# NOTICE OF PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

The provisional allotment of Rights Shares with Warrants (as defined herein) is a prescribed security pursuant to Section 14(5) of the Securities Industry (Central Depositories) Act, 1991 and therefore, the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") shall apply in respect of dealings in the provisional allotment of Rights Shares with Warrants.



(Incorporated in Malaysia under the Companies Act, 1965)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 356,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN XOX ("XOX SHARE") ("RIGHTS SHARE") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING XOX SHARE HELD AS AT 5.00 P.M. ON 18 JANUARY 2016 AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE, TOGETHER WITH UP TO 356,000,000 FREE DETACHABLE NEW WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED BY THE ENTITLED SHAREHOLDERS ("RIGHTS ISSUE OF SHARES WITH WARRANTS")

Adviser



TA SECURITIES HOLDINGS BERHAD (14948-M) (A Participating Organisation of Bursa Malaysia Securities Berhad)

#### To: Shareholders of XOX

Dear Sir/Madam

The Board of Directors of XOX ("Board") has provisionally allotted to you, in accordance with the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") dated 18 February 2015 and the Ordinary Resolution passed by the Company at the Extraordinary General Meeting convened on 30 March 2015, the number of Rights Shares with Warrants as indicated below ("Provisional Allotment").

We wish to advise that the following Rights Shares with Warrants provisionally allotted to you in respect of the Rights Issue of Shares with Warrants have been confirmed by Bursa Depository and upon acceptance will be credited into your Central Depository System ("CDS") account(s) subject to the terms and conditions stated in the Abridged Prospectus and the Rights Subscription Form dated 18 January 2016 issued by the Company.

The Provisional Allotment is made subject to the provisions in the Abridged Prospectus dated 18 January 2016 issued by the Company. Bursa Securities has already prescribed the securities of XOX listed on the ACE Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the provisional allotment of the Rights Shares with Warrants arising from the Rights Issue of Shares with Warrants are prescribed securities and, as such, all dealings in the Provisional Allotment will be by way of book entry through CDS accounts and will be governed by the Securities Industry (Central Depositories) Act, 1991, the Securities Industry (Central Depositories) Amendment Act, 1998 and the Rules of Bursa Depository.

ALL RIGHTS SHARES WITH WARRANTS TO BE ISSUED PURSUANT TO THE RIGHTS ISSUE OF SHARES WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE RIGHTS SHARES WITH WARRANTS INTO THE CDS ACCOUNTS OF THE ENTITLED SHAREHOLDERS AND/OR THEIR RENOUNCEE(S) (IF APPLICABLE). NO PHYSICAL SHARE CERTIFICATE OR WARRANT CERTIFICATE WILL BE ISSUED.

It is the intention of the Board to allot the excess Rights Shares with Warrants, if any, on a fair and equitable basis and in the following priority:

- (i) firstly, to minimise the incidence of odd lots;
- (ii) secondly, on the pro-rata basis and in board lot, to the Entitled Shareholders who have applied for the excess Rights Shares with Warrants, taking into consideration their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lot, to the Entitled Shareholders who have applied for excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application:
- (iv) fourthly, on a pro-rata basis and in board lot to transferees and/or renouncees who have applied for excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application; and
- (v) lastly, in the event that there are still unsubscribed Rights Shares with Warrants after allocating all the excess Rights Shares with Warrants, the remaining unsubscribed Rights Shares with Warrants will be subscribed by the Director and shareholder of XOX, namely Datuk Chai Woon Chet, pursuant to his irrevocable and unconditional written undertaking.

Nevertheless, the Board reserves the right to allot any excess Rights Shares with Warrants applied for under Part II of the Rights Subscription Form in such manner as it deems fit and expedient and in the best interest of the Company, subject always to such allocation being made on a fair and equitable basis and that the intention of the Board as set out in (i) to (iv) above are achieved. The Board also reserves the right to accept any excess Rights Shares with Warrants application, in full or in part, without assigning any reason.

