

NOTICE OF 27TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting ("27th 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 27th 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 27th 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 27th 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 27th AGM ("Administrative Details") to register, participate in and vote at the 27th AGM.
- The main and only venue of the 27th 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 27th AGM (the "Chairman") to be present at the main venue of the 27th AGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the 27th AGM. Members who wish to participate in the 27th AGM will therefore have to do so remotely via the RPEV facilities provided.
- A member who is not able to participate in the 27th 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 27th 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 27th 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 27th 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 27th 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 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 27th 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 27th 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 27th 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 27th 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 27th AGM, the payment of benefits incurred by the Non-Executive Directors from the conclusion of the 27th 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 27th 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 27th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 27th 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.

Administrative Details

for the 27th Annual General Meeting (“27th AGM”)

Day and Date : Wednesday, 12 June 2024 or any adjournment thereof

Time : 10.00 a.m. (Malaysia time)

Meeting Platform : <https://meeting.boardroomlimited.my>
(Domain Registration No. with MYNIC - D6A357657)

Mode of Communication : Shareholders may:

- (i) participate in the 27th AGM and vote remotely using the remote participation and electronic voting (“RPEV”) facilities via the meeting platform;
- (ii) submit questions prior to the 27th AGM via email to investor.relations@time.com.my no later than Friday, 7 June 2024 at 10.00 a.m. (Malaysia time); and/or
- (iii) type 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 the 27th AGM, starting from 9.00 a.m. (Malaysia time) on Wednesday, 12 June 2024.

Where there are substantially similar questions for the 27th AGM, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

1. Mode of Meeting

- 1.1 The 27th AGM will be conducted 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 RPEV facilities via the meeting platform at <https://meeting.boardroomlimited.my>, provided by the Company’s poll administrator, Boardroom Share Registrars Sdn Bhd (“**Poll Administrator**” or “**Boardroom**”).

Shareholders/proxies/corporate representatives can participate in the 27th 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 to register, participate in and vote remotely at the 27th AGM.

- 1.2 The main and only venue of the 27th 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 27th AGM (the “**Chairman**”) to be present at the main venue of the 27th AGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the 27th AGM. Members who wish to participate in the 27th 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 27th AGM, from your home or any location.
- 1.4 Kindly ensure the stability of your internet connectivity throughout the 27th 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.

Administrative Details

for the 27th Annual General Meeting (“27th AGM”)

2. Record of Depositors (“ROD”) for the 27th AGM

Only shareholders whose names appear in the ROD as at 5 June 2024 shall be entitled to participate in and vote remotely during the 27th AGM or appoint proxy(ies)/corporate representative(s) to participate in and vote remotely on his/her/its behalf.

3. Submission of Proxy Form

3.1 If you are unable to participate in the 27th AGM via RPEV facilities and wish to appoint a proxy or the Chairman as your proxy to vote on your behalf, please deposit the completed Proxy Form at the office of the Poll Administrator at **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 27th AGM. Shareholders must initial any alterations made to the Proxy Form.

3.2 If you wish to participate in the 27th AGM yourself, please do not submit any Proxy Form. You will not be allowed to participate in the 27th AGM together with the proxy appointed by you.

4. Revocation of Proxy

If you have submitted your Proxy Form prior to the 27th AGM and subsequently decide to appoint another person or wish to participate in the meeting yourself, please email your request to **BSR.Helpdesk@boardroomlimited.com** to revoke the earlier appointed proxy(ies) at least 24 hours before the scheduled time for the 27th AGM. Upon revocation, your proxy(ies) will not be allowed to participate in and vote remotely at the 27th AGM. In such an event, you should advise your proxy(ies) accordingly.

5. Poll Voting Procedure

5.1 The voting of the 27th 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 an independent scrutineer (“**Independent Scrutineer**”) will be appointed in due course 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 27th AGM, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.

5.3 For the purpose of the 27th 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 the announcement of the poll being opened by the Chairman and until such time when the Chairman announces the closure of the 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.

