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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth (9th) Annual General Meeting of XOX Bhd ("XOX" or "the Company") will be held at Inspire I & II, Food Tree Café (under Only World Group), No.10, Section U1, Jalan Pelukis U1/46, Kawasan Perindustrian Temasya, 40150 Shah Alam, Selangor Darul Ehsan on Thursday, 27 February 2020 at 9.00 a.m. for the purpose of transacting the following businesses:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial period ended 30 September 2019 together with the Directors' and Auditors' Reports thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the payment of additional Directors' fees of RM230,100 for the financial period from 1 July 2018 up to the conclusion of Ninth (9 th) Annual General Meeting. | Ordinary Resolution 1 |
| 3. To re-elect Mr Roy Ho Yew Kee who retires pursuant to Clause 125 of the Company's Constitution. | Ordinary Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Clause 115 of the Company's Constitution: | |
| i) Mr Hew Tze Kok | Ordinary Resolution 3 |
| ii) Mr Edwin Chin Vin Foong | Ordinary Resolution 4 |
| iii) Mr Tan Sik Eek | Ordinary Resolution 5 |
| 5. To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 6 |
| 6. To transact any other business of the Company for which due notice shall have been given. | |

By order of the Board,

Chong Voon Wah (MAICSA 7055003)

Thai Kian Yau (MIA 36921)

Company Secretaries

Kuala Lumpur

29 January 2020

Notes

- The Company has changed its financial year end from 30 June to 30 September and an announcement has been made to Bursa Malaysia Securities Berhad on 30 August 2019 on the change of financial year end. Section 340 (1) of the Companies Act, 2016 states that an Annual General Meeting ("AGM") must be held once in every calendar year. The Companies Commission of Malaysia had granted its approval for an extension of time until 31 March 2020 for the Company to hold its AGM in respect of the calendar year 2019. The Company did not hold any AGM in the calendar year 2019. Hence, the forthcoming Ninth (9th) AGM will be held to table the 15-months Audited Financial Statements made up from 1 July 2018 to 30 September 2019 as well as other ordinary businesses, and this AGM shall be deemed to be held for the calendar year 2019.
- 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.
- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or signed by attorney so authorised.
- 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 adjourned meeting at which the person named in the instrument, proposes to vote or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.
- For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 20 February 2020 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- 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.

EXPLANATORY NOTES

- Audited Financial Statements for the Financial Period Ended 30 September 2019**
The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act, 2016 provide that the audited financial statements are to be laid in the general meeting and do not require a formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.
- Ordinary Resolution 1: To Approve the Payment of Additional Directors' Fees**
At the Eighth (8th) Annual General Meeting of the Company held on 29 November 2018, the shareholders of the Company had approved the payment of Directors' fees of up to RM397,800 payable to the Directors for the financial year ended 30 June 2019.
On 30 August 2019, the Company had announced to Bursa Malaysia Securities Berhad for the change of the Company's financial year end from 30 June to 30 September and the new financial period of the Company covered a period of 15 months from 1 July 2018 to 30 September 2019.
The additional Directors' fees payable to the Directors mainly due to extension of the Company's financial period to 15 months as well as the payment made to additional Director appointed during the financial period.