NAME, ADDRESS AND CDS ACCOUNT NUMBER	ER OF ENTITLED SHAREHOLDER	

NUMBER OF XOX SHARES HELD AT 5.00 P.M. ON 18 JANUARY 2016	NUMBER OF RIGHTS SHARES PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS PROVISIONALLY ALLOTTED TO YOU	AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.20 PER RIGHTS SHARE (RM)

## IMPORTANT RELEVANT DATES:

\* or such later date and time as the Board of XOX may decide in its absolute discretion and announce not less than two (2) market days before the stipulated date and time

By order of the Board Tan Tong Lang (MAICSA 7045482) Chong Voon Wah (MAICSA 7055003) Company Secretaries Share Registrar ShareWorks Sdn Bhd 2-1, Jalan Sri Hartamas 8 Sri Hartamas 50480 Kuala Lumpur Tel: 03-6201 1120 Fax: 03-6201 3121

# RIGHTS SUBSCRIPTION FORM

THIS RIGHTS SUBSCRIPTION FORM ("RSF") IS ISSUED FOR THE PURPOSE OF ACCEPTING THE RIGHTS SHARES WITH WARRANTS (AS DEFINED HEREIN) AND APPLYING FOR EXCESS RIGHTS SHARES WITH WARRANTS PURSUANT TO THE RIGHTS ISSUE OF SHARES WITH WARRANTS (AS DEFINED HEREIN) OF XOX BHD ("XOX" OR "COMPANY"). THE LAST TIME AND DATE FOR ACCEPTANCE, APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS AND PAYMENT IS 5.00 P.M. ON 4 FEBRUARY 2016 OR SUCH LATER TIME AND DATE AS MAY BE DETERMINED AND ANNOUNCED BY THE DIRECTORS OF XOX. THIS FORM IS ONLY APPLICABLE TO PERSONS WHO HAVE PROVISIONAL ALLOTMENT RIGHTS SHARES WITH WARRANTS STANDING TO HIS/HER CENTRAL DEPOSITORY SYSTEM ("CDS") ACCOUNT.



(Company No. 900384-X) (Incorporated in Malaysia under the Companies Act, 1965) Affix A RM10.00 Malaysian Revenue Stamp Here

RENOUNCEABLE RIGHTS ISSUE OF UP TO 356,000,000 NEW ORDINARY SHARES OF RM0.10 EACH IN XOX ("XOX SHARE") ("RIGHTS SHARE") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY ONE (1) EXISTING XOX SHARE HELD AS AT 5.00 P.M. ON 18 JANUARY 2016 AT AN ISSUE PRICE OF RM0.20 PER RIGHTS SHARE, TOGETHER WITH UP TO 356,000,000 FREE DETACHABLE NEW WARRANTS ("WARRANTS") ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED BY THE ENTITLED SHAREHOLDERS ("RIGHTS ISSUE OF SHARES WITH WARRANTS")

