

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of the Company will be held by way of electronic means on **Tuesday, 30 August 2022 at 2.00 p.m.** for the purpose of transacting the following businesses:

ORDINARY BUSINESS

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| 1. | To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2022 together with the Directors’ Statement and Auditor’s Report thereon. | Resolution 1 |
| 2. | To approve a tax exempt (one-tier) final dividend of \$0.0036 per ordinary share for the financial year ended 31 March 2022. | Resolution 2 |
| 3. | To approve the Directors’ fees of S\$42,500.00 for the financial year ended 31 March 2022. | Resolution 3 |
| 4. | To approve the Directors’ fees of S\$170,000.00 for the financial year ending 31 March 2023, payable quarterly in arrears. | Resolution 4 |
| 5. | To re-elect Mr. Soo Kee Wee, a Director retiring pursuant to Regulation 110 of the Company’s Constitution.
<i>(See Explanatory Note 1)</i> | Resolution 5 |
| 6. | To re-elect Mr. Ang Swee Tian, a Director retiring pursuant to Regulation 114 of the Company’s Constitution.
<i>(See Explanatory Note 2)</i> | Resolution 6 |
| 7. | To re-elect Mr. Liew Kok Oon, a Director retiring pursuant to Regulation 114 of the Company’s Constitution.
<i>(See Explanatory Note 3)</i> | Resolution 7 |
| 8. | To re-elect Ms. Thong Yuen Siew Jessie retiring pursuant to Regulation 114 of the Company’s Constitution.
<i>(See Explanatory Note 4)</i> | Resolution 8 |
| 9. | To re-appoint Mazars LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 9 |
| 10. | To transact any other ordinary business which may be properly transacted at an AGM. | |

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

11. Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- | | | | |
|-----|------|---|----------------------|
| (I) | (i) | allot and issue shares in the capital of the Company (“ Shares ”) whether by way of rights, bonus or otherwise; and/or | Resolution 10 |
| | (ii) | make or grant offers, agreements or options (collectively, “ Instruments ”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and | |

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- (II) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed one hundred percent (100%) of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing members of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
- (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercise of share options or vesting of share awards which are outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 5)

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12. Authority to allot and issue shares under the iWOW Employee Share Option Scheme Resolution 11

That the Directors be and are hereby authorised to offer and grant options in accordance with the provisions of the iWOW Employee Share Option Scheme (the “**Scheme**”) and pursuant to Section 161 of the Act, to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of Shares issued and issuable in respect of all options granted or to be granted under the Scheme, all awards granted or to be granted under the iWOW Performance Share Plan and all Shares, options or awards granted or to be granted under any other share option schemes or share plans of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.

(See *Explanatory Note 6*)

13. Authority to allot and issue shares under the iWOW Performance Share Plan Resolution 12

That the Directors of the Company be and are authorised to grant awards in accordance with the provisions of the iWOW Performance Share Plan (the “**Plan**”) and pursuant to Section 161 of the Act, to allot and issue from time to time such number of fully-paid up shares as may be required to be issued pursuant to the vesting of the awards under the Plan, provided that the aggregate number of Shares to be issued pursuant to the Plan, when added to the number of new shares issued and issuable or existing Shares delivered and deliverable in respect of all awards granted or to be granted under the Plan, all options granted or to be granted under the Scheme and all shares, options or awards granted under any other share scheme of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.

(See *Explanatory Note 7*)

By Order of the Board

Nor Hafiza Alwi

Company Secretary

15 August 2022

Explanatory Notes:

1. Ordinary Resolution 5 – Mr. Soo Kee Wee, the Non-Executive Director of the Company, is a substantial shareholder of the Company. Mr. Soo Kee Wee is the spouse of Ms. Kau Wee Lee (a substantial shareholder of the Company) and he is deemed interested in the 117,847,856 shares held by Ms. Kau Wee Lee in the Company. Saved as disclosed, Mr. Soo Kee Wee does not have any relationships including immediate family relationships with the other Directors, the Company and the substantial shareholders.

Mr. Soo Kee Wee will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Board.

2. Ordinary Resolution 6 – Mr. Ang Swee Tian, a Lead Independent Director of the Company will upon re-election as a Director, continue to serve as the Chairman of Audit and Risk Management Committee and a member of the Nominating and Remuneration Committees. Mr. Ang Swee Tian is considered independent for the purpose of Rule 704(7) of the Catalyst Rules. Mr. Ang Swee Tian does not have any relationships including immediate family relationships with the other Directors, the Company and the substantial shareholders, which may affect his independence.

3. Ordinary Resolution 7 – Mr. Liew Kok Oon, an Independent Director of the Company, will upon re-election as a Director continue to serve as the Chairman of Remuneration Committee and a member of the Audit and Risk Management and Nominating Committees. Mr. Liew Kok Oon is considered independent for the purpose of Rule 704(7) of the Catalyst Rules.

Mr. Liew Kok Oon does not have any relationships including immediate family relationships with the other Directors, the Company and the substantial shareholders, which may affect his independence.

4. Ordinary Resolution 8 – Ms. Thong Yuen Siew Jessie, an Independent Director of the Company will, upon re-election as a Director, continue to serve as the Chairman of the Nominating Committee and a member of Audit and Risk Management and Remuneration Committees. Ms. Thong Yuen Siew Jessie is considered independent for the purpose of Rule 704(7) of the Catalyst Rules.

