

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth (10th) 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 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the Ninth (9th) Annual General Meeting which will be held at 9.00 a.m. on the same day and at the same venue, for the purpose of transacting the following businesses:

AGENDA

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| 1. To re-elect the following Directors who retire pursuant to Clause 115 of the Company's Constitution:
i) Dato' Seri Abdul Azim Bin Mohd Zabidi
ii) Mr Soo Pow Min
iii) Mr Ng Kok Heng | Ordinary Resolution 1
Ordinary Resolution 2
Ordinary Resolution 3 |
| 2. To approve the increase of the Directors' fees payable to the Directors of the Company. | Ordinary Resolution 4 |
| 3. To approve the payment of Directors' fees of up to RM600,000 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM180,000 for the period commencing from 27 February 2020 until the conclusion of the next Annual General Meeting of the Company. | Ordinary Resolution 5 |
| 4. 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 |

SPECIAL BUSINESSES :

To consider and, if thought fit, to pass the following Resolution:

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| 5. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 | Ordinary Resolution 7 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

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| 6. Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate") | Ordinary Resolution 8 |
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"THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company and/or its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 29 January 2020 for the purposes of Rule 10.09 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), subject to the following:

- (i) the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
- (ii) the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
 - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340 (2) of the Companies Act, 2016 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 340 (4) of CA); or
 - (c) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier.
- (iii) disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
 - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
 - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%, whichever is the higher;

and amongst other, based on the following information:

- (a) the type of the Recurrent Related Party Transactions made; and
- (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with XOX Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

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| 7. To transact any other business of the Company for which due notice shall have been given. |
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By order of the Board,

Chong Voon Wah (MAICSA 7055003)
Thai Kian Yau (MIA 36921)
Company Secretaries

Kuala Lumpur
29 January 2020

Notes

1. Section 340 (1) of the Companies Act, 2016 states that an Annual General Meeting ("AGM") must be held once in every calendar year. Therefore, the forthcoming Tenth (10th) AGM of the Company will be held in respect of the calendar year 2020. There will be no Audited Financial Statements tabled at this AGM. The 15-months Audited Financial Statements for the financial period ended 30 September 2019 will be tabled at the Ninth (9th) AGM.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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

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| 1. Ordinary Resolution 4 : To approve the increase of the Directors' Fees |
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The Nomination and Remuneration Committee ("NRC") of the Company had conducted a review of the Directors' fees to determine whether the said fees is competitive and adequate to attract and retain individuals with strong credentials and high calibre to serve on the Board. The NRC having taken into account the fee levels and as well as the time commitment required from the Directors, recommended the said fees to be revised as follows:

	Current	Proposed
Chairman of the Board	RM7,150 per month	RM8,000 per month
Other Board Members	RM5,200 per month	RM5,800 per month

The Board had reviewed and accepted the NRC's proposal as it opined that the said proposal was fair and reasonable and was in the Company's best interest.

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| 2. Ordinary Resolution 5 : To approve the payment of Directors' Fees and other benefits payable |
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The Directors' benefits payable comprises of meeting attendance allowances and other claimable benefits. In determining the estimated total amount of Directors' benefits, the Board has considered various factors, among others, the estimated claimable benefits and estimated number of meetings for the Board and its Committees held for the period commencing from 27 February 2020 until the conclusion of the next Annual General Meeting for the Company.

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| 3. Ordinary Resolution 7 : Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016 |
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The proposed Ordinary Resolution 7, if passed, is a General Mandate to empower the Directors to issue and allot shares up to an amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting. The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions. As at the date of this Notice, the Company has not issued any new shares pursuant to the General Mandate granted to the Directors at the Eighth (8th) Annual General Meeting held on 29 November 2018 and which will lapse at the conclusion of the Ninth (9th) Annual General Meeting.

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| 4. Ordinary Resolution 8 : Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature |
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The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries, subject to the transactions being carried out in the ordinary course of business of the Company and/or its subsidiaries and on normal commercial terms which are generally available to the public and not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next annual general meeting of the Company.