

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of XOX Networks Berhad (“XOX Networks” 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, Malaysia via online meeting platform at <https://rebrand.ly/XOXNetworksEGM> on Monday, 17 February 2025 at 3.00 p.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 RM55,000,000 OF THE ISSUED SHARE CAPITAL OF XOX NETWORKS 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 lost or unrepresented by available assets of up to RM55.00 million pursuant to Section 117 of the Act. The corresponding credit of up to RM55.00 million arising from such cancellation will be solely utilised towards offsetting the accumulated losses of the Company;

AND THAT the 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**CHONG VOON WAH (MAICSA 7055003)**
(SSM PC NO. 202008001343)**THAI KIAN YAU (MIA 36921)**
(SSM PC NO. 202008001515)

Company Secretaries

Kuala Lumpur
17 January 2025**Notes:**

- (1) Only a member whose name appear in the Record of Depositors as at 10 February 2025 shall be regarded as a member entitled to attend, speak and vote or to appoint a proxy or proxies to attend, speak and vote at the Extraordinary General Meeting.
- (2) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
- (3) Subject to Paragraph (4) below, a member entitled to attend and vote is entitled to appoint two (2) or more proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- (4) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any), which is signed or a notially certified copy thereof, must be deposited with the Company’s share registrar’s office at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia or email to ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
- (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 on a virtual basis at the Broadcast Venue. The members are advised to refer to the Administrative Guide on the registration and voting process for the said meeting.



XOX NETWORKS BERHAD
Registration No. 200501002315 (679361-D)
(Incorporated in Malaysia)

**ADMINISTRATIVE GUIDE FOR THE
EXTRAORDINARY GENERAL MEETING**


Date	Time	Broadcast Venue
Monday, 17 February 2025	3.00 p.m.	Lot 4.1, 4th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor Darul Ehsan

MODE OF MEETING

- The Extraordinary General Meeting (“**EGM**”) of XOX Networks Berhad (“**XOX Networks**” or the “**Company**”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting (“**RPV**”) from the Broadcast Venue.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the EGM.
- All Shareholders of the Company (“**Shareholders**” or “**Members**”) or his/her/its Proxies/Corporate Representatives/Attorneys who wish to attend, participate and vote remotely at the EGM have to register themselves via the RPV platform, the details of which are set out below.
- No Shareholders/Proxies/Corporate Representatives/Attorneys will be allowed to be physically present at the Broadcast Venue on the day of the EGM.
- Only Members whose names appear on the General Meeting Record of Depositors as at **10 February 2025** shall be eligible to attend, participate and vote at the EGM or appoint Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote on his/her/its behalf.

RPV

1. With the RPV facilities, Members may exercise their rights to attend, participate (including to pose questions to the Board of Directors (“**Board**”) of the Company) and vote at the EGM.
2. The procedures for the RPV in respect of the live streaming and remote voting at the EGM are as follows:

Procedures		Action
Before the EGM		
1.	Register as a participant in Virtual EGM 	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/XOXNetworksEGM. 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). Please 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 3.00 p.m. on 17 January 2025 and close at 3.00 p.m. on 16 February 2025. 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"> The 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 10 February 2025 the system will send you an email to notify you if your registration is approved or rejected after 11 February 2025. 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 Virtual 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 in 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.

		<ul style="list-style-type: none"> • The list of resolutions for voting will appear on 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 RPV Facility	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the EGM, the live session will end.

APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE/ATTORNEY

- i. **Member (Individual Member, Corporate Shareholder, Authorised Nominee or Exempt Authorised Nominee) who is appointing Proxy(ies)** to attend, participate and vote at the EGM must ensure the original duly signed and executed Form of Proxy is delivered to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 16 February 2025 at 3.00 p.m.** The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
- ii. The instrument appointing a Proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- iii. If a Member is unable to attend the EGM, he/she/it is encouraged to appoint the Chairman of the EGM as his/her/its Proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
- iv. **Corporate Shareholder who is appointing Corporate Representative(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 16 February 2025 at 3.00 p.m.**
 - Certificate of Appointment of Corporate Representative (“**Certificate**”) under the seal of the corporation or in accordance with the provision of its constitution or by two (2) authorised officers (one of whom shall be a director, or of its attorney duly authorised in writing) duly authorised on behalf of the corporation. If the Certificate is not executed under the seal of the corporation or it is only signed by 1 authorised officer, please attach a copy of that corporation’s constitution for verification;
 - Copy of the Corporate Representative’s MYKAD (for Malaysian)/Passport (for non-Malaysian); and
 - Corporate Representative’s email address and mobile phone number.
- v. **Member who is appointing Attorney(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **no later than 16 February 2025 at 3.00 p.m.**
 - Power of Attorney which is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
 - Copy of the Attorney’s MYKAD (for Malaysian) / Passport (for non-Malaysian); and

- Attorney's email address and mobile phone number.

REVOCAION OF PROXY

Please note that if a Member has submitted his/her/its Form of Proxy prior to the EGM and subsequently decides to personally attend and participate in the EGM via the RPV platform, the Member must contact ShareWorks Sdn. Bhd. via the contact details set out below to revoke the appointment of his/her/its proxy **no later than 16 February 2025 at 3.00 p.m.**

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn. Bhd. as an Independent Scrutineer to verify the poll results.

The Independent Scrutineer will verify the poll results and the Chairman will declare whether the resolutions are duly passed or otherwise.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD

Members may before the EGM submit questions to the Board to ask@xoxnetworks.com.my **no later than 14 February 2025 at 5.00 p.m.** The Board will endeavour to address the questions received at the EGM.

NO RECORDING OR PHOTOGRAPHY

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

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be **NO** distribution of breakfast/lunch packs, door gifts or food vouchers to the Members or Proxy(ies)/Corporate Representative(s)/Attorney(s) who participate in the EGM.

ENQUIRY

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

For Registration, logging in and system related:
InsHub Sdn. Bhd.

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

For Form of Proxy:
ShareWorks Sdn. Bhd.

Name : Mr Kou Si Qiang/En Taufiq
Telephone No.: +603-6201 1120
Email: ir@shareworks.com.my

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- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy and the power of attorney or other authority (if any), which is signed or a notarially certified copy thereof, must be deposited with the Company's share registrar's office at 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia or email to ir@shareworks.com.my not less than twenty-four (24) hours before the time appointed for holding the meeting or any adjournment thereof.
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AFFIX
STAMP

THE SHARE REGISTRAR OF
XOX NETWORKS BERHAD
Registration No. 200501002315 (679361-D)

c/o SHAREWORKS SDN BHD
2-1, Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

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