

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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XOX BHD

(Company No. 900384-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE TO WARRANT HOLDERS

IN RELATION TO

EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2016/2019

STOCK NAME : **XOX-WA**

STOCK CODE : **0165WA**

IMPORTANT RELEVANT DATES

Last date and time for trading of Warrants A 2016/2019 : Thursday, 17 January 2019 at 5.00 p.m.

Last date and time for suspension of trading of Warrants A 2016/2019 : Friday, 18 January 2019 at 9.00 a.m.

Last date and time of exercise of Warrants A 2016/2019 : Friday, 8 February 2019 at 5.00 p.m.

Date and time of expiry of Warrants A 2016/2019 : Friday, 8 February 2019 at 5.00 p.m.

Date and time for de-listing of Warrants A 2016/2019 : Monday, 11 February 2019 at 9.00 a.m.

This Notice is dated 8 January 2019

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Notice:

“Board” or “Directors”	: Board of Directors of XOX
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“CDS”	: Central Depository System
“Deed Poll”	: The Deed Poll executed by XOX dated 4 January 2016 to constitute the Warrants A and to govern the rights of holders of the Warrants A 2016/2019
“XOX” or “the Company”	: XOX Bhd
“XOX Share(s)” or “Share(s)”	: Ordinary share(s) of XOX
“Exercise Form”	: Form for Warrant Holders to carry out their Exercise Rights
“Exercise Period”	: The period commencing from and including the date of the issue of the Warrants A and ending at closed of business at 5.00 p.m. on the Expiry Date
“Exercise Price”	: The sum of RM0.20 only payable in respect of each new Share to which a Warrant Holder will be entitled to subscribe upon exercise of the Exercise Rights or such adjusted price as in accordance to the provisions of the Deed Poll
“Exercise Rights”	: The rights of a Warrant Holder to subscribe for the number of new Shares at the Exercise Price upon the terms and subject to the provisions of the Deed Poll
“Expiry Date”	: Expiry date of the Warrants A 2016/2019 which falls on Friday, 8 February 2019 at 5.00 p.m.
“Notice”	: Notice of Warrant Holders of XOX in relation to expiry and last date for the exercise of Warrants A 2016/2019 dated 8 January 2019
“Market Day(s)”	: A day on which the stock market of Bursa Securities is open for trading of securities
“RM” and “sen”	: Ringgit Malaysia and sen, respectively
“Share Registrar”	: Shareworks Sdn. Bhd.
“Warrants A 2016/2019” or “Warrants A”	: Warrants A 2016/2019 issued by the Company pursuant to the Deed Poll which remain unexercised before the Expiry Date
“Warrant Holder(s)”	: Holder(s) of Warrants A 2016/2019 whose name is registered in the Warrant Record of Depositors of XOX

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XOX BHD
(Company No. 900384-X)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:
22-09, Menara 1MK
No. 1 Jalan Kiara, Mont Kiara
50480 Kuala Lumpur

8 January 2019

The Board of Directors:

Dato' Seri Abdul Azim Bin Mohd Zabidi	<i>(Non-Independent Non-Executive Chairman)</i>
Mr. Tan Sik Eek	<i>(Executive Director)</i>
Mr. Ng Kok Heng	<i>(Executive Director)</i>
Mr. Soo Pow Min	<i>(Senior Independent Non-Executive Director)</i>
Mr. Hew Tze Kok	<i>(Independent Non-Executive Director)</i>
Mr. Edwin Chin Vin Foong	<i>(Independent Non-Executive Director)</i>

To: The Warrant Holders of XOX BHD

Dear Sir/Madam,

NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND LAST DATE FOR THE EXERCISE OF WARRANTS A 2016/2019

NOTICE IS HEREBY GIVEN THAT pursuant to the terms and conditions as stipulated in the Deed Poll dated 4 January 2016, the Exercise Rights of the Warrants will expire at **5.00 p.m. on Friday, 8 February 2019 (“Expiry Date”)** in accordance with the provisions of the Deed Poll.

