

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER ADVISER IMMEDIATELY.

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TIME DOTCOM BERHAD

(Company No.: 413292-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

PART A

PROPOSED ALLOCATION OF AWARD OF UP TO 2,500,000 NEW ORDINARY SHARES IN TDC ("TDC SHARES") UNDER THE EXISTING SHARE GRANT PLAN TO OR FOR THE BENEFIT OF LEE GUAN HONG, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF TIME DOTCOM BERHAD ("TDC")

PART B

PROPOSED GRANT OF A SHARE OPTION TO PATRICK CORSO, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF TDC, TO SUBSCRIBE FOR UP TO 3,300,000 NEW TDC SHARES

Adviser for Part A and Part B



CIMB Investment Bank Berhad (18417-M)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

PART C

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 650,984 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,200 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

PART D

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,866 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,934 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice of the Extraordinary General Meeting ("**EGM**") and the Proxy Form are enclosed in this Circular.

Details of our EGM:

- **Date and time** : Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later.
- **Venue** : Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia.

In the event you wish to appoint a proxy, please complete, sign and return the Form of Proxy in accordance with the instructions printed thereon. The completed Form of Proxy must be deposited at the office of the share registrar of TdC, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur before 11.00 a.m. on Thursday, 13 June 2019 or not less than 24 hours before the time appointed for the taking of the poll at the EGM, whichever is later. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently decide to do so.

This Circular is dated 29 April 2019

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

| | |
|-----------------------|---|
| Act | : Companies Act, 2016 |
| Approval | : Approval for the proposed allotment and issuance of (i) 141,200 new TdC Shares to or for the benefit of Lee Guan Hong; and (ii) 123,934 new TdC Shares to or for the benefit of Patrick Corso; pursuant to vestings under TdC's existing Share Grant Plan |
| Board | : Board of Directors of TdC |
| Bursa Depository | : Bursa Malaysia Depository Sdn Bhd |
| Bursa Securities | : Bursa Malaysia Securities Berhad |
| By-Laws | : The rules, terms and conditions of the existing Share Grant Plan as may be amended from time to time |
| CDS Account | : An account established by Bursa Depository for the recording of deposit and withdrawal of securities and for dealing in such securities by a depositor |
| CEO | : Afzal Abdul Rahim, Chief Executive Officer of TdC |
| CIMB | : CIMB Investment Bank Berhad |
| Circular | : This circular to our shareholders dated 29 April 2019 in relation to the Proposed Grant, Proposed Allocation, Ratification and Approval |
| ED | : Executive Director |
| EGM | : Extraordinary General Meeting |
| Eligible Person | : A Group employee and/or an ED (as the case may be) who fulfils or is exempted from the conditions of eligibility as stipulated in the By-Laws and performance conditions pursuant to the existing Share Grant Plan |
| EPS | : Earnings per TdC Share |
| FYE | : Financial year ended or when the context requires, financial year ending |
| GTI | : Global Transit International Sdn Bhd |
| KNB | : Khazanah Nasional Berhad |
| Lee Guan Hong | : Lee Guan Hong, a Non-Independent Executive Director of TdC and an Eligible Person pursuant to the existing Share Grant Plan |
| Listing Requirements | : Main Market Listing Requirements of Bursa Securities |
| LPD | : 1 April 2019, being the latest practicable date prior to the printing of this Circular |
| LTD | : 27 February 2019, being the last trading day prior to the date of the announcement in relation to the Proposed Grant and Proposed Allocation on 28 February 2019 |
| Megawisra | : Megawisra Sdn Bhd |
| Megawisra Investments | : Megawisra Investments Limited |

DEFINITIONS *(cont'd)*

| | | |
|------------------------|---|---|
| MFRS 2 | : | Malaysian Financial Reporting Standard 2 on Share Based Payment as issued by the Malaysian Accounting Standards Board |
| NA | : | Net assets |
| Option | : | The share option to Patrick Corso, to subscribe for the Option Shares pursuant to the Proposed Grant |
| Option Exercise Price | : | The price payable for each Option Share upon exercise of the Option by Patrick Corso |
| Option Period | : | The period commencing on the date of the Share Option Agreement and ending on the earlier of (a) the day prior to the fifth anniversary of the date of the Share Option Agreement, or (b) the date on which Patrick Corso ceases to be employed by TdC or any subsidiary of TdC under a contract of service, by reason of his voluntary resignation from such employment, or the lawful termination of his employment with just cause or excuse |
| Option Shares | : | Up to 3,300,000 new TdC Shares |
| Patrick Corso | : | Patrick Corso, a Non-Independent Executive Director of TdC and an Eligible Person pursuant to the existing Share Grant Plan |
| PKV | : | Pulau Kapas Ventures Sdn Bhd |
| Proposed Allocation | : | Proposed allocation of award of up to 2,500,000 new TdC Shares under the Company's existing Share Grant Plan to be granted to or for the benefit of Lee Guan Hong |
| Proposed Grant | : | Proposed grant of a share option to Patrick Corso to subscribe for up to 3,300,000 new TdC Shares, representing 0.57% of the existing issued and paid-up share capital of TdC |
| Ratification | : | Ratification of the allotment and issuance of (i) 650,984 TdC Shares to or for the benefit of Lee Guan Hong; and (ii) 247,866 TdC Shares to or for the benefit of Patrick Corso; pursuant to TdC's existing Share Grant Plan |
| RM | : | Ringgit Malaysia, the lawful currency of Malaysia |
| TdC or Company | : | TIME dotCom Berhad |
| TdC Group or Group | : | TdC and its subsidiaries |
| TdC Shares | : | Ordinary shares in TdC |
| Share Grant Plan | : | Share Grant Plan comprising special restricted share plan, annual restricted share plan and annual performance share plan and the issuance and allotment of shares to eligible employees and EDs not exceeding 10% of the Company's issued and paid-up capital that was approved by the shareholders of the Company at the EGM of the Company held on 28 June 2012. |
| Share Option Agreement | : | Share option agreement proposed to be entered into between TdC and Patrick Corso pursuant to the Proposed Grant |

DEFINITIONS *(cont'd)*

Unless otherwise stated, the information set out in this Circular in relation to our major shareholders, directors and persons connected to them is as at the LPD.

All references to “**our Company**” in this Circular mean TdC, references to “**our Group**” and “**TdC Group**” mean our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” mean our Company, or where the context otherwise requires, our Group. All references to “**you**” in this Circular mean the shareholders of our Company, unless the context otherwise requires. All references in this Circular to an “**affiliate**” of any entity in our Group mean, in relation to such entity, any other person which is a related corporation (as defined in the Act) of the said entity.

Words denoting the singular, where applicable, shall include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference to any enactment in this Circular is a reference to that enactment as for the time being amended or re-enacted.

Any discrepancy in the tables between the amounts listed, actual figures and the totals in this Circular is due to rounding.

Any reference to time of day and date in this Circular is a reference to Malaysian time of day and date respectively, unless otherwise stated.

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PART A

**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED ALLOCATION
OF AWARD OF UP TO 2,500,000 NEW TDC SHARES UNDER THE EXISTING SHARE
GRANT PLAN TO OR FOR THE BENEFIT OF LEE GUAN HONG**

Registered Office:

Level 4, No. 14,
Jalan Majistret U1/26,
Hicom Glenmarie Industrial Park,
40150, Shah Alam,
Selangor Darul Ehsan,
Malaysia.

29 April 2019

Board of Directors:

Abdul Kadir bin Md Kassim (*Independent Non-Executive Director (Chairman)*)
Elakumari a/p Kantilal (*Non-Independent Non-Executive Director*)
Ronnie Kok Lai Huat (*Senior Independent Non-Executive Director*)
Hong Kean Yong (*Independent Non-Executive Director*)
Mark Guy Dioguardi (*Independent Non-Executive Director*)
Afzal bin Abdul Rahim (*Non-Independent Executive Director (Chief Executive Officer)*)
Patrick Corso (*Non-Independent Executive Director*)
Lee Guan Hong (*Non-Independent Executive Director*)

To our shareholders

Sir/Madam,

PROPOSED ALLOCATION OF AWARD OF UP TO 2,500,000 NEW TDC SHARES UNDER THE EXISTING SHARE GRANT TO OR FOR THE BENEFIT OF LEE GUAN HONG

1. INTRODUCTION

On 28 February 2019, CIMB had on behalf of our Board, announced that our Company proposed to undertake the Proposed Allocation.

The allocation of future grants to Lee Guan Hong pursuant to the Proposed Allocation is subject to Lee Guan Hong achieving his performance targets.

THE PURPOSE OF PART A OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED ALLOCATION AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED ALLOCATION TO BE TABLED AT OUR FORTHCOMING EGM. A NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED ALLOCATION TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED ALLOCATION

2.1 Background of the existing Share Grant Plan

The existing Share Grant Plan was established for the benefit of the Eligible Persons. The existing Share Grant Plan is administered by a committee established by the Board to administer the existing Share Grant Plan (“**Scheme Committee**”) in accordance with the By-Laws which sets out the rules, terms and conditions of the existing Share Grant Plan as may be amended from time to time. The existing Share Grant Plan comprises the Special Restricted Share Plan (“**Special RSP**”), Annual Restricted Share Plan (“**Annual RSP**”) and Annual Performance Share Plan (“**Annual PSP**”). The Special RSP is a one-off award and has been completed in 2012.

