



NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting (“18th AGM” or “Meeting”) of XOX Networks Berhad (“XOX Networks” or the “Company”) will be held and 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, Malaysia via online meeting platform at <https://rebrand.ly/XOXNetworksAGM> on Monday, 27 November 2023 at 10:30 a.m. or at any adjournment thereof to transact the following business:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors’ fees of up to RM550,000 for the financial year ending 30 June 2024.
- To re-elect the following Directors who retire by rotation in accordance with Clause 107 of the Company’s Constitution and who being eligible, have offered themselves for re-election:
 - Mr. Andy Liew Hock Sim; and
 - Mr. Lionel Vernon Yong Ngoun Kee
- To re-appoint Messrs UHY as External Auditors of the Company until the conclusion of the next annual general meeting and to authorise the Directors to fix their remuneration.

Please refer to
Explanatory Note 1
(Ordinary Resolution 1)

(Ordinary Resolution 2)
(Ordinary Resolution 3)

(Ordinary Resolution 4)

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**

(Ordinary Resolution 5)

“THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be and are hereby empowered to allot and issue shares in the Company from time to time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being and that the Directors be and are also empowered to obtain approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for the additional shares so issued and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier unless revoked or varied by an ordinary resolution of the Company at a general meeting (“Mandate”);

THAT approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new shares in proportion to their shareholdings ranking equally to the existing issued shares of the Company pursuant to Section 85 of the Companies Act 2016 and Clause 59 of the Constitution of the Company arising from any issuance of new shares pursuant to the Mandate;

AND THAT the Board of Directors (“Board”) of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company arising from any issuance of new shares pursuant to the Mandate.”

- Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Renewal of Shareholders’ Mandate”)**

(Ordinary Resolution 6)

“THAT, subject to the provisions of the ACE Market Listing Requirements of Bursa Securities and/or any other applicable laws, regulations and guidelines, approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders in relation to the Proposed Renewal of Shareholders’ Mandate dated 30 October 2023 provided that such transactions are in the ordinary course of business which are necessary for the day-to-day operations, made on an arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next annual general meeting of the Company following the general meeting at which this ordinary resolution for the Proposed Renewal of Shareholders’ Mandate was passed, at which time it will lapse, unless the authority is renewed by an ordinary resolution passed at the next annual general meeting;
- the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting of the Company,

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things and take all such steps and to execute all such transactions, deeds, agreements, arrangements and/or undertakings as the Directors in their discretion deem fit, necessary, expedient and/or appropriate in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Shareholders’ Mandate and such transactions as authorised by this ordinary resolution with full powers to assent to any modifications, variations and/or amendments thereto.”

- To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and/or the Constitution of the Company.

BY ORDER OF THE BOARD

CHONG VOON WAH
(SSM PC No. 202008001343) (MAICSA 7055003)
THAI KIAN YAU
(SSM PC No. 202008001515) (MIA 36921)
Company Secretaries

Kuala Lumpur
30 October 2023

Notes:

- A member of the Company entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend, participate (including pose questions to the Board of the Company) and vote in his/her/its stead. Where a member appoints two (2) proxies to attend, participate and vote at the 18th AGM, he/she/it shall specify the proportions of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid.

Please read and follow the procedures as set out in the Administrative Guide of the 18th AGM which can be downloaded from Company’s announcement on Bursa Malaysia Berhad’s website at www.bursamalaysia.com in order to register, participate and vote remotely.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the 18th AGM. No members/proxies/corporate representatives/attorneys from the public shall be physically present at the Broadcast Venue on the day of the 18th AGM.
- For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 November 2023. Only a depositor whose name appears on the Record of Depositors as at 20 November 2023 shall be entitled to attend, participate and vote at the 18th AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
- A proxy may but need not be a member of the Company.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly authenticated certified copy of that power or authority, shall be deposited at the share registrar office of the Company, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the 18th AGM or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the member or of its attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.

EXPLANATORY NOTES

- Audited Financial Statements for the Financial Year Ended 30 June 2023**

The Agenda No. 1 is meant for discussion only as Section 340(1) (a) of the Companies Act 2016 provide that the audited financial statements are to be laid in the general meeting and do not require formal approval of the shareholders. Hence, this Agenda item is not put forward for voting.

