

GENERAL MEETINGS: Notice of Meeting

TIME DOTCOM BERHAD

Type of Meeting	Annual General Meeting
Indicator	Notice of Meeting
Description	TIME DOTCOM BERHAD Notice of 20th Annual General Meeting
Date of Meeting	18 May 2017
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	12 May 2017

Please refer attachment below.

Attachments

TIME dotCom Berhad-Notice of 20th AGM.pdf
132.9 kB

Announcement Info

Company Name	TIME DOTCOM BERHAD
Stock Name	TIMECOM
Date Announced	25 Apr 2017
Category	General Meeting
Reference Number	GMA-19042017-00011



(Company No. 413232-F)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 20th 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, 18 May 2017 at 10.00 a.m. for the purpose of transacting the following businesses:-

AGENDA

1. To receive the Audited Financial Statements for the year ended 31 December 2016 together with the Reports of the Directors and Auditors thereon. Please refer to Note A.

As Ordinary Business:-

2. To re-appoint Abdul Kasir Md Kassim, who retires at the conclusion of this 20th Annual General Meeting of the Company, as Non-Independent Non-Executive Director of the Company. **Resolution 1**
3. To re-elect the following Directors retiring in accordance with Article 94 of the Company's Articles of Association and, who being eligible, have offered themselves for re-election:-
 - i) Ronnie Kok Lai Hual **Resolution 2**
 - ii) Afzal Abdul Rahim **Resolution 3**
4. To re-elect the following Directors retiring in accordance with Article 99 of the Company's Articles of Association and, who being eligible, have offered themselves for re-election:-
 - i) Mark Guy Dloguani **Resolution 4**
 - ii) Lee Guan Hong **Resolution 5**
5. To re-appoint Messrs KPMG PLT as Auditors and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business:-

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

6. Ordinary Resolution – Authority to Allot Shares Pursuant To Sections 75 and 76 of the Companies Act, 2016 **Resolution 7**
"THAT subject always to the Companies Act, 2016 and the Articles of Association of the Company, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act, 2016, to allot 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."
7. Ordinary Resolution – Authority for Ronnie Kok Lai Hual to continue in office as Senior Independent Non-Executive Director **Resolution 8**
"THAT authority be and is hereby given to Ronnie Kok Lai Hual who has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as the Senior Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."
8. Ordinary Resolution – Proposed Increase in Directors' Fees **Resolution 9**
"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 2017."
9. Ordinary Resolution – Proposed payment of Directors' Benefits to the Non-Executive Directors **Resolution 10**
"THAT approval be and is hereby given for the payment of Directors' Benefits to the Non-Executive Directors which include meeting attendance allowances, medical and hospitalisation coverage and other claimable benefits incurred from 1 January 2017 until the Company's next Annual General Meeting."
10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

BY ORDER OF THE BOARD

MISNI ARYANI MUHAMAD (LS 0009413)

Secretary

28 April 2017

Selangor Darul Ehsan

Note A:-

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders and hence is not put forward for voting.

Notes -

1. 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 12 May 2017. Only a depositor whose name appears on the Record of Depositors as at 12 May 2017 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.
2. 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.
3. 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.
4. 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 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.
5. Where a member appoints two (2) proxies, the appointments shall be invalid unless the proportion of holding to be represented by each proxy is specified.
6. Where a member is an exempt authorised nominee 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 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.
7. The instrument appointing a proxy or other authority, if any, under which it is signed or a notariately 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 Jaya 1, Jalan PUJ 1/4/16, 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 7

The Ordinary Resolution 7 is proposed for the purpose of granting a renewed general mandate for the allotment of shares in the Company pursuant to Sections 75 and 76 of the Companies Act, 2016. There was no issuance of shares pursuant to Section 132D of the Companies Act, 1965 under the general mandate which was obtained at the 19th AGM held on 2 June 2016 and the said mandate will expire at the conclusion of the forthcoming 20th AGM.

The Ordinary Resolution 7, if passed at the 20th 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 20th 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 20th AGM, will provide the Company the flexibility to raise funds for funding future investment projects, working capital and/or acquisition(s).

Resolution 8

The Ordinary Resolution 8 is proposed to authorise the continuity of Ronnie Kok Lai Hual as Senior Independent Non-Executive Director of the Company.

Ronnie Kok Lai Hual has served as Senior Independent Non-Executive Director of the Company for a cumulative term of more than 9 years. 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 4 of the Main Market Listing Requirements ("MLR") 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 interest of the Company and shareholders.

Resolution 9

The Ordinary Resolution 9 is proposed to cater for possible appointment of new directors in 2017.

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 2017.

Resolution 10

The Directors' Benefits comprise the allowances and other emoluments payable to the Non-Executive Directors, details of which are as follows:-

- (a) Meeting attendance allowance (per meeting)
 - Chairman of the Board and Board Committees – RM3,800
 - Member of the Board and Board Committees – RM3,800

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

If the proposed Resolution 10 is passed by the shareholders at the 20th AGM, payment of benefits incurred by the Directors from 1 January 2017 until the Company's next AGM will be paid by the Company, as and when incurred.