

**NOTICE OF PROVISIONAL ALLOTMENT**

TERMS DEFINED IN THE ABRIDGED PROSPECTUS DATED 12 FEBRUARY 2020 ("ABRIDGED PROSPECTUS") ISSUED BY XOX BHD ("XOX" OR THE "COMPANY") SHALL HAVE THE SAME MEANING WHEN USED IN THIS NOTICE OF PROVISIONAL ALLOTMENT ("NPA") UNLESS STATED OTHERWISE. THE PROVISIONAL ALLOTMENTS (AS DEFINED HEREIN) AS CONTAINED IN THIS NPA ARE PRESCRIBED SECURITIES PURSUANT TO SECTION 14(5) OF THE SECURITIES INDUSTRY (CENTRAL DEPOSITORIES) ACT, 1991 AS AMENDED FROM TIME TO TIME, INCLUDING SECURITIES INDUSTRY (CENTRAL DEPOSITORIES) AMENDMENT ACT, 1998 ("SICDA") AND THEREFORE, THE SICDA AND THE RULES OF BURSA MALAYSIA DEPOSITORY SDN BHD ("BURSA DEPOSITORY") SHALL APPLY IN RESPECT OF ALL DEALINGS IN THE PROVISIONAL ALLOTMENTS



**XOX BHD**

[Registration No. 201001016682 (900384-X)]

(Incorporated in Malaysia under the Companies Act, 1965 and deemed registered under the Companies Act, 2016)

RENOUNCEABLE RIGHTS ISSUE OF UP TO 2,651,255,354 NEW IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES IN XOX ("ICPS") AT AN ISSUE PRICE OF RM0.025 PER ICPS TOGETHER WITH UP TO 662,813,838 FREE DETACHABLE WARRANTS IN XOX ("WARRANTS B") ON THE BASIS OF 4 ICPS TOGETHER WITH 1 FREE WARRANT B FOR EVERY 2 EXISTING ORDINARY SHARES IN XOX HELD BY THE ENTITLED SHAREHOLDERS OF XOX ON 12 FEBRUARY 2020 ("ENTITLEMENT DATE") ("RIGHTS ISSUE OF ICPS WITH WARRANTS")

*Principal Adviser*



**MERCURY SECURITIES SDN BHD**

[Registration No. 198401000672 (113193-W)]

(A Participating Organisation of Bursa Malaysia Securities Berhad)

**To: The entitled 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") via its letter dated 24 June 2019 and by the shareholders of XOX at the Extraordinary General Meeting held on 31 July 2019, the number of ICPS with Warrants B as indicated below ("Provisional Allotments").

We wish to advise you that the following Provisional Allotments to you 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 Rights Subscription Form ("RSF") issued by our Company.

The Provisional Allotments are made subject to the terms and conditions in the Abridged Prospectus. Bursa Securities has prescribed the securities of XOX listed on the ACE Market of Bursa Securities to be deposited with Bursa Depository. Accordingly, the Provisional Allotments are prescribed securities and as such, all dealings in the Provisional Allotments will be by book entries through CDS accounts and will be governed by the SICDA and the Rules of Bursa Depository.

**ALL ICPS AND WARRANTS B TO BE ISSUED PURSUANT TO THE ACCEPTANCE OF THE RIGHTS ISSUE OF ICPS WITH WARRANTS WILL BE ALLOTTED BY WAY OF CREDITING THE ICPS AND WARRANTS B INTO THE CDS ACCOUNTS OF THE SHAREHOLDERS OF XOX WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF XOX ON THE ENTITLEMENT DATE ("ENTITLED SHAREHOLDERS") AND/OR THEIR TRANSFEREE(S) 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 ICPS with Warrants B applied for under Part I(B) of the RSF, if any, in a fair and equitable manner in the following priority:-

- (i) firstly, to minimise the incidence of odd lots of ICPS;
- (ii) secondly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess ICPS with Warrants B, taking into consideration their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess ICPS with Warrants B, taking into consideration the quantum of their respective excess application; and
- (iv) finally, on a pro-rata basis and in board lots, to the transferee(s) and/or renounee(s) who have applied for excess ICPS with Warrants B, taking into consideration the quantum of their respective excess application.

The excess ICPS with Warrants B will firstly be allocated to minimise the odd lots of ICPS (if any) held by each applicant of excess ICPS with Warrants B. Thereafter, the allocation process will perform items (ii), (iii) and (iv) in succession. Any remaining balance of excess ICPS with Warrants B will be allocated by performing the same sequence of allocation i.e. items (ii), (iii) and (iv) again in succession until all excess ICPS with Warrants B are allotted.

