

XOX TECHNOLOGY BERHAD

Registration No. 199901007872 (482772-D)

(Incorporated in Malaysia)

Minutes of the 24th 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 Friday, 22 November 2024 at 10.30 a.m.

- DIRECTORS' PRESENT** : Mr. Nicholas Wong Yew Khid (Executive Director) – Meeting Chairman
Mr. Chew Shin Yong, Mark (Executive Chairman)
Mr. Sandraruben A/L Neelamagham (Executive Director)
Datuk Halmi bin Khalid (Executive Director)
Mr. Yong Ket Inn (Independent Non-Executive Director)
Mr. Chen Chee Peng (Independent Non-Executive Director)
Ms. Charissa Lim Zhu Ai (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 took the Chair and welcomed the shareholders to the AGM of the Company. He called the Meeting to order at 10.30 a.m. The Meeting Chairman then introduced the Board members and Company Secretary to the shareholders.

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

The Meeting 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 30 October 2024 in accordance with the Company's Constitution. He proposed that the Notice be taken as read.

The Meeting 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 Meeting 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 InsHub Sdn. Bhd. and voting session commenced from 10.30 a.m. until the announcement of the end of voting session by the Meeting 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 Meeting Chairman informed that the Board of Directors (Board) will deal with the shareholders' questions after the deliberations of all the agenda.

The Meeting Chairman then proceeded to the agendas of the Meeting.

1. AUDITED FINANCIAL STATEMENTS (AFS) FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2024 (FPE 30 JUNE 2024) AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON TOGETHER WITH

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

The Meeting Chairman then proceeded to next agenda of the meeting.

2. ADDITIONAL PAYMENT OF DIRECTORS' FEES UP TO RM48,000 AND DIRECTORS' BENEFITS OF UP TO RM1,500 FOR THE PERIOD FROM 1 APRIL 2024 TO 30 JUNE 2024

Ordinary Resolution 1 on the proposed additional payment of Directors' fees up to RM48,000 and Directors' benefits of up to RM1,500 for the period from 1 April 2024 to 30 June 2024.

The Meeting Chairman then proceeded to next agenda of the Meeting.

3. ADDITIONAL PAYMENT OF DIRECTORS' FEES UP TO RM36,000 AND DIRECTORS' BENEFITS OF UP TO RM1,500 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2025

Ordinary Resolution 2 on the proposed additional payment of Directors' fees up to RM36,000 and Directors' benefits of up to RM1,500 for the financial year ending 30 June 2025 payable in arrears after each month of completed service of the Directors during the financial year.

The Meeting Chairman then proceeded to next agenda of the Meeting.

4. PAYMENT OF DIRECTORS' FEES UP TO RM144,000.00 AND DIRECTORS' BENEFITS UP TO RM30,000.00 FOR THE PERIOD COMMENCING FROM 1 JULY 2025 TO THE NEXT AGM

Ordinary Resolution 3 on the proposed payment of Directors' fees up to RM144,000.00 and Directors' benefits up to RM30,000.00 for the period commencing from 1 July 2025 to the next AGM payable in arrears after each month of completed service of the Directors.

The Meeting Chairman then proceeded to next agenda of the Meeting.

5. RE-ELECTION OF MR. YONG KET INN, WHO RETIRES PURSUANT TO CLAUSE 85 OF THE COMPANY'S CONSTITUTION

Ordinary Resolution 4 on the proposed re-election of Mr. Yong Ket Inn as Director of the Company who retired pursuant to Clause 98 of the Company's Constitution and who being eligible, has offered himself for re-election.

The Meeting Chairman then proceeded to next agenda of the Meeting.

6. RE-ELECTION OF DIRECTORS WHO RETIRE PURSUANT TO CLAUSE 91 OF THE COMPANY'S CONSTITUTION

The Meeting Chairman informed that three (3) Directors who retired pursuant to 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, 6 and 7** respectively were as follows:

RE-ELECTION OF MS. CHARISSA LIM ZHU AI

Ordinary Resolution 5 on the proposed re-election of Ms. Charissa Lim Zhu Ai as Director of the Company.

RE-ELECTION OF MR. SANDRARUBEN A/L NEELAMAGHAM

Ordinary Resolution 6 on the proposed re-election of Mr. Sandraruben A/L Neelamagham as Director of the Company.

RE-ELECTION OF DATUK HALMI BIN KHALID

Ordinary Resolution 7 on the proposed re-election of Datuk Halmi bin Khalid as Director of the Company.

The Meeting Chairman then proceeded to next agenda of the Meeting.

7. RE-APPOINTMENT OF MESSRS UHY MALAYSIA (UHY) AS AUDITORS

Ordinary Resolution 8 on the proposed re-appointment of UHY as Auditors of the Company and to hold office until the conclusion of the next AGM at such remuneration to be determined by the Directors of the Company.

