

CIRCULAR DATED 13 JULY 2023

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by iWOW Technology Limited (the “**Company**”). **If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.**

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

This Circular has been reviewed by the Company’s sponsor, Evolve Capital Advisory Private Limited (the “**Sponsor**”). It 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 Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The Sponsor has also not drawn on any specific technical expertise in its review of this Circular.

The contact person for the Sponsor is Mr Jerry Chua, who can be contacted at 138 Robinson Road, Oxley Tower, #13-02, Singapore 068096, Telephone: (65) 6241 6626.



iWOW

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

IMPORTANT DATES AND TIMES:

- | | |
|--|--|
| Last date and time for lodgement of Proxy Form | : 25 July 2023 at 3:00 p.m. |
| Date and time of the EGM | : 28 July 2023 at 3:00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2:00 p.m. on the same day at the same place) |

Place of the EGM

: SAFRA Toa Payoh
Level 3, Everest Room
293 Lor 6 Toa Payoh
Singapore 319387

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CONTENTS

DEFINITIONS	1
LETTER TO SHAREHOLDERS.....	1
1. INTRODUCTION.....	1
2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE	1
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	19
4. EGM	19
5. ABSTENTION FROM VOTING	19
6. ACTION TO BE TAKEN BY SHAREHOLDERS.....	20
7. LEGAL ADVISER	20
8. CONSENT	20
9. DIRECTORS' RECOMMENDATIONS	20
10. DIRECTORS' RESPONSIBILITY STATEMENT	20
11. DOCUMENTS AVAILABLE FOR INSPECTION.....	21
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM.....	P-1

DEFINITIONS

In this Circular, the following definitions apply throughout unless otherwise stated:

General

- “ACRA” or “Registrar of Companies”** : The Accounting and Corporate Regulatory Authority of Singapore
- “AGM”** : Annual general meeting
- “Approval Date”** : The date of the EGM at which the Proposed Adoption of the Share Buy-Back Mandate is approved by Shareholders
- “Associate”** : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of thirty per cent. (30%) or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of thirty per cent. (30%) or more
- “Average Closing Market Price”** : The average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded before the day of the making the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day of the making of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back
- “Board” or “Board of Directors”** : The board of directors of the Company
- “Catalist Rules”** : Any or all of the rules in the Listing Manual Section B: Rules of Catalist, as the case may be, as amended, supplemented or modified from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This circular dated 13 July 2023 issued by the Company to the Shareholders

DEFINITIONS

“Companies Act”	: The Companies Act 1967 of Singapore, as may be amended, supplemented or modified from time to time
“Company”	: iWOW Technology Limited
“Constitution”	: The constitutive documents of the Company for the time being in force as originally framed, or as amended or modified from time to time
“Controlling Shareholder”	: A person who: (i) holds directly or indirectly fifteen per cent. (15%) or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph (i) is not a controlling shareholder; or (ii) in fact exercises control over the Company
“Council”	: The Securities Industry Council
“CPF”	: The Central Provident Fund
“CPF Agent Banks”	: Agent banks included under the CPFIS
“CPF Investor”	: Investors who have purchased Shares pursuant to the CPFIS
“CPFIS”	: CPF Investment Scheme
“Depositor”	: Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Agent”	: Has the meaning ascribed to it in Section 81SF of the SFA
“Depository Register”	: Has the meaning ascribed to it in Section 81SF of the SFA
“Director”	: A director of the Company as at the date of this Circular
“EGM”	: Extraordinary general meeting
“EPS”	: Earnings per Share
“FY” or “Financial Year”	: Financial year ending or, as the case may be, ended 31 March
“FY2023”	: Financial Year ended 31 March 2023
“Group”	: The Company and its Subsidiaries
“Latest Practicable Date”	: 30 June 2023, being the latest practicable date prior to the release of this Circular
“Market Day”	: A day on which the SGX-ST is open for trading of securities

DEFINITIONS

“Maximum Price”	: (a) in the case of an On-Market Share Buy-Back, 105 per cent. (105%) of the Average Closing Market Price of the Shares; and (b) in the case of an Off-Market Share Buy-Back, 120 per cent. (120%) of the Average Closing Market Price of the Shares
“NAV”	: Net asset value
“Notice of EGM”	: Notice of the EGM dated 13 July 2023
“NTA”	: Net tangible assets
“Off-Market Share Buy-Back”	: Off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules
“On-Market Share Buy-Back”	: On-market purchases transacted on the Catalist through the SGX-ST’s 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 of the Share Buy-Back
“Proposed Adoption of the Share Buy-back Mandate”	: The proposed adoption of the Share Buy-Back Mandate
“Proxy Form”	: The proxy form in respect of the EGM
“Register of Directors’ Shareholdings”	: A register of the shareholdings of the Directors of the Company
“Register of Members”	: A register of the members of the Company
“Register of Substantial Shareholders”	: A register of the Substantial Shareholders of the Company
“Relevant Period”	: 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, whichever is earlier (whereupon the Share Buy-Back Mandate will lapse, unless renewed at such meeting); (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 (if so varied or revoked prior to the date of the next AGM is held or is required to be held, whichever is earlier)

DEFINITIONS

“Required Price”	: In relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the offer shall be in cash or be accompanied by a cash alternative at a price in accordance with Rule 14.3 of the Take-over Code which is the highest of the highest price paid by the offerors and/ or person(s) acting in concert with them for the Company’s Shares (i) during the offer period and within the preceding six (6) months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six (6) months of the offer and during the offer period, or (iii) acquired through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six (6) months of the offer or during the offer period; or at such price as determined by the Council under Rule 14.3 of the Take-over Code
“Securities Accounts”	: The securities account maintained with CDP, but not including the securities accounts maintained with a Depository Agent
“SFA”	: The Securities and Futures Act 2001 of Singapore, as may be amended, supplemented or modified from time to time
“SGXNET”	: A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
“SGX-ST”	: The Singapore Exchange Securities Trading Limited
“Share Buy-Back”	: The purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate, which can be by way of an Off-Market Share Buy-Back or an On-Market Share Buy-Back
“Share Buy-Back Guidance Note”	: The share buy-back guidance note found in Appendix 2 of the Take-over Code, as may be amended, supplemented or modified from time to time
“Share Buy-Back Mandate”	: The general mandate given by Shareholders to authorise the Directors to purchase or acquire Shares in accordance with the terms set out in this Circular and the rules and regulations set forth in the Companies Act and the Catalist Rules
“Shareholders”	: Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” in relation to Shares held by CDP shall, where the context admits, means the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	: Ordinary shares in the capital of the Company
“SRS”	: Supplemental Retirement Scheme
“SRS Agent Banks”	: Agent banks included under the SRS
“SRS Investors”	: Investors who have purchased Shares pursuant to the SRS
“Subsidiary”	: Has the meaning ascribed to it in Section 5 of the Companies Act