To: The Board of Directors of XOX Bhd (900384-X)		
• • •	GHTS SHARES WITH WARRANTS	
n accordance with the terms of this RSF and the Abridged Prospectus dated 18 January 2016, I/v provisionally allotted/renounced to me/us in accordance with and subject to the Memorandum and A	we hereby irrevocably accept the number of Rights Shares with Warrants as stated below, which wer	
/We enclose herewith Banker's Draft/Cashier's Order/Money Order/Postal Order No	to the Company.	
NUMBER OF RIGHTS SHARES WITH WARRANTS ACCEPTED	TOTAL AMOUNT PAYABLE AT RM0.20 PER RIGHTS SHARE WITH WARRANTS (RM)	
CDS ACCOUNT NO.:		
In accordance with the terms of this RSF and the Abridged Prospectus dated 18 January 2016, I/we he in addition to the Rights Shares with Warrants which are provisionally allotted to and accepted by me the Company.  I/We enclose herewith Banker's Draft/Cashier's Order/Money Order/Postal Order No	SS RIGHTS SHARES WITH WARRANTS  nereby irrevocably apply for the number of excess Rights Shares with corresponding number of Warrant  le/us as stated above, in accordance with and subject to the Memorandum and Articles of Association  for RM	
nereby request for the said excess Rights Shares with Warrants applied for to be credited into my/ou  NUMBER OF EXCESS RIGHTS SHARES WITH WARRANTS APPLIED FOR	r CDS account as stated above:-  TOTAL AMOUNT PAYABLE AT RM0.20 PER RIGHTS SHARE WITH WARRANTS (RM)	
NOMEDIA OF EXCESS RIGHTS STATES WITH MARKET PART ELLES FOR	TOTAL AMOUNT PATABLE AT MINOSOT EN MONTAGE TITTE PATABLE MINISTRA (MIN)	
from Bursa Depository's record as mentioned earlier, the exercise of my/our rights may be rejet a m 18 years of age or over.  I am /We are resident(s) of Malaysia.  I am/We are resident(s) of	nip.	
Contact Telephone No. (Office or Mobile No.)	QUALIFIER (Beneficial owner) of Applicant's CDS Account (if applicable)	
	If the Applicant is a body corporate (as per Bursa Depository's record)  Company No./ Registration No	

## NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RIGHTS SUBSCRIPTION FORM ("RSF")

THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE REQUIREMENTS OF THE CAPITAL MARKETS AND SERVICES ACT 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 18 JANUARY 2016.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. All enquiries concerning the Rights Issue of Shares with Warrants should be addressed to the Share Registrar of the Company, ShareWorks Sdn Bhd ("Share Registrar"), at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur. INVESTORS SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS DATED 18 JANUARY 2016 TO WHICH THIS RSF RELATES BEFORE COMPLETING THIS RSF.

This RSF, together with the Abridged Prospectus and Notice of Provisional Allotment ("NPA") for the Rights Issue of Shares with Warrants, are not intended to be issued, circulated or distributed in countries or jurisdictions other than Malaysia and no action has been or will be taken to ensure that the Rights Issue of Shares with Warrants complies with the laws of any countries or jurisdictions other than the laws of Malaysia. Entitled Shareholders and/or their renouncees (if applicable) who are residents in countries or jurisdictions other than Malaysia should therefore immediately consult their advisers as to whether the acceptance or renunciation (as the case may be) of their entitlements to the Rights Issue of Shares with Warrants would result in the contravention of any laws of such countries or jurisdictions. XOX BHD ("XOX" or "Company"), TA Securities Holdings Berhad and other professional advisers shall not accept any responsibility or liability in the event that any acceptance or renunciation made by Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and/or their renouncees (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in which the Entitled Shareholders and or increase (if applicable) is or shall become illegal, unenforceable, voidable or void in such countries or jurisdictions in the properties of the properti

A copy of this Abridged Prospectus has been registered with the Securities Commission Malaysia ("SC"). A copy of the same, together with the NPA and RSF, have also been lodged with the Companies nission of Malaysia, who takes no responsibility for the contents of these documents.

Approval for the Rights Issue of Shares with Warrants has been obtained from the shareholders of XOX through the ordinary resolution passed at the Extraordinary General Meeting held on 30 March 2015. Approval-in-principle has been obtained from Bursa Malaysia Securities Berhad ("Bursa Securities") via its letter 18 February 2015 for the admission of Rights Shares with Warrants on the Official List of Bursa Securities and for the listing of and quotation for the Rights Shares, Warrants and the new XOX Shares to be issued upon exercise of the Warrants on the ACE Market of Bursa Securities. The official listing of and quotation for Rights Shares with Warrants will commence after, among others, receipt of confirmation from Bursa Malaysia Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of Entitled Shareholders and/or their renouncees (if applicable) have been duly credited and notices of allotment have been despatched to the successful applicants. Neither Bursa Securities nor the SC takes any responsibility for the correctness or accuracy of any statements made or opinions expressed herein. Admission to the Official List and quotation of the said securities on Bursa Securities are in no way reflective of the merits of the Rights Issue of Shares with Warrants.

