



## NOTICE OF POSTPONED 24<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the postponed 24<sup>th</sup> Annual General Meeting (“**24<sup>th</sup> AGM**”) of the Company will be held fully virtual at the broadcast venue at **TIME dotCom Berhad, TIME Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia** on **Thursday, 22 July 2021** at **10.00 a.m.** for the purpose of transacting the following businesses:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 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 Rule 103 of the Company’s Constitution and, who being eligible, have offered themselves for re-election:-
  - i) Mark Guy Dioguardi **Resolution 1**
  - ii) Hong Kean Yong **Resolution 2**
  - iii) Patrick Corso **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 – Directors’ Fees **Resolution 5**  
“THAT the Directors’ fees of up to RM984,000 from the day after the 24<sup>th</sup> AGM until the conclusion of the next AGM of the Company be hereby approved.”
5. Ordinary Resolution – Proposed payment of Directors’ Benefits to the Non-Executive Directors **Resolution 6**  
“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 24<sup>th</sup> AGM until the conclusion of the next AGM of the Company.”
6. 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

**CHEW ANN NEE (MAICSA 7030413) (SSM PC No.: 201908001413)**  
Company Secretary  
23 June 2021  
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. In view of the Coronavirus (COVID-19) pandemic and with the safety of the Company's shareholders, employees and Directors being of primary concern, the Board of Directors ("the Board") and Management decided that the 24<sup>th</sup> AGM of the Company shall be conducted on a fully virtual basis via Remote Participation and Electronic Voting facilities which are available on the Company's Poll Administrator website at <https://web.lumiagm.com>. Please follow the procedures provided in the Revised Administrative Details for the 24<sup>th</sup> AGM in order to register, participate and vote remotely.
2. The main and only venue of the 24<sup>th</sup> AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Rule 59(4) of the Company's Constitution that require the Chairman of the meeting to be present at the main venue of the meeting. **Shareholders/proxies/corporate representatives should not be physically present** nor will they be admitted at the broadcast venue on the day of the 24<sup>th</sup> AGM.
3. A member who is not able to participate in this fully virtual AGM is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instruction in the instrument appointing a proxy.
4. For the purpose of determining a member who shall be entitled to virtually attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 15 July 2021. Only a depositor whose name appears on the Record of Depositors as at 15 July 2021 shall be entitled to attend the 24<sup>th</sup> AGM or appoint a proxy(ies) to participate and vote on his/her behalf by returning the proxy form, in accordance with the Revised Administrative Details.
5. A member entitled to virtually attend and vote at the above meeting of the Company is entitled to appoint a proxy(ies) to attend and vote in his/her stead, in accordance with the Revised Administrative Details. A proxy may but need not be a member of the Company.
6. 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.
7. The instrument of proxy shall be in writing and signed by the appointor or by his/her 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.
8. 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.
9. 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.
10. 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 office of the Company's Poll Administrator, **Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan or via electronic means at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the time of holding the 24<sup>th</sup> AGM**, i.e. latest by Tuesday, 20 July 2021 at 10.00 a.m. and in default the instrument of proxy shall not be treated as valid.

## **Explanatory Notes on Special Business:-**

### **Resolution 5**

The amount of Directors' fees of RM984,000 under proposed Resolution 5 is for the payment of fees for the existing Non-Executive Directors for the period from the day after the 24<sup>th</sup> AGM until the conclusion of the next AGM of the Company and to cater for appointment of a new director.

### **Resolution 6**

The Directors' Benefits comprises the allowances and other emoluments payable to the Non-Executive Directors, details of which are as follows:-

- (a) Meeting attendance allowance for each director is RM5,000 per meeting.
- (b) Other Benefits - Medical and hospitalisation coverage and other claimable benefits.

If the proposed Resolution 6 is passed by the shareholders at the 24<sup>th</sup> AGM, payment of benefits incurred by the Directors from the day after the 24<sup>th</sup> AGM until the conclusion of the Company's next AGM will be paid by the Company, as and when incurred.

### **Additional Notes:-**

1. The Proxy Form of the 24<sup>th</sup> AGM ("**New Proxy Form**") **does not invalidate** the Proxy Form which was circulated together with the Notice dated 30 April 2021 ("**Original Proxy Form**").
2. If the Company receives both the Original Proxy Form and the New Proxy Form from a member, THE LATTER SHALL SUPERSEDE THE FORMER.
3. In the event that the Company does not receive the duly executed New Proxy Form within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM AT THE OFFICE OF THE COMPANY'S POLL ADMINISTRATOR OR VIA ELECTRONIC MEANS WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS/HER PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE ON THE ORDINARY RESOLUTIONS AS THE PROXY DEEMS FIT.