

## GENERAL MEETINGS: Notice of Meeting

### TIME DOTCOM BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	TIME DOTCOM BERHAD Notice of 19th Annual General Meeting
Date of Meeting	02 Jun 2016
Time	10:00 AM
Venue	Saujana Ballroom, Ground Floor, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.
Date of General Meeting Record of Depositors	27 May 2016

Please refer attachment below.

#### Attachments

Time dotCom Berhad - Notice of 19th AGM.pdf  
162.1 kB

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#### Announcement Info

Company Name	TIME DOTCOM BERHAD
Stock Name	TIMECOM
Date Announced	28 Apr 2016
Category	General Meeting
Reference Number	GMA-26042016-00036



**TIME dotCom Berhad**  
(Company No. 413292-P)  
(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the 19th Annual General Meeting (AGM) of the Company will be held at Saujana Ballroom, Ground Floor, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Thursday, 2 June 2016 at 10.00 a.m. for the purpose of transacting the following businesses:

**AGENDA**

- To receive the Audited Financial Statements for the year ended 31 December 2015 together with the Reports of the Directors and Auditors thereon. Please refer to Note A.

**As Ordinary Business:**

- To re-elect Hong Kean Yong, a Director retiring in accordance with Article 94 of the Company's Articles of Association and, who being eligible, has offered himself for re-election. **Resolution 1**
- To re-elect Patrick Corso, a Director retiring in accordance with Article 99 of the Company's Articles of Association and, who being eligible, has offered himself for re-election. **Resolution 2**
- To consider and if thought fit, to pass the following resolution in accordance with Section 129 of the Companies Act, 1965:-  
"THAT Abdul Kadir Md Kassim who retires in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company." **Resolution 3**
- To re-appoint Messrs KPMG as Auditors and to authorise the Directors to fix their remuneration. **Resolution 4**

**As Special Business:**

To consider and if thought fit, pass the following Resolutions:-

- Ordinary Resolution – Authority to Issue Shares Pursuant To Section 132D of the Companies Act, 1965 **Resolution 5**  
"THAT subject always to the Companies Act, 1965 and the Articles of Association of the Company, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting; and FURTHER THAT the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."
- Ordinary Resolution – Retention of Ronnie Kok Lai Huat as Senior Independent Non-Executive Director **Resolution 6**  
"THAT Ronnie Kok Lai Huat shall continue to serve as Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company notwithstanding he will complete his 9-year tenure as Senior Independent Non-Executive Director on 31 January 2017."
- Ordinary Resolution – Proposed Increase in Directors' Fees **Resolution 7**  
"THAT the aggregate fees payable to the Directors of the Company be hereby increased to an amount not exceeding RM984,000 per annum for the financial year ending 31 December 2016."
- Special Resolution – Proposed Amendments to the Articles of Association of the Company **Resolution 8**  
"THAT the Articles of Association of the Company as amended in the manner set out in Appendix I of the Notice of AGM dated 29 April 2016, be hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to carry out all the necessary formalities to give effect to the aforesaid amendments."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

**BY ORDER OF THE BOARD**

**MISNI ARYANI MUHAMAD (LS 0009413)**  
Secretary

29 April 2016  
Selangor Darul Ehsan

**Note A:-**

This agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

**Notes:-**

- For the purpose of determining a member who shall be entitled to attend this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depository as at 27 May 2016. Only a depositor whose name appears on the Record of Depositors as at 27 May 2016 shall be regarded as a member entitled to attend, speak and vote at the Company's AGM or appoint proxies to attend and/or vote on his/her behalf.
- A member entitled to attend and vote at the above Meeting of the Company is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- The instrument of proxy shall be in writing and signed by the appointer or by his attorney and in the case of a corporation, either under its common seal or signed by its attorney or officer on behalf of the corporation.
- A member who holds 1,000 shares or less in the Company is entitled to appoint one (1) proxy whilst a member holding more than 1,000 shares in the Company is entitled to appoint a maximum of two (2) proxies. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) proxy 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 appoints two (2) proxies (or, in the case where more than two (2) proxies are permitted under the law, more than two (2) proxies), the appointments shall be invalid unless the proportion of holding to be represented by each proxy is specified.
- The instrument appointing a proxy 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 Company's Share Registrar's office, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

**Explanatory Note on Special Business:-**

**Resolution 5**

The Ordinary Resolution 5 is proposed for the purpose of granting a renewed general mandate for the issuance of shares in the Company pursuant to Section 132D of the Companies Act, 1965.

