

Notice of 25th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 25th Annual General Meeting ("25th AGM") of TIME dotCom Berhad (the "Company") will be held fully virtual from the broadcast vent 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:

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

As Ordinary Business:

- 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:

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 25th AGM. Accordingly, he will retire from the Board at the conclusion of the 25th AGM.

- 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:
- Datuk Azailiza Mohd Ahad Datuk Zainal Amanshah Zainal Arshad
- To approve the payment of Directors' fees amounting up to RM1,224,000 to the Non-Executive Directors from the day after the 25th AGM until the conclusion of the next Annual General Meeting of the Company ("AGM"). Resolution 5

Resolution 3 Resolution 4

Resolution 8

- 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 25th AGM until the conclusion of the next AGM. Resolution 6
- To re-appoint Messrs KPMG PLT as Auditors and to authorise the Directors to fix their remuneration.

As Special Business:

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

Ordinary Resolution - Retention of Independent Non-Executive Director

"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 te of more than 9 years, to continue to act as Independent Non-Executive Director of the Company until the conclusion of the next AGM."

To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Co

BY ORDER OF THE BOARD

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

13 May 2022 Selangor Darul Ehsan

7.

- 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" 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" AGM ("Administrative Details") in order to register, participate in and vote remotely at the 25" AGM.

 The main and only venue of the 25" 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" AGM (if "Chairman") to be present at the main venue of the 25" AGM. Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue on the day of the 25" AGM. Members who wish to participate in the 25" AGM will therefore have to do so remotely via the RPEV facilities provided.
- 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 thappointing a proxy.
- For the purpose of determining a member who shall be entitled to participate in and vote remotely at the 25th 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 25th 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.
- Where a member appoints 2 proxies, the appointments shall be invalid unless the proportion of holding to be represented by each proxy is specified
- 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 Ground Floor or 11th 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 25th AGM and in default, the instrument of proxy shall not be treated as valid.
- If a member has appointed proxy(ies) (not more than 2 proxies) to attend the 25th 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 25th AGM.

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 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 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

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" 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" 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.

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" AGM until the conclusion of the next AGM and to cater for appointment of 2 new directors.

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 25th AGM, the payment of benefits incurred by the Non-Executive Directors from the day after the 25th AGM until the conclusion of the next AGM will be made by the Company, as and when incurred.

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:

- he has shown strong commitment, integrity and always acted professionally in discharging his duties as INED without being subject to influence of the Management; 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; he challenges the Management in an effective and constructive manner, providing a check and balance in the Board proceedings; 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 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.
- (e)

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 y

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 25th 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 25° AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 25° 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) 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 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.

ADMINISTRATIVE DETAILS

for the 25th Annual General Meeting ("25th AGM")



Day and Date : Wednesday, 15 June 2022

Meeting Platform : https://meeting.boardroomlimited.my

(Domain Registration No. with MYNIC - D6A357657)

Time : 10.00 a.m. (Malaysia time)

Broadcast Venue : TIME Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park,

40150 Shah Alam, Selangor Darul Ehsan, Malaysia.

Mode of Communication: Shareholders may:

(i) submit questions prior to the 25th AGM via email to **investor.relations@time.com.my** no later than Friday, 10 June 2022 at 10.00 a.m. (Malaysia time); or

(ii) type the questions in the chat box through the Meeting Platform. The messaging window facility will be opened concurrently with the Meeting Platform, i.e. 1 hour before the commencement of 25th AGM, starting from 9.00 a.m. (Malaysia time) on Wednesday, 15 June 2022.

1. Virtual Meeting

- 1.1 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 25th AGM of the Company shall be held 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" or "Boardroom"). Shareholders can participate in the 25th AGM by registering online via the BoardRoom Smart Investor Portal ("BSIP") at https://investor.boardroomlimited.com. Please follow the registration procedure set out in this Administrative Details in order to register, participate and vote remotely at the 25th AGM.
- 1.2 The main and only venue of the 25th 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 (the "Chairman") to be present at the main venue (the broadcast venue) of the 25th AGM. Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue on the day of the 25th AGM. Shareholders who wish to participate in the 25th AGM will therefore have to do so remotely via the RPEV facilities provided.
- 1.3 With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate in (and pose questions to the Board and Management) and vote online during the 25th AGM, safely from your home or from any locations.
- 1.4 Kindly ensure the stability of your internet connectivity throughout the 25th AGM is maintained as the quality of the live webcast and online remote voting are dependent on the bandwidth and stability of your internet connection.