- Ordinary Resolution 1: Proposed Payment of Directors’ Fees**

Section 230(1) of the Companies Act 2016 provides that the Directors’ fees and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved by the shareholders at a general meeting. This resolution is to facilitate payment of Directors’ fees for the financial year ending 30 June 2024.

- Ordinary Resolutions 2 and 3: Re-election of Directors**

Mr. Andy Liew Hock Sim and Mr. Lionel Vernon Yong Ngoun Kee (collectively as “Retiring Directors”), who retire by rotation in accordance with Clause 107 of the Company’s Constitution, are eligible and have offered themselves for re-election as Directors at the 18th AGM of the Company.

For the purpose of determining the eligibility of the Retiring Directors to stand for re-election at the 18th AGM, the Board through its Nomination and Remuneration Committee (“NRC”) had assessed the Retiring Directors, and considered the following:

- The Directors’ performance and contribution;
- The Directors’ skills, experience and strength in qualities; and
- The Directors’ ability to act in the best interest of the Company in decision-making.

Upon deliberation, the Board (except for the Retiring Directors who had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board and NRC meetings) collectively agreed that the Retiring Directors meet the criteria of character, experience, integrity, competence and time commitment to effectively discharge their respective roles as Directors of the Company and recommended the Retiring Directors be re-elected as the Directors of the Company.

Further, the NRC has considered and affirmed, and the Board has endorsed that the Retiring Directors comply with the independence criteria as prescribed in the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad and remained independent in exercising their judgment and in carrying out their duties as Independent Non-Executive Directors.

- Ordinary Resolution 4: Re-appointment of External Auditors**

The Audit and Risk Management Committee (“ARMC”) has assessed the objectivity, suitability and independence of the External Auditors and recommended the re-appointment of Messrs. UHY as External Auditors of the Company for the financial year ending 30 June 2024. The Board has in turn reviewed the recommendation of the ARMC and recommended the same for the shareholders’ approval at the 18th AGM of the Company.

- Ordinary Resolution 5: Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016**

Ordinary Resolution 5 is proposed pursuant to Sections 75 and 76 of the Companies Act 2016 for the purpose of obtaining a renewed general mandate (“Renewed General Mandate”), which if passed, will empower the Directors of the Company to allot and issue new ordinary shares in the Company at any time provided that the aggregate number of shares issued pursuant to the Renewed General Mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares, if any) of the Company for the time being for such purposes as the Directors deem fit and in the best interest of the Company. This would avoid any delay and cost involved in convening a general meeting to approve such an issue of shares. This Renewed General Mandate will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next annual general meeting after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the earlier. This Renewed General Mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s).

Pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 59 of the Company’s Constitution, shareholders have pre-emptive rights to be offered any new shares in the Company which rank equally to the existing issued shares in the Company:

Section 85(1) of the Companies Act 2016 states:

Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 59 of the Company’s Constitution provides as follows:

Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled. The offer shall be made by notice specifying the number of shares or securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or securities offered, the Board may dispose of those shares or securities in such manner as it think most beneficial to the Company. The Board may likewise also dispose of any new shares or securities which, by reason of the ratio which the new shares or securities bear to shares or securities held by persons entitled to an offer of new shares or securities) cannot, in the opinion of the Board, be conveniently offered under this Constitution and the Rules.

In order for the Board to issue any new shares free of pre-emptive rights, such pre-emptive rights must be waived. The proposed Ordinary Resolution 5, if passed, will exclude your pre-emptive rights over all new shares in the Company to be issued under the Renewed General Mandate.

As at the date of this Notice, no new ordinary shares in the Company were issued pursuant to the general mandate granted to the Directors at the Seventeenth Annual General Meeting of the Company held on 25 November 2022 and it will lapse at the conclusion of the 18th AGM of the Company.