This RSF, together with the Abridged Prospectus and NPA, have been seen and approved by our Board of Directors ("Board") and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement in these documents false or misleading.

The provisionally allotted Rights Shares with Warrants are prescribed securities pursuant to Section 14(5) of the Security Industry (Central Depositories) Act. 1991 and therefore, the Securities Industry (Central Depository) Act, 1991, Security Industry (Central Depositories) (Amendment) Act, 1998 and the Rules of Bursa Depository shall apply in respect of dealings of the provisionally allotted Rights

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia (or "RM" in abbreviation) and sen. Terms defined in the Abridged Prospectus shall have the same meanings when used in this documents, unless they are otherwise defined here or other context otherwise requires.

#### INSTRUCTIONS:

## LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 4 February 2016, or such extended time and date as our Board may decide at its absolute discretion. Where the closing date for acceptance is extended from the original closing date, the announcement of such extension will be made not less than two (2) market days before the original closing date.

#### **FULL OR PART ACCEPTANCE OF THE RIGHTS SHARES WITH WARRANTS**

If you wish to accept the Rights Shares with Warrants provisionally allotted to you, please complete Part I and Part III of this RSF and return this RSF, together with the appropriate remittance made in Ringgit Malaysia (RM) for the full amount in the form of Banker's Draft(s)/Cashier's Order(s)/Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and must be made out in favour of "XÓX RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with your name and address in block letters, your contact number and the CDS account number, for the full amount payable for the Rights Shares with Warrants accepted, to be received by the Share Registrar, before 5.00 p.m. on 4 February 2016 (or such extended time and date as our Board may decide at its absolute discretion). Cheques or any other mode of payments are not acceptable.

If acceptance and payment for the Rights Shares with Warrants provisionally allotted to you is not received by the Share Registrar by 5.00 p.m. on 4 February 2016, being the last time and date for acceptance and payment (or such extended time and date as may be determined and announced by our Board), such provisional allotment of rights will be deemed to have been declined and will be cancelled. Our Board will then have the right to allot such Rights Shares with Warrants not taken up, first, to applicants applying for excess Rights Shares with Warrants in the manner as set out in

The remittance must be made for the exact amount payable for the Rights Shares with Warrants accepted (ROUNDED UP TO THE NEAREST SEN). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in this RSF within eight (8) market days from the last date for acceptance and payment for the Rights Shares with Warrants, or such other period as stipulated by Bursa Securities.

# APPLICATION FOR EXCESS RIGHTS SHARES WITH WARRANTS

If you and/or your renouncee(s) (if applicable) wish to apply for excess Rights Shares with Warrants in addition to those provisionally allotted to you and/or your renouncee(s) (if applicable), please complete Part II of this RSF (in addition to Parts I and III) and forwarding it (together with a separate remittance for the full amount payable in respect of the excess Rights Shares with Warrants applied for) to the Share Registrar. Payment for the excess Rights Shares with Warrants applied for) to the Share Registrar. Payment for the excess Rights Shares with Warrants applied for should be made in the same manner described in note (ii) above, with remittance in the form of Banker's Draft(s) or Cashier's Order(s) or Money Order(s) or Postal Order(s) drawn on a bank or post office in Malaysia and made payable to "XOX EXCESS RIGHTS ISSUE ACCOUNT" and crossed "ACCOUNT PAYEE ONLY" and endorsed on the reverse side with the name and address in block letters and CDS account number and contact number of the applicant to be received by the Share Registrar not later than 5.00 p.m. on 4 February 2016, being the last time and date for the excess Rights Shares with Warrants acceptance and payment (or such extended time and date as may be determined and announced by our Board). No acknowledgement will be issued but a notice of allotment will be despatched to you by ordinary post to the address stated in this RSF within eight (8) Market Days from the last date for acceptance and payment for the excess Rights Shares with Warrants, or such other period as stipulated by Bursa Securities.