2.2 Duration of the existing Share Grant Plan

The existing Share Grant Plan commenced on 29 October 2012 in accordance with the By-Laws and shall continue to be in force for a period of 8 years, or such longer period not exceeding 10 years as may be extended by the Scheme Committee (“**Plan Period**”). On expiry of the Plan Period, any TdC Shares that are made available for the purposes of the existing Share Grant Plan granted pursuant to any Special RSP Award, Annual RSP Award and Annual PSP Award (“**Award**”) which has yet to be vested shall be deemed cancelled and be null and void.

2.3 Size of the existing Share Grant Plan

The total number of TdC Shares that are made available for the purposes of the existing Share Grant Plan shall not, at any point in time in aggregate, exceed 10% of the issued and paid-up share capital of our Company (excluding treasury shares) during the Plan Period (“**Maximum Shares**”).

The Proposed Allocation will not exceed the amount of the Maximum Shares.

2.4 Ranking of the TdC Shares that are made available pursuant to the existing Share Grant Plan

Ranking of the TdC Shares that are made available pursuant to the existing Share Grant Plan shall:

- (i) be subject to all the provisions of the constitution of our Company; and
- (ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing TdC Shares, the record date, being the date fixed by our Company for the purposes of determining entitlements to dividends or other distributions to, or rights of, holders of TdC Shares, for which is on or after the vesting date, and shall in all other respects rank pari passu with other existing TdC Shares then in issue.

Notwithstanding any provisions in the By-Laws, the Eligible Persons who have been granted an Award shall not be entitled to any rights attached to the TdC Shares prior to the date on which the TdC Shares are credited into the CDS Accounts of the respective Eligible Persons who have been granted an Award.

3. RATIONALE FOR THE PROPOSED ALLOCATION

The Proposed Allocation is to motivate Lee Guan Hong towards better performance and loyalty to TdC Group. In addition, the Proposed Allocation is to recognise and reward the contributions and services of Lee Guan Hong that is considered vital to the operations and continued growth of TdC Group.

The Proposed Allocation is made under the existing Share Grant Plan pursuant to which employees are recognised and rewarded by way of grants of TdC Shares without payment, subject to performance targets being met. Moving forward, the Company will continue to allocate new TdC Shares to Lee Guan Hong subject to him meeting the necessary criteria under the existing Share Grant Plan.

4. EFFECTS OF THE PROPOSED ALLOCATION

4.1 Issued and paid-up share capital

The Proposed Allocation is not expected to have any immediate effect on TdC's existing issued and paid-up share capital. However, TdC's issued and paid-up share capital will increase progressively as and when new TdC Shares are allotted and issued to Lee Guan Hong in connection with the Proposed Allocation.

4.2 Substantial shareholders' shareholdings

The Proposed Allocation is not expected to have any immediate effect on the shareholdings of TdC's substantial shareholders until and unless the new TdC Shares are issued to Lee Guan Hong in connection with the Proposed Allocation. Any potential effect on the substantial shareholders' shareholdings will depend on the number of new TdC Shares to be issued to Lee Guan Hong in connection with the Proposed Allocation.

4.3 NA per share and gearing

The Proposed Allocation is not expected to have any effect on TdC's consolidated NA per share until the new TdC Shares are issued to Lee Guan Hong in connection with the Proposed Allocation. Any potential effect on the consolidated NA per share will depend on the number of new TdC Shares to be issued to Lee Guan Hong in connection to the Proposed Allocation.

The Proposed Allocation is not expected to have any impact on TdC's gearing for the FYE 31 December 2019.

4.4 Earnings and EPS

The Proposed Allocation is not expected to have an immediate effect on the earnings or EPS of TdC Group. According to the MFRS 2, the granting of award pursuant to the Proposed Allocation will need to be measured at fair value on the date of granting the award pursuant to the Proposed Allocation and recognised as an expense in the consolidated statement of income of TdC Group over the vesting period of the Proposed Allocation.

The potential effect of the Proposed Allocation on the EPS of TdC Group in the future, as a consequence of the recognition of the expense at each date of the grant of award pursuant to the Proposed Allocation, cannot be determined at this juncture as it would depend on various factors that affect the fair value of the new TdC Shares granted under the Proposed Allocation.

Our Board has taken note of the potential impact of MFRS 2 on TdC Group's earnings and will take into consideration the earnings' impact on TdC Group in the vesting of the new TdC Shares pursuant to the Proposed Allocation.

4.5 Convertible securities

As at the LPD, TdC does not have any existing convertible securities.

5. APPROVALS REQUIRED

The Proposed Allocation is subject to the approval being obtained from the Company's shareholders at an EGM to be convened.

The approval from Bursa Securities for the listing of and quotation for the new TdC Shares to be issued pursuant to the Proposed Allocation was obtained on 24 May 2012.

6. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Grant, and Ratification and Approval as stated in Part B, Part C and Part D of this Circular respectively, there are no other proposals announced but pending completion prior to the printing of this Circular.

The Proposed Allocation is not conditional or inter-conditional upon any other corporate exercise and/or scheme which has been announced by the Company.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Lee Guan Hong, being a director of TdC, is deemed interested in the Proposed Allocation in view of his eligibility for the new TdC Shares to be issued and allotted pursuant to the By-Laws. Accordingly, Lee Guan Hong has abstained and will continue to abstain from deliberating and voting on the resolution pertaining to the Proposed Allocation at the relevant Board meetings.

Lee Guan Hong has also undertaken to ensure that he and persons connected to him (if any) will abstain from voting in respect of his and/or their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Allocation to be tabled at the Company's EGM to be convened.

As at the LPD, Lee Guan Hong holds a direct interest of 776,850 TdC Shares.

Save as disclosed above, none of the Company's directors, major shareholders and/or persons connected to them has any interest, direct and/or indirect, in the Proposed Allocation.

8. DIRECTORS' RECOMMENDATION

The Board (excluding Lee Guan Hong), having considered all aspects of the Proposed Allocation (including but not limited to the rationale for and effects of the Proposed Allocation as set out in sections 3 and 4 of Part A of this Circular), is of the opinion that the Proposed Allocation is in the best interest of the Company.

Accordingly, our Board (excluding Lee Guan Hong), recommends that you vote in favour of the resolution pertaining to the Proposed Allocation to be tabled at the forthcoming EGM.

9. HISTORICAL SHARE PRICE

The monthly highest and lowest transacted market prices of TdC Shares for 12 months from April 2018 to March 2019 (being the last full trading month prior to the LPD) are as follows:

| | High (RM) | Low (RM) |
|-------------|-----------|----------|
| 2018 | | |
| April | 8.40 | 7.80 |
| May | 8.47 | 7.06 |
| June | 8.50 | 7.54 |
| July | 8.40 | 7.64 |
| August | 8.40 | 8.00 |
| September | 8.31 | 8.01 |
| October | 8.30 | 7.51 |
| November | 8.37 | 7.51 |
| December | 8.30 | 7.76 |

| | High (RM) | Low (RM) |
|---|-----------|----------|
| 2019 | | |
| January | 8.50 | 7.92 |
| February | 8.36 | 7.75 |
| March | 8.88 | 8.00 |
| Last transacted market price of TdC Shares as at the LTD, being the latest date immediately prior to the Announcement | | RM8.19 |
| Last transacted market price as at the LPD prior to the printing of this Circular | | RM8.70 |
| Last transacted market price as at 22 April 2019 prior to the printing of this Circular | | RM9.05 |

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Company expects to complete the Proposed Allocation by the third quarter of 2019.

11. EGM

Our EGM will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Allocation.

If you are not able to attend and vote in person at our EGM, you are requested to complete and sign the enclosed Proxy Form, in accordance with the instructions therein. Please return the Proxy Form to our Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on or before Thursday, 13 June 2019 at 11.00 a.m.. You are still allowed to attend and vote in person at our forthcoming EGM even if you have submitted the Proxy Form.

12. FURTHER INFORMATION

You are advised to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board of
TIME dotCom Berhad

RONNIE KOK LAI HUAT
Senior Independent Non-Executive Director

PART B

**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSED GRANT OF A
SHARE OPTION TO PATRICK CORSO TO SUBSCRIBE FOR UP TO 3,300,000 NEW
TDC SHARES**

Registered Office:

Level 4, No. 14,
Jalan Majistret U1/26,
Hicom Glenmarie Industrial Park,
40150, Shah Alam,
Selangor Darul Ehsan,
Malaysia.

