

**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 INDEPENDENT ADVISERS IMMEDIATELY.**

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**TIME**<sup>TM</sup>

**TIME DOTCOM BERHAD**

*(Company No. 413292-P)*

*(Incorporated in Malaysia under the Companies Act, 1965)*

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO THE**

**PROPOSED SHAREHOLDERS' MANDATE TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES**

**AND**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

*Advised by:*



CIMB Investment Bank Berhad (18417-M)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of Extraordinary General Meeting ("**EGM**") and the Form of Proxy for the EGM are set out in this Circular. Our EGM will be held as follows:

- |  |  |
|--|--|
| Date and time of the EGM                         | : Monday, 27 June 2011 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of our 14 <sup>th</sup> Annual General Meeting, which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment thereof, whichever is later |
| Venue of the EGM                                 | : Saujana Ballroom, Ground Floor, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan   |
| Last date and time for lodging the Form of Proxy | : Saturday, 25 June 2011 at 11.00 a.m.   |

This Circular is dated 10 June 2011

## DEFINITIONS

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The following definitions shall apply throughout this Circular unless the context requires otherwise:

Abdul Kadir	:	Abdul Kadir Md Kassim
Act	:	Companies Act, 1965, as may be amended, modified or re-enacted from time to time
Afzal	:	Afzal Abdul Rahim
AGM	:	Annual general meeting
AIMS Data Centre	:	AIMS Data Centre Sdn Bhd
AIMS Cyberjaya	:	AIMS Cyberjaya Sdn Bhd
AIMS Data Centre 2	:	AIMS Data Centre 2 Sdn Bhd
AIMS Group	:	TAAG and/or its subsidiaries, AIMS Data Centre 2 and/or AIMS Cyberjaya (which are each individually held by Megawisra)
Annual Report	:	Annual Report of TIME dotCom Berhad for the financial year ended 31 December 2010
Audit Committee	:	Audit Committee of TdC
Axiata	:	Axiata Group Berhad
Axiata Group	:	Axiata and its subsidiaries, collectively
Board	:	Board of Directors of TdC
Bursa Securities	:	Bursa Malaysia Securities Berhad
CIMB or Adviser	:	CIMB Investment Bank Berhad
CIMB Group	:	CIMB and its related and associated companies, collectively
CIMB Group HB	:	CIMB Group Holdings Berhad
CMSA	:	Capital Markets and Services Act, 2007, as may be amended, modified or re-enacted from time to time
Director	:	Director of TdC, and "Directors" shall be construed accordingly
EGM	:	Extraordinary general meeting
Elakumari	:	Elakumari Kantilal
GTC	:	Global Transit Communications Sdn Bhd
GTI	:	Global Transit International Sdn Bhd
GTL	:	Global Transit Limited (Labuan)
Hakikat Pasti	:	Hakikat Pasti Sdn Bhd
IP	:	Internet protocol
Interested Directors	:	Abdul Kadir, Elakumari, Megat Hisham and Afzal, collectively
Interested Major Shareholders	:	PKV, TEB, UEMG, KNB, GTI, Megawisra, Megawisra Investments, Afzal, Te-Shen
KNB	:	Khazanah Nasional Berhad
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities

## DEFINITIONS *(cont'd)*

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Major Shareholder(s)	: Any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is:  (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or  (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.  For the purpose of this definition, “ <b>interest in shares</b> ” has the meaning given in Section 6A of the Act
MAS	: Malaysia Airlines System Berhad
Measat	: Measat Broadcast Network Systems Sdn Bhd
Megat Hisham	: Megat Hisham Hassan
Megawisra	: Megawisra Sdn Bhd
Megawisra Investments	: Megawisra Investments Ltd
Memorandum and Articles of Association	: Memorandum and Articles of association of TdC
Proposal or Proposed New Recurrent RPT Mandate	: Proposed shareholders’ mandate for the TdC Group to enter into Recurrent RPTs in the ordinary course of business which are necessary for TdC Group’s day to day operations
Proton	: Proton Holdings Berhad
Proton Group	: Proton Holdings Berhad, its subsidiaries and other related companies, collectively
PKV	: Pulau Kapas Ventures Sdn Bhd
POS	: Pos Malaysia Berhad
Previous Recurrent RPT Mandate	: The shareholders’ mandate granted on 28 June 2010 for the TdC Group to enter into Recurrent RPTs in the ordinary course of business which are necessary for TdC Group’s day to day operations
Recurrent RPTs	: Transactions entered into by the Company or its subsidiaries which involves the interest, direct or indirect, of a Related Party, which is recurrent, of a revenue or trading nature and which is necessary for day to day operations of the Company or its subsidiaries
Related Party(ies)	: A Director, Major Shareholder or person connected with such Director or Major Shareholder
RM and sen	: Ringgit Malaysia and sen respectively
RPT(s)	: Related Party Transaction(s)
TAAG	: The AIMS Asia Group Sdn Bhd
TdC Group or our Group	: The Company and its subsidiaries, collectively
TdC or Company	: TIME dotCom Berhad
TdN	: TIME dotNet Berhad

## DEFINITIONS *(cont'd)*

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Te-Shen	:	Gan Te-Shen
TEB	:	TIME Engineering Berhad
Telekom	:	Telekom Malaysia Berhad
Telekom Group	:	Telekom and its subsidiaries, collectively
TIMESat	:	TIMESat Sdn Bhd
TNB	:	Tenaga Nasional Berhad
TNB Group	:	TNB and its subsidiaries, collectively
TTdC	:	TT dotCom Sdn Bhd
UEMG	:	UEM Group Berhad
UEMG Group	:	UEMG and its subsidiaries, collectively

All references to “**our Company**” and “**the Company**” in this Circular are to TdC. References to “**our Group**” are to our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company and where the context requires, shall include our subsidiaries.