2. Record of Depositors ("ROD") for the 25th AGM

Only shareholders whose name appear in the ROD as at 9 June 2022 shall be entitled to participate in and vote remotely during the 25th AGM or appoint proxy(ies)/corporate representative(s) to participate in and vote remotely on his/her/their behalf.



3. Submission of Proxy Form

- 3.1 If you are unable to attend the 25th AGM via RPEV facilities and wish to appoint the Chairman as your proxy to vote on your behalf, please deposit the completed Proxy Form at the office of the Poll Administrator at **Ground Floor or 11th 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 25th AGM. Any alterations to the Proxy Form must be initialled by the shareholders.
- 3.2 If you wish to participate in the 25th AGM yourself, please do not submit any Proxy Form. You will not be allowed to participate in the 25th AGM together with the proxy appointed by you.

4. Revocation of Proxy

If you have submitted your Proxy Form prior to the 25th AGM and subsequently decide to appoint another person or wish to participate in the meeting yourself, please write in to **BSR.Helpdesk@boardroomlimited.com** to revoke the earlier appointed proxy(ies) at least 24 hours before the time for holding the 25th AGM. On revocation, your proxy(ies) will not be allowed to participate in the 25th AGM. In such event, you should advise your proxy(ies) accordingly.

5. Poll Voting Procedure

5.1 The voting of the 25th AGM will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as the Poll Administrator to conduct the polling process by way of electronic voting ("e-Voting") and Scrutineer Solutions Sdn Bhd as independent scrutineer ("Independent Scrutineer") to verify the poll results.

Shareholders, proxies and corporate representatives are required to use 1 of the following methods to vote remotely:

- (i) Use the QR Scanner Code provided in the email notification; or
- (ii) Log in to website URL https://meeting.boardroomlimited.my.
- 5.2 During the 25th AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
- 5.3 For the purpose of the 25th AGM, e-Voting can be carried out by using either personal smart mobile phones, tablets, personal computers or laptops.
- 5.4 The polling will only commence after announcement of poll being opened by the Chairman and until such time when the Chairman announces the closure of poll.
- 5.5 The Independent Scrutineer will verify the poll results report upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce the poll results of the resolutions put to vote.



6. Online Registration Procedure

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facilities to participate in and vote remotely at the 25th AGM.
- 6.2 If you participate in the 25th AGM, you will be able to view the live webcast of the meeting proceeding, submit questions and vote online in real time during the meeting via the RPEV facilities.
- 6.3 Kindly follow the steps below to register at the BSIP to request for your login ID and password and usage of the RPEV facilities:

Bef	Before the day of the 25 th AGM					
Pro	cedure	Action				
(i)	Register Online at the BSIP (for first time registration only)	[Note: If you have already signed up via the BSIP, you are not required to register again. You may proceed to Step (ii) – Submit request for remote participation]				
		(a) Access to the BSIP webpage at https://investor.boardroomlimited.com. (b) Click "Register" to sign up as a user.				
		(c) Complete the registration with all required information. Upload a softcopy of your MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format. Click "Register".				
		(d) You will receive an e-mail from the BSIP for e-mail address verification. Click "Verify E-mail Address" to proceed with the registration.				
		(e) Once your email address is verified, you will be re-directed to the BSIP Online for verification of your mobile number. Click "Request OTP Code" and an OTP code will be sent to the registered mobile number. Click "Enter" to enter the OTP code to complete the process.				
		(f) An e-mail will be sent to you within 1 business day informing you on the approval of your BSIP account. You can login to the BSIP at https://investor.boardroomlimited.com with the e-mail address and password that you have provided during the registration to proceed with the next step.				