29 April 2019

Board of Directors:

Abdul Kadir bin Md Kassim (*Independent Non-Executive Director (Chairman)*)
Elakumari a/p Kantilal (*Non-Independent Non-Executive Director*)
Ronnie Kok Lai Huat (*Senior Independent Non-Executive Director*)
Hong Kean Yong (*Independent Non-Executive Director*)
Mark Guy Dioguardi (*Independent Non-Executive Director*)
Afzal bin Abdul Rahim (*Non-Independent Executive Director (Chief Executive Officer)*)
Patrick Corso (*Non-Independent Executive Director*)
Lee Guan Hong (*Non-Independent Executive Director*)

To our shareholders

Sir/Madam,

PROPOSED GRANT OF A SHARE OPTION TO PATRICK CORSO TO SUBSCRIBE FOR UP TO 3,300,000 NEW TDC SHARES

1. INTRODUCTION

On 28 February 2019, CIMB had on behalf of our Board, announced that our Company proposed to undertake the Proposed Grant.

On 15 April 2019, CIMB, on behalf of our Company, announced that Bursa Securities had, vide its letter dated 15 April 2019, approved the listing of and quotation for the Option Shares, pursuant to the exercise of the Option on the Main Market of Bursa Securities, subject to the conditions as set out in section 7(i) of Part B of this Circular.

THE PURPOSE OF PART B OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE PROPOSED GRANT AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE PROPOSED GRANT TO BE TABLED AT OUR FORTHCOMING EGM. A NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED GRANT TO BE TABLED AT OUR FORTHCOMING EGM.

2. DETAILS OF THE PROPOSED GRANT

Pursuant to the Proposed Grant, the Company proposes to enter into the Share Option Agreement with Patrick Corso.

2.1 Salient Terms of the Share Option Agreement

The salient terms of the Share Option Agreement are as follows:

2.1.1 Option Period

The Option Period shall commence on the date of the Share Option Agreement and end on the earlier of (a) the day prior to the fifth anniversary of the date of the Share Option Agreement, or (b) the date on which Patrick Corso ceases to be employed by TdC or any subsidiary of TdC under a contract of service, by reason of his voluntary resignation from such employment, or the lawful termination of his employment with just cause or excuse.

The Option shall lapse and be of no effect upon the expiry of the Option Period.

2.1.2 Option Exercise Price

The Option Exercise Price shall be determined based on a discount of 10% to the 5-day volume weighted average market price of TdC Shares immediately preceding the date of the Share Option Agreement.

2.1.3 Exercise of Option

The Option may be exercised by Patrick Corso at any time and from time to time during the Option Period up to a maximum of 20% of the total Option Shares per annual period of the Option Period. Any portion of the Option which is unexercised can be carried forward to the next period without reducing the maximum exercisable portion in the next period.

2.1.4 Ranking of the Option Shares

The Option Shares to be allotted and issued pursuant to the exercise of the Option by Patrick Corso shall, upon allotment and issuance, rank equally in all respects with the existing TdC Shares and shall be subject to all the provisions of the constitution of TdC.

Notwithstanding any provision in the Share Option Agreement, Patrick Corso shall not be entitled to any rights, dividends or other distributions attached to the Option Shares for which the entitlement date is prior to the date on which the Option Shares are credited into Patrick Corso's CDS Account.

2.1.5 Listing of and quotation for the Option Shares

The Option Shares to be allotted and issued pursuant to the exercise of the Option by Patrick Corso will be listed and quoted on the Main Market of Bursa Securities.

2.1.6 Alteration of share capital and adjustment

In the event of any alteration in the capital structure of the Company during the Option Period, whether by way of capitalisation of profits or reserves, rights issues, bonus issues, capital reduction (save for set off against accumulated losses), capital repayment, subdivision or consolidation of capital, or declaration of any special dividend or distribution or otherwise howsoever taking place, unless otherwise provided in the Share Option Agreement, such corresponding alterations (if any) may be made to the Proposed Grant in terms of the Option Exercise Price and/or the number of Option Shares which have not yet been exercised so as to give Patrick Corso a fair and reasonable entitlement in respect of the Option Shares, as shall be certified by an external auditor or an investment bank.

3. UTILISATION OF PROCEEDS

The amount of the proceeds to be received from the exercise of the Option cannot be determined at this juncture as it will depend on, amongst others, the number of Option Shares issued pursuant to the exercise of the Option at the relevant point in time and the Option Exercise Price. However, TdC intends to utilise the proceeds from the exercise of the Option for the working capital of the TdC Group, as and when received over the Option Period.

4. RATIONALE FOR THE PROPOSED GRANT

In 2016, Patrick Corso was allocated an award of TdC Shares under the existing Share Grant Plan. As set out in section 2, Part D of this Circular, a total of 247,866 TdC Shares have been vested whilst 123,934 new TdC Shares have yet to be vested in Patrick Corso under the existing Share Grant Plan. The new TdC Shares under the existing Share Grant Plan will be issued to Patrick Corso without payment upon vesting in July 2019, if he meets his performance targets.

Moving forward, the Board has proposed for Patrick Corso, being a major shareholder of TdC, to subscribe for his Option Shares at the Option Exercise Price to be fixed under the Proposed Grant. Under the Proposed Grant, Patrick Corso will be able to exercise his Option at any time up to a maximum of 20% of the total Option Shares per annual period of the Option Period, subject to Patrick Corso continuing to be employed by TdC Group.

The Board believes that the Proposed Grant will:

- (i) motivate Patrick Corso towards better performance and loyalty to TdC Group through long-term alignment of Patrick Corso's interests with the interest of TdC Group which is to become a regional solutions provider to global carriers and service providers as well as to drive long-term shareholder value enhancement via direct participation in the equity of the Company; and
- (ii) the Proposed Grant is intended to retain and incentivise Patrick Corso whose services are vital to the operations and continued growth of TdC Group and to align his compensation with the share price return enjoyed by all the shareholders.

5. INDUSTRY OVERVIEW, OUTLOOK AND PROSPECTS

5.1 Overview and outlook of the Malaysia Economy

Against the backdrop of a challenging global environment, the Malaysian economy is expected to sustain its growth momentum, expanding by 4.3% – 4.8% in 2019 (2018: 4.7%). The external sector is expected to register a more moderate expansion in tandem with the moderation in global growth. Private sector activity will remain the anchor of growth amid continued rationalization in the public sector. Labour market conditions are expected to remain supportive of growth, while inflation is projected to be broadly stable compared to 2018.

Growth will be supported by the gradual recovery from the unanticipated commodity disruptions in 2018, which will also benefit the manufacturing sector and trade activity. In addition, output from new manufacturing production facilities that will begin operating in 2019 will lend further support to growth. These facilities include large oil refinery and petrochemical facilities, as well as electronics and electrical (“E&E”), chemicals and rubber plants. On the demand side, private sector spending will continue to drive growth. Following the lapse of one-off factors in 2018, private consumption growth is expected to moderate, but remain firm. Household spending will benefit from continued employment and income growth. Employers surveys indicate that salary increments are expected to be sustained between 4.9% – 5.2% in 2019 while the unemployment rate is projected to remain relatively unchanged (3.3% – 3.5%; 2018: 3.4%). Policy measures such as the price ceiling on retail fuel prices, minimum wage adjustment and targeted cash transfers will lend further support to household expenditure. The normalisation of destocking activities by firms will serve as an additional support to growth in 2019. This is partly due to firms readjusting their inventories after the strong demand during the tax holiday period in 2018, which led to firms drawing down from their inventories. In addition, E&E firms which had large stock drawdown towards the end of 2018 in anticipation of weak demand, are less likely to have another significant drawdown in their inventories.

The growth projection is subject to several downside risks, mainly from the global environment. Unresolved trade tensions between the United States of America and People’s Republic of China, and a slower-than-expected global growth will affect Malaysia primarily via the trade and investment channel. The uncertain pace of the monetary policy normalisation in the United States of America could heighten financial market volatility across emerging market economies, leading to volatile two-way capital flows and currency fluctuations. Volatility in the global oil price could also affect export performance and mining sector investment. On the domestic front, a re-occurrence of the commodity supply disruption, partly from unanticipated weather patterns, could affect the recovery in the mining and agriculture sectors. In addition, the oversupply situation in the property market could dampen activity in the construction sector.

The strong fundamentals and the diversified nature of the economy will help Malaysia weather these risks and vulnerabilities while preserving macroeconomic and financial stability. These include a healthy labour market, stable inflation rate, continued surplus in the current account of the balance of payments, deep financial markets, as well as a strong financial sector. Exchange rate flexibility and sufficient level of international reserves further enhance the economy’s capability to withstand external shocks. Moreover, commitment by the Government to fiscal, structural and institutional reforms will contribute to inclusive and sustainable growth going forward.

(Source: Outlook and policy in 2019, Bank Negara Malaysia Report 2018)

The outlook for the Malaysian economy remains resilient in the near term despite considerable external and domestic headwinds. Real Gross Domestic Product (“GDP”) is projected to expand 4.8% and 4.9% in 2018 and 2019, respectively, supported mainly by domestic demand. Private sector expenditure, in particular, household spending will remain as the anchor of growth following a continuous increase in employment and wage amid benign inflation. Meanwhile, private investment will be supported by new and ongoing projects in the services and manufacturing sectors. On the contrary, public expenditure is expected to grow marginally in 2018 and contract in 2019 following the lower capital outlays by public corporations.