Warrant Holders intending to exercise their Warrants A 2016/2019 are advised to submit the documents referred to in Section 4 below to the Share Registrar of the Company, Shareworks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not later than 5.00 p.m. on the Expiry Date.

The total number of Warrants A 2016/2019 remain unexercised as at 31 December 2018, being the latest practicable date prior to the printing of this Notice is 200,414,675.

THE WARRANT HOLDER SHOULD NOTE THAT THE WARRANTS A WHICH ARE NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASES TO BE EXERCISABLE THEREAFTER.

ACCORDINGLY, THE WARRANTS A 2016/2019 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON MONDAY, 11 FEBRUARY 2019.

Warrant Holders are therefore advised to read carefully the procedures set out below :

1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

To facilitate the exercise of the Exercise Rights by the Warrant Holders, the trading of the Warrants A on Bursa Securities will be suspended with effect **from 9.00 a.m. on Friday, 18 January 2019 up to the Expiry Date**. Hence, the last day of trading of the Warrants shall be **up to 5.00 p.m. on Thursday, 17 January 2019**.

2. EXERCISE PRICE

The Exercise Price of the Warrants A 2016/2019 is RM0.20 for every one (1) new Share. For example, if a Warrant Holder exercises 100 Warrants 2016/2019, the full Exercise Price payable shall be RM20.00.

3. PAYMENT OF EXERCISE PRICE

Remittance for the Exercise Price must be made in full and payable in Ringgit Malaysia by way of banker's draft / bank demand draft / cashier's order drawn on a bank operating in Malaysia or money / postal order issued by a post office in Malaysia made out in favour of "**XOX WARRANTS ACCOUNT**" crossed "A/C Payee Only" and endorsed on the reverse side with the name, address, identity card / passport number / company registration number (whichever is applicable) and the CDS account number of the Warrant Holder.

4. EXERCISE OF EXERCISE RIGHTS

If you are a Warrant Holder and wish to exercise your Exercise Rights, you should :

- (i) complete and execute the enclosed Exercise Form.

The Exercise Form may also be downloaded from the Company's website (www.xox.com.my) or obtained from the Company's Share Registrar, Shareworks Sdn. Bhd. at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur, during normal office hours.

- (ii) deliver and reach the Share Registrar of XOX the following documents and remittance not later than 5.00 p.m. on the Expiry Date :
 - (a) the duly completed and signed Exercise Form;
 - (b) the remittance for the full Exercise Price as stated in Section 2 and 3 above; and
 - (c) the remittance of a processing fee of RM21.20 per CDS Account, payable by bankers' draft / bankers' demand draft / cashier order drawn on a bank operating in Malaysia or money order or postal order issued by a post office in Malaysia made out in favour of "**SHAREWORKS SDN. BHD.**" crossed "A/C Payee Only" or cash if you deliver the documents to the Company's Share Registrar personally.

In respect of the new XOX Shares to be issued to Warrant Holders pursuant to the exercise of the Warrants :

- (a) the Company shall allot and issue the new XOX Shares, dispatch the notices of allotment to the holders of Warrants and make an application to Bursa Securities for the quotation of the new XOX Shares within eight (8) Market Days of the receipt of a duly completed Exercise Form together with the requisite payment or such other period as may be prescribed by Bursa Securities;
- (b) such new XOX Shares shall be credited into the CDS Account specified by the holders of the Warrants A after the allotment of the new XOX Shares. No physical share certificates shall be issued in respect of exercise; and

- (c) such new XOX Shares shall rank pari passu in all respects with the existing ordinary shares in the capital of the Company except that they shall not be entitled for any dividends, rights, allotment and/or distributions on the entitlement date which is on or before the date of allotment of such new XOX Shares.

