

# **XOX TECHNOLOGY BERHAD**

(fka M3 Technologies (Asia) Berhad)

**Registration No. 199901007872 (482772-D)**

(Incorporated in Malaysia)

Minutes of the 22nd Annual General Meeting (“AGM” or the “Meeting”) of the **XOX TECHNOLOGY BERHAD (FKA M3 TECHNOLOGIES (ASIA) BERHAD)** (the “Company”) conducted on virtual basis through live streaming and online remote participation and voting from the Broadcast Venue at Board Room of Level 13, Menara Lien Hoe, No. 8, Persiaran Tropicana, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 August 2022 at 10.00 a.m.

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- DIRECTORS’ PRESENT** : Mr. Chew Shin Yong, Mark (Executive Chairman)  
Mr. Nicholas Wong Yew Khid (Executive Director)  
Mr. Ng Kok Heng (Independent Non-Executive Director)  
Mr. Yong Ket Inn (Independent Non-Executive Director)  
Datuk Chai Woon Chet (Non-Independent Non- Executive Director)
- MEMBERS PRESENT** : As per attendance list
- BY INVITATION** : Guests as per attendance list
- IN ATTENDANCE** : Ms. Wong Yuet Chyn – Company Secretary

## **NOTICE**

The Chairman welcomed the shareholders to the AGM of the Company and took the Chair and called the Meeting to order at 10.00 a.m. The Chairman then proceeded to introduce the Board members and Company Secretary.

As informed by the Company Secretary that there being a quorum present, the Chairman declared the Meeting duly convened.

The Chairman notified that the Notice convening the AGM had been sent to all the shareholders and the said Notice was advertised in the New Straits Times on 29 July 2022 in accordance with the Company’s Constitution. He proposed and the Meeting consented that the Notice be taken as read.

The Chairman informed that voting at the AGM would be conducted via a poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). For this purpose, the Chairman has exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Clause 71 of the Company’s Constitution in respect of all resolutions which would be put to voting at the Meeting. The polling will be conducted electronically via the remote participation and voting facility provided by Workshire Share Registration Sdn. Bhd. (“**Workshire**”) and voting session will commence from 10.00 a.m. until the announcement of end of voting session. In this respect, the Share Registrar, Workshire had been appointed the Poll Administrator and SharePolls Sdn. Bhd. (“**SharePolls**”), the Scrutineer for the poll voting exercise.

The Chairman informed that the Board of Directors (“**Board**”) will deal with the shareholders’ questions after the deliberations of all the agenda. The Board will try their best to address all the questions by email at the earliest possible after the Meeting if the Board was unable to address all the questions received from shareholders and/or proxies.

The Chairman then proceeded to the agendas for the Meeting.

**1. AUDITED FINANCIAL STATEMENTS (“AFS”) FOR THE YEAR ENDED 31 MARCH 2022 (“FYE 2022”) AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

The Chairman informed that as provided for in Section 340(1)(a) of the Company Act 2016, it is not required that the AFS be formally approved and therefore the first item of the Agenda is meant for discussion only and is not put forward for voting.

**2. PAYMENT OF DIRECTORS’ FEES AND DIRECTORS’ BENEFITS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2021**

**Ordinary Resolution 1** on the proposed payment of Directors’ Fees of RM12,000.00 and Directors’ Benefits of RM1,500.00 for the financial period ended 31 March 2021.

The Chairman then proceed to next agenda of the Meeting.

**3. PAYMENT OF DIRECTORS’ BENEFITS FOR THE FYE 2022**

**Ordinary Resolution 2** on the proposed payment of Directors’ Benefits of RM10,000.00 for the FYE 2022.

The Chairman then proceed to next agenda of the Meeting.

**4. PAYMENT OF DIRECTORS’ BENEFITS FOR THE FINANCIAL YEAR ENDING 31 MARCH 2023**

**Ordinary Resolution 3** on the proposed payment of Directors’ Benefits of RM10,000.00 for the financial year ending 31 March 2023 payable in arrears after each month of completed service of the Directors during the financial year.

The Chairman then proceed to next agenda of the Meeting.

