



MOBILE

XOX BHD

[Registration No. 201001016682 (900384-X)]
(Incorporated in Malaysia)

NOTICE OF POSTPONED EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the postponed Extraordinary General Meeting of XOX Bhd (“**XOX**” or the “**Company**”) will be conducted on a fully virtual basis from the Broadcast Venue at Lot 8.1, 8th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Wednesday, 1 July 2020 at 3.00 p.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF UP TO 327,719,000 NEW ORDINARY SHARES IN XOX, REPRESENTING 30% OF THE TOTAL NUMBER OF ISSUED SHARES OF XOX, TO INDEPENDENT THIRD-PARTY INVESTOR(S) TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER

“**THAT** subject to the approval of all the relevant authorities, approval be and is hereby given to the Board of Directors of the Company (“**Board**” or “**Directors**”) to allot and issue up to 327,719,000 new ordinary shares in the Company (“**XOX Shares**” or “**Shares**”) (“**Placement Shares**”) by way of private placement to independent third party investor(s) to be identified later in one (1) or more tranches at an issue price for each tranche to be determined at a later date by the Board (“**Price-Fixing Date**”) upon such terms and conditions as disclosed in the Circular to the shareholders of the Company (“**Shareholders**”) dated 10 June 2020 (“**Circular**”) (“**Proposed Private Placement**”).

THAT the issue price for each tranche of the Placement Shares will be determined based on a discount of not more than 10% to the 5-day volume-weighted average market price of XOX Shares up to and including the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Private Placement in the manner as the Board may deem fit, necessary and/or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment, issuance and full payment of the issue price, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Placement Shares shall not be entitled to any dividend, rights, allotment and/or other distribution which may be declared, made or paid to the Shareholders, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

AND THAT the Directors be and are 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 and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise, give full effect and to complete the Proposed Private Placement.”

The following additional resolutions shall be tabled at the postponed Extraordinary General Meeting :-

ORDINARY RESOLUTION 2

PROPOSED INCREASE OF THE DIRECTORS' FEES

"**THAT** approval be and is hereby given for the Company to revise the payment of Directors' fees, details of which are as follows, as recommended by the Nomination and Remuneration Committee of the Company :-

	Current	Proposed Revision
Chairman of the Board	RM7,150 per month	RM12,000 per month
Executive Director	RM5,200 per month	RM10,000 per month
Non-Executive Director	RM5,200 per month	RM6,000 per month

ORDINARY RESOLUTION 3

PROPOSED PAYMENT OF DIRECTORS' FEES AND OTHER BENEFITS PAYABLES

"**THAT** approval be and is hereby given for the Company to proceed with the payment of the Directors' fees of up to RM700,000 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM195,000 for the period commencing from 1 January 2020 until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION 4

AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"**THAT** pursuant to Sections 75 and 76 of the Companies Act, 2016 ("**the Act**"), Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("**Bursa Securities**") on 16 April 2020 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 20% of the issued share capital of the Company for the time being ("**20% General Mandate**") and that the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued.

AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, as empowered by Bursa Securities pursuant to its letter dated 16 April 2020 to grant additional temporary relief measures to listed corporations, notwithstanding Section 76(3) of the Act, duly varied and adopted by the Directors of the Company pursuant to Section 76(4) of the Act."

By Order of the Board
XOX BHD

CHONG VOON WAH (MAICSA 7055003)
THAI KIAN YAU (MIA 36921)
Company Secretaries

Kuala Lumpur
16 June 2020

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 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.*
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 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.*
6. *For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 18 June 2020 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 resolution set out above will be put to vote by way of poll.*
8. *The EGM will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.*

EXPLANATORY NOTES

Ordinary Resolution 4 : Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Proposed Ordinary Resolution 4, if passed, is a general mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% 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.

Bursa Malaysia Securities Berhad ("**Bursa Securities**") has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("**20% General Mandate**"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("**Extended Utilisation Period**") and thereafter, the 10% general mandate will be reinstated. Having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming Extraordinary General Meeting of the Company.

