

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of XOX Bhd ("XOX" or the "Company") will be held at Inspire 1 & II, Food Tree Café (under Only Group), No. 10, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, 40150 Shah Alam, Selangor Darul Ehsan on Wednesday, 31 July 2019 at 9.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,651,255,354 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN XOX ("ICPS") TOGETHER WITH UP TO 662,813,838 FREE DETACHABLE WARRANTS IN XOX ("WARRANTS B") ON THE BASIS OF 4 ICPS TOGETHER WITH 1 FREE WARRANT B FOR EVERY 2 EXISTING ORDINARY SHARES IN XOX ("XOX SHARES" OR "SHARES") HELD BY THE ENTITLED SHAREHOLDERS OF XOX ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF ICPS WITH WARRANTS")

"THAT subject to the passing of the Special Resolution as well as the approval of all relevant regulatory authorities or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing and quotation of the ICPS and Warrants B to be issued hereunder and the new Shares to be issued pursuant to the conversion of the ICPS and exercise of the Warrants B, the Board of Directors of the Company ("**Board**") be and is hereby authorised:-

- (a) to provisionally allot and issue by way of a renounceable rights issue of up to 2,651,255,354 ICPS together with up to 662,813,838 Warrants B to the shareholders of the Company ("**Shareholders**") whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined by the Board ("**Entitlement Date**") ("**Entitled Shareholders**") and/or their renounee(s), on the basis of 4 ICPS together with 1 free Warrant B for every 2 existing Shares held on the Entitlement Date at an issue price to be determined by the Board and on such terms and conditions as set out in Section 2.2 of the Circular to Shareholders dated 3 July 2019;
- (b) to enter into and execute the deed poll constituting the Warrants B ("**Deed Poll B**") and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll B (including, without limitation, the affixing of the Company's common seal, where necessary);
- (c) to allot and issue the Warrants B in registered form to the Entitled Shareholders (and/or their renounee(s), as the case may be) and the Excess Applicants (as defined below), if any, who subscribe for and are allotted the ICPS, each Warrant B conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to any provisions for adjustment to the subscription rights attached to the Warrants B in accordance with the provisions of the Deed Poll B to be executed;
- (d) to allot and issue such number of additional Warrants B pursuant to adjustments as provided under the Deed Poll B ("**Additional Warrants B**") and to adjust from time to time the exercise price of the Warrants B as a consequence of the adjustments under the provisions of the Deed Poll B and/or to effect such modifications, variations and/or amendments as may be imposed, required or permitted by Bursa Securities and any other relevant authorities or parties (if required);
- (e) to allot and issue such number of new Shares credited as fully paid-up to the holders of the ICPS upon their conversion of the relevant ICPS to subscribe for new Shares during the tenure of the ICPS in accordance with the Constitution of the Company; and
- (f) to allot and issue such number of new Shares credited as fully paid-up to the holders of the Warrants B upon their exercise of the relevant Warrants B to subscribe for new Shares during the tenure of the Warrants B, and such further new Shares as may be required or permitted to be issued pursuant to the exercise of the Additional Warrants B and such adjustments in accordance with the provisions of the Deed Poll B.

THAT the Board be and is hereby authorised to determine and vary if deemed fit, necessary and/or expedient, the issue price of the ICPS and the exercise price of the Warrants B to be issued pursuant to the Proposed Rights Issue of ICPS with Warrants;

THAT any ICPS which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renounee(s) shall be made available for excess applications in such manner and to such persons ("**Excess Applicants**") as the Board shall determine at its absolute discretion;

THAT the ICPS, Warrants B and the new Shares to be issued pursuant to the conversion of the ICPS and/or the exercise of the Warrants B shall be listed on the ACE Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue of ICPS with Warrants be utilised for the purposes as set out in Section 3 of the Circular to Shareholders dated 3 July 2019 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject to the approval of the relevant authorities (if required);

THAT the fractional entitlements of the ICPS and Warrants B arising from the Proposed Rights Issue of ICPS with Warrants, if any, shall be disregarded and/or dealt with by the Board in such manner and on such terms and conditions as the Board in its absolute discretion may deem fit or expedient and in the best interest of the Company;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue of ICPS with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue of ICPS with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue of ICPS with Warrants in order to implement and give full effect to the Proposed Rights Issue of ICPS with Warrants;

THAT the new Shares to be issued arising from the conversion of the ICPS and/or the exercise of the Warrants B (including the Additional Warrants B, if any) shall, upon allotment, issuance and (where applicable) full payment of the conversion price of the ICPS or exercise price of the Warrants B (or the Additional Warrants B, as the case may be), rank pari passu in all respects with the then existing Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment and issuance of such new Shares arising from the conversion of the ICPS and/or the exercise of the Warrants B (or the Additional Warrants B, as the case may be);

AND THAT this Ordinary Resolution 1 constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all ICPS, Warrants B, Additional Warrants B (if any) and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue of ICPS with Warrants have been allotted and issued in accordance with the terms of the Proposed Rights Issue of ICPS with Warrants."

ORDINARY RESOLUTION 2

PROPOSED AMENDMENTS TO THE BY-LAWS OF THE COMPANY ("PROPOSED BY-LAWS AMENDMENTS")

THAT approval be and is hereby given to the Company to authorise the Proposed By-Laws Amendments in the manner as set out in Appendix III of the Circular to shareholders of the Company dated 3 July 2019;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed By-Laws Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed By-Laws Amendments;

AND THAT the amended By-Laws of the existing SIS as set out in Appendix III of the Circular to Shareholders dated 3 July 2019 in respect of inter alia, the Proposed By-Laws Amendments, be and is hereby approved and adopted."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY ("PROPOSED CONSTITUTION AMENDMENTS")

"THAT subject to the passing of the Ordinary Resolution 1, approval be and is hereby given to the Company to carry out the proposed amendments to the Constitution of the Company in the manner as set out in Appendix II of the Circular to Shareholders dated 3 July 2019 to enable the Company to implement the Proposed Rights Issue of ICPS with Warrants as envisaged in Ordinary Resolution 1;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient or relevant to give effect to and complete the Proposed Constitution Amendments with full power to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Constitution Amendments."

By Order of the Board

XOX BHD

CHONG VOON WAH (MAICSA 7055003)

THAI KIAN YAU (MIA 36921)

Company Secretaries

Kuala Lumpur

3 July 2019

Notes:-

1. A member entitled to attend and vote at the Meeting is entitled to appoint a maximum of two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints more than one proxy to attend the same meeting, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provision of subsection 25A(1) of the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one Securities Account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its Common Seal or signed by attorney so authorised.
5. The Form of Proxy must be deposited at the Registrar Office of the Company at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument, proposed to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
6. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 24 July 2019 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
7. Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out above will be put to vote by way of poll.