- Ordinary Resolution 6: Proposed Renewal of Existing Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

Ordinary Resolution 6, if passed, will authorise the Company and/or its subsidiary to enter into recurrent related party transactions of a revenue or trading nature. This authority, unless revoked or varied by the Company in general meeting, will expire at the next annual general meeting of the Company. Please refer to the Circular to Shareholders dated 30 October 2023 for further information.

ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING

Date	Time	Broadcast Venue
Monday, 27 November 2023	10:30 a.m.	Lot 4.1, 4 th Floor, Menara Lien Hoe No. 8, Persiaran Tropicana Tropicana Golf & Country Resort 47410 Petaling Jaya, Selangor Darul Ehsan

MODE OF MEETING

- The Eighteenth Annual General Meeting (“18th AGM” or “Meeting”) of XOX Networks Berhad (“XOX Networks” or the “Company”) will be held and conducted on a virtual basis through live streaming and online remote participation and voting (“RPV”) from the Broadcast Venue.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the 18th AGM.
- All Shareholders of the Company (“Shareholders” or “Members”) or his/her/its Proxies/Corporate Representatives/Attorneys who wish to attend, participate and vote remotely at the 18th AGM have to register themselves via the RPV platform, the details of which are set out below.
- No Shareholders/Proxies/Corporate Representatives/Attorneys will be allowed to be physically present at the Broadcast Venue on the day of the 18th AGM.
- Only Members whose names appear on the General Meeting Record of Depositors as at 20 November 2023 shall be eligible to attend, participate and vote at the 18th AGM or appoint Proxy(ies)/Corporate Representative(s)/Attorney(s) to attend, participate and vote on his/her/its behalf.

RPV

- With the RPV facilities, Members may exercise their rights to attend, participate (including to pose questions to the Board of Directors (“Board”) of the Company) and vote at the 18th AGM.
- The procedures for the RPV in respect of the live streaming and remote voting at the 18th AGM are as follows:

Procedures	Action
Before the 18th AGM	
1. Register as participant in Virtual 18 th AGM	<ul style="list-style-type: none"> Using your computer, access the website at https://rebrand.ly/XOXNetworksAGM If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the 18th AGM session. Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android, and iOS). Please refer to the tutorial guide posted on the same page for assistance.



ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING (cont'd)

RPV (CONT'D)

2. The procedures for the RPV in respect of the live streaming and remote voting at the 18th AGM are as follows:
(Cont'd)

Procedures	Action
Before the 18th AGM (Cont'd)	
2. Submit your online registration	<ul style="list-style-type: none"> Shareholders who wish to participate and vote remotely at the 18th AGM via RPV facilities are required to register prior to the meeting. The registration will open from 10:30 a.m. on 30 October 2023 and close at 10.30 a.m. on 25 November 2023. Clicking on the link mentioned in item 1 will redirect you to the 18th AGM event page. Click on the Register link for the online registration form. Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for Proxy). Insert your CDS account number(s) and indicate the number of shares you hold. Read and agree to the Terms & Conditions and confirm the Declarations. Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. <p><u>Email Notification to Shareholders</u></p> <ul style="list-style-type: none"> System will send an email to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors of the Company as at 20 November 2023, the system will send you an email to notify you if your registration is approved or rejected after 21 November 2023. If your registration is rejected, you can contact the Company's Poll Administrator for clarifications or to appeal.
On the day of 18th AGM	
3. Attending Virtual AGM	<ul style="list-style-type: none"> Two reminder emails will be sent to your inbox. First is one day before the 18th AGM, while the second will be sent 1 hour before the 18th AGM session. Click Join Event in the reminder email to participate the RPV.
4. Participate with live video	<ul style="list-style-type: none"> You will be given a short brief about the system. Your microphone is muted throughout the whole session. If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions received throughout the session which are not answered during the 18th AGM will be replied later to your registered email. Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.

ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING (cont'd)

RPV (CONT'D)

2. The procedures for the RPV in respect of the live streaming and remote voting at the 18th AGM are as follows:
(Cont'd)

Procedures	Action
On the day of 18th AGM (Cont'd)	
5. Online Remote Voting	<ul style="list-style-type: none"> The Chairman will announce the commencement of the Voting session and the duration allowed at the 18th AGM. A link to vote for the resolution(s) will be posted at the right-hand side of your computer screen under “chat”. You are required to access the link and to indicate your votes for the resolutions within the given stipulated time frame. Click on the Submit button when you have completed. Votes cannot be changed once it is submitted.
6. End of RPV Facility	<ul style="list-style-type: none"> Upon the announcement by the Chairman on the closure of the 18th AGM, the live session will end.

APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE/ATTORNEY

- i. **Member (Individual Member, Corporate Shareholder, Authorised Nominee or Exempt Authorised Nominee) who is appointing Proxy(ies)** to attend, participate and vote at the 18th AGM must ensure the original duly signed and executed Form of Proxy is delivered to the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **not later than 25 November 2023 at 10:30 a.m.** The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
- ii. The instrument appointing a Proxy shall be in writing under the hand of the Member or of his attorney duly authorised in writing or, if the Member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
- iii. If a Member is unable to attend the 18th AGM, he/she/it is encouraged to appoint the Chairman of the 18th AGM as his/her/its Proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
- iv. **Corporate Shareholder who is appointing Corporate Representative(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **not later than 25 November 2023 at 10:30 a.m.**
 - Certificate of Appointment of Corporate Representative (“**Certificate**”) under the seal of the corporation or in accordance with the provision of its constitution or by two (2) authorised officers (one of whom shall be a director, or of its attorney duly authorised in writing) duly authorised on behalf of the corporation. If the Certificate is not executed under the seal of the corporation or it is only signed by 1 authorised officer, please attach a copy of that corporation’s constitution for verification;
 - Copy of the Corporate Representative’s MYKAD (for Malaysian)/Passport (for non-Malaysian); and
 - Corporate Representative’s email address and mobile phone number.

ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING (cont'd)

APPOINTMENT OF PROXY/CORPORATE REPRESENTATIVE/ATTORNEY (CONT'D)

- v. **Member who is appointing Attorney(s)** instead of Proxy(ies) must send the hardcopy of the following documents to the Share Registrar, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia **not later than 25 November 2023 at 10:30 a.m.**
- Power of Attorney which is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
 - Copy of the Attorney's MYKAD (for Malaysian) / Passport (for non-Malaysian); and
 - Attorney's email address and mobile phone number.

REVOCATION OF PROXY

Please note that if a Member has submitted his/her/its Form of Proxy prior to the 18th AGM and subsequently decides to personally attend and participate in the 18th AGM via RPV platform, the Member must contact ShareWorks Sdn Bhd via the contact details set out below to revoke the appointment of his/her/its proxy not later than **25 November 2023 at 10:30 a.m.**

POLL VOTING

The voting at the 18th AGM will be conducted by poll in accordance with Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed ShareWorks Sdn Bhd as Poll Administrator to conduct the poll by way of electronic means and SharePolls Sdn Bhd as Independent Scrutineer to verify the poll results.

The Independent Scrutineer will verify the poll results and the Chairman will declare whether the resolutions are duly passed or otherwise.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD

Members may before the 18th AGM submit questions to the Board to ask@xoxnetworks.com.my not later than **25 November 2023 at 10:30 a.m.** The Board will endeavour to address the questions received at the 18th AGM.

NO RECORDING OR PHOTOGRAPHY

Strictly **NO recording or photography** of the proceedings of the 18th AGM is allowed.

NO BREAKFAST/LUNCH PACKS, DOOR GIFTS OR FOOD VOUCHERS

There will be **NO** distribution of breakfast/lunch packs, door gifts or food vouchers to the Members or Proxy(ies)/Corporate Representative(s)/Attorney(s) who participate in the 18th AGM.