5. BOOK CLOSURE DATE IN RELATION TO THE WARRANTS A 2016/2019

Warrant Holders should note that apart from the provisions contained in the Deed Poll, the following provisions of Bursa Depository will apply to the Warrants A 2016/2019 :

- (i) Bursa Depository will not accept any request for transfer of the Warrants A 2016/2019 commencing **4.00 p.m., Tuesday, 29 January 2019, up to and including the Expiry Date;**
- (ii) Warrant Holders shall qualify for entitlement to subscribe for new Shares only in respect of the following :
 - (a) Warrants A 2016/2019 transferred into the Depositors' CDS account **before 4.00 p.m., on Tuesday, 29 January 2019**, in respect of transfers; or
 - (b) Warrants A 2016/2019 bought on Bursa Securities **on or before Thursday, 17 January 2019, at 5.00 p.m.**, being the last day of trading of the Warrants A 2016/2019.

6. EXPIRY OF EXERCISE RIGHTS

Warrant Holders should note that :

- (i) if their Exercise Rights are not exercised and the relevant Exercise Form together with the remittances are not delivered to the Company's Share Registrar by 5.00 p.m, on the Expiry Date, the Exercise Rights will lapse and become null and void and cease to be exercisable thereafter; and
- (ii) all unexercised Warrants A remaining in a Depositor's CDS account as at 5.00 p.m. on the Expiry Date will be debited from the respective Depositor's CDS account on **Monday, 11 February 2019**.

7. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Notice false or misleading.

8. CONTACT DETAILS FOR ENQUIRIES

All enquiries concerning the above should be addressed to the Share Registrar of XOX at :

Shareworks Sdn. Bhd.
No. 2-1, Jalan Sri Hartamas 8
Sri Hartamas, 50480 Kuala Lumpur
Telephone no: + (603) 6201 1120
Facsimile no: + (603) 6201 3121

Yours faithfully,
For and on behalf of the Board
XOX BHD

DATO' SERI ABDUL AZIM BIN MOHD ZABIDI
Non-Independent Non-Executive Chairman

**XOX BHD WARRANTS
EXERCISE FORM**

[To be executed and lodged with the Registrar for the exercise of the
Exercise Rights in relation to the Warrants]

Particulars of the Depositor

- * Name of Depositor : _____
- * Old NRIC/Passport/Armed Forces/
Police Personnel/Registration No. : _____
- * New NRIC No. : _____
- * Correspondence address of Depositor : _____

- * Contact Number : _____

[All information given above must be as per information in the records of Bursa Malaysia Depository Sdn Bhd (“Central Depository”)]

To: **XOX BHD (“the Company”)**
c/o Shareworks Sdn Bhd
No. 2-1 Jalan Sri Hartamas 8
Sri Hartamas
50480 Kuala Lumpur

I/We, the undersigned,

- i. hereby confirm and declare that all information provided by me/us herein are true and correct;
- ii. hereby confirm and declare that the information indicated with an asterisk (*) is identical with the information in the records of Central Depository with regard to my Central Depository Account(s) and further agree and confirm that in the event the information aforesaid differs from the information in Central Depository’s records as mentioned earlier, the exercise of my/our rights hereunder may be rejected;
- iii. hereby irrevocably elect, upon and subject to the conditions as set out in the Deed Poll executed by the Company constituting the issue of the Warrants, to exercise my/our Exercise Rights in relation to the type and quantity(ies) of securities specified below and to subscribe and make payment as hereafter provided for such number of New Shares of the Company at the Exercise Price or such adjusted price as may for the time being applicable in accordance with the Deed Poll, and agree to accept such shares subject to the terms of the Memorandum and Articles of Association of the Company;
- iv. hereby make payment in full of the Exercise Monies for the New Shares in the quantity(ies) specified below by banker’s draft/cashier’s order/money order/postal order drawn on a bank or post office in Malaysia bearing no. _____ and amounting to RM _____ payable to “**XOX WARRANTS ACCOUNT**”;
- v. hereby authorise you to instruct Central Depository to debit the quantity(ies) of securities specified below from my Central Depository Account(s) in the exercise of my/our rights herein in accordance with the provisions of this Deed Poll;
- vi. hereby confirm that the securities specified below intended for the exercise of rights are or have been designated as “free securities” in my/our Central Depository Account(s);
- vii. where I/we am/are entitled to receive New Shares upon the exercise of my/our rights herein, I/we hereby authorise you to instruct Central Depository to credit the quantity(ies) of New Shares specified below into my/our Central Depository Account(s) stated below and for the notice of allotment to be despatched to me/us at my/our risk to the correspondence address mentioned herein;
- viii. hereby confirm that after the submission of this form to the Registrar, I shall not dispose, transfer or charge the securities intended for the exercise of rights herein, until the exercise is completed by the debiting of the securities from my Central Depository Account(s) or the exercise is rejected by the Registrar, whichever shall be applicable;
- ix. hereby undertake to fully indemnify the Company and Registrar against any losses, damage, liability, cost or expenses (including legal cost on a solicitor and client basis) demand, actions or proceedings made in respect of or arising from the debiting of the Warrants from my/our Central Depository Account(s), in reliance by you on this Exercise Form; and
- x. hereby declare and agree that I/we have complied with all exchange control provisions, the provisions of the Securities Industry (Central Depositories) Act, 1991 and all other legal requirements applicable to the exercise of the Exercise Rights.

