

IWOW TECHNOLOGY LIMITED
Company Registration No. 199905973K
(Incorporated in the Republic of Singapore)
(the “**Company**”)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD AT SAFRA
TOA PAYOH LEVEL 3, EVEREST ROOM, 293 LOR 6 TOA PAYOH, SINGAPORE 319387 ON
FRIDAY, 28 JULY 2023 AT 2:40 P.M.**

PRESENT

DIRECTORS

Mr Soo Kee Wee	:	Chairman and Non-Executive Director
Mr Raymond Bo Jiang Chek	:	Chief Executive Officer and Executive Director
Mr Ang Swee Tian	:	Lead Independent Director
Mr Liew Kok Oon	:	Independent Director
Ms Thong Yuen Siew Jessie	:	Independent Director

IN ATTENDANCE / BY INVITATION

As per attendance record maintained by the Company.

SHAREHOLDERS

As per attendance record maintained by the Company.

QUORUM

As there was a quorum, Mr Soo Kee Wee (“**Mr Soo**”) the Non-Executive Chairman, called the Extraordinary General Meeting of the Company (the “**Meeting**”) to order at 2:40 p.m.

NOTICE

The Notice convening the Meeting dated 13 July 2023 was taken as read.

INTRODUCTION

Mr Soo welcomed all attendees joining the Meeting and introduced the Directors and the Chief Financial Officer to the shareholders. The representatives from the Sponsor, Auditors and the Company Secretaries were also present at the Meeting.

Mr Soo invited Mr Bo Jiang Chek Raymond, the Company’s Chief Executive Officer and Executive Director, to chair the Meeting in his place.

OPENING ADDRESS

Mr Bo (“**Chairman**” of the Meeting) informed that the sole resolution tabled at the Meeting will be voted by poll in accordance with the Company’s Constitution and the poll voting process would be conducted after the resolution has been duly proposed and seconded. The Company has engaged B.A.C.S. Private Limited as the polling agent and Insights Law LLC as the scrutineer to assist with the poll voting at the Meeting.

The Chairman informed that the Company has not received any questions relating to the Meeting from the shareholders prior to the Meeting.

The Chairman then proceeded with the sole Agenda of the Meeting, which was to seek the shareholders’ approval on the proposed adoption of the share buy-back mandate.

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

The following motion was proposed by Mr Mah Kian Yen and seconded by Mr Chan Kin Kok:

“That pursuant to the Constitution:

That:

- (a) for the purposes of the Companies Act 1967 of Singapore (the “**Act**”) and the Catalist Rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined) during the Relevant Period (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) on-market purchases (“**Market Purchases**”) transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (“**Off-Market Purchases**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Act and the Catalist Rules of the SGX-ST as may for the time being be applicable (the “**Share Buy-Back Mandate**”);
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held or required by law or the Constitution of the Company to be held;
 - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buy-Back Mandate is varied or revoked by the shareholders of the Company in a general meeting (if so varied or revoked prior to the next annual general meeting);

(c) in this Resolution:

“**Prescribed Limit**” means that the number of Shares representing ten per cent. (10%) of the issued ordinary share capital as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered;

“**Relevant Period**” means the period commencing on and from the Approval Date, up to the earliest of:

- (i) the conclusion of the next AGM or the date by which such AGM is required by law to be held;
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting;

“Maximum Price” in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105 per cent. (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme: 120 per cent. (120%) of the Average Closing Price,

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day of making the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

It was noted that Mr Soo Kee Wee and his concert party have abstained from voting on this resolution.

The Chairman invited shareholders to post their questions if any. As there were no questions from the shareholders, the Chairman invited the representative from Insights Law LLC to explain the poll voting procedures to the shareholders.

POLLING

The shareholders were directed to complete and hand over the duly completed poll voting slip to the Scrutineer for verification and votes counting purpose.

The Meeting was paused for a short while, pending the poll result to be counted and announced.

RESULTS OF THE POLL VOTING

Upon the completion of the verification and counting of the votes, the results of the poll were handed to the Chairman. The Chairman then announced the results of the poll as follows:

Resolution number and Resolution 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 (%)
1 The Proposed Adoption of the Share Buy-Back Mandate.	197,232,000	75,245,260	100	0	0

Based on the poll voting results as confirmed by the Scrutineer, the Chairman declared that the sole ordinary resolution tabled at the Meeting was carried.

CONCLUSION

There being no other business to transact, the Chairman thanked everyone for attending the Meeting and declared the Meeting of the Company closed at 2:45 p.m.

Confirmed as True Record of Proceedings held



Raymond Bo Jiang Chek
Chairman of the Meeting