Notwithstanding the foregoing, the Board reserves the right to allot any excess ICPS with Warrants B applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interests 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), (ii), (iii) and (iv) above is achieved. The Board also reserves the right at its absolute discretion not to accept any application for excess ICPS with Warrants B, in full or in part, without assigning any reason thereto.

**NAME, ADDRESS AND CDS ACCOUNT NUMBER OF ENTITLED SHAREHOLDER**

--

NUMBER OF XOX SHARES HELD AT 5.00 P.M. ON 12 FEBRUARY 2020	NUMBER OF ICPS PROVISIONALLY ALLOTTED TO YOU	NUMBER OF WARRANTS B ATTACHED TO ICPS PROVISIONALLY ALLOTTED TO YOU	TOTAL AMOUNT PAYABLE IN FULL UPON ACCEPTANCE AT RM0.025 PER ICPS (RM)

**IMPORTANT RELEVANT DATES AND TIME:-**

Entitlement date.....	Wednesday, 12 February 2020 at 5.00 p.m.
<b>Last date and time for:</b>	
Sale of Provisional Allotments.....	Wednesday, 19 February 2020 at 5.00 p.m.
Transfer of Provisional Allotments.....	Friday, 21 February 2020 at 4.30 p.m.
Acceptance and payment.....	Thursday, 27 February 2020 at 5.00 p.m.
Excess ICPS with Warrants B application and payment.....	Thursday, 27 February 2020 at 5.00 p.m.

By Order of the Board

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

Share Registrar  
**ShareWorks Sdn Bhd** [199101019611 (229948-U)]  
 No. 2-1, Jalan Sri Hartamas 8  
 Sri Hartamas  
 50480 Kuala Lumpur, Malaysia  
 Tel: 603 - 6201 1120  
 Fax: 603 - 6201 3121

**THIS NOTICE OF PROVISIONAL ALLOTMENT IS DATED 12 FEBRUARY 2020**



## NOTES AND INSTRUCTIONS FOR COMPLETION OF THIS RSF

**THIS RSF IS NOT A TRANSFERABLE OR NEGOTIABLE INSTRUMENT. IN ACCORDANCE WITH THE CAPITAL MARKETS AND SERVICES ACT, 2007, THIS RSF MUST NOT BE CIRCULATED UNLESS ACCOMPANIED BY THE ABRIDGED PROSPECTUS DATED 12 FEBRUARY 2020 ("ABRIDGED PROSPECTUS").**

**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 ADVISERS IMMEDIATELY.** All enquiries concerning the Rights Issue of ICPS with Warrants should be addressed to our Share Registrar, ShareWorks Sdn Bhd [199101019611 (229948-U)] at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Malaysia (Tel: 603 - 6201 1120). **YOU SHOULD READ AND UNDERSTAND THE CONTENTS OF THE ABRIDGED PROSPECTUS TO WHICH THIS RSF RELATES TO BEFORE COMPLETING THIS RSF.**

The Abridged Prospectus is issued in compliance with the laws of Malaysia only. This RSF, together with the Abridged Prospectus and the NPA (collectively, the "Documents") are not intended to be (and will not be) issued, circulated or distributed, and the ICPS with Warrants B will not be made or offered or deemed to be made or offered for purchase or subscription, in any countries or jurisdictions other than Malaysia or to persons who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia. No action has been or will be taken to ensure that the ICPS with Warrants B and the Documents comply with the laws of any countries or jurisdiction other than the laws of Malaysia. It shall be the sole responsibility of the Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) who are or may be subject to the laws of any countries or jurisdictions other than the laws of Malaysia to consult their legal or other professional advisers as to whether the acceptance or renouneece of all or any part of the ICPS with Warrants B to be issued would result in the contravention of any laws of such countries or jurisdictions. Such Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) should note the additional terms and restrictions as set out in Section 10 of the Abridged Prospectus. Neither XOX, Mercury Securities Sdn Bhd nor any other professional advisers shall accept any responsibility or liability whatsoever to any party in the event that any acceptance and/or renouneece (as the case may be) of the ICPS with Warrants B made by any of the foreign Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) is or shall become illegal, unenforceable, voidable or void in any countries or jurisdictions in which the Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) are resident.

The Abridged Prospectus has been registered by the Securities Commission Malaysia ("SC"). The registration of the Abridged Prospectus should not be taken to indicate that the SC recommends the Rights Issue of ICPS with Warrants or assumes responsibility for the correctness of any statement made, opinion expressed or report contained in the Abridged Prospectus. The SC has not, in any way, considered the merits of the Rights Issue of ICPS with Warrants. The Documents have also been lodged with the Registrar of Companies who takes no responsibility for its contents.

