

# GENERAL MEETINGS: Notice of Meeting

## TIME DOTCOM BERHAD

<b>Type of Meeting</b>	Annual General Meeting
<b>Indicator</b>	Notice of Meeting
<b>Description</b>	TIME DOTCOM BERHAD Notice of 22nd Annual General Meeting
<b>Date of Meeting</b>	14 Jun 2019
<b>Time</b>	09:30 AM
<b>Venue</b>	Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.
<b>Date of General Meeting Record of Depositors</b>	10 Jun 2019

Please refer attachment below.

### Attachments

TIME dotCom Berhad - Notice of 22nd AGM.pdf  
135.3 kB

### Announcement Info

<b>Company Name</b>	TIME DOTCOM BERHAD
<b>Stock Name</b>	TIMECOM
<b>Date Announced</b>	26 Apr 2019
<b>Category</b>	General Meeting
<b>Reference Number</b>	GMA-24042019-00041

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 9.30 a.m. for the purpose of transacting the following businesses:-**

**AGENDA**

1. To receive the Audited Financial Statements for the year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. Please refer to Note A.

**As Ordinary Business:-**

2. To re-elect the following Directors retiring in accordance with Article 94 of the Company's Articles of Association and, who being eligible, have offered themselves for re-election:-
- i) Abdul Kadir Md Kassim
  - ii) Mark Guy Dioguardi
  - iii) Lee Guan Hong

Resolution 1  
 Resolution 2  
 Resolution 3

3. To re-appoint Messrs KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.

Resolution 4

**As Special Business:-**

To consider and if thought fit, pass the following Resolutions:-

4. Ordinary Resolution – Authority to Allot Shares Pursuant To Sections 75 and 76 of the Companies Act, 2016  
 "THAT subject always to the Companies Act, 2016 and the Articles of Association of the Company, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot shares in 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 such authority shall continue in force until the conclusion of the next AGM; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." Resolution 5
5. Ordinary Resolution – Authority for Ronnie Kok Lai Huat to continue in office as Independent Non-Executive Director  
 "THAT Ronnie Kok Lai Huat shall continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next AGM of the Company upon completion of his 12-year tenure as Independent Non-Executive Director on 31 January 2020." Resolution 6
6. Ordinary Resolution – Directors' Fees  
 "THAT the Directors' fees of up to RM984,000 from the day after the 22<sup>nd</sup> AGM until the conclusion of the next AGM of the Company be hereby approved." Resolution 7
7. Ordinary Resolution – Proposed payment of Directors' Benefits to the Non-Executive Directors  
 "THAT approval be and is hereby given for the increase in Directors' meeting allowance from RM3,800 to RM5,000 per meeting with effect from the day after the 22<sup>nd</sup> AGM of the Company." Resolution 8  
 "THAT approval be and is hereby given for the payment of Directors' Benefits which include meeting allowance, medical and hospitalisation coverage and other claimable benefits incurred from the day after the 22<sup>nd</sup> AGM until the conclusion of the next AGM of the Company." Resolution 9
8. Special Resolution – Proposed Amendment of the existing Memorandum and Articles of Association of the Company  
 "THAT approval be and is hereby given for the amendment of the existing Memorandum and Articles of Association of the Company and thereafter replacing it entirely with a new Constitution as set out in Appendix A of the Notice of AGM with immediate effect; AND THAT the Directors and Secretary of the Company be and are hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing." Resolution 10
9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

**BY ORDER OF THE BOARD**

**MISNI ARYANI MUHAMAD (LS 0009413)**  
 Secretary

29 April 2019  
 Selangor Darul Ehsan

**Note A:-**

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

**Notes:-**

1. For the purpose of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depository as at 10 June 2019. Only a depositor whose name appears on the Record of Depositors as at 10 June 2019 shall be regarded as a member entitled to attend, speak and vote at the Company's AGM or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at the above Meeting of the Company is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.
3. The instrument of proxy shall be in writing and signed by the appointor or by his attorney and in the case of a corporation, either under its common seal or signed by its attorney or officer on behalf of the corporation.
4. A member who holds 1,000 shares or less in the Company is entitled to appoint one (1) proxy whilst a member holding more than 1,000 shares in the Company is entitled to appoint a maximum of two (2) proxies. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint up to two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of holding to be represented by each proxy is specified.
6. Where a member is an exempt authorised nominee 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. The appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
7. The instrument appointing a proxy or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Share Registrar's office, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur in the case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