In respect of unsuccessful or partially successful excess Rights Shares with Warrants applications, the full amount or the surplus application monies (as the case may be) will be refunded without interest within fifteen (15) Market Days from the last date for application and payment for the excess Rights Shares with Warrants by ordinary post to the address shown in the RSF at the applicant's own risk. Our Board shall allot the excess Rights Shares with Warrants on a fair and equitable basis and in the following priority:

- firstly, to minimise the incidence of odd lots:
- secondly, on the pro-rata basis and in board lot, to our Entitled Shareholders who have applied for the excess Rights Shares with Warrants, taking into consideration their respective shareholdings in our Company as at the Entitlement Date;
- thirdly, on a pro-rata basis and in board lot, to our Entitled Shareholders who have applied for excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application:
- fourthly, on a pro-rata basis and in board lot, to transferees and/or renouncees who have applied for excess Rights Shares with Warrants, taking into consideration the quantum of their respective excess application; and
- lastly, in the event that there are still unsubscribed Rights Shares with Warrants after allocating all the excess Rights Shares with Warrants, the remaining unsubscribed Rights Shares with Warrants will be subscribed by Director and shareholder of XOX, namely Datuk Chai Woon Chet, pursuant to his irrevocable and unconditional written undertaking.

# (iv) SALE/TRANSFER OF THE PROVISIONAL ALLOTMENT OF RIGHTS SHARES WITH WARRANTS

If you wish to sell/ transfer all or part of your provisional allotment of the Rights Shares with Warrants to your renouncee(s) (if applicable), you may do so immediately through your stockbroker without first having to request the Company for a splitting of the provisional allotment of the Rights Shares with Warrants standing to the credit of your CDS accounts. To sell/transfer all or part of your provisional allotment of the Rights Shares with Warrants, you may sell such provisional allotment of the Rights Shares with Warrants on the open market of Bursa Securities or transfer such provisional allotment to such persons as may be allowed pursuant to the Rules of Bursa Depository.

In selling/transferring all or part of your provisional allotment of the Rights Shares with Warrants, you and/ or your renouncee(s) (if applicable) need not deliver any document, including this RSF, to the stockbroker. However, you and/or your renouncee(s) (if applicable) must ensure that you have sufficient provisional allotment of the Rights Shares with Warrants standing to the credit of your CDS account before trading / transferring.

The purchaser(s)/renouncee(s)/transferee(s) can collect a copy of this RSF for the acceptance of his/her/their rights from his/her/their stockbroker, all Malaysian stockbroking companies, the Registered Office of the Company, the Share Registrar's office or Bursa Securities' website at http://www.bursamalaysia.com.

If you have sold only part of the provisional allotment of the Rights Shares with Warrants, you may still accept the balance of your provisional allotment of the Rights Shares with Warrants by completing Parts I and III of this RSF

- All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- Rights Shares with Warrants subscribed by the shareholders and/or their renouncee(s) will be credited into their respective CDS accounts as shown in the Bursa Depository's record of depositors.
- Any interest or other benefit accruing on or arising from or in connection with any application monies shall be for the benefit of the Company and the Company shall not be under any obligation to account for such interest or other benefit to you.
- The contract arising from the acceptance of the provisional allotment of the Rights Shares with Warrants by you shall be governed by and construed in accordance with the laws of Malaysia, and The Company reserves the right to accept or reject any acceptance and/or application if the instructions hereinabove stated are not strictly adhered to.
- Malaysian Revenue Stamp (NOT POSTAGE STAMP) of Ringgit Malaysia Ten (RM10.00) must be affixed on the RSF.