(Source: Economic Outlook 2019, Ministry of Finance)

5.2 Overview and outlook of the telecommunication industry

Malaysia broadband penetration rate per 100 inhabitants has surpassed 100% mark in 2017, reaching 117.3%. Broadband subscriptions have increased by 22% to 37.85 million from 31.02 million in 2016. The increase was mainly due to higher mobile broadband subscriptions of 35.26 million, a double-digit growth of 23.6% from 28.53 million in 2016. Factors driving this encouraging growth include individuals connecting more devices through mobile networks to enjoy faster connection speeds over 4G LTE, coupled with attractively priced data packages. Moreover, greater availability of affordable devices also aided mobile broadband take up. In contrast, fixed broadband subscriptions reached 2.59 million, contributed 7% to total broadband subscriptions in 2017. The 2.59 million subscriptions represent a growth of 4% from 2.49 million in 2016.

Specifically, fibre broadband subscriptions continue to rise. In 2017, it added 250,000 subscriptions to 1.43 million, an increase of 21.2% from 1.18 million in 2016. Meanwhile, Asymmetric Digital Subscriber Line (“**ADSL**”) subscriptions has seen a decline of 8.8% to 1.14 million in 2017 (2016: 1.25 million).

Fibre broadband has finally overtaken ADSL as the most popular broadband Internet access method. Ongoing High Speed Broadband initiatives towards improving fibre network coverage has resulted in more consumers migrating from ADSL to fibre.

In addition, doubling the speed of fixed broadband initiatives in conjunction with Government’s announcement during Budget 2017 also contributed to increase in fibre subscriptions.

(Source: Industry Performance Report 2017 by Malaysian Communications and Multimedia Commission, 2018)

In 2017, the Communications and Multimedia (“**C&M**”) industry based on domestic revenue grew 1.2% to RM50.67 billion compared with 0.9% growth previously. For 2018, revenue is expected to remain steady, driven mainly by strong consumer demand for C&M services. Strategic investment in Capex by service providers would effectively ensure infrastructure readiness and service quality going forward. Moreover, the service providers venturing into Small Medium Enterprise (“**SME**”) markets to support digitalization process by adoption of Information and Communications Technology (“**ICT**”) in their business operations would also add to positive earnings impact.

In an effort to generate new economic avenues and ensure sustainable digital economy, the Government continues to emphasize quality connectivity and affordability of C&M services. In 2018, service providers are expected to continue to deploy resources for fibre infrastructure, offering higher speed connectivity. This is guided by the Government’s initiative to double the speed of fixed broadband and further expand the network reach into rural areas. At the same time, this project aims to ensure the safety and security of the nation’s strategic and critical infrastructure.

In addressing affordability, fixed broadband service providers have continued their efforts in upgrading their residential fibre subscriptions; doubled the speed at the same price in 2017. This is also towards meeting the target of entry level broadband prices to 1.14% of GNI in 2018.

Also, Malaysian Communications and Multimedia Commission (“**MCMC**”) in 2017 released the Commission Determination on Mandatory Standard on Access Pricing to regulate prices of wholesale services. MCMC foresee that the service providers will take advantage of this price reduction to supply competitive high-speed broadband services to consumers. This in turn would result in at least 50% reduction of broadband retail prices in coming years in addition to promote sustainable competition in the industry.

MCMC is in the process of spectrum reassignment for 700MHz frequency bands. These bands are currently used for analogue broadcasting service in Malaysia and is expected to be made available for mobile broadband services using LTE technology and beyond 1 January 2019.

Service providers are to ensure provision of higher mobile broadband speed of minimum 30Mbps as well as enhance quality of service and service level availability.

Service providers have been committed in network optimization for both voice and data, and they are expected to continue with these while leveraging analytics for proactive customer experience management. Service providers have offered 4.5G service in 2017 which has twice the speed of 4G services for better data services. Trials on 5G conducted by service providers and vendors seek to achieve speeds of over 1Gbps over the wireless networks.

Strategies such as Radio Access Network sharing and fiberisation of backhaul have also improved network quality and subsequently, customer experience.

(Source: Industry Performance Report 2017 by Malaysian Communications and Multimedia Commission, 2018)

5.3 Prospects of TdC

The telecommunications industry is expected to remain competitive in 2019.

The Malaysian government continues to be focused on finding ways to improve the quality of internet access and increase national broadband penetration rates whilst ensuring broadband prices are kept affordable to the masses. With these national objectives in mind, the Group recently revised its home broadband packages by upgrading its existing packages with faster broadband speeds but at much more affordable prices. The said initiative may result in some initial margin compression in the coming year, but the Group expects to be able to cushion such impact by improved sales volumes. The Group believes that the initiative will also help it maintain its speed and price leadership position, gain further market share in the domestic consumer market and will be strategically beneficial in the longer term.

The Group continues to be committed to delivering an unparalleled quality network experience to all its customers and will do so by continuously improving its existing domestic fibre network and investing to expand its coverage footprint throughout the country. The Group will closely monitor developments in the industry and, when and where deemed appropriate, will introduce new meaningful solutions and services to its customers.

On the regional front, the Group will continue to work with its partners in Thailand, Vietnam and Cambodia to create a seamless regional telecommunications network which will connect Indochina to Malaysia and Singapore. The Group will also look to expand its data centre market presence regionally and grow its current ecosystem of customers to include interconnected players from various industries.

(Source: TdC Quarterly Report on Consolidated Results for the Fourth Quarter Ended 31 December 2018 and Management of TdC)

6. EFFECTS OF THE PROPOSED GRANT

6.1 Issued and paid-up share capital

The Proposed Grant is not expected to have any immediate effect on TdC's existing issued and paid-up share capital. However, TdC's issued and paid-up share capital will increase progressively as and when the Option Shares are allotted and issued pursuant to the exercise of the Option by Patrick Corso.

For illustrative purposes, assuming that the Proposed Grant is implemented as at the LPD, and assuming that the Option is fully exercised immediately, the proforma effects of the Proposed Grant on TdC's issued and paid-up share capital at the expiry of the Option Period are set out in the table below:

| | TdC Shares | |
|---|--------------------|---------------------------|
| | No. | RM |
| Issued and paid-up share capital as at the LPD | 583,701,450 | 1,186,658,884 |
| Maximum TdC Shares to be issued pursuant to full exercise of the Option | 3,300,000 | 25,839,000 ⁽¹⁾ |
| Enlarged issued and paid-up share capital | 587,001,450 | 1,212,497,884 |

Note:

- (1) Based on the illustrative Option Exercise Price of RM7.83, derived from 10% discount to 5-day volume weighted average price of TdC Shares as at the LPD of RM8.6900, before taking into account the Option value arising from the Proposed Grant.

6.2 Substantial shareholders' shareholdings

The Proposed Grant is not expected to have any immediate effect on the shareholdings of TdC's substantial shareholders until such time the Option Shares are allotted and issued pursuant to the exercise of the Option by Patrick Corso. The percentage shareholdings of TdC's substantial shareholders in the future would reduce depending on the number of Option Shares allotted and issued at the relevant point in time.

For illustrative purposes, assuming that the Proposed Grant is implemented as at the LPD and assuming that the Option is fully exercised immediately, the proforma effects of the Proposed Grant on the shareholdings of TdC's substantial shareholders are as follows:

| | As at the LPD | | | After the Proposed Grant and the full exercise of the Option | | | | |
|---|---------------------------|-------|----------------------------|--|---------------------------|-------|----------------------------|-------|
| | Direct | | Indirect | | Direct | | Indirect | |
| | No. of TdC Shares held | % | No. of TdC Shares held | % | No. of TdC Shares held | % | No. of TdC Shares held | % |
| PKV | 177,174,359 | 30.35 | - | - | 177,174,359 | 30.18 | - | - |
| KNB | 65,298,982 | 11.19 | 177,174,359 ⁽²⁾ | 30.35 | 65,298,982 | 11.12 | 177,174,359 ⁽²⁾ | 30.18 |
| Employees Provident Fund Board | 58,268,700 ⁽¹⁾ | 9.98 | - | - | 58,268,700 ⁽¹⁾ | 9.93 | - | - |
| Kumpulan Wang Persaraan (Diperbadankan) | 49,978,948 ⁽¹⁾ | 8.56 | - | - | 49,978,948 ⁽¹⁾ | 8.51 | - | - |
| GTI | - | - | 177,174,359 ⁽²⁾ | 30.35 | - | - | 177,174,359 ⁽²⁾ | 30.18 |
| Megawisra | 2,868,331 | 0.49 | 177,174,359 ⁽³⁾ | 30.35 | 2,868,331 | 0.49 | 177,174,359 ⁽³⁾ | 30.18 |
| Megawisra Investments | - | - | 180,042,690 ⁽⁴⁾ | 30.84 | - | - | 180,042,690 ⁽⁴⁾ | 30.67 |
| Afzal Abdul Rahim | - | - | 180,042,690 ⁽⁵⁾ | 30.84 | - | - | 180,042,690 ⁽⁵⁾ | 30.67 |
| Patrick Corso | 247,866 | 0.04 | 180,042,690 ⁽⁵⁾ | 30.84 | 3,547,866 | 0.60 | 180,042,690 ⁽⁵⁾ | 30.67 |

Notes:

- (1) Including shares held under Citigroup Nominees (Tempatan) Sdn Bhd
- (2) Deemed interested by virtue of its interests held through PKV pursuant to section 8 of the Act
- (3) Deemed interested by virtue of its interests held through PKV via its shareholdings in GTI pursuant to section 8 of the Act
- (4) Deemed interested by virtue of its interests held through PKV and GTI via its shareholdings in Megawisra pursuant to section 8 of the Act
- (5) Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to section 8 of the Act

6.3 NA per share and gearing

The Proposed Grant is not expected to have any effect on TdC's consolidated NA per share and gearing for the FYE 31 December 2019 until such time the Option Shares are allotted and issued pursuant to the exercise of the Option by Patrick Corso. Any potential effect of this on the consolidated NA per share and gearing of TdC will depend on, amongst others, the number of Option Shares to be issued, which can only be determined at the point of the exercise of the Option, and the Option Exercise Price.