DEFINITIONS

- “Subsidiary Holdings”** : Shares held by a Subsidiary in accordance with the Companies Act
- “Substantial Shareholder”** : A person who has an interest or interests (directly or indirectly) in voting Shares representing not less than five per cent. (5%) of all the voting Shares
- “Take-over Code”** : The Singapore Code on Take-overs and Mergers, as may be amended, supplemented or modified from time to time
- “Treasury Shares”** : Issued Shares which were (or are treated as having been) purchased or acquired by the Company in circumstances which Section 76H of the Companies Act applies and have, since they were so purchased or acquired, been continuously held by the Company since such Shares were so purchased or acquired

Currencies, units and others

- “S\$” and “S\$ cents”** : Singapore dollars and cents respectively, the lawful currency of Singapore
- “%” or “per cent.”** : Percentage or per centum

Any reference in this Circular to any enactment is a reference to that enactment for the time being in force, as may be amended or re-enacted. Any word defined under the Companies Act, the Catalist Rules, the SFA, the Take-over Code or any statutory modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, Catalist Rules, SFA, Take-over Code or its statutory modification, as the case may be, unless the context otherwise requires.

Words importing the singular number shall include the plural number where the context admits and *vice versa*. Words importing the masculine gender shall include the feminine gender where the context admits. Reference to persons shall, where applicable, include corporations.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference to a time of day or date in this Circular is a reference to a time of day or date, as the case may be, in Singapore, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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LETTER TO SHAREHOLDERS

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

Directors:

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

Registered Office:

1004 Toa Payoh North
#02-17
Singapore 318995

13 July 2023

To: The Shareholders of iWOW Technology Limited

Dear Sir / Madam,

THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

1. INTRODUCTION

It is a requirement under the Companies Act and the Catalist Rules that a company that wishes to purchase or otherwise acquire its own shares must obtain the approval of its shareholders at a general meeting. Accordingly, approval is being sought from the Shareholders for the adoption of the Share Buy-Back Mandate at the upcoming EGM. If approved at the EGM, the Share Buy-Back Mandate will take effect from the date thereof and continue in force until the date of the next AGM of the Company or otherwise as set out in Section 2.2.2 below. The proposed renewal of the Share Buy-Back Mandate may be tabled at each subsequent AGM of the Company for Shareholders' approval, at the discretion of the Directors.

The purpose of this Circular is to provide Shareholders with the relevant information relating to, and to seek Shareholders' approval for, the Proposed Adoption of the Share Buy-Back Mandate. The Notice of EGM has been, or will be, made available to Shareholders on the same date as the date of this Circular via SGXNET and may also be accessed via the Company's website at www.iwow.com.sg.

The Directors of the Company propose to convene an EGM to be held on Friday, 28 July 2023 at 3:00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2:00 p.m. on the same day) to seek Shareholders' approval for the Proposed Adoption of the Share Buy-Back Mandate.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. If you are in any doubt as to the course of action to take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

2. THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

2.1 Rationale for the Proposed Adoption of the Share Buy-Back Mandate

The Company proposes to seek Shareholders' approval for the Proposed Adoption of the Share Buy-Back Mandate to give the Directors the flexibility to undertake Share Buy-Backs at any time

LETTER TO SHAREHOLDERS

when circumstances permit, with the objective of increasing Shareholders' value and to improve, *inter alia*, the return of equity of the Group. A Share Buy-Back made at an appropriate price level is one of the ways through which the return on equity of the Group may be enhanced.

The Directors believe that the Share Buy-Back Mandate provides the Company with a mechanism to facilitate the return of surplus cash over and above the Group's working capital requirements in an expedient and cost-efficient manner. Share Buy-Backs also allow the Directors to exercise control over the Company's share structure and, depending on market conditions, may lead to an enhancement of the EPS and/or NTA per Share. The Directors further believe that Share Buy-Backs may also help to mitigate short-term market volatility and offset the effects of share price speculation.

If and when circumstances permit, the Directors will decide whether to effect the Share Buy-Backs via On-Market Share Buy-Backs or Off-Market Share Buy-Backs, after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost-effective and efficient approach.

Share Buy-Backs will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. Shareholders should note that although the Share Buy-Back Mandate will authorise purchases or acquisitions of Shares to be carried out up to the ten per cent. (10%) limit as elaborated in Section 2.2.1 below, the Company may not fully utilise the said ten per cent. (10%) limit. No Share Buy-Backs will be made in circumstances which the Directors believe will have or may have a material adverse effect on the public float, the liquidity and the orderly trading of the Shares, or the financial position, working capital requirements and gearing level of the Company and the Group.

2.2 Authority and limits of the Share Buy-Back Mandate

The authority and limitations placed on the Share Buy-Backs by the Company under the Share Buy-Back Mandate, if adopted at the upcoming EGM, are summarised below.

2.2.1 Maximum number of Shares

Only Shares that are issued and fully paid up may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

In order to maintain the free float of the Shares, the total number of Shares that may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period is limited to that number of Shares representing not more than ten per cent. (10%) of the total issued ordinary share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, as ascertained as at the Approval Date, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies 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). For further details, please refer to Section 2.8 of this Circular.

For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as Treasury Shares and any Subsidiary Holdings will be disregarded.

For illustrative purposes only, based on the existing issued and paid-up capital of the Company as at the Latest Practicable Date of S\$31,018,509 comprising 263,390,260 Shares, after disregarding nil Shares held as Treasury Shares and nil Subsidiary Holdings held, and

LETTER TO SHAREHOLDERS

assuming that no further Shares are issued on or prior to the EGM, not more than 26,339,000 Shares (representing ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the EGM, excluding Treasury Shares and Subsidiary Holdings, rounded down to the nearest 100 Shares) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

2.2.2 Duration of authority

Under the Share Buy-Back Mandate, Share Buy-Backs may be made, at any time and from time to time, 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, whichever is the earlier (whereupon the Share Buy-Back Mandate will lapse unless renewed at such meeting);
- (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 (if so varied or revoked prior to the next annual general meeting is held or is required to be held, whichever is earlier).

