

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

Company Name	TIME DOTCOM BERHAD
Stock Name	TIMECOM
Date Announced	26 Apr 2019
Category	General Meeting
Reference Number	GMA-24042019-00042

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting ("EGM") of TIME dotCom Berhad ("TdC" or "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 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting (which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof), 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, AWARD, VESTING, ALLOTMENT AND ISSUANCE OF UP TO 2,500,000 NEW ORDINARY SHARES IN THE COMPANY UNDER THE EXISTING SHARE GRANT PLAN TO, IN AND/OR FOR THE BENEFIT OF LEE GUAN HONG, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF THE COMPANY

"That, subject to the approvals of all relevant authorities being obtained (where required), approval and authority be and are given for and to the directors of the Company to allocate, award, vest, allot and issue to, in and/or for the benefit of Lee Guan Hong, at any time and from time to time up to 2,500,000 new ordinary shares in the capital of the Company ("TdC Shares") pursuant to, subject to and in accordance with the terms of the Company's existing share grant plan that was approved by the shareholders of the Company at the EGM of the Company held on 28 June 2012 ("Existing Share Grant Plan"), such new TdC Shares to be, upon allotment and issuance, ranking 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 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 2

PROPOSED GRANT OF A SHARE OPTION TO PATRICK CORSO, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF THE COMPANY, TO SUBSCRIBE FOR UP TO 3,300,000 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 shall be granted to Patrick Corso to subscribe for up to 3,300,000 new TdC 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 such number of new TdC 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 TdC Shares to be, upon allotment and issuance, ranking 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

(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 from time to time to do all such acts and things, 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 650,984 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG, PURSUANT TO THE COMPANY'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,200 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER THE COMPANY'S EXISTING SHARE GRANT PLAN

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

(a) the allotment and issuance of 650,984 TdC Shares to or for the benefit of Lee Guan Hong on 18 July 2017 and 18 July 2018 pursuant to the Company's Existing Share Grant Plan be and are ratified; and that all acts, deeds and things carried out by the directors of the Company and/or the Company in connection with this resolution be and are ratified; and

(b) approval and authority be and are given for and to the directors of the Company to allot and issue, at any time 141,200 new TdC Shares pursuant to vestings in Lee Guan Hong under the Existing Share Grant Plan, subject to and in accordance with the terms of the Existing Share Grant Plan, such new TdC Shares to be, upon allotment and issuance, ranking 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 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 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 4

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,866 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO THE COMPANY'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,934 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER THE COMPANY'S EXISTING SHARE GRANT PLAN

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

(a) the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso on 18 July 2018 pursuant to the Existing Share Grant Plan be and are ratified; and that all acts, deeds and things carried out by the directors of the Company and/or the Company in connection with this resolution be and are ratified; and

(b) approval and authority be and are given for and to the directors of the Company to allot and issue, at any time 123,934 new TdC Shares pursuant to vestings in Patrick Corso under the Existing Share Grant Plan, subject to and in accordance with the terms of the Existing Share Grant Plan, such new TdC Shares to be, upon allotment and issuance, ranking 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 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."

By order of the Board,

Misni Aryani Muhamad
(LS 0009413)
Secretary
Selangor Darul Ehsan
29 April 2019

NOTES:

1. For the purpose of determining a member who shall be entitled to attend this EGM, 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 EGM or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at this EGM 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 appointer 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.