

shopper360



SHOPPER360 LIMITED

(Company Registration Number: 201634929Z)

(Incorporated in the Republic of Singapore on 27 December 2016)

OFFER DOCUMENT DATED 21 JUNE 2017

(Registered by the Singapore Exchange Securities Trading Limited, acting as agent on behalf of the Monetary Authority of Singapore on 21 June 2017)

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser(s).

ZICO Capital Pte. Ltd. (“ZICO Capital” or the “Sponsor and Issue Manager”) has on behalf of shopper360 Limited (the “Company”) made an application to the Singapore Exchange Securities Trading Limited (the “SGX-ST”) for permission to deal in, and for listing and quotation of, all the ordinary shares (the “Shares”) in the capital of the Company already issued (including the Vendor Shares (as defined herein)), the new Shares (the “New Shares”) which are the subject of the Placement (as defined herein), and the new Shares which may be issued pursuant to the shopper360 Performance Share Plan (the “Award Shares”), on Catalist (as defined herein). The dealing in and quotation of the Shares will be in Singapore dollars.

Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the shares or units of shares traded on Catalist. You should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with your professional adviser(s).

This offer of Placement Shares is made in or accompanied by an offer document that has been registered by the SGX-ST acting as agent on behalf of the Monetary Authority of Singapore (the “Authority”).

Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Document. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Offer Document, including the correctness of any of the statements or opinions made or reports contained in this Offer Document. The SGX-ST does not normally review the application for admission but relies on the Sponsor and Issue Manager confirming that our Company is suitable to be listed on Catalist and complies with the Catalist Rules (as defined herein). Neither the Authority nor the SGX-ST has in any way considered the merits of the Shares, the New Shares or the Award Shares, as the case may be, being offered for investment. The registration of this Offer Document by the SGX-ST does not imply that the Securities and Futures Act (Chapter 289) of Singapore, or any other legal or regulatory requirements, or requirements under the Catalist Rules, have been complied with.

Acceptances of applications will be conditional upon the issue of the New Shares, and the listing and quotation of all our existing issued Shares, the Placement Shares and the Award Shares on Catalist. Monies paid in respect of any application accepted will be returned to you at your own risk, without interest or any share of revenue or other benefit arising therefrom, if the admission and listing do not proceed, and you will not have any claims against us, the Vendors, the Sponsor and Issue Manager, and the Placement Agent.

We have not lodged or registered this document in any other jurisdiction.

Investing in our Shares involves risks which are described in the section entitled “RISK FACTORS” of this Offer Document.

After the expiration of six (6) months from the date of registration of this Offer Document, no person shall make an offer of our Shares, or allot, issue or sell any of our Shares, on the basis of this Offer Document; and no officer or equivalent person or promoter of our Company will authorise or permit the offer of any of our Shares or the allotment, issue or sale of any of our Shares, on the basis of this Offer Document.

Sponsor and Issue Manager



ZICO Capital Pte. Ltd.

(Company Registration Number: 201613589E)

(Incorporated in the Republic of Singapore)



**PLACEMENT IN
RESPECT OF 38,000,000
PLACEMENT SHARES
COMPRISING 18,000,000
NEW SHARES AND
20,000,000 VENDOR
SHARES, AT S\$ 0.29
FOR EACH PLACEMENT
SHARE, PAYABLE IN FULL
ON APPLICATION.**

Placement Agent



UOB Kay Hian Private Limited

(Company Registration Number: 197000447W)

(Incorporated in the Republic of Singapore)