



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of XOX Bhd (“XOX” or the “Company”) will be conducted on a virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via online meeting platform at <https://rebrand.ly/XOX-EGM> on Friday, 7 June 2024 at 10.00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without modifications:

SPECIAL RESOLUTION

PROPOSED REDUCTION OF UP TO RM303,000,000 OF THE ISSUED SHARE CAPITAL OF XOX PURSUANT TO SECTION 117 OF THE COMPANIES ACT 2016 (“ACT”) (“PROPOSED SHARE CAPITAL REDUCTION”)

“THAT subject to the approvals of the relevant authorities and/or parties being obtained, where required, approval be and is hereby given to the Company to reduce the issued share capital of the Company by way of cancellation of the issued share capital of the Company which is unrepresented by available assets of up to RM303.00 million pursuant to Section 117 of the Act. The corresponding credit of up to RM303.00 million arising from such cancellation will solely be utilised towards offsetting the accumulated losses of the Company;

AND THAT the Board of Directors of XOX (“Board”) be and is hereby authorised and empowered to do or procure to be done all acts and things and to execute all necessary documents, to give full effect and to complete the Proposed Share Capital Reduction, with full powers to assent to any conditions or make any modifications, variations and/or amendments as may be required, or imposed by the relevant authorities or as may be required by the relevant authorities and as the Board may deem necessary and expedient to finalise, implement and give full effect to complete the Proposed Share Capital Reduction.”

By Order of the Board
XOX BHD

CHONG VOON WAH (SSM PC No. 202008001343) (MAICSA 7055003)
THAI KIAN YAU (SSM PC No. 202008001515) (MIA 36921)

Company Secretaries

Kuala Lumpur
16 May 2024

Notes:

1. A member entitled to attend and vote is entitled to appoint at least one (1) proxy but not more than two (2) proxies to attend, speak and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. Where a member appoints two (2) proxies, the appointment shall be invalid unless the proportions of shareholdings to be represented by each proxy are specified.
3. Where a member of the Company is an exempt authorised nominee as defined under the Central Depositories Act which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“Omnibus Account”), there shall be 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 the proxy shall be in writing, executed by or on behalf of the appointor. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. The instrument appointing a proxy must be deposited at the Share Registrar’s office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or via e-mail at ir@shareworks.com.my not less than 24 hours before the time for holding the EGM or any adjournments thereof PROVIDED that in the event the member(s) duly executes the Form of Proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the Meeting as his/their proxy, provided always that the rest of the Form of Proxy, other than the particulars of the proxy have been duly completed by the member(s).
6. For the purpose of determining members’ eligibility to attend this meeting, only members whose names appear in the Record of Depositors as at 30 May 2024 shall be entitled to attend this meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
7. All resolution as set out in this notice of EGM is to be voted by poll.
8. The EGM will be conducted as virtual meeting from the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.



XOX BHD

Company Registration No. 201001016682 (900384-X)
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EXTRAORDINARY GENERAL MEETING

ADMINISTRATIVE GUIDE

Date	Time	Broadcast Venue
Friday, 7 June 2024	10.00 a.m.	Lot 4.1, 4 th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor Darul Ehsan

Virtual Meeting

1. The Extraordinary General Meeting (“**EGM**”) will be conducted by way of a virtual meeting and online remote voting using the Remote Participation and Voting Facilities (“**RPV Facilities**”) from the broadcast venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8 Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via online meeting platform at <https://rebrand.ly/XOX-EGM>.
2. Shareholders are **strongly encouraged** 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-EGM>.
4. All the Shareholders are required to register in order to participate to the EGM. The registration will be open from 10.00 a.m. on 16 May 2024 and close at 10.00 a.m. on 6 June 2024.

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 Record of Depositors of the Company, the system will send you an email to notify you if your registration is approved or rejected after 30 May 2024.
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-EGM>.

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 30 May 2024 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 6 June 2024 at 10.00 a.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.
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 6 June 2024 at 10.00 a.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.
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. 20 below, to revoke the appointment of his/her proxy no later than 6 June 2024 at 10.00 a.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 EGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolution is 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 for the EGM 	<ul style="list-style-type: none">• Using your computer, access the website at https://rebrand.ly/XOX-EGM Click on the Register button to register for the EGM session.• If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details 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">• Shareholders who wish to participate and vote remotely at the EGM via RPV Facilities are required to register prior to the meeting. The registration will open from 10.00 a.m. on 16 May 2024 and close at 10.00 a.m. on 6 June 2024.• Clicking on the link mentioned in item 1 will redirect you to the EGM event page. Click on the Register link 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(s) 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.

		<p><u>Email Notification to Shareholders</u></p> <ul style="list-style-type: none"> • System will send an email to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 30 May 2024, the system will send you an email to notify you if your registration is approved or rejected after 30 May 2024. • If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.
On the day of EGM		
3.	Attending EGM	<ul style="list-style-type: none"> • Two reminder emails will be sent to your inbox. First is one day before the EGM, while the second 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 received throughout the session which are not answered during the EGM will be replied later to your registered email. • 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 EGM. • The list of resolutions for voting will appear at the right-hand side of your computer screen under the Slido panel. You are required to indicate your votes for the resolutions that are tabled for voting within the given time frame. • Click on the Submit button when you have completed. • Votes cannot be changed once it is submitted.
6.	End of remote participation	<ul style="list-style-type: none"> • 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:
InsHub Sdn. Bhd.

Name : Ms. Eris/Mr. Calvin
Telephone No. : +603-7688 1013
Email : vgm@mlabs.com

For Form of Proxy:
ShareWorks Sdn. Bhd.

Name : Mr. Wai Kien/Mr. Kou
Telephone No. : +603-6201 1120
Email : ir@shareworks.com.my



XOX BHD

Company Registration No. 201001016682 (900384-X)
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FORM OF PROXY

CDS Account No.																				
No. of Shares Held																				

I/We,
(FULL NAME IN BLOCK LETTERS)

(NRIC No./ Registration No./ Passport No.)

of
(FULL ADDRESS)

(Contact No. and Email Address

being a member/members of **XOX BHD (“Company”)**, hereby appoint

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		
Contact No.	Email Address	

and/ or failing him/ her

Name of Proxy	NRIC No./ Passport No.	% of Shareholdings to be Represented
Address		
Contact No.	Email Address	

or failing him/ her*, the CHAIRMAN OF THE MEETING as my/ our* proxy to vote for me/ us* on my/ our* behalf at the Extraordinary General Meeting of the Company to be conducted on a virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Lot 4.1, 4th Floor, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan via online meeting platform at <https://rebrand.ly/XOX-EGM> on Friday, 7 June 2024 at 10.00 a.m. or at any adjournment thereof.

My / our proxy is to vote as indicated below:

Resolution		FOR	AGAINST
Special Resolution	Proposed Share Capital Reduction		

Please indicate with “X” in the appropriate space how you wish your proxy to vote. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit or, at his discretion, abstain from voting.

Dated this _____ day of _____ 2024.



.....
* Signature of Member(s) / Common Seal of Shareholder
* Delete if not applicable

Fold this flap for sealing

Notes

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AFFIX
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**THE SHARE REGISTRAR OF
XOX BHD**

Registration No. 201001016682 (900384-X)

c/o SHAREWORKS SDN. BHD.

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

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