6.4 Earnings and EPS

Based on the MFRS 2, the potential cost of granting the Option, after taking into account, amongst others, the number of Option Shares to be allotted and issued and the Option Exercise Price, will need to be measured at fair value on the date of the granting of the Option and recognised as an expense in the consolidated statement of income with a corresponding increase in equity over the Option Period under the Share Option Agreement.

The extent of the effect of the Proposed Grant on TdC's consolidated earnings and EPS cannot be determined at this juncture as it would depend on various factors that affect the fair value of the Option Shares as at the respective exercise dates of the Option. However, it is important to note that the potential cost of the Option does not represent a cash outflow and is only an accounting treatment.

The Proposed Grant will also have an effect on TdC's EPS due to the increase in the number of TdC Shares resulting from the allotment and issuance of Option Shares pursuant to the exercise of the Option by Patrick Corso.

The estimated expenses in relation to the Proposed Grant (excluding the potential impact of the Proposed Grant under MFRS 2) are approximately RM0.25 million, which will be funded through TdC's internally-generated funds.

6.5 Convertible securities

As at the LPD, TdC does not have any existing convertible securities.

7. APPROVALS REQUIRED

The Proposed Grant is subject to the approvals being obtained from the following:

- (i) Bursa Securities for the listing of and quotation for the Option Shares to be issued pursuant to the exercise of the Option by Patrick Corso on the Main Market of Bursa Securities, which was obtained on 15 April 2019, and amongst others, subject to the following conditions:

| No. | Conditions imposed | Status of compliance |
|-----|--|----------------------|
| (a) | TdC and CIMB must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Grant; | Noted |
| (b) | TdC and CIMB to inform Bursa Securities upon the completion of the Proposed Grant; and | To be complied |
| (c) | CIMB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Grant is completed. | To be complied |

(ii) the Company's shareholders at an EGM to be convened.

The Proposed Grant is not conditional or inter-conditional upon any other corporate exercise and/or scheme which has been announced by the Company.

8. CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Allocation, and Ratification and Approval as stated in Part A, Part C and Part D of this Circular respectively, there are no other proposals announced but pending completion prior to the printing of this Circular.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

Patrick Corso is deemed interested in the TdC Shares held through TdC's direct major shareholders (PKV, Megawisra and GTI) via his shareholdings in Megawisra Investments pursuant to section 8 of the Act. KNB is a partner of Patrick Corso by virtue of its shareholding in PKV. The CEO of TdC is a partner of Patrick Corso by virtue of his shareholdings in Megawisra Investments.

Accordingly, PKV, KNB, GTI, Megawisra, Megawisra Investments, the CEO and Patrick Corso ("**Interested Major Shareholders**") are deemed interested in the Proposed Grant and will abstain from voting in respect of their direct and/or indirect shareholdings in TdC on the resolution pertaining to the Proposed Grant to be tabled at the Company's EGM to be convened.

Elakumari Kantilal who is a nominee director of KNB in TdC, the CEO, and Patrick Corso are deemed interested in the Proposed Grant ("**Interested Directors**").

As such, the Interested Directors have abstained and will continue to abstain from deliberating on the resolution pertaining to the Proposed Grant at the relevant Board meetings.

The Interested Major Shareholders and Interested Directors have also undertaken to ensure that persons connected to them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Proposed Grant to be tabled at the Company's EGM to be convened.

Save as disclosed above, none of the Company's directors, major shareholders and/or persons connected to them has any interest, direct and/or indirect, in the Proposed Grant.

10. DIRECTORS' RECOMMENDATION

The Board (excluding the Interested Directors), having considered all aspects of the Proposed Grant (including but not limited to the rationale for and effects of the Proposed Grant as set out in sections 4 and 6 of Part B of this Circular), is of the opinion that the Proposed Grant is in the best interest of the Company.

Accordingly, our Board (excluding the Interested Directors), recommends that you vote in favour of the resolution pertaining to the Proposed Grant to be tabled at the forthcoming EGM.

11. HISTORICAL SHARE PRICE

The monthly highest and lowest transacted market prices of TdC Shares for 12 months from April 2018 to March 2019 (being the last full trading month prior to the LPD) are as follows:

| | High (RM) | Low (RM) |
|-------------|-----------|----------|
| 2018 | | |
| April | 8.40 | 7.80 |
| May | 8.47 | 7.06 |
| June | 8.50 | 7.54 |
| July | 8.40 | 7.64 |
| August | 8.40 | 8.00 |
| September | 8.31 | 8.01 |
| October | 8.30 | 7.51 |
| November | 8.37 | 7.51 |
| December | 8.30 | 7.76 |
| 2019 | | |
| January | 8.50 | 7.92 |
| February | 8.36 | 7.75 |
| March | 8.88 | 8.00 |

| | |
|---|--------|
| Last transacted market price of TdC Shares as at the LTD, being the latest date immediately prior to the Announcement | RM8.19 |
| Last transacted market price as at the LPD prior to the printing of this Circular | RM8.70 |
| Last transacted market price as at 22 April 2019 prior to the printing of this Circular | RM9.05 |

12. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Company expects to complete the Proposed Grant by the third quarter of 2019.

13. EGM

Our EGM will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m., or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Proposed Grant.

If you are not able to attend and vote in person at our EGM, you are requested to complete and sign the enclosed Proxy Form, in accordance with the instructions therein. Please return the Proxy Form to our Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on or before Thursday, 13 June 2019 at 11.00 a.m.. You are still allowed to attend and vote in person at our forthcoming EGM even if you have submitted the Proxy Form.

14. FURTHER INFORMATION

You are advised to refer to the attached Appendix I for further information.

Yours faithfully
For and on behalf of the Board of
TIME dotCom Berhad

RONNIE KOK LAI HUAT
Senior Independent Non-Executive Director

PART C

LETTER TO OUR SHAREHOLDERS IN RELATION TO THE RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 650,984 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,200 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

Registered Office:

Level 4, No. 14,
Jalan Majistret U1/26,
Hicom Glenmarie Industrial Park,
40150, Shah Alam,
Selangor Darul Ehsan,
Malaysia.

29 April 2019

Board of Directors:

Abdul Kadir bin Md Kassim (*Independent Non-Executive Director (Chairman)*)
Elakumari a/p Kantilal (*Non-Independent Non-Executive Director*)
Ronnie Kok Lai Huat (*Senior Independent Non-Executive Director*)
Hong Kean Yong (*Independent Non-Executive Director*)
Mark Guy Dioguardi (*Independent Non-Executive Director*)
Afzal bin Abdul Rahim (*Non-Independent Executive Director (Chief Executive Officer)*)
Patrick Corso (*Non-Independent Executive Director*)
Lee Guan Hong (*Non-Independent Executive Director*)

To our shareholders

Sir/Madam,

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 650,984 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,200 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

1. INTRODUCTION

On 15 February 2019, our Company announced that our Board resolved to seek shareholders' ratification at the Company's forthcoming EGM for the specific allotment of the vested TdC Shares to Lee Guan Hong pursuant to the existing Share Grant Plan.

On 28 February 2019, our Company announced that Lee Guan Hong has remaining share grants to be vested under the existing Share Grant Plan and proposes to seek the shareholders' approval for the remaining TdC Share grants to be vested to Lee Guan Hong in the Company's forthcoming EGM.

THE PURPOSE OF PART C OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE RATIFICATION AND APPROVAL (IN RELATION TO LEE GUAN HONG) AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE RATIFICATION AND APPROVAL (IN RELATION TO LEE GUAN HONG) TO BE TABLED AT OUR FORTHCOMING EGM. A NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE RATIFICATION AND APPROVAL (IN RELATION TO LEE GUAN HONG) TO BE TABLED AT OUR FORTHCOMING EGM.

