

SHOPPER360 LIMITED

(Company Registration Number: 201634929Z)

(Incorporated in the Republic of Singapore)

LETTER TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29 SEPTEMBER 2020

Dear Shareholders

This letter is circulated together with and forms part of shopper360 Limited's (the "Company") Notice of Annual General Meeting ("AGM") dated 14 September 2020 (the "Notice of AGM") in respect of the upcoming AGM of the Company scheduled to be held on Tuesday, 29 September 2020 at 2:00 p.m..

The AGM is an important event in the Company's corporate calendar. Normally, we would arrange our shareholders ("Shareholders") to attend the AGM physically as it is an opportunity for the board of directors (the "Board") and management of the Company to meet and engage with the Shareholders directly.

This year we are faced with an unprecedented situation due to the COVID-19 outbreak. We wish to highlight the following updates on the COVID-19 outbreak which has affected our AGM preparation:

1. the implementation by the Singapore Government on 3 April 2020 of an elevated set of safe distancing measures as "circuit breakers" to pre-empt the trend of increasing local transmission of COVID-19;
2. the COVID-19 (Temporary Measures) Act 2020 ("COVID-19 Act") which was passed by Parliament on 7 April 2020 which enables the Minister of Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, teleconferencing or other electronic means;
3. the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 published on 13 April 2020 ("COVID-19 Order") which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
4. the Joint Statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation which was issued on 13 April 2020 ("13 April Joint Statement"), providing a checklist (which provides further guidance on the COVID-19 Act and the COVID-19 Order) to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

In light of the above developments, the Board wishes to inform Shareholders that the Company will be conducting the AGM wholly by way of electronic means pursuant to First Schedule of the COVID-19 Order and the 13 April Joint Statement. **For the avoidance of doubt, there will be no physical location to facilitate the conduct of the AGM by way of electronic means.** Accordingly, the Company will not be applying for the automatic time-limited exemption granted by the Ministry of

Trade and Industry to issuers (and the issuers' service provider(s), if any) to have temporary operations in the same physical location for the purpose of holding the AGM.

The Company will arrange for (i) a "live" webcast of the AGM, which allows Shareholders to view the proceedings of the AGM ("LIVE WEBCAST"); and (ii) audio only means, which allows Shareholders to observe the proceedings of the AGM ("AUDIO ONLY MEANS"). Shareholders can ONLY participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS (collectively, the "electronic means").

PRE-REGISTRATION OF AGM

1. For Shareholders who would like to view the proceedings of the AGM via LIVE WEBCAST or listen to the proceedings of the AGM via AUDIO ONLY MEANS, Shareholders will need to pre-register online at the URL <https://globalmeeting.bigbangdesign.co/shopper360>, no later than 2:00 p.m. on 26 September 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the "Registration Deadline") to enable the Company to verify the Shareholders' status.
2. Authenticated Shareholders will receive an email confirmation by 27 September 2020 which contains a unique link to access the LIVE WEBCAST and/or the AUDIO ONLY MEANS.
3. Shareholders MUST NOT forward the details of the email confirmation which contains the abovementioned unique link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST and AUDIO ONLY MEANS.
4. Shareholders, who would have been able to be appointed by proxies by relevant intermediaries under Section 181(1C) of the Companies Act, Chapter 50 of Singapore ("Companies Act"), such as SRS investors, should approach their SRS Operators to participate in the AGM via electronic means.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 27 September 2020 may contact the Company's Share Registrar at main@zicoholdings.com for assistance.

SUBMISSION OF QUESTIONS

1. Shareholders will not be able to ask questions during the AGM via electronic means. Therefore it is important for Shareholders to submit their questions in advance of the AGM.
2. Shareholders may submit any questions they may have in advance in relation to any resolution set out in the Notice of AGM by 2.00 p.m. on 26 September 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) at the URL <https://globalmeeting.bigbangdesign.co/shopper360>.
3. The Company will provide its responses to substantial queries and relevant comments from Shareholders relating to the agenda of the AGM ("Response") prior to the AGM via publication on SGXNet and the Company's corporate website at the URL <https://shopper360.com.my/announcements/>, or at the AGM via LIVE WEBCAST and AUDIO ONLY MEANS. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published on SGXNet and the Company's corporate website at the URL

<https://shopper360.com.my/announcements/> together with the minutes of the AGM, within one (1) month after the conclusion of the AGM.

4. Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as SRS investors, should approach their respective agents, such as SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.

SUBMISSION OF PROXY FORM

1. **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or AUDIO ONLY MEANS, and can only vote with their proxy forms which are required to be submitted in accordance with the following paragraphs.**
2. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM respectively as their proxy by completing the respective Proxy Form for the AGM. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("Proxy Form") thereof, must:
 - a) if sent personally or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544; or
 - b) if submitted by email, be received by the Company's Share Registrar B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, **by 2:00 p.m. on 26 September 2020** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) and in default, the Proxy Form for the AGM shall not be treated as valid.

4. **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email as early as possible, to enable your vote(s) to be counted, and to follow all government guidance and requirements.**
5. SRS investors who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective SRS Operators to submit their votes to the Company's Share Registrar, B.A.C.S. Private Limited at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com at least seven (7) working days before the AGM (i.e **by 2:00 p.m. on 18 September 2020**).

DOCUMENTS FOR THE AGM

Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 May 2020, Notice of AGM, the Addendum to Notice of AGM dated 14

September 2020 in relation to the proposed renewal of share buy-back mandate, and the accompanying Proxy Form for the AGM, have been sent to Shareholders by electronic means via publication on SGXNet and the Company's website at the URL <https://shopper360.com.my/announcements/> on 14 September 2020.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by the government or any regulatory bodies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates on the AGM on the SGXNet or at the Company's website at the URL <https://shopper360.com.my/announcements/>.

By Order of the Board
SHOPPER360 LIMITED

Chew Sue Ann
Executive Chairman and Group Managing Director
14 September 2020

This announcement has been prepared by shopper360 Limited and its contents have been reviewed by the Company's sponsor (the "Sponsor"), ZICO Capital Pte. Ltd., in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

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

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