

**XOX BHD**  
**(Company No: 900384-X)**  
**(Incorporated in Malaysia)**

MINUTES OF THE SEVENTH (7<sup>th</sup>) ANNUAL GENERAL MEETING OF XOX BHD (“XOX” or “THE COMPANY”) HELD AT INSPIRE I & II, FOOD TREE CAFÉ (UNDER ONLY WORLD GROUP), NO. 10, JALAN PELUKIS U1/46, SECTION U1, KAWASAN PERINDUSTRIAN TEMASYA, SHAH ALAM, SELANGOR DARUL EHSAN ON MONDAY, 27 NOVEMBER 2017 AT 9.00 A.M.

---

Present : As per attendance list

---

**1. CHAIRMAN**

Dato’ Seri Abdul Azim Bin Mohd Zabidi (“the Chairman”) presided at the meeting and welcomed the members to the 7<sup>th</sup> Annual General Meeting (“AGM”) of the Company.

**2. QUORUM**

There being a quorum present at the meeting, the Chairman declared the meeting duly convened at 9.00 a.m.

**3. NOTICE**

With the consent of the meeting, the Notice convening the meeting having been circulated within the prescribed period was taken as read.

**4. PRELIMINARY**

Before proceeding with the agendas of the meeting, the Chairman explained to the meeting on how a resolution is determined. He informed that pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company must ensure that any resolution set out in the notice of any general meeting, or in any notice of resolution which may properly be moved and is intended to be moved at any general meeting, is voted by poll. At the same time, the Company must appoint at least one (1) scrutineer to validate the votes cast at the general meeting. Such scrutineer must not be an officer of the Company or its related corporation, and must be independent of the person undertaking the polling process.

The Chairman further informed the meeting that Shareworks Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling process and Sharepolls Sdn. Bhd. (“Scrutineers”) was appointed as Scrutineers to verify the poll results.

The Chairman informed that the poll will be carried out by way of electronic polling or E-Polling and the polling process for all the resolutions would be conducted upon completion of the deliberation of each resolution to be transacted at the AGM.

**5. AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Annual Report and Audited Financial Statements of the Company and of the Group for financial year ended 30 June 2017, together with the Reports of the Directors and Auditors thereon (“Audited Financial Statements”) was tabled during the meeting for the shareholders’ discussion.

The Chairman informed the meeting that the Audited Financial Statements of the Company is meant for discussion only as Section 340(1) of the Companies Act, 2016 provides that the Audited Financial Statements are to be laid in the general meeting. In relation thereto, the Audited Financial Statements of the Company is not put forward for voting. However, the Company is pleased to deal with any questions from shareholders relating to the Audited Financial Statements.

As there was no question raised by the shareholders / proxies, the meeting was proceeded with the next Agenda of the meeting.

**6. ORDINARY RESOLUTION 1  
RE-ELECTION OF DATUK CHAI WOON CHET**

The Chairman informed that Ordinary Resolution no. 1 of the meeting is to re-elect Datuk Chai Woon Chet, who retires pursuant to Article 84 of the Company’s Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Mr. Alex Choong and seconded by Mr. Lee Eng Fock, was put to the meeting for voting by way of E-Polling :

“That Datuk Chai Woon Chet, who is retiring pursuant to Article 84 of the Company’s Articles of Association, be re-elected as a Director of the Company”.

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 1 as follows :

Voted in Favour	Voted in Against
159,326,515 shares (100%)	Nil

With unanimous approval from the shareholders, the Ordinary Resolution 1 was declared carried by the Chairman.

**7. ORDINARY RESOLUTION 2  
RE-ELECTION OF MR. SOO POW MIN**

The Chairman informed that Ordinary Resolution no. 2 of the meeting is to re-elect Mr. Soo Pow Min, who retires pursuant to Article 84 of the Company’s Articles of Association and being eligible, had offered himself for re-election.

The following resolution having been duly proposed by Mr. Alex Choong and seconded by Mr. Lee Eng Fock, was put to the meeting for voting by way of E-Polling :

“That Mr. Soo Pow Min, who is retiring pursuant to Article 84 of the Company’s Articles of Association, be re-elected as a Director of the Company”.

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 2 as follows :

Voted in Favour	Voted in Against
159,287,765 shares (99.9549%)	71,800 shares (0.0451%)

With majority approval being obtained from the shareholders, the Ordinary Resolution 2 was declared carried by the Chairman.

**8. ORDINARY RESOLUTION 3  
TO APPROVE THE INCREASE OF THE DIRECTORS’ FEES TO RM354,000 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2018 (2017 : RM300,000)**

The Chairman informed that Ordinary Resolution no. 3 of the meeting is to approve the increase of the payment of the Directors’ fees from RM300,000 to RM354,00 for the financial year ending 30 June 2018.

The following resolution having been duly proposed by Mr. Alex Choong and seconded by Mr. Lee Eng Fock, was put to the meeting for voting by way of E-Polling :

“That the increase of the Directors’ fees from RM300,000 to RM354,000 for the financial year ending 30 June 2018 be approved”.

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 3 as follows :

Voted in Favour	Voted in Against
159,123,765 shares (99.9549%)	71,800 shares (0.0451%)

With majority approval being obtained from the shareholders, the Ordinary Resolution 3 was declared carried by the Chairman.

