

NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 27<sup>th</sup> Annual General Meeting (“**27<sup>th</sup> 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 **Wednesday, 12 June 2024 at 10.00 a.m.** (Malaysia time) or any adjournment thereof for the purpose of transacting the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.

**As Ordinary Business:**

- To re-elect the following Directors who retire in accordance with Rule 103 of the Company's Constitution and being eligible, offer themselves for re-election:
  - Mark Guy Dioguardi; and
  - Afzal Abdul Rahim.

**Resolution 1**  
**Resolution 2**
- To re-elect Mohd Shahreen Zainooreen Madros who retires in accordance with Rule 107 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**
- To approve the payment of Directors' fees amounting up to RM1,540,000 to the Non-Executive Directors from the conclusion of the 27<sup>th</sup> AGM until the conclusion of the next Annual General Meeting of the Company (“**AGM**”). **Resolution 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 conclusion of the 27<sup>th</sup> AGM until the conclusion of the next AGM. **Resolution 5**
- To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. **Resolution 6**

**As Special Business:**

To consider and if thought fit, to pass the following resolution:

- Ordinary Resolution 7** **Resolution 7**

**Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

“**THAT** subject to the compliance with the Companies Act 2016 (the “**Act**”), Bursa Malaysia Securities Berhad Main Market Listing Requirements (“**Listing Requirements**”), the Company's Constitution and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for day-to-day operations as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2024 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of minority shareholders of the Company;

**THAT** such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next AGM at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
  - the mandate is revoked or varied by a resolution passed by the shareholders in a general meeting,
- whichever is earlier;

**AND THAT** authority be and is hereby given to the Board to take such steps and to do such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, such documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the recurrent related party transactions contemplated and/or authorised by this resolution.”

- To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

**BY ORDER OF THE BOARD**

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

30 April 2024  
Selangor Darul Ehsan

**Notes:**

- The 27<sup>th</sup> 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 27<sup>th</sup> AGM (“**Administrative Details**”) to register, participate in and vote at the 27<sup>th</sup> AGM.
- The main and only venue of the 27<sup>th</sup> AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Act and Rule 59(4) of the Company's Constitution that require the Chairman of the 27<sup>th</sup> AGM (the “**Chairman**”) to be present at the main venue of the 27<sup>th</sup> AGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the 27<sup>th</sup> AGM. Members who wish to participate in the 27<sup>th</sup> AGM will therefore have to do so remotely via the RPEV facilities provided.
- A member who is not able to participate in the 27<sup>th</sup> AGM is encouraged to appoint the Chairman as his/her proxy and indicate the voting instruction in the instrument appointing a proxy.
- For the purpose of determining a member who shall be entitled to participate in and vote at the 27<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 5 June 2024. Only members whose names appear in the Record of Depositors as at 5 June 2024 shall be entitled to participate in and vote at the 27<sup>th</sup> AGM or appoint proxy(ies) (not more than 2 proxies) to participate in and vote 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.
- 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 27<sup>th</sup> 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 27<sup>th</sup> AGM.
- 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.
- 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.
- 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.
- 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 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 24 hours before the time for holding the 27<sup>th</sup> AGM and in default, the instrument of proxy shall not be treated as valid.

**AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

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

**EXPLANATORY NOTES ON ORDINARY AND SPECIAL 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 Mark Guy Dioguardi and Afzal Abdul Rahim are due for retirement by rotation at the 27<sup>th</sup> AGM and being eligible, have offered themselves for re-election.

Mohd Shahreen Zainooreen Madros who was appointed to the Board on 9 August 2023, is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 27<sup>th</sup> AGM in accordance with Rule 107 of the Company's Constitution. He has completed the Mandatory Accreditation Programme pursuant to the Listing Requirements.

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 2023 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 RM1,540,000 under Ordinary Resolution 4 is for the payment of fees to the existing Non-Executive Directors for the period from the conclusion of the 27<sup>th</sup> AGM until the conclusion of the next AGM and to cater for the 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:

- Meeting attendance allowance for each Non-Executive Director is RM3,000 per meeting; and
- Other benefits - Medical and hospitalisation coverage and other claimable benefits.

If the Ordinary Resolution 5 is passed at the 27<sup>th</sup> AGM, the payment of benefits incurred by the Non-Executive Directors from the conclusion of the 27<sup>th</sup> AGM until the conclusion of the next AGM will be made by the Company, as and when incurred.

**14. Ordinary Resolution 7 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The details on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions are set out in the Circular to Shareholders dated 30 April 2024.

**PERSONAL DATA PRIVACY**

By lodging of a completed Proxy Form to the Company for appointing proxy(ies) and/or corporate representative(s) to participate in and vote at the 27<sup>th</sup> AGM and any adjournment thereof, a member is hereby:

- 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 27<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 27<sup>th</sup> 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**”);
  - 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
  - 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.