The 20% 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) workings capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.



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EXTRAORDINARY GENERAL MEETING

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Broadcast Venue</u>
1 July 2020	3.00 p.m.	Lot 8.1, 8 th Floor, Menara Lien Hoe No. 8 Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor

Coronavirus Disease (Covid-19) Outbreak

1. With the outbreak of Coronavirus Disease (Covid-19) and as part of the safety measures to curb the spread of Covid-19 pandemic, the Extraordinary General Meeting (“**EGM**”) will be conducted by way of a fully virtual meeting and online remote voting using the Remote Participation and Voting (“**RPV**”) Facilities as the safety of our members, Directors, staff and other stakeholders who will attend the EGM is of paramount importance to us.
2. As you may be aware, the Covid-19 has infected more than 2 million people globally. Having regard to the well-being and the safety of our members, we **strongly encouraged** our members to take advantage of the RPV Facilities to participate and vote remotely at the EGM. With the RPV Facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors (“**Board**”) and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the meeting as your proxy to attend and vote on your behalf at the EGM. Details of the RPV Facilities are set out below.

Registration

3. The EGM will be held virtually. The registration is mandatory for the event. Please click the following link to register: <https://rebrand.ly/XOX-EGM2020>
4. All the Shareholders are required to register in order to participate to the EGM. The registration will be open from 9.00 a.m. on 10 June 2020 and close at 3.00 p.m. on 30 June 2020.

Upon submission of your registration, you will receive an email to notify you that your registration has been received and is pending verification.
5. After verification of your registration against the General Meeting Record of Depositors of the Company, the system will send you an email to notify you if your registration is approved or rejected after 18 June 2020.
6. Should your registration be rejected, you can contact the Company’s Share Registrar or the Company for clarifications.
7. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Please follow the tutorial guide posted on <https://rebrand.ly/XOX-EGM2020>

General Meeting Records of Depositors

8. For the purpose of determining members' eligibility to attend this meeting, only members whose names appear in the Record of Depositors of the Company as at 18 June 2020 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Individual Members

9. Individual members are strongly encouraged to take advantage of RPV Facilities to participate and vote remotely at the EGM. Please refer to the details as set out under RPV Facilities for information.
10. If an individual member is unable to attend the EGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Corporate Members

11. Corporate members (through Corporate Representatives or appointed proxies) are also strongly advised to participate and vote remotely at the EGM using the RPV Facilities. Corporate members who wish to participate and vote remotely at the EGM must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 30 June 2020 at 3.00 p.m.:
 - (i) Certificate of appointment of its Corporate Representative or Form of Proxy under the seal of the corporation;
 - (ii) Copy of the Corporate Representative's or proxy's MyKad (front and back)/Passport; and
 - (iii) Corporate Representative's or proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

12. If a Corporate member (through Corporate Representative(s) or appointed proxy(ies)) is unable to attend the EGM, it is encouraged to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Nominee Company Members

13. The beneficiaries of the shares under a Nominee Company's CDS account ("Nominee Company member(s)") are also strongly advised to participate and vote remotely at the EGM using RPV Facilities. Nominee Company members who wish to participate and vote remotely at the EGM can request its Nominee Company to appoint him/her as a proxy to participate and vote remotely at the EGM. Nominee Company must contact the Company's Share Registrar with the details set out below for assistance and will be required to provide the following documents to the Company no later than 30 June 2020 at 3.00 p.m.:
 - (i) Form of Proxy under the seal of the Nominee Company;
 - (ii) Copy of the proxy's MyKad (front and back)/Passport; and
 - (iii) Proxy's email address and mobile phone number.

Upon receipt of such documents, the Company's Share Registrar or the Company will respond to your remote participation request.