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Bef	Before the day of the 25 th AGM			
Procedure		Action		
(ii)	Submit Request for Remote Participation (User ID and Password)	[Note: Registration for remote access will be opened on 13 May 2022. Please note that the closing time to submit your request is not less than 24 hours before the time for holding the 25th AGM i.e. latest by Tuesday, 14 June 2022 at 10.00 a.m.]		
		 Individual Shareholders (a) Login to the BSIP at https://investor.boardroomlimited.com using your user ID and password given from Step (i) above. (b) Select "TIME DOTCOM BERHAD 25TH VIRTUAL ANNUAL GENERAL MEETING" from the List of Corporate Meetings and click "Enter". (c) Click on "Register for RPEV". (d) Read and agree to the Terms & Conditions. (e) Enter your CDS Account and thereafter submit your request. 		
		 Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee (a) Write in to BSR.Helpdesk@boardroomlimited.com by providing the name of Shareholder, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or completed Proxy Form (as the case may be) to submit the request. (b) Please provide a copy of Corporate Representative's or Proxy Holder's MyKad/Identification Card (front and back) or Passport in JPEG, PNG or PDF format as well as his/her email address. (c) The original Certificate of Appointment of Corporate Representative and/or Proxy Form shall also be deposited at the office of the Poll Administrator at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, either by hand or post not less than 24 hours before the time for holding the 25th AGM. 		
(iii)	Email Notification	 (a) You will receive notification from Boardroom that your request(s) has been received and is being verified. (b) Upon system verification against the General Meeting ROD as at 9 June 2022, you will receive an email from Boardroom either approving or rejecting your registration for remote participation. (c) If your registration is approved, you will also receive your remote access user ID and password in the same email from Boardroom. (d) Please note that the closing time to submit your request is at 10.00 a.m. (Malaysia time) on Tuesday, 14 June 2022, which is 24 hours before the time for holding the 25th AGM. 		



On the day of the 25 th AGM				
Procedure		Action		
(iv)	Log in to Virtual Meeting Platform	 (a) The Virtual Meeting portal will be opened for login 1 hour before the commencement of the 25th AGM at 9.00 a.m. (Malaysia time) on Wednesday, 15 June 2022. (b) The Meeting Platform can be accessed via one of the following methods: Use the QR Scanner Code provided in the email notification; or Log in to website URL https://meeting.boardroomlimited.my. (c) Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step (iii) above. 		
(v)	Participate	 [Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.] (a) If you would like to view the live webcast, select the broadcast icon. (b) If you would like to ask a question during the 25th AGM, select the messaging icon. (c) Type your message within the chat box, once completed, click the send button. 		
(vi)	Voting	 (a) Once the meeting is opened for voting, the polling icon will appear with the resolution(s) and your voting choices. (b) To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. (c) To change your vote, re-select another voting direction. (d) If you wish to cancel your vote, please press "Cancel". 		
(vii)	End of Participation	 (a) Upon the announcement by the Chairman on the closure of the 25th AGM, the live webcast will end and the messaging window will be disabled. (b) You can now logout from the Meeting Platform. 		

7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies who participate in the 25th AGM.

8. Recording or Photography

No recording or photography of the 25th AGM proceedings is allowed without the prior written permission of the Company.

9. Annual Report 2021, Notice of 25th AGM and Proxy Form - GO DIGITAL & PAPERLESS

The Annual Report 2021, Notice of 25th AGM and Proxy Form can be viewed and downloaded at https://time.com.my/investor-relations.

10. Communication Guidance

Shareholders are also reminded to monitor the Company's website and announcements for any changes to the 25th AGM arrangements that may be necessitated due to the evolving COVID-19 situation in Malaysia.

11. Enquiry

If you have any enquiries on the above or wish to request for technical assistance to participate in the 25th AGM, please contact Boardroom during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m. (Malaysia time)), contact details are as follows:

Boardroom Share Registrars Sdn Bhd Helpdesk: +603 - 7890 4700

Facsimile: +603 - 7890 4670

Email : BSR.Helpdesk@boardroomlimited.com