**5. PAYMENT OF DIRECTORS’ FEES AND DIRECTORS’ BENEFITS FOR THE FINANCIAL YEAR ENDING 31 MARCH 2024**

**Ordinary Resolution 4** on the proposed payment of Directors’ Fees of up to RM280,000.00 and Directors’ Benefits of up to RM15,000.00 for the financial year ending 31 March 2024 payable in arrears after each month of completed service of the Directors during the financial year.

The Chairman then proceed to next agenda of the Meeting.

**6. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH CLAUSE 85 OF THE COMPANY’S CONSTITUTION**

The Chairman informed that two (2) Directors who retired in accordance with Clause 85 of the Company’s Constitution were eligible for re-election. The retiring Directors who offered themselves for re-election under Ordinary Resolution 5 and 6 respectively were as follows:-

Chairman handed over the Chairmanship to Mr. Nicholas Wong Yew Khid (“**Mr. Nicholas**”) as he was seeking re-election as Director.

Mr. Nicholas took the chair accordingly.

**RE-ELECTION OF MR. CHEW SHIN YONG, MARK**

**Ordinary Resolution 5** on the proposed re-election of Mr. Chew Shin Yong, Mark as Director of the Company.

Mr. Nicholas handed back the Chairmanship to Mr. Chew.

**RE-ELECTION OF MR. NG KOK HENG**

**Ordinary Resolution 6** on the proposed re-election of Mr. Ng Kok Heng as Director of the Company.

The Chairman then proceed to next agenda of the Meeting.

**7. RE-APPOINTMENT OF MESSRS UHY (“UHY”) AS AUDITORS**

**Ordinary Resolution 7** on the proposed re-appointment of UHY as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting at such remuneration to be determined by the Directors of the Company.

The Chairman then proceed to next agenda of the Meeting.

**8. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (“CA 2016”)**

The Chairman informed that the following motion was tabled for consideration as **Ordinary Resolution 8**.

“**THAT** pursuant to Sections 75 and 76 of the CA 2016 and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to allot and issue shares of the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided always that the aggregate number of shares issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Malaysia Securities Berhad (“**Bursa Securities**”) pursuant to Bursa Malaysia Berhad’s (“**Bursa Malaysia**”) letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers and thereafter does not exceed ten percent (10%) or up to the threshold as approved by Bursa Securities of the total number of issued shares of the Company for the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 23rd Annual General Meeting or when it is required by law to be held, whichever is earlier, **AND THAT** the Directors be and are empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities.”

The Chairman then proceed to next agenda of the Meeting.

**9. PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)**

The Board do hereby recommend to the Shareholders to consider and if thought fit, to pass the following Ordinary Resolution:-

“**THAT** pursuant to Rule 10.09(2) of the ACE Market Listing Requirement (“**AMLR**”) of Bursa Securities approval be and is hereby given to the Company and/or its subsidiary companies to enter into and give effect to specified Recurrent Related Party Transactions of a revenue or trading nature and with classes of those related parties as specified in Section 2.3 of the Circular to Shareholders dated 29 July 2022 subject further to the following:-

- (i) That the transactions are in the ordinary course of business and are on terms that are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.
- (ii) That the transactions are made on an arm’s length basis and on normal commercial terms.
- (iii) That disclosure shall be made in the Annual Report of a breakdown of the aggregate value of all transactions conducted pursuant to the Proposed Renewal of Existing Shareholders’ Mandate during the financial year, based on the following information:-
  - the type of the Recurrent Related Party Transactions made; and
  - the names of the Related Parties involved in each type of the Recurrent Related Party Transactions entered into and their relationships with the Company.
- (iv) That the transactions are made on an arm’s length basis and on normal commercial terms.
  - the conclusion of the next AGM following this AGM at which such mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the mandate is renewed;
  - the expiration of the period within which the next AGM after that date is required to be held pursuant to Section 340(2) of the CA 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of CA 2016); or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to this Ordinary Resolution.”

#### QUESTIONS & ANSWERS (“Q&A”)

The Chairman then proceeded with the Q&A session for the Board and Management to deal with the questions from the shareholders.

The Chairman informed that Company had received the following questions during the 22nd AGM. The Board and Management were in attendance to answer to the questions:

**(1) Ms. Tan Hooi Im (Shareholder)**

Question

Please give e-wallet to shareholders attending the 22nd AGM?

Reply by the Chairman

Thank you for your question. It isn't the Company normal practice to do so, but we are exploring options for the future.

