

XOX TECHNOLOGY BERHAD

Registration No. 199901007872 (482772-D)

(Incorporated in Malaysia)

Minutes of the 23rd Annual General Meeting (AGM or Meeting) of the **XOX TECHNOLOGY BERHAD** (the Company) conducted on 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.

DIRECTORS' PRESENT	:	Mr. Nicholas Wong Yew Khid (Executive Director) – Chairman of the Meeting Mr. Chew Shin Yong, Mark (Executive Chairman) Mr. Yong Ket Inn (Independent Non-Executive Director) Mr. Chen Chee Peng (Independent Non-Executive Director) Ms. Fan Yoke Ying (Independent Non-Executive Director)
ABSENT WITH APOLOGY	:	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

Mr. Nicholas Wong Yew Khid (Mr. Nicholas) took the Chair and welcomed the shareholders to the AGM of the Company. He called the Meeting to order at 2.30 p.m. Mr. Nicholas then introduced the Board members and Company Secretary to the shareholders.

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 31 July 2023 in accordance with the Company's Constitution. He proposed 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 for voting at the Meeting. The polling will be conducted electronically via the remote participation and voting facility provided by Ins Hub Sdn. Bhd. and voting session will commence from 2.30 p.m. until the announcement of the end of voting session by the Chairman. In this respect, the Share Registrar, Workshire Share Registration Sdn. Bhd. had been appointed the Poll Administrator and SharePolls Sdn. Bhd. was appointed as 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 as earliest as possible after the Meeting if the Board was unable to address all the questions received from shareholders and/or proxies during the Meeting.

The Chairman then proceeded to the agendas of the Meeting.

1. AUDITED FINANCIAL STATEMENTS (AFS) FOR THE YEAR ENDED 31 MARCH 2023 (FYE 2023) 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' BENEFITS FOR THE FINANCIAL YEAR ENDING 31 MARCH 2024

Ordinary Resolution 1 on the proposed payment of Directors' Benefits of RM39,000.00 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.

3. PAYMENT OF DIRECTORS' FEES AND DIRECTORS' BENEFITS FOR THE FINANCIAL YEAR ENDING 31 MARCH 2025

Ordinary Resolution 2 on the proposed 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 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.

4. 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 3 and 4 respectively were as follows:

RE-ELECTION OF DATUK CHAI WOON CHET

Ordinary Resolution 3 on the proposed re-election of Datuk Chai Woon Chet as Director of the Company.

RE-ELECTION OF MR. NICHOLAS WONG YEW KHID

As Mr. Nicholas is the Director having interest in this resolution, therefore he handed over the Chair to Mr. Chen Chee Peng to proceed with the meeting.

Mr Chen informed that **Ordinary Resolution 4** was on the proposed re-election of Mr. Nicholas Wong Yew Khid as Director of the Company.

Upon being dealt with the Agenda 4, Ordinary Resolution 4, Mr. Chen returned the Chair to Mr. Nicholas to proceed with the next agenda of the Meeting.

5. RE-ELECTION OF DIRECTORS IN ACCORDANCE WITH CLAUSE 91 OF THE COMPANY'S CONSTITUTION

The Chairman informed that two (2) Directors who retired in accordance with Clause 91 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:

RE-ELECTION OF MR. CHEN CHEE PENG

Ordinary Resolution 5 on the proposed re-election of Mr. Chen Chee Peng as Director of the Company.

RE-ELECTION OF MS. FAN YOKE YING

Ordinary Resolution 6 on the proposed re-election of Ms. Fan Yoke Ying as Director of the Company.

The Chairman then proceed to next agenda of the Meeting.

6. 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 Auditors introduced themselves before the Chairman proceeded to next agenda of the Meeting.

7. AUTHORITY TO ALLOT AND ISSUE 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** 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.”

The Chairman then proceed to next agenda of the Meeting.

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

The Chairman recommended to the Shareholders to consider and if thought fit, to pass the following Ordinary Resolution:-

“**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:

- (i) 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
- (ii) 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
- (iii) 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.”

The Chairman then proceed to next agenda of the Meeting.

9. PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (PROPOSED NEW SHAREHOLDERS’ MANDATE)

The Chairman further recommended to the Shareholders to consider and if thought fit, to pass the following Ordinary Resolution:-

“**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;

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

- (i) 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
- (ii) 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
- (iii) 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.”

The Chairman then closed this agenda of the Meeting.

The Chairman informed that there was no notice received to transact with any other business, therefore he declared the Meeting had finalized all the agenda for the 23rd AGM.

QUESTIONS & ANSWERS (Q&A)

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

There being no relevant questions raised by shareholders and/or proxies, the Chairman therefore concluded the Q&A session. The Chairman informed the shareholders and/or proxies that the Meeting would allocate another 5 minutes for the shareholders to cast their votes.

The Chairman then adjourned the Meeting for 15 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 3.05 p.m.

The Chairman mentioned that 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 23rd AGM ON 6 SEPTEMBER 2023:

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 1 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.	8	440,483,510	86.0846	6	71,203,442	13.9154
Ordinary Resolution 2 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.	8	440,483,510	86.0846	6	71,203,442	13.9154
Ordinary Resolution 3 To re-elect Datuk Chai Woon Chet as Director who retires pursuant to Clause 85 of the Company's Constitution.	12	440,485,712	86.0850	2	71,201,240	13.9150
Ordinary Resolution 4 To re-elect Mr. Nicholas Wong Yew Khid as Director who retires pursuant to Clause 85 of the Company's Constitution.	12	440,485,712	86.0850	2	71,201,240	13.9150
Ordinary Resolution 5 To re-elect Mr. Chen Chee Peng as Director who retires pursuant to Clause 91 of the Company's Constitution.	12	440,485,712	86.0850	2	71,201,240	13.9150

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 6 To re-elect Ms. Fan Yoke Ying as Director who retires pursuant to Clause 91 of the Company's Constitution.	12	440,485,712	86.0850	2	71,201,240	13.9150
Ordinary Resolution 7 To re-appoint Messrs UHY as Auditors of the Company for the financial year ending 31 March 2024 and to authorise the Board of Directors to fix their remuneration.	12	440,485,712	86.0850	2	71,201,240	13.9150
Ordinary Resolution 8 Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016	10	440,483,710	86.0846	4	71,203,242	13.9154
Ordinary Resolution 9 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature.	11	208,605,710	74.5534	3	71,201,242	25.4465
Ordinary Resolution 10 Proposed New Shareholders' Mandate for Recurrent Related Party Transaction of a Revenue and/or Trading Nature.	11	208,605,710	74.5534	3	71,201,242	25.4466

The Chairman then declared that all the ordinary resolutions tabled in the Meeting were carried.

TERMINATION

There being no other business the Meeting terminated at 3.17 p.m. with a vote of thanks to the Chair.

C O N F I R M E D

NICHOLAS WONG YEW KHID
 Chairman of the Meeting

Date: 6 September 2023