



NOTICE IS HEREBY GIVEN THAT the 23rd Annual General Meeting ("AGM" or "Meeting") of **XOX TECHNOLOGY BERHAD** (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 on **Wednesday, 6 September 2023 at 2.30 p.m.** or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

AGENDA**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 ("FYE 2023") together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Benefits of RM39,000.00 for the financial year ending 31 March 2024 ("FYE 2024") payable in arrears after each month of completed service of the Directors during the financial year.
- To approve the payment of Directors' Fees of up to RM250,000.00 and Directors' Benefits of up to RM60,000.00 for the financial year ending 31 March 2025 ("FYE 2025") payable in arrears after each month of completed service of the Directors during the financial year.
- To re-elect the following Directors who retire pursuant to Clause 85 of the Company's Constitution:
 - Datuk Chai Woon Chet
 - Mr. Nicholas Wong Yew Khid
- To re-elect the following Directors who retire pursuant to Clause 91 of the Company's Constitution:
 - Mr. Chen Chee Peng
 - Ms. Fan Yoke Ying
- To re-appoint Messrs. UHY as Auditors of the Company for the FYE 2024 and to authorise the Board of Directors to fix their remuneration.

(Explanatory Note 10)**(Ordinary Resolution 1)
(Explanatory Note 11)****(Ordinary Resolution 2)
(Explanatory Note 11)****(Ordinary Resolution 3)
(Ordinary Resolution 4)
(Explanatory Note 12)****(Ordinary Resolution 5)
(Ordinary Resolution 6)
(Explanatory Note 12)****(Ordinary Resolution 7)****(Ordinary Resolution 8)
(Explanatory Note 13)****AS SPECIAL BUSINESS**

To consider and if thought fit, pass with or without any modifications, the following resolutions:

- Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 (CA 2016) (Proposed General Mandate)**

"THAT subject always to Sections 75 and 76 of the CA 2016, the Constitution, the ACE Market Listing Requirements (AMLR) of Bursa Malaysia Securities Berhad (Bursa Securities) and the approval of any governmental and/or regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in 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 that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company at the time of issuance and such authority under this resolution shall continue in force until the conclusion of the 24th AGM 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.

THAT the existing shareholders of the Company hereby waive their pre-emptive rights to be offered new shares ranking equally to the existing issued shares in the Company pursuant to Section 85 of the CA 2016 read together with Clause 54 of the Constitution of the Company arising from any issuance of new shares of the Company pursuant to Sections 75 and 76 of the CA 2016.

AND THAT the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate."

- Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature (Proposed Renewal Shareholders' Mandate)**

"THAT, authority be and is hereby given in line with Rule 10.09 of the AMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 2.3 of the Circular to Shareholders in relation to the Proposed Renewal Shareholders' Mandate dated 31 July 2023 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM after that date it is required by law 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 the CA 2016); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal Shareholders' Mandate in the best interest of the Company."

- Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature (Proposed New Shareholders' Mandate)**

"THAT, authority be and is hereby given in line with Rule 10.09 of the AMLR of Bursa Securities, for the Company and/or its subsidiaries to enter into any of the recurrent related party transactions with the related party as set out in Section 2.3 of the Circular to Shareholders in relation to the Proposed New Shareholders' Mandate dated 31 July 2023 which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

**(Ordinary Resolution 10)
(Explanatory Note 15)**

AND THAT such authority shall commence immediately upon the passing of this resolution until:

- the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or
- the expiration of the period within which the next AGM after that date it is required by law 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 the CA 2016); or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

- To transact any other business of the Company for which due notice shall have been received in accordance with the CA 2016.

By Order of the Board

XOX TECHNOLOGY BERHAD

**WONG YUET CHYN (MAICSA 7047163)
(SSM PC 202008002451)
Company Secretary**

Kuala Lumpur

Date: 31 July 2023

Notes:

- A member of the Company who is entitled to attend, participate, speak and vote at the AGM shall be entitled to appoint more than one (1) proxy to attend, participate, speak and vote at the Meeting in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- A proxy may but need not be a member of the Company. A member may appoint any person to be his proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak and vote at the Meeting.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. The appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- The instrument appointing a proxy shall be in writing signed by the appointor or his attorney duly authorised in writing. If the appointor is a corporation, either under the seal or signed by an officer or attorney duly authorised.
- To be valid, the instrument appointing a proxy must be deposited at the registered office at A3-3-8, Solaris Dutamas, No. 1, Jalan Dutamas 1, 50480 Kuala Lumpur, W.P. Kuala Lumpur or fax to 03-6413 3270 or email to infos@wscs.com.my not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned meeting as the case may be, which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 30 August 2023 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the meeting.
- Pursuant to Rule 8.31 (A)(1) of AMLR of Bursa Malaysia Securities Berhad, all the resolutions set out in this Notice will be put to vote by way of poll.
- The members are encouraged to refer the Administrative Guide on registration and voting process for the meeting.

Explanatory Notes on Ordinary Business**10. Audited Financial Statements for FYE 2023**

The audited financial statements are laid in accordance with Section 340(1)(a) of the CA 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put forward for voting.

11. Payment of Directors' Benefits for the Non-Executive Directors

The Directors' Benefits comprise of meeting allowance payable to Non-Executive Directors, where applicable, for their attendance of Board and Committee meetings during the FYE 2024 and FYE 2025.

12. Re-election of Directors

Datuk Chai Woon Chet, Mr. Nicholas Wong Yew Khid, Mr. Chen Chee Peng and Ms. Fan Yoke Ying being eligible, have offered themselves for re-election at the AGM pursuant to the Constitution of the Company.

The Board (with exception of the retiring Directors who abstained) recommended the retiring Directors be re-elected as the Directors of the Company as they have character, experience, integrity, competence and time to effectively discharge their role as Directors of the Company.

The Board (with exception of the retiring Director who abstained) was further satisfied that Mr. Chen Chee Peng has complied with the criteria of independence based on the AMLR and remain his independent in exercising his judgement and carry out his roles as an Independent Director.

Explanatory Notes on Special Business**13. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the CA 2016**

The proposed Ordinary Resolution 8, is for the purpose of renewing the general mandate for issuance of shares by the Company under Sections 75 and 76 of the CA 2016. The Ordinary Resolution 8, if passed, will give the Directors of the Company authority to allot and issue shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company.

The Proposed General Mandate will provide flexibility to the Company to raise additional funds expeditiously and efficiently during this challenging time, to meet its funding requirements including but not limited to funding future investment project(s), working capital and/or acquisitions.

As at the date of this notice, no shares had been allotted and issued since the General Mandate granted to the Directors at the last AGM held on 25 August 2022 and this authority will lapse at the conclusion of the 23rd AGM of the Company.

The Board, having considered the current and prospective financial position, needs and capacity of the Group, is of the opinion that the Proposed General Mandate is in the best interests of the Company and its shareholders.

14. Proposed Renewal Shareholders' Mandate

The proposed Ordinary Resolution 9, if passed, will authorise the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.3 of the Circular to Shareholders dated 31 July 2023 for more information.

15. Proposed New Shareholders' Mandate

The proposed Ordinary Resolution 10, if passed, will allow the Company and/or its subsidiary companies to enter into a new recurrent related party transaction of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM of the Company. Please refer to the Section 2.3 of the Circular to Shareholders dated 31 July 2023 for more information.