**9. ORDINARY RESOLUTION 4  
TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF RM354,000 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2018 TO BE DIVIDED AMONGST THE DIRECTORS IN SUCH MANNER AS THE DIRECTORS MAY DETERMINE AND OTHER BENEFITS PAYABLE OF UP TO RM115,000 FOR THE PERIOD COMMENCING FROM 1 FEBRUARY 2017 UP TO THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

The Chairman informed that Ordinary Resolution 4 of the meeting is to approve the payment of Directors’ fees of up to RM354,000 for the financial year ending 30 June 2018 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM115,000 for the period commencing from 1 February 2017 up to the next Annual General Meeting of the Company.

The following resolution having been duly proposed by Mr. Lee Eng Fock and seconded by Mr. Alex Choong, was put to the meeting for voting by way of E-Polling :

“That the payment of Directors’ fees of up to RM354,000 for the financial year ending 30 June 2018 to be divided amongst the Directors in such manner as the Directors may determine and other benefits payable of up to RM115,000 for the period commencing from 1 February 2017 up to the next Annual General Meeting of the Company.

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 4 as follows :

Voted in Favour	Voted in Against
159,236,715 shares (99.9235%)	121,850 shares (0.0765%)

With majority approval being obtained from the shareholders, the Ordinary Resolution 4 was declared carried by the Chairman.

**10. ORDINARY RESOLUTION 5  
RE-APPOINTMENT OF AUDITORS**

The Chairman informed that Ordinary Resolution 5 of the meeting is to re-appoint Messrs. UHY as the Company’s auditors for the ensuing year and to authorise the Directors to fix their remuneration.

The following resolution having been duly proposed by Mr. Alex Choong and seconded by Mr. Lee Eng Fock, was put to the meeting for voting by way of E-Polling :

“THAT Messrs. UHY be re-appointed as auditors of the Company at a remuneration to be determined by the Directors.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 5 as follows :

Voted in Favour	Voted in Against
159,358,565 shares (100%)	75 shares (0.0000%)

With majority approval being obtained from the shareholders, the Ordinary Resolution 5 was declared carried by the Chairman.

**11. SPECIAL BUSINESS - ORDINARY RESOLUTION 6  
AUTHORITY TO ALLOT AND ISSUE SHARES BY THE COMPANY PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**

The Chairman informed that the next resolution was to seek approval from the shareholders to authorise the Directors of the Company to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016.

The Chairman further informed that this resolution if passed, would give the Directors flexibility to allot and issue shares from time to time for such purposes as the Directors in their absolute discretion consider to be in the best interest of the Company, without having to convene separate general meetings, subject to the limitation that the shares to be allotted and issued do not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied by the Company in general meeting, shall be in force until the conclusion of the next Annual General Meeting of the Company.

The following resolution having been duly proposed by Mr. Alex Choong and seconded by Mr. Lee Eng Fock, was put to the meeting for voting by way of E-Polling :

“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/ regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 6 as follows :

Voted in Favour	Voted in Against
159,269,565 shares (100%)	Nil

With unanimous approval from the shareholders, the Ordinary Resolution 6 was declared carried by the Chairman.

**12. SPECIAL BUSINESS - ORDINARY RESOLUTION 7**  
**PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTION OF A REVENUE OR TRADING NATURE**

The meeting was informed that the next item on the agenda was to seek the shareholders’ approval for the renewal of the Existing Shareholders’ Mandate as set out in Section 2.4 of the Circular to Shareholders dated 31 October 2017.

The following resolution having been duly proposed by Mr. Lee Eng Fock and seconded by Mr. Alex Choong, was put to the meeting for voting by way of E-Polling :

“THAT, subject to compliance with all applicable laws, regulations and guidelines, approval be and is hereby given to the Company to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 October 2017 for the purposes of Rule 10.09, Chapter 10 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), subject to the following:

- i. the transactions are necessary for the day to day operations of the Company's subsidiary in the ordinary course of business, at arm's length, on normal commercial terms and are on terms not more favourable to the related party than those generally available to the public and not detrimental to minority shareholders of the Company;
  - ii. the mandate is subject to annual renewal. In this respect, any authority conferred by a mandate shall only continue to be in force until:
    - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
    - (b) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of CA); or
    - (c) revoked or varied by resolution passed by the shareholders in a general meeting,whichever is the earlier.
  - iii. disclosure is made in the annual report of the Company of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the mandate during the current financial year, and in the annual reports for the subsequent financial years during which a shareholder's mandate is in force, where:
    - (a) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM1.0 million; or
    - (b) any one of the percentage ratios of such aggregated transactions is equal to or exceeds 1%,whichever is the higher;
- and amongst other, based on the following information:
- (a) the type of the Recurrent Related Party Transactions made; and
  - (b) the names of the related parties involved in each type of the Recurrent Related Party Transactions made and their relationships with XOX Group.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

Upon completion of the E-Polling process, the Chairman announced the poll results for Ordinary Resolution 7 as follows :

Voted in Favour	Voted in Against
144,766,385 shares (99.9504%)	71,800 shares (0.0496%)

With majority approval being obtained from the shareholders, the Ordinary Resolution 7 was declared carried by the Chairman.

**13. ANY OTHER BUSINESS**

After verified and confirmed with the Company Secretary, the Chairman informed that there was no other business to be transacted at the AGM.

**14. TERMINATION**

There being no other business, the meeting ended at 9.30 a.m. with a vote of thanks of the Chairman.

**Confirmed as a correct record of  
the proceedings thereat**

*Signed*

---

DATO' SERI ABDUL AZIM BIN MOHD ZABIDI  
Chairman