

PROPOSED ACQUISITION OF 100% OF THE ISSUED AND PAID-UP SHARES IN THE CAPITAL OF ROOTS COMMUNICATIONS PTE LTD

— **COMPLETION OF THE PROPOSED ACQUISITION**

1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of iWOW Technology Limited (the “**Company**”) refers to the announcements made by the Company on 22 September 2022, 22 December 2022 and 9 January 2023 in relation to the proposed acquisition of 100% of the issued and paid-up shares in the capital of Roots Communications Pte Ltd (the “**Proposed Acquisition**”) (the “**Previous Announcements**”).

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Previous Announcements.

2. UPDATE ON THE CONDITIONS PRECEDENT

Further to the Previous Announcements, the Board wishes to provide an update on two (2) of the conditions precedent which have not been fulfilled as at the date of this announcement, namely, (i) the Malaysia Subsidiary having obtained the prior written consent for the sale and transfer of the Sale Shares from the Vendor to the Company, from CIMB Bank Berhad (“**CIMB**”), and (ii) the Malaysia Subsidiary having obtained the prior written consent for the sale and transfer of the Sale Sales from the Vendor to the Company, from Malaysia Airports (Sepang) Sdn Bhd (“**MASSB**”) (the “**Outstanding Conditions Precedent**”).

As the Malaysia Subsidiary requires more time to obtain the written consent from CIMB, the Company has decided to waive the fulfilment of this Outstanding Condition Precedent on or prior to the Completion and providing for this as post-Completion undertaking instead, and as the term of the contract entered into between MASSB and the Malaysia Subsidiary is less than one (1) year with a remaining contract value of approximately RM 9,000 and the Parties do not foresee any significant impact on the business, profits or assets of the Malaysia Subsidiary in the remote event that MASSB chooses to terminate the contract as a result of the sale and transfer of the Sale Shares from the Vendor to the Company, the Company has decided to waive the fulfilment of this Outstanding Condition Precedent. In view of the foregoing, the Parties to the SPA have, on 31 January 2023, entered into a supplemental agreement to amend and supplement the SPA (the “**1st Supplemental Agreement**”). Pursuant to the 1st Supplemental Agreement, the Vendor undertakes to procure that the Malaysia Subsidiary shall obtain the written consent from CIMB as soon as practicable after the Completion. For the avoidance of doubt, if the Malaysia Subsidiary does not obtain the written consent from CIMB by 21 February 2023, the Company will update shareholders by way of announcement. Except as expressly amended by the 1st Supplemental Agreement, all terms, conditions and provisions contained in the SPA shall remain in full force and effect.

3. COMPLETION OF THE PROPOSED ACQUISITION

Following the waiver of the Outstanding Conditions Precedent as set out above and the fulfilment of the remaining Conditions Precedent set out in the SPA, the Board is pleased to announce that the Proposed Acquisition has been completed on 31 January 2023.

Pursuant to the Completion, the Company has made the Initial Tranche Payment of S\$8,100,000 to the Vendor in the following manner:

- (a) the Company has paid S\$4,860,000 in cash to the Vendor (and/or its nominee(s)); and
- (b) the Company has allotted and issued a total of 12,960,000 Consideration Shares to the Vendor (and/or its nominee(s)) at an issue price of S\$0.25 per Consideration Share which is equivalent to S\$3,240,000.

The Consideration Shares, when allotted and issued, shall be credited as fully paid-up and shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the existing Company Shares, the record date for which falls on or after the Completion Date in respect of the 1st Tranche Consideration Shares, and in all other respects shall rank *pari passu* with the existing Company Shares in issue. For this purpose, “**record date**” means the date fixed by the Company for the purposes of determining entitlements to dividends, rights, allotments or other distributions of holders of the Company Shares.

Following the allotment and issuance of the 1st Tranche Consideration Shares, the total number of issued and paid-up shares in the capital of the Company has increased from 250,430,260 Company Shares to 263,390,260 Company Shares.

Following the Completion, Roots Communications Pte Ltd is now a wholly-owned subsidiary of the Company.

Shareholders should note that the listing and quotation notice in respect of the 12,960,000 1st Tranche Consideration Shares granted by the SGX-ST on 6 January 2023 is not to be taken as an indication of the merits of the Consideration Shares, the Proposed Acquisition, the Company and/or its subsidiaries.

The Company will keep its shareholders updated on any material developments (in particular, if and when the Company is required to make the Post-Completion Tranche Payment to the Vendor, or the Vendor and the Controlling Shareholders are required to make any payment to the Company under the Profit Guarantee and/or the NLAT Undertaking, as the case may be, after the Relevant Period¹) in relation to the Proposed Acquisition by way of announcement(s) as and when appropriate.

By Order of the Board

Bo Jiang Chek Raymond
Chief Executive Officer and Executive Director
31 January 2023

¹ Pursuant to the SPA, “**Relevant Period**” means the 3-year period commencing from 1 April 2023 to 31 March 2026 (both dates inclusive).

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited ("Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST").

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

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