**(2) Mr. Ooi Wei Chang (Shareholder)**

Question

Can Management give some updates on Company's business and operations?

Reply by the Chairman

Mr. Ooi, you can refer to Page 12 to 14 of the Annual Report 2022 for the business update.

There being no further questions raised by shareholders and/or proxies, the Chairman concluded the Q&A session.

The Chairman then adjourned the Meeting for 25 minutes to 30 minutes for the poll votes to be counted by the Poll Administrator in the presence of the appointed Scrutineer.

The Meeting resumed at 11.00 a.m.

The Chairman mentioned the the Scrutineer have completed the verification of poll results and the results are shown on the screen as follow:

**RESULT OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE AGM ON 25 AUGUST 2022:**

| Resolution  | Voted For           |               |         | Voted Against       |               |        |
|---|---------------------|---------------|---------|---------------------|---------------|--------|
|   | No. of Shareholders | No. of shares | %       | No. of Shareholders | No. of shares | %      |
| <b>Ordinary Resolution 1</b><br>To approve the payment of Directors' Fees of RM12,000.00 and Directors' Benefits of RM1,500.00 for the financial period ended 31 March 2021.  | 9                   | 439,171,189   | 99.9992 | 5                   | 3,302         | 0.0008 |
| <b>Ordinary Resolution 2</b><br>To approve the payment of Directors' Benefits of RM10,000.00 for the financial year ending 31 March 2023 payable in arrears after each month of completed service of the Directors during the financial year be and is hereby approved. | 9                   | 439,171,189   | 99.9992 | 5                   | 3,302         | 0.0008 |

| Resolution  | Voted For           |               |         | Voted Against       |               |        |
|---|---------------------|---------------|---------|---------------------|---------------|--------|
|   | No. of Shareholders | No. of shares | %       | No. of Shareholders | No. of shares | %      |
| <b>Ordinary Resolution 3</b><br>To approve the payment of Directors' Fees of up to RM280,000.00 and Directors' Benefits of up to RM15,000.00 for the financial year ending 31 March 2024 payable in arrears after each month of completed service of the Directors during the financial year be and is hereby approved. | 9                   | 439,171,189   | 99.9992 | 5                   | 3,302         | 0.0008 |
| <b>Ordinary Resolution 4</b><br>To approve the payment of Directors' Fees of up to RM280,000.00 and Directors' Benefits of up to RM15,000.00 for the financial year ending 31 March 2024 payable in arrears after each month of completed service of the Directors during the financial year be and is hereby approved. | 8                   | 439,141,189   | 99.9924 | 6                   | 33,302        | 0.0076 |
| <b>Ordinary Resolution 5</b><br>To re-elect Mr. Chew Shin Yong, Mark as Director who retires pursuant to Clause 85 of the Company's Constitution.   | 12                  | 439,173,291   | 99.9997 | 1                   | 1,100         | 0.0003 |
| <b>Ordinary Resolution 6</b><br>To re-elect Mr. Ng Kok Heng as Director who retires pursuant to Clause 85 of the Company's Constitution.  | 12                  | 439,173,291   | 99.9997 | 1                   | 1,100         | 0.0003 |
| <b>Ordinary Resolution 7</b><br>To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 March 2023 and to authorise the Board of Directors to fix their remuneration.  | 12                  | 439,173,291   | 99.9997 | 1                   | 1,100         | 0.0003 |

| Resolution   | Voted For           |               |         | Voted Against       |               |        |
|--|---------------------|---------------|---------|---------------------|---------------|--------|
|  | No. of Shareholders | No. of shares | %       | No. of Shareholders | No. of shares | %      |
| <b>Ordinary Resolution 8</b><br>Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016.                          | 10                  | 439,171,289   | 99.9993 | 3                   | 3,102         | 0.0007 |
| <b>Ordinary Resolution 9</b><br>Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature. | 10                  | 207,291,289   | 99.9985 | 3                   | 3,102         | 0.0015 |

The Chairman then declared all the ordinary resolutions for the day carried.

### **TERMINATION**

There being no other business the Meeting terminated at 11.03 a.m. with a vote of thanks to the Chair.

**C O N F I R M E D**

**CHEW SHIN YONG, MARK**  
Chairman

Date: 25 August 2022