-first, and insight-led retail solutions. Combining capabilities across merchandising, activations, media, and loyalty through contests gamification, and by embracing innovation and sustainability, the Group is confident in its ability to deliver enhanced value to its clients in the year ahead.

⁴ <https://www.researchandmarkets.com/reports/5585242/malaysia-loyalty-programs-market-intelligence> (29 January 2025)

5. Dividend

(a) Any dividend recommended/declared for the current financial period reported on?

No dividend was proposed by the Board of Directors for the forthcoming annual general meeting of the Company.

(b) Any dividend recommended/declared for the corresponding period of the immediately preceding financial year?

No dividend was declared in the immediately preceding financial year.

(c) Date payable

No dividend was proposed by the Board of Directors for the forthcoming annual general meeting of the Company.

(d) Books closure date

No dividend was proposed by the Board of Directors for the forthcoming annual general meeting of the Company.

6. If no dividend has been declared/recommended, a statement to the effect and reason(s) for the decision.

No dividend has been declared/recommended for FY2025, as the Board of Directors deems it appropriate to retain the cash for the Group's working capital, capital expenditure and future growth.

7. If the group has obtained a general mandate from shareholders for interested person transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect

The Group does not have a general mandate for interested person transactions.

8. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Rule 720(1)

The Company confirms that all the required undertakings under Rule 720(1) of the Catalist Rules have been obtained from all its directors and executive officers in the format set out in Appendix 7H of the Catalist Rules.

9. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

Please refer to Section (E) Note 4 and Section (F) 2(A) for details.

10. A breakdown of sales

| | Group | | |
|---|---------------------|--------------------|------------------------------|
| | FY2025 RM | FY2024 RM | Increase/ (Decrease) % |
| Sales reported for: | | | |
| (a) First half of the financial year | 93,057,736 | 89,785,132 | 4 |
| (b) Second half of the financial year | 91,188,736 | 90,894,434 | 0 |
| | <u>184,246,472</u> | <u>180,679,566</u> | 2 |
| Operating (loss)/profit after tax before deducting non-controlling interests reported for: | | | |
| (a) First half of the financial year | (1,069,782) | (2,070,969) | (48) |
| (b) Second half of the financial year | (12,234,904) | 4,056,652 | (>100) |
| | <u>(13,304,686)</u> | <u>1,985,683</u> | (>100) |

11. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:

| | FY2025 RM | FY2024 RM |
|----------------------|--------------|--------------|
| (a) Ordinary (Final) | - | - |
| (b) Preference | - | - |
| | <u>-</u> | <u>-</u> |

There are no dividends declared in both FY2025 and FY2024.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

- 12. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.**

| Name | Age | Family relationship with any director or CEO and/or substantial shareholder | Current position and duties, and the year the position was first held | Details of changes in duties and position held, if any, during the year |
|---------------------|------------|--|--|--|
| Chew Sue Ann | 46 | Daughter of Yap Phaik Kwai, the controlling shareholder of the Company, and spouse of James Ling Wan Chye, Executive Director of the Company | Executive Chairman and Group Managing Director since date of incorporation of the Company. Responsible for overseeing operations of the Group. | - |
| James Ling Wan Chye | 47 | Son-in-law of Yap Phaik Kwai, the controlling shareholder of the Company, and spouse of Chew Sue Ann, Executive Chairman and Group Managing Director | Executive Director (Since year 2021) Director of Corporate Finance and Strategy (Since year 2018) Responsible for overseeing corporate finance and human resource functions of the Group, as well as executing key strategic initiatives of the Group. | - |

- 13. Disclosure of acquisition (including incorporations) and sale of shares since the end of the previous reporting period pursuant to Rule 706A of the Catalist Rules**

The Group does not have any acquisitions (including incorporations) and realisations of shares in subsidiaries and/or associated companies since 31 May 2024 pursuant to Rule 706A of the Catalist Rules.

Capital Injection

shopper360 Sdn. Bhd. ("shopper360") holds 100% equity interest in its wholly-owned subsidiary, ShopperPlus Sdn. Bhd. ("SPSB"), a company incorporated in Malaysia. During FY2025, to support the operational and developmental needs of SPSB, the Group increased its equity in SPSB through a debt capitalisation exercise amounting to RM1.0 million in November 2024. In addition, the Group had increased its equity investment in SPSB by way of a cash injection of additional capital of RM1.0 million via shopper360 in December 2024. This resulted in a RM2,000,000 increase in the Group's investment in SPSB.

The cash injection was funded by internal resources and does not have any material impact on the Group's earnings per share and net tangible asset value per share for the current financial year. It aligns with the Group's strategic objectives and does not present any adverse effects on the interests of the Group or its shareholders.

SHOPPER360 LIMITED AND ITS SUBSIDIARIES

(Company Registration Number: 201634929Z)

None of the directors and controlling shareholders of the Company has any interest, direct or indirect, in the above cash injection (other than by reason of being a director or controlling shareholder of the Company).

Liquidation of shopperPlus Myanmar Co., Ltd.

On 5 March 2025, the Group announced via SGXNet that shopperPlus Myanmar Co., Ltd. ("**shopperPlus**"), a subsidiary in which the Group holds a 60% shareholding, has resolved to undergo liquidation and has initiated a members' voluntary liquidation process.

The liquidation of shopperPlus is not expected to have any material impact on the earnings per share and net tangible assets per share of the Group for FY2025.

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the aforementioned members' voluntary liquidation (other than through their respective shareholdings in the Company, if any).

BY ORDER OF THE BOARD

Chew Sue Ann
Executive Chairman and Group Managing Director
30 July 2025