

TIME DOTCOM BERHAD (413292-P)
(Incorporated in Malaysia)

SUMMARY OF KEY MATTERS DISCUSSED AT THE 22ND ANNUAL GENERAL MEETING OF THE COMPANY (“the Meeting”) HELD AT SAUJANA BALLROOM, GROUND FLOOR, SAUJANA HOTEL, JALAN LAPANGAN TERBANG SAAS, 40150 SHAH ALAM, SELANGOR DARUL EHSAN ON FRIDAY, 14 JUNE 2019 AT 9.30 A.M.

1. The audited financial statements of the Company for the financial year ended 31 December 2018 were duly received by the Meeting.
2. The following were the main matters raised by the shareholders which were responded to by the Board:-
 - (i) impact of 5G to the telecommunication business;
 - (ii) impact of Mandatory Standard on Access Pricing on the Company;
 - (iii) possibility of the Company’s fibre coverage to landed property;
 - (iv) the reason for increase in interest cost when the Company’s borrowings decreased;
 - (v) opportunities for regional expansion and acquisitions;
 - (vi) impact of MFRS 16 and foreign exchange gains/losses on the Company; and
 - (vii) utilisation rate of cable infrastructure in high risk buildings.
3. Chief Executive Officer’s presentation after which the following resolutions were tabled and duly passed at the Meeting:-

ORDINARY BUSINESS:-

Ordinary Resolutions:-

Resolution 1

RESOLVED THAT En Abdul Kadir Md Kassim, who retires in accordance with Article 94 of the Company’s Articles of Association, being eligible and having offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Resolution 2

RESOLVED THAT Mr Mark Guy Dioguardi, who retires in accordance with Article 94 of the Company’s Articles of Association, being eligible and having offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Resolution 3

RESOLVED THAT Mr Lee Guan Hong, who retires in accordance with Article 94 of the Company’s Articles of Association, being eligible and having offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Resolution 4

RESOLVED THAT Messrs KPMG PLT be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration.

SPECIAL BUSINESS:-

Ordinary Resolutions:-

Resolution 5

RESOLVED 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 Annual General Meeting; 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 6

RESOLVED THAT Mr Ronnie Kok Lai Huat shall continue to serve as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company upon completion of his 12-year tenure as Independent Non-Executive Director on 31 January 2020.

Resolution 7

RESOLVED THAT the Directors' fees of up to RM984,000 from the day after the 22nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company be hereby approved.

Resolution 8

RESOLVED 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 22nd Annual General Meeting of the Company.

Resolution 9

RESOLVED 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 22nd Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

Special Resolution:-

Resolution 10

RESOLVED 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 Annual General Meeting 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.

4. All resolutions set out in the notice of the Meeting were voted by poll. Mega Corporate Services Sdn Bhd acted as the Poll Administrator to conduct the e-polling process while Grant Thornton Consulting Sdn Bhd served as Independent Scrutineer to validate the votes cast.
5. The results of the poll on each of the resolutions put to vote at the Meeting are set out below:-

Resolutions	Total Voted FOR		Total Voted AGAINST		Results
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 1</u> Re-election of Abdul Kadir Md Kassim as Director	386,758,665	88.9624	47,985,319	11.0376	Carried
<u>Ordinary Resolution 2</u> Re-election of Mark Dioguardi as Director	440,823,751	99.9271	321,460	0.0729	Carried
<u>Ordinary Resolution 3</u> Re-election of Lee Guan Hong as Director	433,070,593	99.6150	1,673,551	0.3850	Carried
<u>Ordinary Resolution 4</u> Re-appointment of Messrs KPMG PLT as Auditors	441,140,351	99.9989	4,860	0.0011	Carried

Resolutions	Total Voted FOR		Total Voted AGAINST		Results
	No. of Shares	%	No. of Shares	%	
<u>Ordinary Resolution 5</u> Authority to Allot Shares Pursuant to Sections 75 and 76 of the Companies Act, 2016	435,410,911	98.7001	5,734,300	1.2999	Carried
<u>Ordinary Resolution 6</u> Authority for Ronnie Kok Lai Huat to continue in office as Independent Non-Executive Director					
Tier 1	177,174,359	100.000	0	0	Carried
Tier 2	212,421,832	97.0737	6,403,400	2.9263	Carried
<u>Ordinary Resolution 7</u> Directors' fees of up to RM984,000 from the day after the 22 nd AGM until the conclusion of the next AGM	389,887,691	98.5506	5,734,300	1.4494	Carried
<u>Ordinary Resolution 8</u> Proposed increase in Directors' meeting allowance from RM3,800 to RM5,000 per meeting	395,615,571	99.9984	6,420	0.0016	Carried
<u>Ordinary Resolution 9</u> Proposed payment of Directors' Benefits to the Non-Executive Directors	395,615,671	99.9984	6,320	0.0016	Carried

Resolutions	Total Voted FOR		Total Voted AGAINST		Results
	No. of Shares	%	No. of Shares	%	
Resolution 10 (Special Resolution) Proposed Amendment of the existing Memorandum and Articles of Association of the Company	441,139,431	99.9987	5,780	0.0013	Carried

6. The Chairman declared the AGM closed at 12.54 p.m.