Ms. Thong Yuen Siew Jessie does not have any relationships including immediate family relationships with the other Directors, the Company and the substantial shareholders, which may affect her independence.

Further information on all the above mentioned directors can be found under the sections titled “Board of Directors” and “Corporate Governance Report” of the Company’s Annual Report 2022.

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5. Ordinary Resolution 10 above, if passed, will authorise the Directors of the Company from the date of the forthcoming AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, or the date such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue and allot shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings of which the total number of Shares issued other than on a pro-rata basis to existing members shall not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalyst Rules currently provides for the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings to be calculated on the basis of the total number of issued shares at the time that the Resolution is passed (taking into account the conversion or exercise of any convertible securities or employee share options at the time that the Resolution is passed, which were issued pursuant to previous member approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company.
6. Ordinary Resolution 11 above, if passed, will empower the Directors to grant options and to allot and issue Shares upon the exercise of such options granted or to be granted in accordance with the Scheme provided that the number of Shares which the Directors may allot and issue under this Resolution, together with any Shares issued and issuable in respect of all options granted or to be granted under the Scheme, pursuant to the vesting of any awards granted under the Plan and any Shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.
7. Ordinary Resolution 12 above, if passed, will empower the Directors to vest awards and to allot and issue Shares pursuant to the vesting of such awards in accordance with the Plan provided that the number of Shares which the Directors may allot and issue under this Resolution, together with any Shares issued and issuable in respect of all awards granted under the Plan and all options granted or to be granted under the Scheme and any Shares, options or awards granted or to be granted under any other share schemes of the Company, shall not, in aggregate, exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company from time to time.

Notes:

1. The AGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "Order"). Printed copies of the Proxy Form, this notice of AGM (the "Notice") and the Annual Report ("AR") will not be sent to members. Instead, this Notice, Proxy Form and AR will be made available to members by electronic means via publication on the Company's website at the URL <https://www.iwow.com.sg/investor-relations/annual-report/> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Tuesday, 30 August 2022 at 2:00 p.m. are set out in the Company's announcement dated 15 August 2022 (the "Announcement"), which has been uploaded together with this Notice on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day. The Announcement may also be accessed at the Company's website at <https://www.iwow.com.sg/investor-relations/>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice.

Members of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("LIVE WEBCAST") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("AUDIO ONLY MEANS") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 2.00 p.m. on 27 August 2022, at the URL <https://globalmeeting.bigbangdesign.co/iwow2022/>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will on 29 August 2022 receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS, to observe the proceedings of the AGM to be held on 30 August 2022.

A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the Meeting. To do so, all questions must be submitted by 2:00 p.m. on 22 August 2022 via the following:

- (a) pre-registration link at URL <https://globalmeeting.bigbangdesign.co/iwow2022/>; or
 - (b) email to investor_relations@iwow.com.sg.
3. In accordance with the alternative arrangements under the Order, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
 4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
 5. The instrument appointing the Chairman of the Meeting as proxy, 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 2:00 p.m. on 27 August 2022, being not less than seventy-two (72) hours before the time appointed for holding the Meeting.

In view of the current COVID-19 situation in Singapore, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or officer duly authorized. The dispensation of the use of common seal pursuant to the Companies Act 1967 of Singapore is applicable at this AGM.

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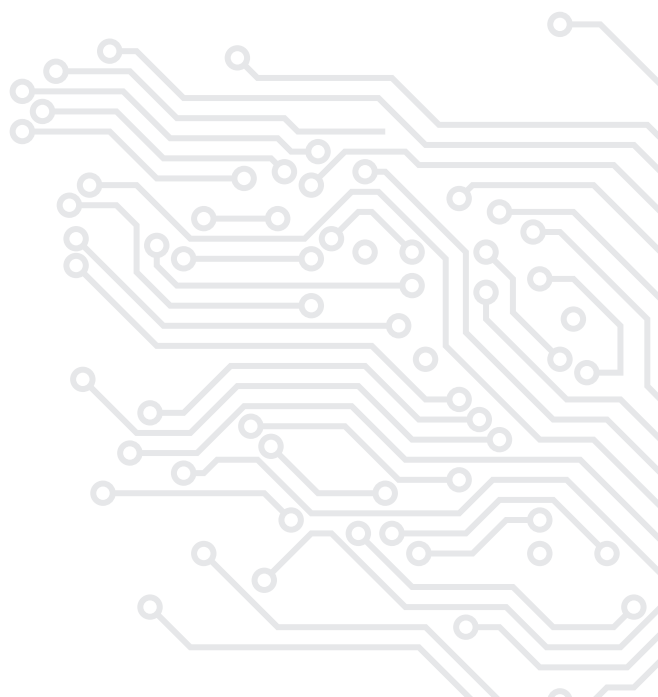
7. For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS investors, who wish to appoint the Chairman of the AGM as proxy should contact their relevant intermediaries as soon as possible, to specify their voting instruction. CPF and SRS investors 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 AGM that is by 2.00 p.m. on 19 August 2022.

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice or the Announcement, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms, appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the AGM for purpose of granting access to Shareholders to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM. Accordingly, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.



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