



NOTICE OF 26TH ANNUAL GENERAL MEETING

TIME DOTCOM BERHAD
Registration No. 199601040939 (413292-P)

NOTICE IS HEREBY GIVEN THAT the 26th Annual General Meeting (“**26th AGM**”) of TIME dotCom Berhad (the “**Company**”) will be held on a fully virtual basis, through live streaming from the broadcast venue at **Time Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia** and entirely using the remote participation and electronic voting (“**RPEV**”) facilities, via the meeting platform at <https://meeting.boardroomlimited.my> on **Thursday, 15 June 2023** at **2.00 p.m.** (Malaysia time) or any adjournment thereof for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon.

As Ordinary Business:

2. To re-elect the following Directors who retire in accordance with Rule 107 of the Company’s Constitution and being eligible, offer themselves for re-election:
 - (i) Low Kim Fui; **Resolution 1**
 - (ii) Kuan Li Li; and **Resolution 2**
 - (iii) Selvendran Katheerayson. **Resolution 3**
3. To approve the payment of Directors’ fees amounting up to RM1,224,000 to the Non-Executive Directors from the day after the 26th AGM until the conclusion of the next Annual General Meeting of the Company (“**AGM**”). **Resolution 4**
4. To approve the payment of Directors’ benefits to the Non-Executive Directors which include meeting attendance allowance, medical and hospitalisation coverage and other claimable benefits incurred from the day after the 26th AGM until the conclusion of the next AGM. **Resolution 5**
5. To appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company in place of the retiring auditors, Messrs KPMG PLT, for the financial year ending 31 December 2023 until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Resolution 6**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD

CHEW ANN NEE (MAICSA 7030413) (SSM PC No.: 201908001413)
Company Secretary

28 April 2023
Selangor Darul Ehsan

NOTICE OF 26TH ANNUAL GENERAL MEETING**Notes:**

1. The 26th AGM will be conducted on a fully virtual basis, through live streaming and entirely via the RPEV facilities, which are available at <https://meeting.boardroomlimited.my> provided by the Company's poll administrator, Boardroom Share Registrars Sdn Bhd ("**Poll Administrator**"). Please follow the registration procedure set out in the Administrative Details for the 26th AGM ("**Administrative Details**") in order to register, participate in and vote remotely at the 26th AGM.
2. The main and only venue of the 26th 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 26th AGM (the "**Chairman**") to be present at the main venue of the 26th AGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the 26th AGM. Members who wish to participate in the 26th AGM will therefore have to do so remotely via the RPEV facilities provided.
3. A member who is not able to participate in this fully virtual 26th AGM is encouraged to appoint the Chairman 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 participate in and vote remotely at the 26th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 8 June 2023. Only members whose name appear in the Record of Depositors as at 8 June 2023 shall be entitled to participate in and vote remotely at the 26th AGM or appoint proxy(ies) (not more than 2 proxies) to participate in and vote remotely on his/her/their behalf by returning the proxy form in accordance with the Administrative Details. A proxy may but need not be a member of the Company.
5. Where a member appoints 2 proxies, the appointments shall be invalid unless the proportion of shareholding to be represented by each proxy is specified. If a member has appointed proxy(ies) (not more than 2 proxies) to participate in the 26th AGM and subsequently he/she participates in the meeting himself/herself, the appointment of such proxy shall be null and void, and his/her proxy(ies) shall not be entitled to participate in the 26th AGM.
6. The instrument appointing proxy(ies) 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 duly authorised.
7. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint up to 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.
8. Where a member is an exempt authorised nominee as defined under the SICDA, who 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 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.
9. The instrument appointing proxy(ies) 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 at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 24 hours before the time for holding the 26th AGM and in default, the instrument of proxy shall not be treated as valid.

NOTICE OF 26TH ANNUAL GENERAL MEETING**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

10. The audited financial statements under Agenda 1 are laid before the members for discussion only in accordance with Section 340(1)(a) of the Companies Act 2016. They do not require a formal approval of the members and hence, the matter is not put forward for voting.

EXPLANATORY NOTES ON ORDINARY BUSINESSES**11. Ordinary Resolutions 1 to 3 – Retirement and Re-election of Directors**

In accordance with Rule 103 of the Constitution of the Company, 2 Directors namely Hong Kean Yong and Koh Cha-Ly are due for retirement by rotation at the 26th AGM and being eligible, may offer themselves for re-election. Hong Kean Yong and Koh Cha-Ly have informed the Company in writing of their intention to retire as Directors of the Company and therefore, will not be offering themselves for re-election at the 26th AGM. Accordingly, both will retire as Directors of the Company at the conclusion of the 26th AGM.

Low Kim Fui, Kuan Li Li and Selvendran Katheerayson who are appointed to the Board on 25 July 2022, 19 August 2022 and 28 November 2022 respectively are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 26th AGM in accordance with Rule 107 of the Company's Constitution. All of them have completed the Mandatory Accreditation Programme pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Board is satisfied that following the Nomination and Remuneration Committee's ("NRC") review and based on the results of the evaluation assessment, the Directors standing for re-election will continue to bring their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decisions. The Board recommends and supports the re-election of the retiring Directors who have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and the Board meetings.

The profiles of the Directors seeking re-election are set out in the Board of Directors section of the Company's Annual Report 2022 and/or the Company's website at <https://www.time.com.my/about-us/our-company/leadership-team>.

12. Ordinary Resolution 4 – Directors' Fees for Non-Executive Directors

The Directors' fees amounting up to RM1,224,000 under Ordinary Resolution 4 is for the payment of fees to the existing Non-Executive Directors for the period from the day after the 26th AGM until the conclusion of the next AGM and to cater for appointment of 2 additional Non-Executive Directors.

13. Ordinary Resolution 5 – Benefits payable to Non-Executive Directors

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

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

If the Ordinary Resolution 5 is passed at the 26th AGM, the payment of benefits incurred by the Non-Executive Directors from the day after the 26th AGM until the conclusion of the next AGM will be made by the Company, as and when incurred.

NOTICE OF 26TH ANNUAL GENERAL MEETING14. **Ordinary Resolution 6 – Appointment of Auditors**

The nomination of Messrs PricewaterhouseCoopers PLT as new Auditors of the Company was based on a rigorous internal procurement process. Upon the recommendation of the Audit Committee, the Board has at its meeting held on 24 February 2023 recommended the appointment of Messrs PricewaterhouseCoopers PLT as Auditors of the Company in place of the retiring Auditors, Messrs KPMG PLT, for the financial year ending 31 December 2023 until the conclusion of the next AGM. Messrs PricewaterhouseCoopers PLT has accordingly given their consent to act as Auditors of the Company and their appointment is subject to the approval of the shareholders at the 26th AGM.

PERSONAL DATA PRIVACY

By lodging a completed Proxy Form to the Company for appointing proxy(ies) and/or corporate representative(s) to participate in and vote remotely at the 26th AGM and any adjournment thereof, a member is hereby:

- (i) consenting to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and corporate representatives appointed for the 26th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 26th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warranting that where the member discloses the personal data of the member's proxy(ies) and/or corporate representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or corporate representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or corporate representative(s) for the Purposes ("**Warranty**"); and
- (iii) agreeing that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.

For the purposes of this paragraph, "personal data" shall have the same meaning given in section 4 of the Personal Data Protection Act 2010.