There was no issuance of shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was obtained at the 18th AGM held on 20 May 2015 and the said mandate will expire at the conclusion of the forthcoming 19th AGM.

The Ordinary Resolution 5, if passed at the 19th AGM, will give authority to the Directors of the Company to issue and allot shares at any time without convening a general meeting, in order to avoid any delay and cost involved in convening one. The authorisation so granted, is valid from the date of the 19th AGM, and unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.

The general mandate if renewed at the 19th AGM, will provide the Company the flexibility to raise funds for funding future investment project(s), working capital and/or acquisition(s).

**Resolution 6**

The Ordinary Resolution 6 is proposed to authorise the continuation of Ronnie Kok Lai Huat as Senior Independent Non-Executive Director of the Company.

Ronnie Kok's 9-year tenure as Senior Independent Non-Executive Director will complete on 31 January 2017. The Board has assessed and is of the opinion that Ronnie Kok has satisfied the qualifications of an "independent director" as set out in Chapter 1 of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"). His long tenure has given him in-depth knowledge of the business of the Group, the challenges facing it and together with his own personal work experience, he is able to provide valuable contribution to the Group's business. He has shown strong commitment, integrity and always acted professionally in discharging his duties as Senior Independent Non-Executive Director of the Company. He has, at all times, exercised due care during his tenure as Senior Independent Non-Executive Director of the Company and carried out his duties in an ethical and businesslike manner, in the best of the Company and shareholders.

**Resolution 7**

The Ordinary Resolution 7 is proposed to cater for possible appointment of new directors in 2016.

The Board recommends that shareholders approve the increase in total annual fees amounting to RM984,000 in order to cater for possible appointment of new directors in 2016.

**Resolution 8**

This Special Resolution is proposed to amend the Articles of Association of the Company.

The Board recommends that shareholders approve the amendments to the Articles of Association of the Company to be consistent with Bursa Securities' MMLR and other statutory and/or regulatory requirements.

The rationale for each of the Proposed Amendments are further set out in Appendix I of this Notice of AGM.