2. VESTED TdC SHARES AND NEW TdC SHARES TO BE VESTED

At the EGM of the Company held on 28 June 2012, the shareholders of the Company approved the existing Share Grant Plan to Eligible Persons and the issuance and allotment of shares to Eligible Persons not exceeding 10% of the Company's issued and paid-up capital. At the time, the only ED of the Company was the CEO who declined to participate in the existing Share Grant Plan.

The Company subsequently appointed additional EDs to its Board and has allocated an award of new TdC Shares to Lee Guan Hong, an ED under the existing Share Grant Plan, as follows:

| <u>Year granted</u> | <u>Total TdC Shares allocated under the existing Share Grant Plan</u> |
|---------------------|---|
| 2014 | 105,408 |
| 2015 | 263,550 |
| 2016 | 423,226 |
| Total | 792,184 |

The details of the TdC Shares that have been vested and new TdC Shares which have yet to be vested to Lee Guan Hong under the above entitlements are set out in section 2.1 and section 2.2 below.

2.1 Vested TdC Shares

| <u>Vesting date</u> | <u>Number of vested TdC Shares</u> |
|---------------------|------------------------------------|
| 27 July 2017 | 378,198 |
| 27 July 2018 | 272,786 |
| Total | 650,984 |

2.2 New TdC Shares to be vested

| <u>Expected vesting date</u> | <u>Number of new TdC Shares to be vested</u> |
|------------------------------|--|
| 31 July 2019 | 141,200 |

The vested TdC Shares and new TdC Shares to be vested to Lee Guan Hong are in respect of allocations that were granted for performance targets in the abovementioned periods whilst the Proposed Allocation described in Part A of this Circular is in respect of new allocations to be granted to Lee Guan Hong during the duration of the existing Share Grant Plan, subject to his performance targets being achieved.

3. RATIFICATION AND APPROVAL

- 3.1 Pursuant to Paragraph 6.06 of the Listing Requirements, the Company must ensure that it does not issue shares or other convertible securities to a director, major shareholder or chief executive of the Company (“**interested director**”, “**interested major shareholder**” and “**interested chief executive**”) or a person connected with an interested director, interested major shareholder or interested chief executive, unless shareholders in general meeting have approved the specific allotment to be made to such persons.

During the course of a periodic review of compensation, including the award of share grant and options, it was found that apart from the shareholders' approval given for the existing Share Grant Plan at the EGM held on 28 June 2012, a specific separate and additional shareholders' approval is required where a share grant is awarded to an ED. This shareholders' approval was not previously obtained under Paragraph 6.06 of the Listing Requirements.

Therefore, the allotment and issuance of TdC Shares to or for the benefit of Lee Guan Hong that have been vested in Lee Guan Hong as stated in section 2.1 of Part C of this Circular, are subject to the ratification of the Company's shareholders. Our Company will be seeking the shareholders' ratification of the same at the EGM to be convened.

- 3.2 As Lee Guan Hong is an ED of the Company, the allotment and issuance of new TdC Shares to or for the benefit of Lee Guan Hong as stated in section 2.2 of Part C of this Circular will require the approval of the Company's shareholders. Our Company will be seeking the shareholders' approval for the same at the EGM to be convened.

4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

- 4.1 Lee Guan Hong, being a director of TdC, is deemed interested in the Ratification (only to the extent of the ratification of the allotment and issuance of 650,984 TdC Shares to or for the benefit of Lee Guan Hong pursuant to TdC's existing Share Grant Plan) and Approval (only to the extent of approval for the proposed allotment and issuance of 141,200 new TdC Shares to or for the benefit of Lee Guan Hong pursuant to vestings under TdC's existing Share Grant Plan) in view of his eligibility for the new TdC Shares to be issued and allotted pursuant to the By-Laws of the existing Share Grant Plan. Accordingly, Lee Guan Hong has abstained and will continue to abstain from deliberating and voting on the resolution pertaining to the same at the relevant Board meetings.

Lee Guan Hong has also undertaken to ensure that he and persons connected to him (if any) will abstain from voting in respect of his and/or their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Ratification (only to the extent of the ratification of the allotment and issuance of 650,984 TdC Shares to or for the benefit of Lee Guan Hong pursuant to TdC's existing Share Grant Plan) and Approval (only to the extent of approval for the proposed allotment and issuance of 141,200 new TdC Shares to or for the benefit of Lee Guan Hong pursuant to vestings under TdC's existing Share Grant Plan) to be tabled at the Company's EGM to be convened.

As at the LPD, Lee Guan Hong holds a direct interest of 776,850 TdC Shares.

- 4.2 Save as disclosed above, none of the Company's directors, major shareholders and/or persons connected to them has any interest, direct and/or indirect, in the Ratification and Approval (in relation to Lee Guan Hong).

5. DIRECTORS' RECOMMENDATION

The Board (excluding Lee Guan Hong), having considered all aspects of the Ratification (only to the extent of the ratification of the allotment and issuance of 650,984 TdC Shares to or for the benefit of Lee Guan Hong pursuant to TdC's existing Share Grant Plan) and the Approval (only to the extent of approval for the proposed allotment and issuance of 141,200 new TdC Shares to or for the benefit of Lee Guan Hong pursuant to vestings under TdC's existing Share Grant Plan), is of the opinion that the same is in the best interest of the Company.

Accordingly, our Board (excluding Lee Guan Hong) recommends that you vote in favour of the resolution pertaining to the same to be tabled at the forthcoming EGM.

6. EGM

Our EGM will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Ratification and Approval (in relation to Lee Guan Hong).

If you are not able to attend and vote in person at our EGM, you are requested to complete and sign the enclosed Proxy Form, in accordance with the instructions therein. Please return the Proxy Form to our Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on or before Thursday, 13 June 2019 at 11.00 a.m.. You are still allowed to attend and vote in person at our forthcoming EGM even if you have submitted the Proxy Form.

Yours faithfully
For and on behalf of the Board of
TIME dotCom Berhad

RONNIE KOK LAI HUAT
Senior Independent Non-Executive Director

PART D

LETTER TO OUR SHAREHOLDERS IN RELATION TO THE RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,866 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,934 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

Registered Office:

Level 4, No. 14,
Jalan Majistret U1/26,
Hicom Glenmarie Industrial Park,
40150, Shah Alam,
Selangor Darul Ehsan,
Malaysia.

29 April 2019

Board of Directors:

Abdul Kadir bin Md Kassim (*Independent Non-Executive Director (Chairman)*)
Elakumari a/p Kantilal (*Non-Independent Non-Executive Director*)
Ronnie Kok Lai Huat (*Senior Independent Non-Executive Director*)
Hong Kean Yong (*Independent Non-Executive Director*)
Mark Guy Dioguardi (*Independent Non-Executive Director*)
Afzal bin Abdul Rahim (*Non-Independent Executive Director (Chief Executive Officer)*)
Patrick Corso (*Non-Independent Executive Director*)
Lee Guan Hong (*Non-Independent Executive Director*)

To our shareholders

Sir/Madam,

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,866 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO TDC'S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,934 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER TDC'S EXISTING SHARE GRANT PLAN

1. INTRODUCTION

On 15 February 2019, our Company announced that our Board resolved to seek shareholders' ratification at the Company's forthcoming EGM for the specific allotment of the vested TdC Shares to Patrick Corso pursuant to the existing Share Grant Plan.

On 28 February 2019, our Company announced that Patrick Corso has remaining share grants to be vested under the existing Share Grant Plan and proposes to seek the shareholders' approval for the remaining TdC Share grants to be vested to Patrick Corso in the Company's forthcoming EGM.

THE PURPOSE OF PART D OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS OF THE RATIFICATION AND APPROVAL (IN RELATION TO PATRICK CORSO) AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION PERTAINING TO THE RATIFICATION AND APPROVAL (IN RELATION TO PATRICK CORSO) TO BE TABLED AT OUR FORTHCOMING EGM. A NOTICE OF THE EGM TOGETHER WITH THE PROXY FORM IS ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR INCLUDING THE APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE RATIFICATION AND APPROVAL (IN RELATION TO PATRICK CORSO) TO BE TABLED AT OUR FORTHCOMING EGM.

2. VESTED TDC SHARES AND NEW TDC SHARES TO BE VESTED

At the EGM of the Company held on 28 June 2012, the shareholders of the Company approved the existing Share Grant Plan to Eligible Persons and the issuance and allotment of shares to Eligible Persons not exceeding 10% of the Company's issued and paid-up capital. At the time, the only ED of the Company was the CEO who declined to participate in the existing Share Grant Plan.

The Company subsequently appointed additional EDs to its Board and has allocated an award of new TdC Shares to Patrick Corso, an ED under the existing Share Grant Plan, as follows:

| <u>Year granted</u> | <u>Total TdC Shares allocated under the existing Share Grant Plan</u> |
|---------------------|---|
| 2016 | 371,800 |

The details of the TdC Shares that have been vested and new TdC Shares which have yet to be vested for Patrick Corso under the above entitlement are set out in section 2.1 and section 2.2 below.

