GENERAL MEETINGS: Notice of Meeting

TIME DOTCOM BERHAD

Type of Meeting: Extraordinary General Meeting
Indicator: Notice of Meeting
Description: TIME DOTCOM BERHAD Notice of Extraordinary General Meeting
Date of Meeting: 14 Jun 2019
Time: 11:00 AM
Venue: Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.
Date of General Meeting Record of Depositors: 10 Jun 2019

Please refer attachment below.

Attachments
TIME dotCom Berhad - Notice of EGM.pdf
162.0 kb

Announcement Info

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<td>TIMECOM</td>
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<td>Date Announced</td>
<td>26 Apr 2019</td>
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<td>Category</td>
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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting ("EGM") of TIME dotCom Berhad ("TCB" or "Company") will be held at
Sejati Ballroom, Ground Floor, Suqiaz Hotel, Jalan Lapanang Teluk Bahang, SA050, Shah Alam, Selangor Dalam Ehsan, Malaysia on Friday, 16 June 2017 at 11.00 a.m. (or immediately following the conclusion of another meeting of the Company if no further resolutions are brought up to the meeting or if no quorum is obtained at the meeting or if any other matter is brought up to the meeting), whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ALLOCATION, AMEND, VESTING, ALLOTMENT AND ISSUANCE OF UP TO 1,300,000 NEW ORDINARY SHARES IN THE COMPANY UNDER THE EXISTING SHARE PLAN GRANT TO, IN FAVOR OF THE BENEFIT OF LEE GUAN HONG, A NON-INDEPENDENT DIRECTOR OF THE COMPANY

That, subject to the approval of all relevant authorities being obtained (where required), approval and authority be and are given for and to the directors of the Company to allot and issue, and for and to the benefit of Lee Guan Hong, at any time and from time to time up to 1,300,000 new ordinary shares in the capital of the Company ("TCB Shares") pursuant to this resolution and in accordance with the terms of the Company's existing share plan grant as set out in the Notice of Meeting, subject to and in accordance with the terms of the share option agreement; and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TCB Shares are credited into the central depository system account of Lee Guan Hong.

And that the directors of the Company be and are authorized to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.

ORDINARY RESOLUTION 2

PROPOSED GRANT OF A SHARE OPTION TO PATRICK CORSO, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF THE COMPANY, TO SUBSCRIBE FOR UP TO 1,300,000 NEW ORDINARY SHARES IN THE COMPANY

That, subject to the approvals of all relevant authorities being obtained (where required):

(a) approval be and is given for the Company to enter into a share option agreement with Patrick Corso pursuant to which an option is granted to Patrick Corso to subscribe for up to 1,300,000 new TCB Shares, subject to and in accordance with the terms of the said share option agreement;

(b) approval and authority be and are given for and to the directors of the Company to allot and issue at any time and from time to time up to such number of new TCB Shares as may be required to be issued to or for the benefit of Patrick Corso pursuant to the said option, subject to and in accordance with the terms of the said share option agreement, such new TCB Shares to be, upon allotment, subject to and in accordance with the terms of the share option agreement, vesting equally in all respects with the then existing issued TCB Shares, except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TCB Shares are credited into the central depository system account of Patrick Corso;

(c) approval and authority be and are given for and to the directors to negotiate, finalise and execute, for and on behalf of the Company, the said share option agreement, and for and from time to time to do all such acts and things, exercise all such powers and authorities, execute all such documents and instruments, and enter into all such transactions, arrangements, agreements, deeds and/or undertakings as may be necessary or expedient in order to give full effect to this resolution.

And that the directors of the Company be and are authorised to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.