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase or acquire Shares may be renewed at each AGM or other general meeting of the Company. When seeking the approval of the Shareholders for the Proposed Adoption of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to any Share Buy-Backs made during the previous twelve (12) months, including both Off-Market Share Buy-Backs and On-Market Share Buy-Backs, the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs, where relevant, the total consideration paid for such Share Buy-Backs and whether the Shares purchased or acquired by the Company will be cancelled or kept as Treasury Shares.

2.2.3 Manner of Share Buy-Backs

Share Buy-Backs may be made by way of:

- (i) on-market purchases transacted on the Catalist through the SGX-ST's trading system 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 such purpose (the "**On-Market Share Buy-Back**"); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Companies Act, as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules (the "**Off-Market Share Buy-Back**").

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buy-Back Mandate, the Catalist Rules and the Companies Act, as they consider fit, in the interests of the Company in connection with, or in relation to, any equal access scheme(s). Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

LETTER TO SHAREHOLDERS

- (a) offers for the Share Buy-Backs shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded, where applicable:
 - (i) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rule 870 provides that, in making an Off-Market Share Buy-Back, the Company must issue an offer document to all Shareholders that must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buy-Back;
- (d) the consequences, if any, of Share Buy-Backs by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buy-Back, if made, would have any effect on the listing of the Shares on the Catalist;
- (f) details of any Share Buy-Back made by the Company in the previous twelve (12) months (whether by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs), giving the total number of Shares purchased or acquired, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs (where relevant) and the total consideration paid for such Share Buy-Backs; and
- (g) whether the Shares purchased or acquired by the Company will be cancelled or kept as Treasury Shares.

2.2.4 Maximum purchase price to be paid for the Shares

The purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share pursuant to a Share Buy-Back, as determined by the Directors, must not exceed:

LETTER TO SHAREHOLDERS

- (i) in the case of an On-Market Share Buy-Back, 105 per cent. (105%) of the Average Closing Market Price (as defined below) of the Shares; and
- (ii) in the case of an Off-Market Share Buy-Back, 120 per cent. (120%) of the Average Closing Market Price of the Shares,

(the “**Maximum Price**”) in either case, excluding related expenses of the Share Buy-Back.

For the above purposes, the “**Average Closing Market Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded before the day of the making the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-day period and the day of the making of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back.

The term “**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Share Buy-Back, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Buy-Back calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back.

2.3 Status of purchased Shares under the Share Buy-Back Mandate

A Share purchased or acquired by the Company under the Share Buy-Back Mandate is deemed to be cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a Treasury Share.

2.4 Cancellation of purchased Shares

Any Share which is purchased or acquired by the Company shall, unless held as a Treasury Share to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that Share shall expire on cancellation. The total number of Shares will be diminished by such number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

Any Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted by the Companies Act) and cancelled will be automatically de-listed by the SGX-ST and (where applicable) all certificates in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following the settlement of any such purchase or acquisition.

2.5 Purchased Shares held as Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under (i) the Catalist Rules and (ii) the Companies Act, are summarised below.

2.5.1 Maximum holdings

LETTER TO SHAREHOLDERS

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent. (10%) of the total number of the issued Shares.

In the event that the Company holds more than ten per cent. (10%) of the total number of its issued Shares as Treasury Shares, the Company shall cancel or dispose of the excess Treasury Shares in the manner set out under Section 2.5.3 below within six (6) months beginning with the day on which that contravention occurs, or such further period as the Registrar of Companies may allow.

2.5.2 Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular and for the purposes of the Companies Act, the Treasury Shares shall be treated as having no voting rights and as such, the Company cannot exercise any right to attend or vote at meetings. Any purported exercise of such a right is void.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

2.5.3 Disposal and cancellation

Where Shares are held as Treasury Shares, the Company may at any time but subject always to the Take-over Code:

- (i) sell the Treasury Shares (or any of them) for cash;
- (ii) transfer the Treasury Shares (or any of them) for the purposes of or pursuant to any share scheme, whether for its employees, Directors or other persons;
- (iii) transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares (or any of them); or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister of Finance of Singapore.

The Shares purchased or acquired under the Share Buy-back Mandate will be held as Treasury Shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

2.5.4 Reporting obligation under the Catalist Rules

Pursuant to the Catalist Rule 871, the Company shall announce any Share Buy-back via SGXNET not later than 9:00 a.m.:

- (i) in the case of an On-Market Share Buy-Back, on the Market Day following the day on which the On-Market Purchase was made; and

LETTER TO SHAREHOLDERS

- (ii) in the case of an Off-Market Share Buy-Back, on the second Market Day after the close of acceptance of the offer for the Off-Market Share Buy-Back.

Such announcement (which must be in the form of Appendix 8D to the Catalist Rules) must include, *inter alia*, details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares (as applicable), the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and subsidiary holdings after the purchase, the number of treasury shares held after the purchase and the number of subsidiary holdings after the purchase.

Further, pursuant to Catalist Rule 704(31), the Company must immediately announce any sale, transfer, cancellation and/or use of Treasury Shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of Treasury Shares sold, transferred, cancelled and/or used;
- (iv) number of Treasury Shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of Treasury Shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the Treasury Shares sold, transferred, cancelled and/or used.

2.6 Source of funds for the Share Buy-Backs

The Company may not purchase or acquire its Shares for a consideration other than cash or, in the case of an On-Market Share Buy-Back, for settlement other than in accordance with the trading rules of the SGX-ST.

Under the Companies Act, the Company may purchase or acquire its Shares out of the Company's capital or profits so long as the Company is solvent. For this purpose, pursuant to Section 76F(4) of the Companies Act, a company is "solvent" if the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) the Company will be able to pay its debts as they fall due during the period of twelve (12) months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release (as the case may be), become less than the value of its liabilities (including contingent liabilities).

Where the consideration paid by the Company for the Share Buy-Backs is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount of profits available for the distribution of cash dividends by the Company. However, where the consideration paid by the Company for the Share Buy-Backs

LETTER TO SHAREHOLDERS

is made out of capital, the amount of profits available for the distribution of cash dividends by the Company will not be reduced.

The Company intends to use its internal resources and/or external borrowings or a combination of both to finance its Share Buy-Backs. In considering the option of external borrowings to finance the Share Buy-Backs, the Directors will consider factors such as the cost of such financing and the prevailing gearing level of the Group.