**APPENDIX I – DETAILS OF THE PROPOSED AMENDMENTS**

No.	Existing Articles	Proposed Amendments	Rationale
1.	Article 2 – Definition Not Applicable	A new definition of Exempt Authorised Nominee be inserted as follows:-  Exempt Authorised Nominee – an authorised nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.	The proposed new definition of Exempt Authorised Nominee is in accordance with Paragraph 7.21 (2) of Bursa Securities' MMLR.
2.	Not Applicable	A new Article 4A be inserted as follows:-  Article 4A – No Director participate in Share Issuance Scheme  No Director shall participate in a scheme that involves a new issuance of shares to the employees unless the shareholders in a general meeting have approved the specific allotment to be made to such Director.	The proposed new Article is in accordance with Paragraph 7.03 of Bursa Securities' MMLR.
3.	Not Applicable	A new Article 6A be inserted as follows:-  Article 6A – Repayment of preference capital  The repayment of preference share capital other than redeemable preference shares or any alteration of preference shareholders' rights shall only be made pursuant to a special resolution of the preference shareholders concerned PROVIDED ALWAYS that where the necessary majority for such a special resolution is not obtained at the meeting, consent in writing obtained from the holders of three-fourths (3/4) of the preference capital concerned within two (2) months of the meeting shall be as valid and effectual as a special resolution carried at the meeting.	The proposed new Article is in accordance with Paragraph 7.13 of Bursa Securities' MMLR.
4.	Article 71 – Member entitled to vote  Subject to Article 54, a member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.  Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (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.	To delete the underlined words and insert the following words in bold, such that the new provision shall read as follows:-  Subject to Article 54, a member of the Company shall be entitled to be present and to vote at any general meeting in respect of any share or shares upon which all calls due to the Company have been paid.  Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint up to two (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. The appointment of two (2) proxies in respect of each securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.	To be consistent with the proposed new Article 75A on the specification of the shareholding proportion to be represented by each proxy.
5.	Not Applicable	A new Article 75A be inserted as follows:-  Article 75A – Appointment of multiple proxies  Where a Member is an Exempt Authorised Nominee which 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 two (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 proposed new Article is in accordance with Paragraph 7.21(1) of Bursa Securities' MMLR.
6.	Not Applicable	A new Article 78A be inserted as follows:-  Article 78A – Qualification and rights of proxy to speak  (a) A member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the member at the meeting. There shall be no restriction as to the qualification of the proxy.  (b) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.	The proposed new Article is in accordance with Paragraph 7.21A of Bursa Securities' MMLR.
7.	Article 94 – Retirement of Directors  Subject to these Articles, the requirements of the Exchange and the Act, at the first annual general meeting of the Company all the Directors shall retire from office, and at every annual general meeting thereafter one third of the Directors, excluding the Managing Director and joint managing director and Executive Directors, for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years.	To delete the underlined words, such that the new provision shall read as follows:-  Subject to these Articles, the requirements of the Exchange and the Act, at the first annual general meeting of the Company all the Directors shall retire from office, and at every annual general meeting thereafter one third of the Directors, for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office and be eligible for re-election provided always that all Directors shall retire from office once at least in each three (3) years.	To comply with Paragraph 7.26 (2) of Bursa Securities' MMLR where all Directors shall retire from office at least once in every three (3) years.
8.	Article 97 – Office may be filled at meeting at which director retires  No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any general meeting unless some member intending to propose him has not less than eleven (11) clear days before the day appointed for the meeting leave at the registered office notice in writing signed by the member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. Provided that in the case of a person recommended by the Directors for election nine (9) days' notice only shall be necessary and notice of each and every candidate for election shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place.	To delete the underlined words and insert the following words in bold, such that the new provision shall read as follows:-  No person other than a Director retiring at the meeting shall unless recommended by the Directors for election be eligible for appointment as a Director at any general meeting unless some member intending to propose him has not less than eleven (11) clear days before the day appointed for the meeting leave at the registered office notice in writing signed by the member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election, and also notice in writing signed by the person to be proposed of his willingness to be elected. Provided that in the case of a person recommended by the Directors for election nine (9) days' notice only shall be necessary and notice of each and every candidate for election shall be served on all members at least seven (7) days prior to the meeting at which the election is to take place.	To correct the typographical error in the existing Article 97.
9.	Not Applicable	A new Article 101A be inserted as follows:-  Article 101A – Meeting of Directors  The Directors may participate in a meeting of the Directors at two (2) or more venues within or outside Malaysia by means of a conference telephone or similar electronic tele-communicating equipment by means of which all persons participating in the meeting can hear each other and participate throughout the duration of the communication between the Directors and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.	With the expansion of the Company's business regionally and frequent Board travels, there is a need to provide for Board meeting via electronic teleconference.
10.	Article 168  If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these articles are deemed not to contain that provision.	To delete the underlined word, such that the new provision shall read as follows:-  If the Listing Requirements require these articles to contain a provision and they do not contain such a provision, these articles are deemed not to contain that provision.	To correct the typographical error in the existing Article 168.
11.	Not Applicable	A new Article 168A be inserted as follows:-  Article 168A  If the Listing Requirements require these articles not to contain a provision and they contain such a provision, these articles are deemed not to contain that provision.	The proposed new Article is in accordance with Paragraph 7.36(5) of Bursa Securities' MMLR.