

SHOPPER360 LIMITED

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

RESULTS OF ANNUAL GENERAL MEETING HELD ON 29 SEPTEMBER 2020

Pursuant to Rule 704(15) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the board of directors (the “**Board**” or the “**Directors**”) of shopper360 Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that, at the Annual General Meeting of the Company (“**AGM**”) held on Tuesday 29 September 2020 at 2.00 p.m., all resolutions relating to the matters as set out in the Notice of AGM dated 14 September 2020 were duly passed by way of poll by shareholders of the Company (“**Shareholders**”).

The results of the poll on each of the resolutions put to vote at the AGM are set out below:

Breakdown of all valid votes cast at the AGM

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 1</u> Adoption of the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 May 2020, together with the Auditors’ Report thereon	77,757,000	77,757,000	100	0	0
<u>Resolution 2</u> Re-election of Ms Margaret Au Yong as a Director of the Company	77,757,000	77,757,000	100	0	0
<u>Resolution 3</u> Re-election of Ms Wong Chin Chin as a Director of the Company	77,757,000	77,757,000	100	0	0
<u>Resolution 4</u> Approval of Directors’ fees amounting to S\$63,455 for the current financial year ending 31 May 2021 to be paid quarterly in arrears	77,757,000	77,757,000	100	0	0

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 5</u> Re-appointment of Messrs Baker Tilly TFW LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration	77,757,000	77,757,000	100	0	0
<u>Resolution 6</u> Authority to allot and issue shares in the capital of the Company	77,757,000	77,757,000	100	0	0
<u>Resolution 7</u> Authority to grant awards, allot and issue shares under the shopper360 Performance Share Plan	77,757,000	77,757,000	100	0	0
<u>Resolution 8</u> Proposed Renewal of the Share Buy-back Mandate	34,438,416	34,438,416	100	0	0

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

Resolution 8 – Proposed renewal of the Share Buy-back Mandate

Ms Chew Sue Ann (Executive Chairman and Group Managing Director) and her associates (including Rekaweb.Com Sdn Bhd), whom in aggregate hold 43,560,250 Shares, have abstained from voting and/or not submitted proxy forms in relation to Resolution 8, pursuant to the conditions for exemption under Appendix 2 of the Singapore Code on Take-overs and Mergers. Please refer to section 2.9 of the Addendum to 2020 Annual Report in relation to the Proposed Renewal of the Share Buy-Back Mandate dated 14 September 2020 for details.

Name of firm and/or person appointed as scrutineer

Finova BPO Pte. Ltd. was appointed as the scrutineer for the conduct of the poll at the AGM.

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

Ms Margaret Au Yong was re-elected as a Director of the Company at the AGM pursuant to Regulation 112 of the Company's Constitution. She remains as an Independent Director and Chairman of the Remuneration Committee and a member of the Audit Committee. The Board

considers Ms Margaret Au Yong to be independent for the purpose of Rule 704(7) of the Catalist Rules.

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

BY ORDER OF THE BOARD

CHEW SUE ANN

Executive Chairman and Group Managing Director
29 September 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd., at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.