2.7 Financial effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the impact of Share Buy-Backs that may be made pursuant to the Proposed Adoption of the Share Buy-Back Mandate as the financial effects on the Company and the Group arising from the Share Buy-Backs will depend on, *inter alia*, the aggregate number of Shares purchased or acquired, whether the Share Buy-Backs are made by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs, the price at which the Share Buy-Backs are made, the amount (if any) borrowed by the Company to fund the Share Buy-Backs and whether the Shares are cancelled or held as Treasury Shares.

For illustrative purposes only, the financial effects on the Company and the Group arising from the Share Buy-Backs, based on the audited financial statements of the Company and the Group for FY2023, are prepared based on the assumptions set out below:

- (a) having regard to the public float of approximately 26.9% as at the Latest Practicable Date, the financial effects on the purchase or acquisition of Shares by the Company are based on the Company purchasing a maximum of ten per cent. (10%) of the current share capital to ensure that the public float does not fall below ten per cent. (10%) after the Share Buy-Backs;
- (b) in the case of On-Market Share Buy-Backs, assuming the Company meets the minimum public float of ten per cent. (10%) after the Share Buy-Back at the Maximum Price of S\$0.260 (being five per cent. (5%) above the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum number of Shares (rounded down to the nearest 100 Shares) which can be purchased or acquired by the Company is 26,339,000 Shares representing approximately ten per cent. (10%) of the total number of Shares in issue (excluding Treasury Shares and Subsidiary Holdings, if any) as at 31 March 2023. Accordingly, the maximum amount of funds required for effecting such On-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) would amount to approximately S\$6,848,000;
- (c) in the case of Off-Market Share Buy-Backs, assuming the Company meets the minimum public float of ten per cent. (10%) after the Share Buy-Back at the Maximum Price of S\$0.299 (being twenty per cent. (20%)) above the average of the closing market prices of the Shares for the last five (5) Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum number of Shares (rounded down to the nearest 100 Shares) which can be purchased or acquired by the Company is 26,339,000 Shares representing approximately ten per cent. (10%) of the total number of Shares in issue (excluding Treasury Shares and subsidiary holdings, if any) as at 31 March 2023. Accordingly, the maximum amount of funds required for effecting such Off-Market Share Buy-Backs (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) would amount to approximately S\$7,870,000;

LETTER TO SHAREHOLDERS

- (d) the Share Buy-Backs were financed by the Group's internal resources of funds of S\$2,000,000 available as at 31 March 2023 and the remaining by external borrowings of S\$4,848,000 in On-Market Share Buy-Backs and S\$5,870,000 in Off-Market Share Buy-Backs;
- (e) the Share Buy-Backs pursuant to the Share Buy-Back Mandate had taken place on 1 April 2022 for the purpose of computing the financial effects on the Shareholders' equity, NAV per Share, EPS and gearing of the Group and the Company;
- (f) transaction costs incurred during the Share Buy-Backs pursuant to the Share Buy-Back Mandate are assumed to be insignificant and have thus been ignored for the purposes of computing the financial effects; and
- (g) where Shares purchased or acquired are held as Treasury Shares, the maximum number of Shares permitted under the Companies Act to be held in treasury are held in treasury.

For illustrative purposes only, based on the assumptions set out in subparagraphs (a) to (g) above, the financial effects of the purchase or acquisition of Shares based on the following scenarios are set out below:

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LETTER TO SHAREHOLDERS

Scenario A – Share Buy-Backs with the Shares cancelled thereafter

	Group			Company		
	Before Share Buy- Backs	After Share Buy-Backs		Before Share Buy- Backs	After Share Buy-Backs	
		On-Market Share Buy- Back	Off-Market Share Buy- Back		On- Market Share Buy- Back	Off-Market Share Buy- Back
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 31 March 2023</u>						
Share capital	31,019	24,171	23,149	31,019	24,171	23,149
Shareholders' fund (NAV)	19,395	12,547	11,525	15,301	8,453	7,431
Current assets	28,049	26,049	26,049	10,857	8,857	8,857
Current liabilities	12,653	17,501	18,523	5,585	10,433	11,455
Cash and cash equivalents ⁽¹⁾	9,913	7,913	7,913	4,168	2,168	2,168
Total borrowings	621	5,469	6,491	621	5,469	6,491
Net borrowings ⁽²⁾	0	0	0	0	3,301	4,323
Profit attributable to Owners of the Company	3,558	3,558	3,558	2,199	2,199	2,199
Number of Shares as at 31 March 2023 ('000)	263,390	237,051	237,051	263,390	237,051	237,051
Weighted average number of Shares for FY2023 ('000)	252,590	226,251	226,251	252,590	226,251	226,251
<u>Financial Ratios</u>						
NAV per Share (cents) ⁽³⁾	7.36	5.29	4.86	5.81	3.57	3.13
Gross gearing (times) ⁽⁴⁾	0.03	0.44	0.56	0.04	0.65	0.87
Net gearing (times) ⁽⁵⁾⁽⁸⁾	n.m.	n.m.	n.m.	n.m.	0.39	0.58
Current ratio (times) ⁽⁶⁾	2.22	1.49	1.41	1.94	0.85	0.77
EPS (cents) ⁽⁷⁾	1.41	1.57	1.57	0.87	0.97	0.97

LETTER TO SHAREHOLDERS

Scenario B - Share Buy-Backs with the Shares held as Treasury Shares

	Group			Company		
	Before Share Buy- Backs	After Share Buy-Backs		Before Share Buy- Backs	After Share Buy-Backs	
	S\$'000	On-Market Share Buy- Back S\$'000	Off-Market Share Buy- Back S\$'000	S\$'000	On-Market Share Buy-Back S\$'000	Off-Market Share Buy- Back S\$'000
<u>As at 31 March 2023</u>						
Share capital	31,019	31,019	31,019	31,019	31,019	31,019
Shares held in Treasury	–	6,848	7,870	–	6,848	7,870
Shareholders' fund (NAV)	19,395	12,547	11,525	15,301	8,453	7,431
Current assets	28,049	26,049	26,049	10,857	8,857	8,857
Current liabilities	12,653	17,501	18,523	5,585	10,433	11,455
Cash and cash equivalents ⁽¹⁾	9,913	7,913	7,913	4,168	2,168	2,168
Total borrowings	621	5,469	6,491	621	5,469	6,491
Net borrowings ⁽²⁾	0	0	0	0	3,301	4,323
Profit attributable to Owners of the Company	3,558	3,558	3,558	2,199	2,199	2,199
Number of Shares as at 31 March 2023 ('000)	263,390	237,051	237,051	263,390	237,051	237,051
Number of Treasury Shares as at 31 March 2023 ('000)	–	26,339	26,339	–	26,339	26,339
Weighted average number of Shares for FY2023 ('000)	252,590	226,251	226,251	252,590	226,251	226,251
<u>Financial Ratios</u>						
NAV per Share (cents) ⁽³⁾	7.36	5.29	4.86	5.81	3.57	3.13
Gross gearing (times) ⁽⁴⁾	0.03	0.44	0.56	0.04	0.65	0.87
Net gearing (times) ⁽⁵⁾⁽⁸⁾	n.m.	n.m.	n.m.	n.m.	0.39	0.58
Current ratio (times) ⁽⁶⁾	2.22	1.49	1.41	1.94	0.85	0.77
EPS (cents) ⁽⁷⁾	1.41	1.57	1.57	0.87	0.97	0.97