14. If a Nominee Company member is unable to attend the EGM, it is encouraged to request its Nominee Company to appoint the Chairman of the meeting as its proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Proxy

15. If a member is unable to attend the EGM, he/she may appoint a proxy or the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
16. If an individual member has submitted his/her Form of Proxy prior to the EGM and subsequently decides to personally participate in the EGM via RPV Facilities, the individual member must contact the Company's Share Registrar or the Company, whose contact details are set out in No. 21 below, to revoke the appointment of his/her proxy no later than 30 June 2020 at 3.00 p.m.

Poll Voting

17. The voting at the EGM will be conducted by way of poll in accordance with Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Shareworks Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting and Sharepolls Sdn Bhd as the Scrutineers to verify the poll results. Upon completion of the voting session for the respective EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are duly passed.

RPV Facilities

18. Please refer to the following information on RPV Facilities for live streaming and remote voting at the EGM:

Procedures		Action
Before EGM		
1.	Register as participant in Virtual EGM	<ul style="list-style-type: none">• Using your computer, access the website at https://rebrand.ly/XOX-EGM2020 Click on the Register button to register for the EGM session.• Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification.• The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2.	Submit your online registration	<ul style="list-style-type: none">• All the Shareholders are required to register prior to the meeting. The registration will be open from 9.00 a.m. on 10 June 2020 and the registration will close at 3.00 p.m. on 30 June 2020.• Clicking on the link will redirect you to the EGM event page. Click on the Register button for the online registration form.• Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy).• Insert your CDS account number and indicate the number of shares you hold.• Read and agree to the Terms & Conditions and confirm the Declarations.• Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected.• System will send an email to notify that your registration for remote participation is received and will be verified.

Procedures		Action
Before EGM		
		<ul style="list-style-type: none"> After verification of your registration against the General Meeting Record of Depositors of the Company as at 18 June 2020, the system will send you an email to notify you if your registration is approved or rejected after 18 June 2020. If your registration is rejected, you can contact the Company's Share Registrar or the Company for clarifications or to appeal.
On the day of EGM		
3.	Attending Virtual EGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the EGM day, while the 2nd will be sent 1 hour before the EGM session. Click Join Event in the reminder email to participate the RPV.
4.	Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. The session will be recorded. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the respective EGM. The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

No Recording or Photography

19. Strictly **NO recording or photography** of the proceedings of the EGM is allowed.

Enquiry

20. If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

**For Registration, logging in and system related:
XOX Bhd**

Name: Mr. Lee
Telephone No: 016 – 328 7852
Email: egm2020@xox.com.my

**For Proxy and other matters:
ShareWorks Sdn. Bhd.**

Name: Mr YS Liew / Mr Vemalan
Telephone No: 03 6201 1120
Email: sharereg@shareworks.com.my



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FORM OF PROXY

CDS Account No.
No. of Shares held

I/We, Tel. No.:
(Full name in block and NRIC No. / Registration No.)

of
(Address)

being a member of XOX Bhd, hereby appoint(s):-

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

or failing him, the Chairperson of the meeting as my/our proxy to vote for me/us on my/our behalf at the postponed Extraordinary General Meeting of the Company to be conducted on a fully virtual basis from the Broadcast Venue at Lot 8.1, 8th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor on Wednesday, 1 July 2020 at 3.00 p.m. or any adjournment thereof, and to vote as indicated below:-

Item	Agenda	Resolution	FOR	AGAINST
1.	Proposed Private Placement	Ordinary Resolution 1		
2.	Proposed Increase of the Directors' Fees	Ordinary Resolution 2		
3.	Proposed Payment of Directors' Fees and Other Benefits Payables	Ordinary Resolution 3		
4.	Authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016	Ordinary Resolution 4		

Please indicate with an 'X' in the space provided whether you wish your votes to be cast for or against the resolution. In the absence of specific direction, your proxy may vote or abstain as he thinks fit.

Signed this.....

Signature*
Member

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 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.*
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AFFIX
STAMP

XOX BHD
[Registration No. 201001016682 (900384-X)]
c/o ShareWorks Sdn Bhd

No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur
Wilayah Persekutuan
Malaysia

2nd Fold Here

Fold This Flap For Sealing
