

# NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 25<sup>th</sup> Annual General Meeting (“25<sup>th</sup> AGM”) of TIME dotCom Berhad (the “Company”) will be held fully virtual 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 via the meeting platform at <https://meeting.boardroomlimited.my> on **Wednesday, 15 June 2022 at 10.00 a.m.** (Malaysia time) for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and Auditors thereon.

## As Ordinary Business:

2. To re-elect the following Directors who retire by rotation in accordance with Rule 103 of the Company’s Constitution and being eligible, offer themselves for re-election:
  - (i) Elakumari Kantilal
  - (ii) Lee Guan Hong

**Resolution 1**  
**Resolution 2**

Ronnie Kok Lai Huat who also retires by rotation in accordance with Rule 103 of the Company’s Constitution, will not seek re-election at the 25<sup>th</sup> AGM. Accordingly, he will retire from the Board at the conclusion of the 25<sup>th</sup> AGM.

3. 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) Datuk Azailiza Mohd Ahad
  - (ii) Datuk Zainal Amanshah Zainal Arshad

**Resolution 3**  
**Resolution 4**

4. To approve the payment of Directors’ fees amounting up to RM1,224,000 to the Non-Executive Directors from the day after the 25<sup>th</sup> AGM until the conclusion of the next Annual General Meeting of the Company (“AGM”).

**Resolution 5**

5. To approve the payment of Directors’ benefits which include meeting allowance, medical and hospitalisation coverage and other claimable benefits incurred from the day after the 25<sup>th</sup> AGM until the conclusion of the next AGM.

**Resolution 6**

6. To re-appoint Messrs KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.

**Resolution 7**

## As Special Business:

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

7. **Ordinary Resolution – Retention of Independent Non-Executive Director**

**Resolution 8**

“THAT authority be and is hereby given to Hong Kean Yong, who has served as Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM.”

8. 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

13 May 2022

Selangor Darul Ehsan

# Notice of 25<sup>th</sup> Annual General Meeting



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

## Notes:

1. As a precautionary measure while Malaysia transitions to the endemic phase of Coronavirus (COVID-19) and with the safety and well-being of the Company's shareholders, employees and Directors being of primary concern, the Board of Directors (the "Board") and Management decided that the 25<sup>th</sup> AGM shall be conducted on a fully virtual basis, through live streaming and entirely via remote participation and electronic voting ("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 25<sup>th</sup> AGM ("Administrative Details") in order to register, participate in and vote remotely at the 25<sup>th</sup> AGM.
2. The main and only venue of the 25<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 25<sup>th</sup> AGM (the "Chairman") to be present at the main venue of the 25<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 25<sup>th</sup> AGM. Members who wish to participate in the 25<sup>th</sup> 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 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 25<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 9 June 2022. Only members whose name appear in the Record of Depositors as at 9 June 2022 shall be entitled to participate in and vote remotely at the 25<sup>th</sup> AGM or appoint proxy(ies) (not more than 2 proxies/corporate representatives) 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 holding to be represented by each proxy is specified.
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 Ground Floor or 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 25<sup>th</sup> AGM and in default, the instrument of proxy shall not be treated as valid.
10. If a member has appointed proxy(ies) (not more than 2 proxies) to attend the 25<sup>th</sup> AGM and subsequently he/she participates in the meeting in person, the appointment of such proxy shall be null and void, and his/her proxy(ies) shall not be entitled to participate in the 25<sup>th</sup> AGM.

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## AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

11. 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 AND SPECIAL BUSINESSES

### 12. Ordinary Resolutions 1 to 4 – Re-election of Directors

In accordance with Rule 103 of the Company's Constitution, 3 Directors namely Elakumari Kantilal, Ronnie Kok Lai Huat and Lee Guan Hong are due for retirement by rotation at the 25<sup>th</sup> AGM and being eligible, may offer themselves for re-election. Out of these 3 retiring Directors, Ronnie Kok Lai Huat has decided not to offer himself for re-election. Accordingly, he will retire as Non-Independent Non-Executive Director of the Company at the conclusion of the 25<sup>th</sup> AGM. Elakumari Kantilal and Lee Guan Hong, being eligible, have offered themselves for re-election as Directors of the Company.

Datuk Azailiza Mohd Ahad and Datuk Zainal Amanshah Zainal Arshad who were appointed to the Board on 27 August 2021 and 3 January 2022 respectively, being eligible, have offered themselves for re-election pursuant to Rule 107 of the Company's Constitution.

The Board is satisfied that following the Nomination and Remuneration Committee's ("NRC") review and based on the results of the evaluation assessment undertaken by an independent expert, 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 2021 and/or the Company's website at <https://www.time.com.my/the-team>.

### 13. Ordinary Resolution 5 – Directors' Fees for Non-Executive Directors

The Directors' fees amounting up to RM1,224,000 under proposed Resolution 5 is for the payment of fees to the existing Non-Executive Directors for the period from the day after the 25<sup>th</sup> AGM until the conclusion of the next AGM and to cater for appointment of 2 new directors.

### 14. Ordinary Resolution 6 – Benefits payable to Non-Executive Directors

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; and
- (b) Other Benefits - Medical and hospitalisation coverage and other claimable benefits.

If the proposed Resolution 6 is passed at the 25<sup>th</sup> AGM, the payment of benefits incurred by the Non-Executive Directors from the day after the 25<sup>th</sup> AGM until the conclusion of the next AGM will be made by the Company, as and when incurred.

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## 15. **Ordinary Resolution 8 - Retention of Independent Non-Executive Director**

The Ordinary Resolution 8 is proposed pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021 and if passed through a two-tier voting process, it will allow Hong Kean Yong to continue to serve as Independent Non-Executive Director of the Company (“INED”) beyond his 9-year tenure.

Hong Kean Yong completed his 9-year tenure as INED on 1 September 2021. The Board has conducted a rigorous assessment of independence and is of the opinion that Hong Kean Yong has met all the criteria on independence as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and therefore, recommends for him to continue to serve as INED based on the following justifications:

- (a) he has shown strong commitment, integrity and always acted professionally in discharging his duties as INED without being subject to influence of the Management;
- (b) he also has, at all times, exercised due care during his tenure as INED and carried out his duties in an ethical and businesslike manner and advocated professional views without fear or favour, in the best interest of the Company and shareholders;
- (c) he challenges the Management in an effective and constructive manner, providing a check and balance in the Board proceedings;
- (d) his long tenure has given him in-depth knowledge of the Group’s business, the challenges facing it and together with his vast experience, knowledge and skills in a diverse range of businesses, he is able to provide valuable insight and contribution to the Group’s business. He continues to provide constructive opinion, counsel and oversight to matters considered at the Board and Committee levels; and
- (e) he has demonstrated his objectivity and independence when providing his contribution as the Chairman of the Audit Committee and a member of the Tender Committee. The length of his service does not in any way interfere with his ability to act in the best interests of the Company.

Hong Kean Yong has abstained from deliberation and decision at the Board meeting in relation to the recommendation of Resolution 8 to the shareholders. His profile is set out in the Board of Directors section of the Company’s Annual Report 2021.

None of the other Independent Non-Executive Directors’ tenure exceeds a cumulative term of 9 years.

## **PERSONAL DATA PRIVACY**

16. By lodging of a completed Proxy Form to the Company for appointing proxy(ies) and/or corporate representative(s) to participate in and vote remotely at the 25<sup>th</sup> 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 25<sup>th</sup> AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 25<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”);
  - (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.