



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of TIME dotCom Berhad (“TDC” or “Company”) will be held on a fully virtual basis, through live streaming from the broadcast venue at TDC Lobby, Ground Floor, No. 14, Jalan Rajisetret 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 3.30 p.m.** (Malaysian time) or 15 minutes after the conclusion of the 26th Annual General Meeting of the Company which is scheduled to be held at 2.00 p.m. (Malaysian time) on the same day, whichever is later or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications:

ORDINARY RESOLUTION

PROPOSED ESTABLISHMENT OF A SHARE GRANT PLAN OF UP TO TEN PERCENT (10.0%) OF THE ISSUED ORDINARY SHARES IN TDC (“TDC SHARES” OR “SHARES”) (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED SGP”)

“THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given to the Board of Directors of the Company (“Board”) to:

- (i) establish and implement the Proposed SGP which comprises a share grant plan of up to ten percent (10.0%) of the issued Shares (excluding treasury Shares, if any) at any point in time during the duration of the Proposed SGP (which will be valid for ten (10) years) for the employees and Executive Directors of the Company and its subsidiaries (excluding subsidiaries which are dormant) (“TDC Group”) who fulfil the eligibility criteria which will be stipulated in the by-laws governing the Proposed SGP (“By-Laws”). The Proposed SGP will be implemented and administered by a committee to be established and approved by the Board, comprising a number of Directors and/or senior management of the TDC Group (“Scheme Committee”). The Scheme Committee will have the sole and absolute discretion in administering the Proposed SGP in accordance with the By-Laws, a draft of which is set out in Appendix I of the circular to shareholders of the Company in relation to the Proposed SGP dated 24 May 2023 (“Circular”);
- (ii) allot and issue such number of new TDC Shares and/or transfer existing TDC Shares and/or transfer TDC Shares held in treasury (if applicable) and/or make cash payment, from time to time and at any time during the duration of the Proposed SGP, pursuant to the vesting of the grants under the Proposed SGP, in accordance with the By-Laws:
 - (a) provided that the total number of TDC Shares which may be made available under the Proposed SGP shall not exceed ten percent (10.0%) of the total number of issued Shares (excluding treasury Shares, if any) at any point in time during the duration of the Proposed SGP; and
 - (b) that such new TDC Shares shall, upon allotment and issuance, rank equally in all respects with the then existing TDC Shares except that the new TDC Shares shall not be entitled to any voting rights, dividends, rights, allotments, entitlements and/or any other distributions that may be declared, made or paid, for which the record date precedes the date of allotment and issuance of the new TDC Shares;
- (iii) establish a trust to be administered by the trustee (“Trust”) to be appointed by the Company from time to time for the administration of the Trust (“Trustee”), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed SGP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new TDC Shares, acquire existing TDC Shares and/or receive treasury Shares for the purpose of the Proposed SGP and to pay expenses in relation to the administration of the Trust, if required;
- (iv) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws from time to time as may be permitted or deemed necessary by the Board or the Scheme Committee, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws; and
- (v) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed SGP and the terms of the By-Laws;

THAT pursuant to Section 85 of the Companies Act 2016 (“Act”) read together with Rule 15 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new TDC Shares ranking equally to the existing issued TDC Shares arising from any allotment and issuance of new TDC Shares pursuant to the Proposed SGP;

THAT the proposed By-Laws, as set out in Appendix I of the Circular, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved and adopted;

AND THAT the Board be and is hereby empowered and authorised to take such steps and to do all such acts, deeds and things, and to execute, sign, deliver and cause to be delivered on behalf of the Company, all such agreements, arrangements and documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the Proposed SGP and the terms of the By-Laws, with full powers to approve, agree and/or assent to any term, condition, variation, modification and/or amendment in any manner as may be required by the relevant authorities and/or parties or as may be deemed necessary and/or expedient by the Board in the best interest of the Company, and to deal with all matters incidental to, ancillary to and/or relating to the Proposed SGP.”

BY ORDER OF THE BOARD

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

Company Secretary
24 May 2023
Selangor Darul Ehsan

Notes:

1. The EGM 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 EGM (“Administrative Details”) in order to register, participate in and vote remotely at the EGM.
2. The main and only venue of the EGM 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 EGM (the “Chairman”) to be present at the main venue of the EGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the EGM. Members who wish to participate in the EGM 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 EGM 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 EGM, 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 EGM 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 EGM 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 EGM.
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 EGM and in default, the instrument of proxy shall not be treated as valid.

Explanatory Note:

Ordinary Resolution – Proposed SGP

Pursuant to Section 85 of the Act read together with Rule 15 of the Company’s Constitution, the shareholders of the Company have a statutory pre-emptive right to be offered any new Shares which rank equally to existing Shares issued by the Company.

By you voting in favour of the proposed Ordinary Resolution, you will be waiving your statutory pre-emptive right and the proposed Ordinary Resolution if passed, will exclude your statutory pre-emptive right to be offered any new Shares to be issued by the Company pursuant to the Proposed SGP.

The details of the Proposed SGP are set out in the Circular which is available on the Company’s website at <https://www.time.com.my/about-us/investor-relations/general-meetings>.

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