Notes:

LETTER TO SHAREHOLDERS

- (1) Based on the assumption that the Company will partially finance the Share Buy-Backs from funds within the Group.
- (2) “Net borrowings” represents total borrowings less cash and cash equivalents. In the event there is no borrowing or in a net cash position, a symbol “0” is stated.
- (3) “NAV per Share” represents NAV divided by the number of Shares as at the Latest Practicable Date.
- (4) “Gross gearing” represents total borrowings divided by total equity.
- (5) “Net gearing” represents net borrowings divided by total equity.
- (6) “Current ratio” represents current assets divided by current liabilities.
- (7) EPS represents net profit attributable to owners of the Company for FY2023 respectively divided by the weighted average number of Shares for FY2023.
- (8) “n.m.” means “not meaningful”.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the financial condition, the liquidity and the orderly trading of the Shares, or the working capital requirements and gearing level of the Company and the Group. The Share Buy-Backs will only be effected after taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements of the Group) and non-financial factors (such as market conditions and performance of the Shares).

Shareholders should note that the financial effects set out above are for illustrative purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2023 and is not necessarily representative of the future financial performance of the Company and the Group.

Although the Proposed Adoption of the Share Buy-Back Mandate would authorise the Company to purchase or acquire up to ten per cent. (10%) of the Company’s issued Shares (excluding Treasury Shares and Subsidiary Holdings, if any) as at the date on which the Proposed Adoption of the Share Buy-Back Mandate is approved, the Company may not necessarily buy back or be able to buy back ten per cent. (10%) of the issued Shares (excluding Treasury Shares and Subsidiary Holdings, if any) in full as permitted under the Share Buy-Back Mandate. In addition, the Company may cancel all or part of the Shares bought back or hold all or part of the Shares bought back as Treasury Shares.

2.8 Catalyst Rules

Under the Catalyst Rule 869, a listed company may only purchase or acquire shares by way of a market acquisition at a price which is not more than five per cent. (5%) above the Average Closing Market Price. The Maximum Price for a Share in relation to the On-Market Share Buy-Back by the Company referred to in Section 2.2.4 of this Circular conforms to this restriction.

While the Catalyst Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate at any time after a price sensitive development has occurred or has been the subject of a decision until the price sensitive information has been publicly announced. In particular, in compliance with Catalyst Rule 1204(19)(c), the Company will not purchase or acquire any Shares through Share Buy-Backs during the period commencing one (1) month before the announcement of the Company’s half year and full year financial statements.

Catalist Rule 723 requires a listed company to ensure that at least ten per cent. (10%) of any class of its listed securities are held by public shareholders. The term “public”, as defined in the Catalyst Rules, refers to persons other than the Directors, Chief Executive Officer, Substantial Shareholders or Controlling Shareholders of the Company or its subsidiary companies, as well as the Associates of such persons.

For illustrative purposes only, as at the Latest Practicable Date, approximately 26.9% of the issued share capital of the Company (excluding Treasury Shares) is held by public Shareholders. Assuming that the Company undertakes Share Buy-Backs up to the maximum of ten per cent. (10%) pursuant to the Proposed Adoption of the Share Buy-Back Mandate, the percentage of Shares held by the public would be approximately 18.8%.

Accordingly, the Company is of the view that there are sufficient Shares in issue held by public Shareholders which would permit the Company to undertake Share Buy-Backs of up to the ten per cent. (10%) limit pursuant to the Share Buy-Back Mandate without adversely affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

2.9 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buy-Backs by the Company or who may be subject to tax whether in or outside of Singapore should consult their own professional advisers.

2.10 Take-over Code implications arising from Share Buy-Backs

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

2.10.1 Obligation to make a take-over offer

If, as a result of Share Buy-Backs, the proportionate interest in the voting capital of the Company of a Shareholder and persons acting in concert with him increases, such an increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such an increase results in the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

2.10.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

- (a) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforementioned companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing

LETTER TO SHAREHOLDERS

companies for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of the first-mentioned company;

- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total ten per cent. (10%) or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts, which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the aforementioned, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons for the purchase of voting rights.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them, respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Buy-Back by the Company are set out in Appendix 2 of the Take-over Code.

2.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Proposed Adoption of the Share Buy-Back Mandate, unless so required under the Companies Act, e.g. for a shareholder whose shares are to be bought via a selective share buy-back by an unlisted public company.

With regard to Directors and persons acting in concert with them, if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months, such Directors and persons acting in concert with them

LETTER TO SHAREHOLDERS

will be exempted from the requirement to make a take-over offer under Rule 14 of the Take-over Code, subject to the following conditions:

- (a) this Circular to contain advice to the effect that by voting for the Proposed Adoption of the Share Buy-Back Mandate, Shareholders are waiving their right to a general offer at the Required Price from Directors and parties acting in concert with them who, as a result of the Company buying back its Shares, would increase their voting rights to thirty per cent. (30%) or more, or, if they together hold between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, would increase their voting rights by more than one per cent. (1%) in any period of six (6) months; and the names of such Directors and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed Share Buy-Back to be disclosed in this same Circular;
- (b) the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate to be approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Proposed Adoption of the Share Buy-Back Mandate;
- (c) Directors and/or persons acting in concert with them to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to authorise the Proposed Adoption of the Share Buy-Back Mandate, each of the Directors to submit to the Council a duly signed form as prescribed by the Council;
- (e) Directors and/or persons acting in concert with them not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back proposal is imminent and the earlier of:
- the date on which the authority of the Share Buy-Back Mandate expires; and
 - the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,
- if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase to thirty per cent. (30%) or more; and
- (f) Directors and/or persons acting in concert with them, together holding between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the Share Buy-Back proposal is imminent and the earlier of:
- the date on which the authority of the Share Buy-Back Mandate expires; and
 - the date on which the Company announces it has bought back such number of Shares as authorised by Shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,
- if such acquisitions, taken together with the Share Buy-Back, would cause their aggregate voting rights to increase by more than one per cent. (1%) in the preceding six (6) months.