Source account for debiting of Warrants and targeted account for crediting of New Shares													
Securities Code	Type of securities	Quantity	CDS Account Number										
			ADA & Branch Code / Account Number										

Dated the _____ day of _____ 20 ____

Signature: _____

Notes:

1. No scrip will be issued to the Depositor as the result of any exercise of rights herein.
2. No Depositor shall be allowed to instruct crediting of New Shares into a Central Depository Account other than one of those from which the securities are to be debited.
3. In exercising the Exercise Rights, compliance must be made with any exchange control or other statutory requirement for the time being applicable.
4. A corporation completing this Exercise Form is required to affix its Common Seal in accordance with its Memorandum and Articles of Association and a certified true copy of which must be lodged or registered with the Registrar.
5. Terms and expressions used in this Exercise Form shall have the same meaning as defined in this Deed Poll constituting the issue of the Warrants.
6. Subject to these Conditions, the Exercise Rights can be exercised by the Depositor at any time during the Exercise Period.
7. The Exercise Price is RM0.20 per warrant as defined earlier or such price as may be adjusted in accordance with the terms of this Deed Poll constituting the Warrants.
8. Any Exercise Right which has not been exercised at the close of business at 5.00 p.m. in Malaysia on the Expiry Date will lapse and every Warrant will cease thereafter to be valid for any purpose.
9. The Warrant Holder shall pay a separate fee of RM21.20 to the Share Registrar for debiting of the Warrants and crediting of the New Shares.
10. The attention of Warrant Holders is drawn to Rule 9 of the Malaysian Code on Take-overs and Mergers 2010 and Section 217 of the Capital Markets and Services Act 2007 as amended from time to time. In general terms, these provisions regulate the acquisition of effective control of public companies. Warrant Holders should consider the implications of these provisions before they exercise their respective Exercise Rights. In particular, a Warrant Holder should consult the SC, if:
 - (i) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned or acquired by such Warrant Holder or persons acting in concert with such Warrant Holder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
 - (ii) such Warrant Holder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder together with persons acting in concert, intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time); or
 - (iii) such Warrant Holder, together with persons acting in concert, holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company and:
 - (a) such Warrant Holder intends to acquire, by exercise of the Exercise Rights represented by Warrants, whether at one (1) time or different times, New Shares which (together with the Shares owned and acquired by such Warrant Holder) carry more than thirty three per cent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company; or
 - (b) such Warrant Holder holds more than thirty three percent (33%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) but less than fifty percent (50%) (or such other percentage as may be determined by the relevant regulatory authorities at any time) of the voting rights of the Company, and such Warrant Holder intends to acquire, by exercise of Exercise Rights represented by Warrants in any period of six (6) months, additional New Shares increasing such percentage of the voting rights by more than two percent (2%) (or such other percentage as may be determined by the relevant regulatory authorities at any time).