The shareholders of XOX have approved the Rights Issue of ICPS with Warrants at the Extraordinary General Meeting held on 31 July 2019. Bursa Malaysia Securities Berhad ("Bursa Securities") has also granted its approval for the admission of the ICPS and Warrants B to the Official List as well as the listing and quotation of the ICPS, Warrants B and the new Shares to be issued upon exercise of the ICPS and Warrants B on the ACE Market of Bursa Securities (subject to the conditions specified in the said letters) on 24 June 2019. However, this is not an indication that Bursa Securities recommends the Rights Issue of ICPS with Warrants. The official listing and quotation of the said securities will commence after, amongst others, receipt of confirmation from Bursa Depository Sdn Bhd ("Bursa Depository") that all the Central Depository System ("CDS") accounts of the Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) have been duly credited with the ICPS and Warrants B allotted to them and notices of allotment have been despatched to them.

The Board of Directors of XOX ("Board") has seen and approved all the documentation relating to the Rights Issue of ICPS with Warrants (including the Documents). The Board collectively and individually accepts full responsibility for the accuracy of the information given and confirm that, after making all reasonable inquiries and to the best of its knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in the Documents false or misleading.

Unless otherwise stated, the unit of currency used in this RSF is Ringgit Malaysia ("RM") and sen.

### INSTRUCTIONS:-

#### (I) LAST DATE AND TIME FOR ACCEPTANCE AND PAYMENT

This RSF is valid for acceptance until 5.00 p.m. on 27 February 2020.

If acceptance of and payment for the **Provisional Allotments** in the manner specified herein are not received (whether in full or in part, as the case may be) by XOX's Share Registrar, **ShareWorks Sdn Bhd** [199101019611 (229948-U)] at the address as shown in item (I) below by 5.00 p.m. on 27 February 2020, the said Provisional Allotments to you or remainder thereof (as the case may be) will be deemed to have been declined and will be cancelled. The Board will then have the right to allot such ICPS with Warrants B not taken up, to applicants applying for excess ICPS with Warrants B in the manner as set out in item (II) below.

#### (II) FULL OR PART ACCEPTANCE OF ICPS WITH WARRANTS B

The Rights Issue of ICPS with Warrants is renouneeceable in full or in part. If you wish to accept all or part of your entitlement to the Provisional Allotments, please complete Parts I(A) and II of this RSF in accordance with the notes and instructions contained herein and submit this RSF together with the appropriate remittance made in RM for the full amount payable 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 must be made payable to "**XOX RIGHTS ISSUE ACCOUNT**" crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number, so as to be received by XOX's Share Registrar in the manner detailed below by 5.00 p.m. on 27 February 2020, being the last date and time for acceptance and payment for the Provisional Allotments. Cheques or any other mode(s) of payment not prescribed herein are not acceptable. Details of remittance must be filled in the appropriate boxes provided in this RSF.

#### FOR DELIVERY BY HAND AND/OR COURIER AND/OR ORDINARY POST:

**ShareWorks Sdn Bhd**  
No. 2-1, Jalan Sri Hartamas 8  
Sri Hartamas  
50480 Kuala Lumpur, Malaysia  
Tel: 603 - 6201 1120  
Fax: 603 - 6201 3121

The payment must be made for the exact amount payable for the Provisional Allotments applied for. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. No acknowledgment will be issued for the receipt of the Right Issue of ICPS with Warrants application or application monies in respect thereof. However, if your application is successful, a notice of allotment will be despatched to you and/or your transferee(s) and/or your renouneece(s) by ordinary post to the address as shown on Bursa Depository's record at your own risk within eight (8) market days from the last date of application and payment of the excess ICPS with Warrants B or such other period as may be prescribed by Bursa Securities.

#### (III) APPLICATION FOR EXCESS ICPS WITH WARRANTS B

If you wish to apply for additional ICPS with Warrants B in excess of your entitlement, please complete Part I(B) of this RSF (in addition to Part I(A) and Part II) and forward it together with a separate remittance made in RM for the full amount payable for the excess ICPS with Warrants B applied for 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 made payable to "**XOX EXCESS RIGHTS ISSUE ACCOUNT**" crossed "**ACCOUNT PAYEE ONLY**" and endorsed on the reverse side with your name in block letters, contact number, address and your CDS account number, so as to be received by XOX's Share Registrar, **ShareWorks Sdn Bhd** at the address as shown in item (I) above by 5.00 p.m. on 27 February 2020. Cheques or any other mode(s) of payment not prescribed herein are not acceptable.

The payment must be made for the exact amount payable for the excess ICPS with Warrants B applied for. Any excess or insufficient payment may be rejected at the absolute discretion of the Board. No acknowledgment will be issued for the receipt of the excess ICPS with Warrants B application or application monies in respect thereof. However, if your application is successful, a notice of allotment will be despatched to you and/or your transferee(s) and/or your renouneece(s) by ordinary post to the address as shown on Bursa Depository's record at your own risk within eight (8) market days from the last date of application and payment of the excess ICPS with Warrants B or such other period as may be prescribed by Bursa Securities.