LETTER TO SHAREHOLDERS

It follows that where the aggregate voting rights held by a Director and persons acting in concert with him increase by more than one per cent. (1%) solely as a result of the Share Buy-Back and none of them has acquired any Shares during the Relevant Period, then such Director and/or persons acting in concert with him would be eligible for Council's exemption from the requirement to make a general offer under Rule 14 of the Take-over Code, or where such exemption had been granted, would continue to enjoy the exemption.

Shareholders (including Directors) and their concert parties who hold more than fifty per cent. (50%) of the Company's voting rights are under no obligation to make a take-over offer if the voting rights of such Shareholders and their concert parties were to increase as a result of the Company purchasing or acquiring Shares.

If the Company decides to cease the Share Buy-Backs before it has purchased or acquired in full such number of Shares authorised by its Shareholders at the latest general meeting, the Company will promptly inform its Shareholders of such cessation. This will assist Shareholders to determine if they can buy any more Shares without incurring an obligation under Rule 14 of the Take-over Code.

2.10.4 Application of the Take-over Code

The shareholdings of the Substantial Shareholders as at the Latest Practicable Date and after the purchase or acquisition by the Company (other than from the Substantial Shareholders) of the maximum of ten per cent. (10%) of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, if any) pursuant to the Share Buy-Back Mandate as the case may be, are as follows:

	Before Share Buy-Backs			After Share Buy-Backs		
	Number of Shares			Number of Shares		
Substantial Shareholders	Direct Interest	Deemed Interest	% ⁽¹⁾	Direct Interest	Deemed Interest	% ⁽²⁾
Kau Wee Lee ⁽³⁾	117,997,756	4,721,784	46.59	117,997,756	4,721,784	51.77
Soo Kee Wee ⁽³⁾	4,721,784	117,997,756	46.59	4,721,784	117,997,756	51.77
Bo Jiang Chek Raymond	22,902,004	–	8.70	22,902,004	–	9.66
Mah Kian Yen	16,935,280	–	6.43	16,935,280	–	7.14
Chan Fook Peng	15,335,208	–	5.82	15,335,208	–	6.47
Chen Jer Yaw	14,692,844	–	5.58	14,692,844	–	6.20

Notes:

- (1) The percentage shareholding is based on the total issued share capital of the Company of 263,390,260 Shares (excluding Treasury Shares and Subsidiary Holdings), as at the Latest Practicable Date. The Company does not have any Treasury Shares or Subsidiary Holdings as at the Latest Practicable Date. Percentage figures are rounded to the nearest two (2) decimal places.
- (2) The percentage shareholding is based on the total issued share capital of the Company of 237,051,260 Shares assuming (a) purchase or acquisition by the Company (other than from the Substantial Shareholders) of ten per cent. (10%) of the issued share capital of the Company pursuant to the Share Buy-Back Mandate and (b) there

LETTER TO SHAREHOLDERS

is no change in the number of Shares held by the Substantial Shareholders or which they are deemed interested in.

- (3) Ms. Kau Wee Lee is deemed interested in the shares held by her husband, Mr. Soo Kee Wee. Mr. Soo Kee Wee is deemed interested in the shares held by his wife, Ms. Kau Wee Lee.

Based on the shareholdings of Ms. Kau Wee Lee and Mr. Soo Kee Wee as set out above, in the event that the Company undertakes Share Buy-Backs within the Relevant Period of up to the maximum of ten per cent. (10%) of the issued share capital of the Company (excluding Treasury Shares and Subsidiary Holdings, if any) as permitted by the Share Buyback Mandate, the aggregate shareholdings and voting rights of each of Ms. Kau Wee Lee and Mr. Soo Kee Wee will increase from 46.59% to 51.77%. Under the Take-over Code, in the event that the aggregate shareholding and voting rights of Mr. Soo Kee Wee and its concert party, Ms. Kau Wee Lee (the “**Concert Party**”) increase by more than one per cent. (1%) within a 6-month period as a result of a Share Buy-Back by the Company, Mr. Soo Kee Wee and his Concert Party would become obliged to make a take-over offer under Rule 14.1(b) of the Take-over Code.

2.10.5 Exemption to make a general offer pursuant to Note 3(a) of Appendix 2 entitled “Share Buy-Back Guidance Note” of the Take-over Code

Pursuant to Note 3(a) of Appendix 2 entitled “Share Buy-Back Guidance Note” of the Take-over Code, Mr. Soo Kee Wee and his Concert Party will be exempted from the requirement to make an offer under Rule 14 of the Take-over Code in the event that the aggregate shareholding and voting rights of Mr. Soo Kee Wee and his Concert Party increase by more than one per cent. (1%) in any 6-month period as a result of any Share Buy-Back, subject to the following conditions:

- (a) the Circular on the resolution to authorise the adoption of the Share Buy-Back Mandate contains advice to the effect that by voting for the resolution for the adoption or renewal of the Share Buy-Back Mandate, Shareholders are waiving their rights to a general offer at the Required Price from Mr. Soo Kee Wee and his Concert Party who, as a result of the Company purchasing its own Shares, would increase their aggregate voting rights by more than one per cent. (1%) in any six (6)-month period; and the names and voting rights of Mr. Soo Kee Wee and his Concert Party at the time of the resolution and after the proposed Share Buy-Backs are disclosed in the same Circular;
- (b) the resolution to approve the Share Buy-Back Mandate is approved by a majority of those Shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the Share Buy-Back;
- (c) Mr. Soo Kee Wee and his Concert Party to abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to approve the Share Buy-Back Mandate;
- (d) within seven (7) days after the passing of the resolution to approve the Share Buy-Back Mandate, Mr. Soo Kee Wee to submit to the Council a duly signed form as prescribed by the Council;
- (e) Mr. Soo Kee Wee and his Concert Party not to have acquired and not to acquire any Shares between the date on which they know that the announcement of the proposal for the Share Buy-Back Mandate is imminent and the earlier of:
- (i) the date on which the authority of the Share Buy-Back Mandate expires; and

LETTER TO SHAREHOLDERS

- (ii) the date on which the Company announces that it has bought back such number of Shares as authorised by the Share Buy-Back Mandate or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the Share Buy-Backs, would cause their aggregate voting rights in the Company to increase by more than one per cent. (1%) in the preceding six (6) months.