ORDINARY RESOLUTION 3

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 655,884 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG, PURSUANT TO THE COMPANY'S EXISTING SHARE PLAN GRANT; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,290 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER THE COMPANY'S EXISTING SHARE PLAN GRANT

That, subject to the approvals of all relevant authorities being obtained (where required):

(a) the allotment and issuance of 655,884 TDC Shares to or for the benefit of Lee Guan Hong on 15 July 2017 and 17 July 2018 pursuant to the Company's Existing Share Plan Grant be and are ratified; and that all acts, deeds and things carried out by the directors of the Company in connection with this resolution be and are ratified;

(b) approval and authority be and are given for and to the directors of the Company to allot and issue, at any time and from time to time up to 141,290 new TDC Shares pursuant to vestings under Lee Guan Hong under the Existing Share Plan Grant, subject to and in accordance with the terms of the Existing Share Plan Grant, such new TDC Shares to be, upon allotment and issuance, vesting equally in all respects with the then existing issued TDC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TDC Shares are credited into the central depository system account of Lee Guan Hong;

And that the directors of the Company be and are authorized to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.

ORDINARY RESOLUTION 4

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,868 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO THE COMPANY'S EXISTING SHARE PLAN GRANT; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,534 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER THE COMPANY'S EXISTING SHARE PLAN GRANT

That, subject to the approvals of all relevant authorities being obtained (where required):

(a) the allotment and issuance of 247,868 TDC Shares to or for the benefit of Patrick Corso on 17 July 2018 pursuant to the Existing Share Plan Grant be and are ratified; and that all acts, deeds and things carried out by the directors of the Company in connection with this resolution be and are ratified;

(b) approval and authority be and are given for and to the directors of the Company to allot and issue, at any time and from time to time up to 123,534 new TDC Shares pursuant to vestings in Patrick Corso under the Existing Share Plan Grant, subject to and in accordance with the terms of the Existing Share Plan Grant, such new TDC Shares to be, upon allotment and issuance, vesting equally in all respects with the then existing issued TDC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TDC Shares are credited into the central depository system account of Patrick Corso;

And that the directors of the Company be and are authorized to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.

By order of the Board.

Mdm Aryan Muhamad
(S.00609/13)
Secretary
Selangor Dalam Ehsan
23 April 2017

NOTES:

1. For the purpose of determining who a member shall be entitled to attend this EGM, the Company shall be requesting its Members' Depository Sertifikat Dimiliki (MDSD) to issue a General Meeting Record of Shareholders as at 15 June 2017. Only a person who appears as a member in such record shall be entitled to attend, speak and vote at the Company's EGM or adjourned meetings.

2. If a member wishes to attend and vote at this EGM, the Company shall be requesting his/ her Member's Depository Sertifikat Dimiliki (MDSD) to issue a General Meeting Record of Shareholders as at 15 June 2017. Only a person who appears as a member in such record shall be entitled to attend, speak and vote at the Company's EGM or adjourned meetings.

3. Attendance will be determined by members who have returned to the Company the duly completed and properly executed written proxies or appointment letters.

4. A member entitled to attend and vote at this EGM is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.

5. The instrument appointing a proxy or other authority, if any, under which a member is entitled to attend and vote at the Company's EGM or adjourned meetings, and the authority of the person who will in such case vote is in the form of an attorney or other similar instrument or documentary evidence, shall be deemed to be sufficient for this purpose.

6. Notice to a member to appoint a proxy or other authority, if any, under which a member is entitled to attend and vote at the Company's EGM or adjourned meetings, and the authority of the person who will in such case vote is in the form of an attorney or other similar instrument or documentary evidence, shall be deemed to be sufficient for this purpose.

7. In the event of any proposal being brought up to the meeting, the voting figures shall be taken as those represented by the members present at the meeting.

8. Where a member appoints a proxy or other authority, if any, under which a member is entitled to attend and vote at this EGM or an adjourned meeting, the authority of the person who will in such case vote is in the form of an attorney or other similar instrument or documentary evidence, shall be deemed to be sufficient for this purpose.

9. This instrument appointing a proxy or other authority, if any, under which a member is entitled to attend and vote at this EGM or an adjourned meeting, shall be deemed to be sufficient for this purpose.