**Explanatory Note on Special Business:-**

**Resolution 5**

The Ordinary Resolution 5 is proposed for the purpose of granting a renewed general mandate for the allotment of shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016.  
 There was no issuance of shares pursuant to Sections 75 and 76 of the Companies Act, 2016 under the general mandate which was obtained at the 21st AGM held on 1 June 2018 and the said mandate will expire at the conclusion of the forthcoming 22<sup>nd</sup> AGM.

The Ordinary Resolution 5, if passed at the 22<sup>nd</sup> AGM, will give authority to the Directors of the Company to issue and allot shares at any time without convening a general meeting, in order to avoid any delay and cost involved in convening one. The authorisation so granted, is valid from the date of the 22<sup>nd</sup> AGM, and unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate if renewed at the 22<sup>nd</sup> AGM, will provide the Company the flexibility to raise funds for funding future investment project(s), working capital and/or acquisition(s).

**Resolution 6**

The Ordinary Resolution 6 is proposed to authorise the continuity of Ronnie Kok Lai Huat as Independent Non-Executive Director of the Company.

Ronnie Kok will complete his 12-year tenure as Independent Non-Executive Director on 31 January 2020. The Board of Directors has, vide the Nomination and Remuneration Committee, conducted a rigorous assessment of independence and is of the opinion that Ronnie Kok has met the independence guidelines as set out in Chapter 1 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and therefore is able to bring independent and objective judgment to the Board. His long tenure has given him in-depth knowledge of the business of the Group, the challenges facing it and together with his own personal work experience, is able to provide valuable contribution to the Group's business. He has shown strong commitment, integrity and always acted professionally in discharging his duties as an Independent Non-Executive Director of the Company without being subject to influence of Management. He also has, at all times, exercised due care during his tenure as an Independent Non-Executive Director of the Company and carried out his duties in an ethical and businesslike manner and advocated professional views without fear or favour, in the best interest of the Company and shareholders. He challenges Management in an effective and constructive manner, providing a check and balance in Board proceedings. He actively participates in Board discussions and provides an independent voice on the Board. He has not established or maintained any significant personal or social relationship, whether direct or indirect with the executive directors or substantial shareholders and/or persons connected to them other than the normal engagements and interactions on professional level consistent with his duties and expected of him to carry out his duties as Independent Non-Executive Director. Additionally, he has vigilantly safeguarded the interests of the Company's minority shareholders.

**Resolution 7**

The amount of Directors' fees of RM984,000 under proposed Resolution 7 is for the payment of fees for the existing Non-Executive Directors for the period from the day after the 22<sup>nd</sup> AGM until the conclusion of the next AGM of the Company and to cater for appointment of new directors.

**Resolution 8**

The proposed increase in Directors' meeting allowance from RM3,800 to RM5,000 per meeting is comparable to the market rate after taking into consideration their job functions, workload and responsibilities involved.

**Resolution 9**

Other than meeting allowance, the Directors also receive other benefits which include medical and hospitalisation coverage. If the proposed Resolution 9 is passed by the shareholders at the 22<sup>nd</sup> AGM, payment of benefits incurred by the Directors from the day after the 22<sup>nd</sup> AGM until the conclusion of the Company's next AGM will be paid by the Company, as and when incurred.

**Resolution 10**

This Special Resolution is proposed to amend the existing Memorandum and Articles of Association of the Company and thereafter replacing it entirely with a new Constitution ("Proposed Amendment"). The Proposed Amendment is in line with the provisions of the Companies Act, 2016, Bursa Malaysia Securities Berhad's Main Market Listing Requirements and other statutory and/or regulatory requirements. The new Constitution is as set out in Appendix A of the Notice of AGM.