If the Company ceases to buy back its Shares under the Share Buy-Back Mandate and the increase in the voting rights held by Mr. Soo Kee Wee and his Concert Party as a result of the Company buying back its Shares at such time is less than one per cent. (1%), Mr. Soo Kee Wee and his Concert Party will be allowed to acquire further voting rights in the Company. However, any increase in the percentage of voting rights held by Mr. Soo Kee Wee and his Concert Party as a result of the Company buying back its Shares will be taken into account together with any voting rights acquired after the cessation by Mr. Soo Kee Wee and his Concert Party in determining whether the aggregate voting rights of Mr. Soo Kee Wee and his Concert Party in the Company have increased by more than one per cent. (1%) in any six (6)-month period.

Shareholders should note that voting to approve the Share Buy-Back Mandate will constitute a waiver by the Shareholders in respect of their rights to receive a general offer by Mr. Soo Kee Wee and his Concert Party at the Required Price.

Save as disclosed above, the Directors are not aware of any fact(s) or factor(s) which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting Shares should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the Share Buy-back Back Mandate.

The statements herein in relation to the Take-over Code do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buy-Back pursuant to the Share Buy-Back Mandate are advised to consult their professional advisers and/or the Securities Industry Council of Singapore and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buy-Back Mandate is in force.

2.11 Details of Previous Share Buy-Backs made by the Company

No purchases or acquisitions were made by the Company by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs during the last twelve (12) months immediately preceding and up to the Latest Practicable Date.

2.12 Reporting requirements

Within thirty (30) days of the passing of a Shareholders' resolution to approve or renew the Share Buy-Back Mandate, the Company shall lodge a copy of such resolution with ACRA. The Company shall also lodge a notice with ACRA within thirty (30) days of a Share Buy-Back. Such notification is to include details such as the date of the Share Buy-Back, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before and after the Share Buy-Back, the amount of consideration paid by the Company for the Share Buy-Back, whether the Shares were purchased or acquired out of profits or the capital of the Company and any such other particulars that may be prescribed.

LETTER TO SHAREHOLDERS

Within thirty (30) days of the cancellation or disposal of Treasury Shares in accordance with the provisions of the Companies Act, the Directors shall lodge with the Registrar of Companies the notice of cancellation or disposal of Treasury Shares in the prescribed form.

2.13 Limits on shareholdings

The Company does not have any limits on the shareholdings of the Shareholders.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and Substantial Shareholders in the Shares as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, as at the Latest Practicable Date, are as follows:

	<u>Direct Interest</u>		<u>Deemed Interest</u>		<u>Total Interest</u>	
	<u>No. of shares</u>	<u>%⁽¹⁾</u>	<u>No. of shares</u>	<u>%⁽¹⁾</u>	<u>No. of shares</u>	<u>%⁽¹⁾</u>
Directors						
Soo Kee Wee ⁽²⁾	4,721,784	1.79%	117,997,756	44.80	122,719,540	46.59
Bo Jiang Chek Raymond ⁽³⁾	22,902,004	8.70	–	–	22,902,004	8.70
Substantial Shareholders (other than Substantial Shareholders who are Directors)						
Kau Wee Lee ⁽²⁾	117,997,756	44.80	4,721,784	1.79%	122,719,540	46.59
Mah Kian Yen	16,935,280	6.43	–	–	16,935,280	6.43
Chan Fook Peng	15,335,208	5.82	–	–	15,335,208	5.82
Chen Jer Yaw	14,692,844	5.58	–	–	14,692,844	5.58

Notes:

- (1) Based on the total number of 263,390,260 Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date. The Company does not have any Treasury Shares or subsidiary holdings as at the Latest Practicable Date. Percentage figures are rounded to the nearest two (2) decimal places.
- (2) Mr. Soo Kee Wee is deemed interested in the shares held by his wife, Ms. Kau Wee Lee. Ms. Kau Wee Lee is deemed interested in the shares held by her husband, Mr. Soo Kee Wee.

4. EGM

The EGM, notice of which has been announced on 13 July 2023, will be held on, Friday, 28 July 2023 at 3:00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2:00 p.m. on the same day) for the purposes of considering and, if thought fit, passing, with or without modification, the ordinary resolution relating to the Proposed Adoption of the Share Buy-Back Mandate.

5. ABSTENTION FROM VOTING

In light of the exemption under Note 3(a) of Appendix 2 of the Take-over Code, Mr. Soo Kee Wee and his Concert Party (i.e., Ms. Kau Wee Lee) shall abstain from voting in respect of the ordinary resolution set out in the Notice of EGM relating to the proposed adoption of the Share Buy-Back

LETTER TO SHAREHOLDERS

Mandate, and will not accept any appointment as proxies or otherwise for voting on the ordinary resolution set out in the Notice of EGM unless specific instructions have been given in the proxy instrument(s) on how the votes are to be cast.

6. ACTION TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the accompanying Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Registered Office of the Company at 1004 Toa Payoh North, #02-17, Singapore 318995, not less than seventy-two (72) hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he subsequently wishes to do so. In such event, the relevant Proxy Forms will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the time fixed for the EGM.

7. LEGAL ADVISER

The Company has appointed Shook Lin & Bok LLP as its legal adviser in respect of the Proposed Adoption of the Share Buy-Back Mandate.

8. CONSENT

Shook Lin & Bok LLP, named as the legal adviser to the Company in respect of the Proposed Adoption of the Share Buy-Back Mandate, has given and has not withdrawn its written consent to the issuance of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular.

9. DIRECTORS' RECOMMENDATIONS

Save for Mr. Soo Kee Wee who abstains from making any recommendations to the Shareholders in accordance with Note 3(a) of Appendix 2 of the Singapore Take-over Code, the remaining Directors, having carefully considered the terms and rationale of the Proposed Adoption of the Share Buy-Back Mandate, are of the view that the Proposed Adoption of the Share Buy-Back Mandate is in the best interests of the Company and accordingly, recommend that Shareholders vote in favour of the ordinary resolution to approve the Proposed Adoption of the Share Buy-Back Mandate.