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

8. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 (CA 2016) (PROPOSED GENERAL MANDATE)

The Meeting Chairman informed that the following motion was tabled for consideration as **Ordinary Resolution 9**.

“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 25th 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 Meeting Chairman then proceeded to next agenda of the Meeting.

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

The Meeting Chairman recommended to the Shareholders to consider and if thought fit, to pass the following **Ordinary Resolution 10**:-

“**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 of Existing Shareholders' Mandate dated 30 October 2024 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 of Existing 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 of Existing Shareholders' Mandate in the best interest of the Company.”

The Meeting Chairman then proceeded to next agenda of the Meeting.

10. ANY OTHER BUSINESS

The Company Secretary confirmed that the Company had not received any notice for transaction of any other business for today's Meeting.

Meeting Chairman then proceeded with the Question and Answer (Q&A) session for the Board and management of the Company (Management) to deal with the questions from the shareholders.

The following questions were raised by shareholders and the response made by the Board and Management:

Q&A

Question 1, 2, & 3

The Shareholder

What is the Company future outlook?

How much does the Company spend on this virtual AGM?

Will the Board consider giving door gift?

Response to Question 1

Meeting Chairman

The Meeting Chairman encouraged the shareholder to refer to Page 11 of the annual report 2024, where the Board had comprehensively outlined their strategic plans and growth objectives.

Response to Question 2

Meeting Chairman

The Company incurred an expenditure of RM12,000.00 for this virtual AGM.

Response to Question 3

Meeting Chairman

In response to the question on door gift and vouchers, the management would make appropriate arrangements for shareholders attended the 24th AGM.

After dealt with the questions from the members or proxies, Meeting Chairman urged the shareholders and/or proxies who had yet to submit their votes, the Meeting allocated another 5 minutes for them to complete casting their votes.

Meeting Chairman then announced the closing of the online voting session and then adjourned the Meeting for approximately 15 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 11.07 a.m. The scrutineer submitted the report of the results to Meeting Chairman.

The results were shown on the screen as follow:

11. RESULT OF THE POLL VOTES ON RESOLUTIONS TABLED AT THE 24TH AGM ON 22 NOVEMBER 2024

The results of the poll which were as follows:

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 1 To approve the additional payment of Directors' fees up to RM48,000 and Directors' benefits of up to RM1,500 for the period from 1 April 2024 to 30 June 2024.	15	422,948,917	99.9978	7	9,300	0.0022
Ordinary Resolution 2 To approve the additional payment of Directors' fees up to RM36,000 and Directors' benefits of up to RM1,500 for the financial year ending 30 June 2025 (FYE 30 June 2025) payable in arrears after each month of completed service of the Directors during the financial year.	15	422,948,917	99.9978	7	9,300	0.0022

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 3 To approve the payment of Directors' fees up to RM144,000.00 and Directors' benefits up to RM30,000.00 for the period commencing from 1 July 2025 to the next AGM payable in arrears after each month of completed service of the Directors.	16	422,950,917	99.9983	6	7,300	0.0017
Ordinary Resolution 4 To re-elect Mr. Yong Ket Inn, a Director who retires pursuant to Clause 85 of the Company's Constitution.	19	422,957,115	99.9997	2	1,100	0.0003
Ordinary Resolution 5 To re-elect Ms. Charissa Lim Zhu Ai as Director who retires pursuant to Clause 91 of the Company's Constitution.	20	422,957,117	99.9997	2	1,100	0.0003

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 6 To re-elect Mr. Sandraruben A/L Neelamagham as Director who retires pursuant to Clause 91 of the Company's Constitution.	20	422,957,117	99.9997	2	1,100	0.0003
Ordinary Resolution 7 To re-elect Datuk Halmi bin Khalid as Director who retires pursuant to Clause 91 of the Company's Constitution.	19	422,957,017	99.9997	3	1,200	0.0003
Ordinary Resolution 8 To re-appoint Messrs UHY Malaysia as Auditors of the Company for the FYE 30 June 2025 and to authorise the Board of Directors to fix their remuneration.	20	422,958,017	99.9999	2	200	0.0000*
Ordinary Resolution 9 Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016	18	422,951,017	99.9983	4	7,200	0.0017

*The percentage of voted shares for Against on the Resolution 8 is negligible.

Resolution	Voted For			Voted Against		
	No. of Shareholders	No. of shares	%	No. of Shareholders	No. of shares	%
Ordinary Resolution 10 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature.	19	191,073,017	99.9973	3	5,200	0.0027

The Meeting Chairman then declared all the resolutions as set out on the Notice of the 24th AGM carried.

12. CLOSE OF MEETING

There being no other business, the Meeting terminated at 11.15 a.m. with a vote of thanks to the Chair.

C O N F I R M E D

NICHOLAS WONG YEW KHID
Meeting Chairman

Date: 22 November 2024