2.1 Vested TdC Shares

| <u>Vesting date</u> | <u>Number of vested TdC Shares</u> |
|---------------------|------------------------------------|
| 27 July 2018 | 247,866 |

2.2 New TdC Shares to be vested

| <u>Expected vesting date</u> | <u>Number of new TdC Shares to be vested</u> |
|------------------------------|--|
| 31 July 2019 | 123,934 |

3. RATIFICATION AND APPROVAL

- 3.1 Pursuant to Paragraph 6.06 of the Listing Requirements, the Company must ensure that it does not issue shares or other convertible securities to a director, major shareholder or chief executive of the Company ("**interested director**", "**interested major shareholder**" and "**interested chief executive**") or a person connected with an interested director, interested major shareholder or interested chief executive, unless shareholders in general meeting have approved the specific allotment to be made to such persons.

During the course of a periodic review of compensation, including the award of share grant and options, it was found that apart from the shareholders' approval given for the existing Share Grant Plan at the EGM held on 28 June 2012, a specific separate and additional shareholders' approval is required where a share grant is awarded to an ED. This shareholders' approval was not previously obtained under Paragraph 6.06 of the Listing Requirements.

Therefore, the allotment and issuance of TdC Shares to or for the benefit of Patrick Corso that have been vested in Patrick Corso as stated in section 2.1 of Part D of this Circular, are subject to the ratification of the Company's shareholders. Our Company will be seeking the shareholders' ratification of the same at the EGM to be convened.

- 3.2 As Patrick Corso is an ED and major shareholder of the Company, the allotment and issuance of new TdC Shares to or for the benefit of Patrick Corso as stated in section 2.2 of Part D of this Circular will require the approval of the Company's shareholders. Our Company will be seeking the shareholders' approval for the same at the EGM to be convened.

4. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

- 4.1 Patrick Corso is deemed interested in the TdC Shares held through TdC's direct major shareholders (PKV, Megawisra and GTI) via his shareholdings in Megawisra Investments pursuant to section 8 of the Act. KNB is a partner of Patrick Corso by virtue of its shareholding in PKV. The CEO of TdC is a partner of Patrick Corso by virtue of his shareholdings in Megawisra Investments.

Accordingly, PKV, KNB, GTI, Megawisra, Megawisra Investments, the CEO and Patrick Corso ("**Interested Major Shareholders**") are deemed interested in the Ratification (only to the extent of the ratification of the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso pursuant to TdC's existing Share Grant Plan) and Approval (only to the extent of approval for the proposed allotment and issuance of 123,934 new TdC Shares to or for the benefit of Patrick Corso pursuant to vestings under TdC's existing Share Grant Plan). The Interested Major Shareholders will abstain from voting in respect of their direct and/or indirect shareholdings in TdC on the resolution pertaining to the same to be tabled at the Company's EGM to be convened.

Elakumari Kantilal who is a nominee director of KNB in TdC, the CEO, and Patrick Corso ("**Interested Directors**") are directors deemed interested in the Ratification (only to the extent of the ratification of the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso pursuant to TdC's existing Share Grant Plan) and Approval (only to the extent of approval for the proposed allotment and issuance of 123,934 new TdC Shares to or for the benefit of Patrick Corso pursuant to vestings under TdC's existing Share Grant Plan). As such, the Interested Directors have abstained and will continue to abstain from deliberating on the resolution pertaining to the same at the relevant Board meetings.

The Interested Major Shareholders and Interested Directors have also undertaken to ensure that persons connected to them (if any) will abstain from voting in respect of their direct and/or indirect shareholdings in the Company on the resolution pertaining to the Ratification (only to the extent of the ratification of the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso pursuant to TdC's existing Share Grant Plan) and Approval (only to the extent of approval for the proposed allotment and issuance of 123,934 new TdC Shares to or for the benefit of Patrick Corso pursuant to vestings under TdC's existing Share Grant Plan) to be tabled at the Company's EGM to be convened.

- 4.2 Save as disclosed above, none of the Company's directors, major shareholders and/or persons connected to them has any interest, direct and/or indirect, in the Ratification and Approval (in relation to Patrick Corso).

5. DIRECTORS' RECOMMENDATION

The Board (excluding Interested Directors defined in section 9 and section 4.1 of Part B and Part D of this Circular respectively) having considered all aspects of the Ratification (only to the extent of the ratification of the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso pursuant to TdC's existing Share Grant Plan) and the Approval (only to the extent of approval for the proposed allotment and issuance of 123,934 new TdC Shares to or for the benefit of Patrick Corso pursuant to vestings under TdC's existing Share Grant Plan), is of the opinion that the same is in the best interest of the Company.

Accordingly, our Board (excluding Interested Directors defined in section 9 and section 4.1 of Part B and Part D of this Circular respectively) recommends that you vote in favour of the resolution pertaining to the same to be tabled at the forthcoming EGM.

6. EGM

Our EGM will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the ordinary resolution to give effect to the Ratification and Approval (in relation to Patrick Corso).

If you are not able to attend and vote in person at our EGM, you are requested to complete and sign the enclosed Proxy Form, in accordance with the instructions therein. Please return the Proxy Form to our Share Registrar, Mega Corporate Services Sdn Bhd, Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on or before Thursday, 13 June 2019 at 11.00 a.m.. You are still allowed to attend and vote in person at our forthcoming EGM even if you have submitted the Proxy Form.

Yours faithfully
For and on behalf of the Board of
TIME dotCom Berhad

RONNIE KOK LAI HUAT
Senior Independent Non-Executive Director

1. DIRECTORS' RESPONSIBILITY

This Circular has been seen and approved by our Board who individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement herein misleading.

2. CONSENT

CIMB has given and has not subsequently withdrawn its written consent for the inclusion of its name and all references thereto in the form and context in which they appear in this Circular in relation to the Proposed Allocation and Proposed Grant.

3. DECLARATION OF CONFLICT OF INTEREST

CIMB, its related and associated companies, as well as its holding company, CIMB Group Holdings Berhad and the subsidiaries and associated companies of its holding company (the "CIMB Group") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses. The CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Group. In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with our Company and any of its affiliates and/or any other person(s), hold long or short positions in securities issued by us and/or our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account for the account of its other customers in debt or equity securities or senior loans of our Company and/or our affiliates. This is a result of the businesses of CIMB Group generally acting independently of each other and accordingly, there may be situations where parts of the CIMB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of the Group.

As at the LPD, CIMB Bank Berhad has in the ordinary course of its banking business, extended credit facilities to our Group.

CIMB has confirmed that the abovementioned extension of credit facilities does not result in conflict of interest situation in respect of its role as the Adviser for the Proposed Allocation and Proposed Grant due to the following:

- (i) CIMB Bank Berhad is a licensed commercial bank and the extension of credit facilities to the Company arose in the ordinary course of business of CIMB Bank Berhad; and
- (ii) the total credit facilities granted by CIMB Bank Berhad are not material when compared to the audited NA of the CIMB Group as at 31 December 2018.

In addition to the above, Afzal Abdul Rahim who is the Chief Executive Officer of TdC is also an Independent Director for CIMB Group Holdings Berhad since 31 January 2019. CIMB is of the view that this does not result in conflict of interest situation in respect of our capacity as the Adviser for the Proposed Allocation and Proposed Grant as Afzal Abdul Rahim's directorship for CIMB Group Holdings Berhad is in a non-executive capacity and does not extend to the day-to-day operations and management of CIMB Group and CIMB has its own board of directors for decision-making purposes and operates independently from CIMB Group Holdings Berhad's board of directors.

4. MATERIAL LITIGATION

As at the LPD, neither our Company nor our subsidiaries are involved in any material litigation, claim and arbitration, either as plaintiff or defendant, which may materially and adversely affect our financial position or business and our Board is not aware of any proceedings pending or threatened against our Company and its subsidiaries or any fact likely to give rise to any proceedings which may materially and adversely affect our financial position or business.

5. MATERIAL COMMITMENTS

As at 31 December 2018, our Board is not aware of any material capital commitments incurred or known to be incurred by our Group which may, upon becoming enforceable, have a material impact to our Group's profits or NA:

| | <u>RM 000</u> |
|--|-----------------------|
| Property, plant and equipment | |
| (a) Approved and contracted but not provided for in the financial statements | 113,327 |
| (b) Approved but not contracted for | <u>98,634</u> |
| | <u>211,961</u> |

6. CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial position of our Group.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at our registered office at Level 4, No. 14, Jalan Majistret U1/26, Hicom Glenmarie Industrial Park, 40150, Shah Alam, Selangor Darul Ehsan from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our forthcoming EGM:

- (i) the constitution of our Company;
- (ii) our audited consolidated financial statements for the past 2 FYEs 31 December 2017 and 31 December 2018;
- (iii) the draft Share Option Agreement; and
- (iv) letter of consent referred to in section 2 of this Appendix I.