In respect of unsuccessful or partially successful excess ICPS with Warrants B applications, the full amount or the surplus application monies, as the case may be, shall be refunded without interest and despatched to the applicant by ordinary post to the address as shown in the Record of Depositors of the Company as provided by Bursa Depository at your own risk within fifteen (15) market days from the last date for application and payment of the excess ICPS with Warrants B.

It is the intention of the Board to allot the excess ICPS with Warrants B applied for under Part I(B) of the RSF, if any, in a fair and equitable manner in the following priority:-

- (i) firstly, to minimise the incidence of odd lots of ICPS;
- (ii) secondly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess ICPS with Warrants B, taking into consideration their respective shareholdings in the Company as at the Entitlement Date;
- (iii) thirdly, on a pro-rata basis and in board lots, to the Entitled Shareholders who have applied for excess ICPS with Warrants B, taking into consideration the quantum of their respective excess application; and
- (iv) finally, on a pro-rata basis and in board lots, to the transferee(s) and/or renouneece(s) who have applied for excess ICPS with Warrants B, taking into consideration the quantum of their respective excess application.

The excess ICPS with Warrants B will firstly be allocated to minimise the odd lots of ICPS (if any) held by each applicant of excess ICPS with Warrants B. Thereafter, the allocation process will perform items (ii), (iii) and (iv) in succession. Any remaining balance of excess ICPS with Warrants B will be allocated by performing the same sequence of allocation i.e. items (ii), (iii) and (iv) again in succession until all excess ICPS with Warrants B are allotted.

Notwithstanding the foregoing, the Board reserves the right to allot any excess ICPS with Warrants B applied for under Part I(B) of the RSF in such manner as it deems fit and expedient and in the best interests 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), (ii), (iii) and (iv) above is achieved. The Board also reserves the right at its absolute discretion not to accept any application for excess ICPS with Warrants B, in full or in part, without assigning any reason thereto.

#### (IV) SALE OR TRANSFER OF PROVISIONAL ALLOTMENTS

If you wish to sell or transfer all or part of your entitlement to the Provisional Allotments to one (1) or more persons, you may do so through your stockbroker for the period up to the last date and time for sale or transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository) without first having to request the Company for a split of such Provisional Allotments standing to the credit of your CDS account. To sell or transfer all or part of your entitlement to the Provisional Allotments, you may sell such entitlement on the open market for the period up to the last date and time for sale of the Provisional Allotments (in accordance with the Rules of Bursa Depository) or transfer such entitlement to such persons as may be allowed under the Rules of Bursa Depository for the period up to the last date and time for transfer of the Provisional Allotments (in accordance with the Rules of Bursa Depository).

In selling or transferring all or part of your Provisional Allotments, you are not required to deliver any document, including this RSF to your stockbroker in respect of the portion of the Provisional Allotments sold or transferred. You are however advised to ensure that you have sufficient Provisional Allotments standing to the credit of your CDS account that is available for settlement of the sale or transfer.

Transferee(s) and/or renouneece(s) of the Provisional Allotments may obtain a copy of the Abridged Prospectus and this RSF from his/her/their stockbroker(s), XOX's registered office, XOX's Share Registrar or Bursa Securities' website at [www.bursamalaysia.com](http://www.bursamalaysia.com).

If you have sold or transferred only part of the Provisional Allotments, you may still accept the balance of the Provisional Allotments by completing Part I(A) and Part II of this RSF.

#### (V) GENERAL INSTRUCTIONS

- (a) All applicants must sign on the front page of this RSF. All corporate bodies must affix their Common Seals.
- (b) A Malaysian Revenue Stamp (NOT POSTAGE STAMP) of RM10.00 must be affixed on this RSF.
- (c) The ICPS with Warrants B subscribed by the Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) will be credited into their respective CDS accounts as stated in this RSF or the exact CDS account(s) appearing on Bursa Depository's Record of Depositors.
- (d) 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.
- (e) The contract arising from the acceptance of the Provisional Allotments by you shall be governed by and construed in accordance with the laws of Malaysia and you shall be deemed to have irrevocably and unconditionally submitted to the exclusive jurisdiction of the courts of Malaysia in respect of any matter in connection with this RSF and the contract arising therefrom.
- (f) The Company reserves the right to accept or reject any acceptance and/or application which are illegible or if the instructions herein stated are not strictly adhered to.
- (g) Entitled Shareholders and/or their transferee(s) and/or their renouneece(s) (if applicable) should note that any RSF and remittances lodged with XOX's Share Registrar shall be irrevocable and cannot be subsequently withdrawn.