ADMINISTRATIVE GUIDE FOR THE EIGHTEENTH ANNUAL GENERAL MEETING (cont'd)

ENQUIRY

If you have any enquiry prior to the 18th AGM, please contact the following officers during office hours from 9.00 a.m. to 5.30 p.m. (Monday to Friday) (except public holidays) at:

**For Registration, logging in and system related:
MLABS Research Sdn Bhd**

Name : Ms. Eris Yong/Mr. Calvin
Telephone No. : +603-7688 1013
Email : vgm@mlabs.com

**For Proxy and other matters:
ShareWorks Sdn Bhd**

Name : Mr. Kou Si Qiang/En. Taufiq
Telephone No. : +603-6201 1120
Email : ir@shareworks.com.my



XOX NETWORKS BERHAD
Registration No. 200501002315 (679361-D)
(Incorporated in Malaysia)

FORM OF PROXY

I/We, _____ NRIC/Passport/Company Registration No. _____
(Full name in block)

of _____
(Address)

contact no. _____ email address _____ being a member/members of **XOX Networks Berhad**, hereby appoint:

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

and / or* (*delete as appropriate)

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			
Contact No:			
Email Address:			

or failing him, the Chairman of the meeting as my/our proxy to attend and to vote for me/us on my/our behalf at the Eighteenth Annual General Meeting ("18th AGM") of the Company to be held and 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, Malaysia via online meeting platform at <https://rebrand.ly/XOXNetworksAGM> on Monday, 27 November 2023 at 10:30 a.m. or at any adjournment thereof, and to vote as indicated below:

No.	Agenda	Resolution	For	Against
1.	To approve the payment of Directors' fees for the financial year ending 30 June 2024.	Ordinary Resolution 1		
2.	To re-elect Mr. Andy Liew Hock Sim as Director.	Ordinary Resolution 2		
3.	To re-elect Mr. Lionel Vernon Yong Nguon Kee as Director.	Ordinary Resolution 3		
4.	To re-appoint Messrs UHY as External Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.	Ordinary Resolution 4		
5.	To approve the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016.	Ordinary Resolution 5		
6.	To approve the proposed renewal of existing shareholders' mandate for recurrent related party transactions of a revenue or trading nature.	Ordinary Resolution 6		

(Please indicate with a "X" in the space provided on how you wish your vote to be cast. If no specific direction as to voting is given, the proxy will vote or abstain at his/her discretion)

Dated this _____

Signature*
Member

(* if shareholder is a corporation, this form should be executed under seal)

Notes:-

- A member of the Company entitled to attend and vote is entitled to appoint a maximum of two (2) proxies to attend, participate (including pose questions to the Board of the Company) and vote in his/her/its stead. Where a member appoints two (2) proxies to attend, participate and vote at the 18th AGM, he/she/it shall specify the proportions of his/her/its shareholdings to be represented by each proxy, failing which, the appointments shall be invalid. Please read and follow the procedures as set out in the Administrative Guide of the 18th AGM which can be downloaded from Company's announcement on Bursa Malaysia Berhad's website at www.bursamalaysia.com in order to register, participate and vote remotely.
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman to be present at the main venue of the 18th AGM. No members/proxies/corporate representatives/attorneys from the public shall be physically present at the Broadcast Venue on the day of the 18th AGM.



Notes:- (Cont'd)

3. For the purpose of determining a member who shall be entitled to attend the 18th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 20 November 2023. Only a depositor whose name appears on the Record of Depositors as at 20 November 2023 shall be entitled to attend, participate and vote at the 18th AGM or appoint proxy(ies)/corporate representative(s)/attorney(s) to attend, participate and vote on his/her/its behalf.
4. A proxy may but need not be a member of the Company.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the share registrar office of the Company, ShareWorks Sdn Bhd at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the 18th AGM or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid. The instrument appointing a proxy transmitted by facsimile or electronic mail will not be accepted.
6. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one 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.
7. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with the shares of the Company. The appointment of two (2) proxies in respect of a particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
8. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, either under its common seal or under the hand of two (2) authorised officers, one of whom shall be a director, or of its attorney duly authorised in writing.
9. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Securities, all the resolutions set out in this Notice will be put to vote by way of poll.

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AFFIX
STAMP

**SHARE REGISTRAR OF
XOX NETWORKS BERHAD**

Registration No. 200501002315 (679361-D)

ShareWorks Sdn Bhd

Registration No. 199101019611 (229948-U)

No. 2-1, Jalan Sri Hartamas 8

Sri Hartamas

50480 Kuala Lumpur

Wilayah Persekutuan Kuala Lumpur

Malaysia

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