TIMETM
TIME DOTCOM BERHAD
(Company No.: 413292-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting (“**EGM**”) of TIME dotCom Berhad (“**TdC**” or “**Company**”) will be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 22nd Annual General Meeting (which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof), whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ALLOCATION, AWARD, VESTING, ALLOTMENT AND ISSUANCE OF UP TO 2,500,000 NEW ORDINARY SHARES IN THE COMPANY UNDER THE EXISTING SHARE GRANT PLAN TO, IN AND/OR FOR THE BENEFIT OF LEE GUAN HONG, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF THE COMPANY

“That, subject to the approvals of all relevant authorities being obtained (where required), approval and authority be and are given for and to the directors of the Company to allocate, award, vest, allot and issue to, in and/or for the benefit of Lee Guan Hong, at any time and from time to time up to 2,500,000 new ordinary shares in the capital of the Company (“**TdC Shares**”) pursuant to, subject to and in accordance with the terms of the Company’s existing share grant plan that was approved by the shareholders of the Company at the EGM of the Company held on 28 June 2012 (“**Existing Share Grant Plan**”), such new TdC Shares to be, upon allotment and issuance, ranking equally in all respects with the then existing issued TdC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TdC Shares are credited into the central depository system account of Lee Guan Hong.

And that the directors of the Company be and are authorised to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.”

ORDINARY RESOLUTION 2

PROPOSED GRANT OF A SHARE OPTION TO PATRICK CORSO, A NON-INDEPENDENT EXECUTIVE DIRECTOR OF THE COMPANY, TO SUBSCRIBE FOR UP TO 3,300,000 NEW ORDINARY SHARES IN THE COMPANY

“That, subject to the approvals of all relevant authorities being obtained (where required):

- (a) approval be and is given for the Company to enter into a share option agreement with Patrick Corso pursuant to which an option shall be granted to Patrick Corso to subscribe for up to 3,300,000 new TdC Shares, subject to and in accordance with the terms of the said share option agreement;
- (b) approval and authority be and are given for and to the directors of the Company to allot and issue at any time and from time to time such number of new TdC Shares as may be required to be issued to or for the benefit of Patrick Corso pursuant to the said option, subject to and in accordance with the terms of the said share option agreement, such new TdC Shares to be, upon allotment and issuance, ranking equally in all respects with the then existing issued TdC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TdC Shares are credited into the central depository system account of Patrick Corso; and
- (c) approval and authority be and are given for and to the directors to negotiate, finalise and execute, for and on behalf of the Company, the said share option agreement, and from time to time to do all such

acts and things, execute all such documents and instruments, and enter into all such transactions, arrangements, agreements, deeds and/or undertakings as may be necessary or expedient in order to give full effect to this resolution.

And that the directors of the Company be and are authorised to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.”

ORDINARY RESOLUTION 3

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 650,984 TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG, PURSUANT TO THE COMPANY’S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 141,200 NEW TDC SHARES TO OR FOR THE BENEFIT OF LEE GUAN HONG PURSUANT TO VESTINGS UNDER THE COMPANY’S EXISTING SHARE GRANT PLAN

“That, subject to the approvals of all relevant authorities being obtained (where required):

- (a) the allotment and issuance of 650,984 TdC Shares to or for the benefit of Lee Guan Hong on 18 July 2017 and 18 July 2018 pursuant to the Company’s Existing Share Grant Plan be and are ratified; and that all acts, deeds and things carried out by the directors of the Company and/or the Company in connection with this resolution be and are ratified; and
- (b) approval and authority be and are given for and to the directors of the Company to allot and issue at any time, 141,200 new TdC Shares pursuant to vestings in Lee Guan Hong under the Existing Share Grant Plan, subject to and in accordance with the terms of the Existing Share Grant Plan, such new TdC Shares to be, upon allotment and issuance, ranking equally in all respects with the then existing issued TdC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TdC Shares are credited into the central depository system account of Lee Guan Hong.

And that the directors of the Company be and are authorised to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.”

ORDINARY RESOLUTION 4

RATIFICATION OF THE ALLOTMENT AND ISSUANCE OF 247,866 TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO THE COMPANY’S EXISTING SHARE GRANT PLAN; AND APPROVAL FOR THE PROPOSED ALLOTMENT AND ISSUANCE OF 123,934 NEW TDC SHARES TO OR FOR THE BENEFIT OF PATRICK CORSO PURSUANT TO VESTINGS UNDER THE COMPANY’S EXISTING SHARE GRANT PLAN

“That, subject to the approvals of all relevant authorities being obtained (where required):

- (a) the allotment and issuance of 247,866 TdC Shares to or for the benefit of Patrick Corso on 18 July 2018 pursuant to the Existing Share Grant Plan be and are ratified; and that all acts, deeds and things carried out by the directors of the Company and/or the Company in connection with this resolution be and are ratified; and
- (b) approval and authority be and are given for and to the directors of the Company to allot and issue at any time, 123,934 new TdC Shares pursuant to vestings in Patrick Corso under the Existing Share Grant Plan, subject to and in accordance with the terms of the Existing Share Grant Plan, such new TdC Shares to be, upon allotment and issuance, ranking equally in all respects with the then existing issued TdC Shares, save and except that they shall not be entitled to any dividend, right, entitlement, allotment and/or any other distribution for which the entitlement date is prior to the date on which the new TdC Shares are credited into the central depository system account of Patrick Corso.

And that the directors of the Company be and are authorised to give effect to all the matters described in this resolution with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as they may deem fit and/or as may be required by the relevant regulatory authorities.”

By order of the Board.

Misni Aryani Muhamad
(LS 0009413)
Secretary
Selangor Darul Ehsan
29 April 2019

NOTES:

1. *For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depository as at 10 June 2019. Only a depositor whose name appears on the Record of Depositors as at 10 June 2019 shall be regarded as a member entitled to attend, speak and vote at the Company's EGM or appoint proxies to attend and/or vote on his/her behalf.*
2. *A member entitled to attend and vote at this EGM 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 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.*
7. *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, **Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur** 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.*

TIMETM
TIME DOTCOM BERHAD
 (Company No.: 413292-P)
 (Incorporated in Malaysia)

PROXY FORM

| No. of ordinary shares held | CDS Account No. | | | | | | | | | | |
|-----------------------------|-----------------|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | |

I/We, _____ Identification/Company No. _____
 (Name in block letters)
 of _____
 (Full Address)

being a member/members of **TIME dotCom Berhad ("TdC or Company")** hereby appoint the following person(s):-

| Name of Proxy & NRIC | No. of shares to be represented by Proxy |
|----------------------|--|
| 1. | |
| 2. | |

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at Saujana Ballroom, Ground Floor, Saujana Hotel, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia on Friday, 14 June 2019 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 22nd Annual General Meeting of TdC, which will be held at the same venue and on the same day at 9.30 a.m. or any adjournment thereof, whichever is later.

You may indicate with an "x" or "✓" in the boxes provided below how you wish your votes to be cast. Please note that the filling of this form is for indicative purposes only and shall not bind the Company or in any way oblige or require the Company to ensure that your proxy shall vote in the manner as indicated by you.

Please take further note that the Company shall accept the vote cast by your proxy as a valid vote whether or not your proxy has acted in accordance with your instructions.

| Resolution | For | Against |
|--|-----|---------|
| Ordinary Resolution 1: Proposed Allocation, Award, Vesting, Allotment And Issuance Of Up To 2,500,000 New Ordinary Shares In The Company Under The Existing Share Grant Plan To, In And/Or For The Benefit Of Lee Guan Hong, A Non-Independent Executive Director Of The Company | | |
| Ordinary Resolution 2: Proposed Grant Of A Share Option To Patrick Corso, A Non-Independent Executive Director Of The Company, To Subscribe For Up To 3,300,000 New Ordinary Shares In The Company | | |
| Ordinary Resolution 3: Ratification Of The Allotment And Issuance Of 650,984 TdC Shares To Or For The Benefit Of Lee Guan Hong Pursuant To The Company's Existing Share Grant Plan; And Approval For The Proposed Allotment And Issuance Of 141,200 New TdC Shares To Or For The Benefit Of Lee Guan Hong Pursuant To Vestings Under The Company's Existing Share Grant Plan | | |
| Ordinary Resolution 4: Ratification Of The Allotment And Issuance Of 247,866 TdC Shares To Or For The Benefit Of Patrick Corso Pursuant To The Company's Existing Share Grant Plan; And Approval For The Proposed Allotment And Issuance Of 123,934 New TdC Shares To Or For The Benefit Of Patrick Corso Pursuant To Vestings Under The Company's Existing Share Grant Plan | | |

Signed this _____ day of _____ 2019.

 Signature/Common Seal of Appointer

NOTES:

1. For the purpose of determining a member who shall be entitled to attend this EGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depository as at 10 June 2019. Only a depositor whose name appears on the Record of Depositors as at 10 June 2019 shall be regarded as a member entitled to attend, speak and vote at the Company's EGM or appoint proxies to attend and/or vote on his/her behalf.
2. A member entitled to attend and vote at this EGM 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 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.
7. 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, **Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur** 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.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

MEGA CORPORATE SERVICES SDN BHD

Level 15-2,
Bangunan Faber Imperial Court,
Jalan Sultan Ismail,
50250 Kuala Lumpur,
Malaysia

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