Administrative Details

for the 27th Annual General Meeting (“27th AGM”)

6. Registration Procedure for RPEV

- 6.1 Shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall participate in and vote remotely at the 27th AGM via the RPEV facilities which are available at <https://meeting.boardroomlimited.my>.
- 6.2 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:

Before the day of the 27 th AGM	
Procedure	Action
(i) Register Online at the BSIP (for first time registration only)	<p><i>[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.]</i></p> <p>(a) Access to the BSIP webpage at https://investor.boardroomlimited.com.</p> <p>(b) Click “Register” to sign up as a user.</p> <p>(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”.</p> <p>(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.</p> <p>(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.</p> <p>(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.</p>



Administrative Details

for the 27th Annual General Meeting (“27th AGM”)

Before the day of the 27th AGM	
Procedure	Action
(ii) Submit Request for Remote Participation (User ID and Password)	<p><i>[Note: Registration for remote participation will be opened on 30 April 2024. Please submit your request not less than 24 hours before the time for holding the 27th AGM i.e. latest by Tuesday, 11 June 2024 at 10.00 a.m.]</i></p> <p>Individual Shareholders</p> <ol style="list-style-type: none"> Login to the BSIP at https://investor.boardroomlimited.com using your user ID and password given from Step (i) above. Select “TIME DOTCOM BERHAD 27TH ANNUAL GENERAL MEETING” from the List of Corporate Meetings and click “Enter”. Click on “Register for RPEV”. Read and agree to the Terms & Conditions. Enter your CDS Account and thereafter submit your request. <p>Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> 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. 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. The original Certificate of Appointment of Corporate Representative and/or Proxy Form shall also be deposited at the office of the Poll Administrator at 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 27th AGM.
(iii) Email Notification	<ol style="list-style-type: none"> You will receive notification from the Poll Administrator that your request(s) has been received and is being verified. Upon system verification against the General Meeting ROD as at 5 June 2024, you will receive an email from the Poll Administrator either approving or rejecting your registration for remote participation. If your registration is approved, you will also receive your remote participation user ID and password in the same email from the Poll Administrator.
On the day of the 27th AGM	
Procedure	Action
(iv) Login to Meeting Platform	<ol style="list-style-type: none"> The meeting portal will be opened for login 1 hour before the commencement of the 27th AGM at 9.00 a.m. (Malaysia time) on Wednesday, 12 June 2024. The meeting platform can be accessed via one of the following methods: <ul style="list-style-type: none"> Use the QR Scanner Code provided in the email notification; or Log in to website URL https://meeting.boardroomlimited.my. 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.

Administrative Details

for the 27th Annual General Meeting (“27th AGM”)

On the day of the 27 th AGM	
Procedure	Action
(v) Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition.]</i></p> <p>(a) If you would like to view the live webcast, select the broadcast icon. </p> <p>(b) If you would like to ask a question during the 27th AGM, select the messaging icon. </p> <p>(c) Type your message within the chat box, once completed, click the send button.</p>
(vi) Voting	<p>(a) Once the meeting is opened for voting, the polling icon will appear with the resolution(s) and your voting choices.</p> <p>(b) To vote, select your voting direction from the options provided. A confirmation message will appear to show your vote has been received.</p> <p>(c) To change your vote, re-select another voting direction.</p> <p>(d) If you wish to cancel your vote, please press “Cancel”.</p>
(vii) End of Participation	<p>(a) Upon the announcement by the Chairman on the closure of the 27th AGM, the live webcast will end and the messaging window will be disabled.</p> <p>(b) You can now logout from the meeting platform.</p>

7. Gift Policy

There will be **NO DISTRIBUTION** of door gifts or vouchers for shareholders/proxies/corporate representatives who participate in the 27th AGM.

8. Recording or Photography

No recording or photography of the 27th AGM proceedings is allowed without the prior written permission of the Company.

9. Annual Report 2023, Notice of 27th AGM, Proxy Form and Circular to Shareholders – GO DIGITAL & PAPERLESS

The Annual Report 2023, Notice of 27th AGM, Proxy Form and Circular to Shareholders dated 30 April 2024 in relation to the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature can be viewed and downloaded at <https://www.time.com.my/about-us/investor-relations/general-meetings>.

10. Communication Guidance

Shareholders/proxies/corporate representatives are reminded to follow the Company’s website or announcements for the latest updates on the arrangement of the 27th AGM that may be necessitated due to unforeseen circumstances.

11. Enquiry

If you have any enquiries regarding the above or require technical assistance to remotely participate in the 27th AGM, please contact the Poll Administrator during office hours from Monday to Friday (8.30 a.m. to 5.30 p.m. (Malaysia time)) and the contact details are as follows:

Boardroom Share Registrars Sdn Bhd
 Helpdesk : +603 - 7890 4700
 Facsimile : +603 - 7890 4670
 Email : BSR.Helpdesk@boardroomlimited.com