Shareholders, in deciding whether to vote in favour of the Proposed Adoption of the Share Buy-Back Mandate, should read carefully the terms and conditions, rationale and financial effects (where applicable) of the Share Buy-Back Mandate. In giving the above recommendations, the Board has had no regard for the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

10. DIRECTORS' RESPONSIBILITY STATEMENT

LETTER TO SHAREHOLDERS

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Adoption of the Share Buy-Back Mandate, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

The constitution of the Company and the letter of consent referred to in Section 8 of this Circular may be inspected at the registered office of the Company at 1004 Toa Payoh North, #02-17, Singapore 318995, during normal business hours from the date of this Circular up to and including the date of the EGM:

This Circular is also available on the Company's corporate website at <https://www.iwow.com.sg> and SGXNET.

Yours faithfully

For and on behalf of the Board of Directors of
IWOW TECHNOLOGY LIMITED

Bo Jiang Chek Raymond

Executive Director and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

IWOW TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199905973K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of **IWOW TECHNOLOGY LIMITED** (the “**Company**”) will be held on Friday, 28 July 2023 at 3:00 p.m. (or as soon thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2:00 p.m. on the same day), for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution:

*Unless otherwise defined, all capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular issued by the Company to its Shareholders dated 13 July 2023 (the “**Circular**”).*

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

RESOLVED 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);

NOTICE OF EXTRAORDINARY GENERAL MEETING

(c) in this Resolution:

“Prescribed Limit” means 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 the making of the Market Purchase or, as the case may be, the day of making 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

BY ORDER OF THE BOARD

Bo Jiang Chek Raymond

Executive Director and Chief Executive Officer

13 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy 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 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; 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 3:00 p.m. on 25 July 2023, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

Shareholders are strongly encouraged to submit Proxy Forms electronically via email.

3. A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**") is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to appoint the Chairman of the EGM as their proxy should approach their respective CPF Agent Banks or SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the EGM that is by 3:00 p.m. on 19 July 2023, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline.
6. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM.

IMPORTANT INFORMATION

7. Printed copies of this Notice of EGM (the "**Notice**"), Proxy Form and the Request Form (to request for a printed copy of the Circular) (the "**documents**") have been dispatched to the shareholders. The documents are also available for downloading from the SGXNet and the Company's website at the URL: <https://www.iwow.com.sg/investor-relations/annual-report/>.
8. The Circular has been published and available for download or online viewing at the Company's corporate website at the URL: <https://www.iwow.com.sg/investor-relations/annual-report/> and the SGXNet. Printed copies of the Circular will not be mailed to the shareholders unless requested by the shareholder pursuant to a submitted request. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and to return it to the Company by post or by email by 21 July 2023.
9. The members of the Company may participate in the EGM by:

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (a) attending the EGM in person;
- (b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
- (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting, if they are unwell.

10. Members of the Company may submit questions related to the resolution(s) to be tabled for approval for the EGM in advance of the EGM within seven (7) calendar days from the date of this Notice of EGM, (i.e. no later than 3:00 p.m. on 20 July 2023) in the following manner:

- (a) email to investor_relations@iwow.com.sg; or
- (b) post to the Company's registered office at 1004 Toa Payoh North #02-17 Singapore 318995.

Shareholders who submit questions in advance of the EGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with The Central Depository (Pte) Limited; otherwise, please state if you hold your Shares through the Central Provident Fund Investment Scheme or the Supplementary Retirement Scheme or other Relevant Intermediary), for our verification purposes.

The Company will endeavor to address all substantial and relevant questions received from members and publish its response on the SGXNet and at the Company's website by 3:00 p.m. on 23 July 2023. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.** The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after 3:00 p.m. on 20 July 2023 which have not already been addressed prior to the EGM, at the EGM itself. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company's corporate website and on SGXNet within one (1) month after the EGM.

Personal data privacy:

By submitting (a) a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the EGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions,

(collectively, the "Purposes").

The member of the Company also warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

IWOW TECHNOLOGY LIMITED

Company Registration Number: 199905973K
Incorporated in the Republic of Singapore

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) may attend and cast his/her vote(s) at the Extraordinary General Meeting in person. CPF and SRS Investors who are unable to attend the Extraordinary General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Extraordinary General Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Extraordinary General Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

*I/We, _____ (Name), _____ (*NRIC/Passport/Company Registration No.) of _____ (Address) being a *member/members of IWOW TECHNOLOGY LIMITED (“**Company**”), hereby appoint(s):

Name	Address	NRIC / Passport No.	Proportion of Shareholdings	
			No. of Shares	%
and/or (delete as appropriate)				

or failing him/her, the Chairman of the Meeting, as *my/our proxy(ies) to attend, speak and vote for *me/us on *my/our behalf at the Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) of the Company to be held at SAFRA Toa Payoh Level 3, Everest Room, 293 Lor 6 Toa Payoh, Singapore 319387 on Friday, 28 July 2023 at 3:00 p.m. (or as soon as thereafter following the conclusion or adjournment of the AGM of the Company to be held at 2:00 p.m. on the same day) and at any adjournment thereof.

The sole resolution put to the vote at this EGM shall be decided by way of poll.

*I/We direct *my/our proxy(ies) to vote for or against or to abstain from voting on the resolution(s) to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy(ies) will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting.

No.	Ordinary Resolution(s)	For	Against	Abstain
1.	To approve the Proposed Adoption of the Share Buy-Back Mandate			

If you wish to exercise all your votes “For” or “Against”, or “Abstain” the relevant Resolution(s), please mark an “X” in the appropriate box provided. Alternatively, please indicate the number of votes “For”, “Against” or “Abstain” for the Resolution in the boxes provided as appropriate.

Dated this _____ day of _____ 2023.

Total no. of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s) / Common Seal of Corporate Members(s)

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES FOR PROXY FORM OVERLEAF

*All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 13 July 2023 (the “**Circular**”), including supplements and modifications thereto.*

PROXY FORM

NOTES FOR PROXY FORM

1. A proxy need not be a member of the Company.
2. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members of the Company, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
3. A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the "**Companies Act**") is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in this proxy form to the Company.

"**Relevant Intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of Shareholders of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to appoint the Chairman of the EGM as their proxy should approach their respective CPF Agent Banks or SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the EGM that is by 3:00 p.m. on 19 July 2023, in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the EGM to vote on their behalf no later than the Proxy Deadline.

This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act 1967.
8. This instrument appointing a proxy or proxies 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 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

PROXY FORM

in either case, by 3:00 p.m. on 25 July 2023 (being not less than seventy-two (72) hours before the time appointed for holding the EGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
10. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 13 July 2023.