All references to “**you**” in this Circular are to the shareholders of our Company.

For practical reasons, information disclosed in this Circular has been mainly based on a cut-off date of 31 May 2011, being the latest practicable date before the printing of this Circular (“**LPD**”), unless stated otherwise.

Words denoting the singular shall, where applicable, 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 reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

Any discrepancy in the tables between the amounts listed and the totals in this Circular are due to rounding.

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**CONTENTS**

	<b>Page</b>
<b>LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSAL</b>	
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSAL	2
3. RATIONALE FOR THE PROPOSAL	14
4. EFFECTS OF THE PROPOSAL	14
5. APPROVAL REQUIRED	14
6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS	14
7. DIRECTORS' RECOMMENDATION	16
8. EGM	16
9. FURTHER INFORMATION	16
<b>APPENDIX</b>	
I ADDITIONAL INFORMATION	17
<b>NOTICE OF EGM</b>	<b>ENCLOSED</b>
<b>FORM OF PROXY</b>	<b>ENCLOSED</b>

**TIME**<sup>™</sup>  
**TIME DOTCOM BERHAD**  
*(Company No. 413292-P)*  
*(Incorporated in Malaysia under the Act)*

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

10 June 2011

**Board of Directors:**

Abdul Kadir Md Kassim *(Non-Independent, Non-Executive Director and Chairman)*  
Elakumari Kantilal *(Non-Independent, Non-Executive Director)*  
Ronnie Kok Lai Huat *(Senior Independent, Non-Executive Director)*  
Balasingham A. Namasiwayam *(Independent, Non-Executive Director)*  
Afzal Abdul Rahim *(Non-Independent, Executive Director and Chief Executive Officer)*  
Megat Hisham Hassan *(Non-Independent, Executive Director and Chief Operating Officer)*

**To our Shareholders**

Dear Sir/Madam

**PROPOSED SHAREHOLDERS' MANDATE TO ENTER INTO RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES**

**1. INTRODUCTION**

At the AGM held on 28 June 2010, our Company obtained a general mandate from its shareholders for our Company and/or its subsidiaries to enter into Recurrent RPTs in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public which are necessary for the TdC Group's day to day operations ("**Previous Recurrent RPT Mandate**"). The Previous Recurrent RPT Mandate shall apply until:

- (a) the conclusion of the 14<sup>th</sup> AGM of our Company unless authority for its renewal is obtained from the shareholders of our Company at the said AGM;
- (b) the expiration of the period within which the 14<sup>th</sup> AGM of our Company after the date it is required to be held, pursuant to Section 143(1) of the Act (but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) any revocation or variation by a resolution passed by the shareholders of our Company in a general meeting,

whichever is the earlier.

On 26 May 2011, CIMB, on behalf of the Board, announced that our Company proposes to seek approval of its shareholders for a proposed shareholders' mandate to enter into Recurrent RPTs ("**Proposal**") at an EGM to be convened.

The purpose of this Circular is to provide you with information on the Proposal and to seek your approval for the ordinary resolution relating to the Proposal to be tabled at the EGM to be convened. The notice of the EGM, together with the Form of Proxy is enclosed together with this Circular.

## **2. DETAILS OF THE PROPOSAL**

### **2.1 The Listing Requirements**

Pursuant to paragraph 10.09(2) of the Listing Requirements, a listed issuer may seek a mandate from its shareholders for recurrent related party transactions subject to, *inter alia*, the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholder mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholder mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under paragraph 10.09(1) of the Listing Requirements;
- (c) in a meeting to obtain shareholder mandate, the interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a recurrent related party transaction entered into by the listed issuer, exceeds the estimated value of the recurrent related party transaction disclosed in the circular by 10% or more.

Our Company first obtained the approval of its shareholders to enter into Recurrent RPTs at the AGM of our Company held on 28 June 2010, which will expire at the conclusion of the 14<sup>th</sup> AGM to be held by our Company on 27 June 2011.

In compliance with paragraph 10.09 of the Listing Requirements, our Company now proposes to seek the approval of its shareholders for the Proposal of which the details of the Recurrent RPTs are as set out in Section 2.3.2 of this Circular.

The Proposal will take effect from the passing of the ordinary resolution proposed at the EGM to be convened and will continue to be in force (unless revoked or varied by our Company in a general meeting) until the conclusion of the next AGM of our Company.

## 2.2 Principal Activities of the TdC Group

The principal activities of TdC are investment holding and the provision of management and marketing/promotional services and retailing of telecommunications products. The details of TdC's subsidiaries as well as their principal activities as at LPD are set out in the table below:

<b>Name of company</b>	<b>Effective Equity interest %</b>	<b>Principal activities</b>
TTdC	100.0	Provision of voice, data, video and image communication services through its established domestic and international network.
TIMESat	100.0	Provision of telecommunication facilities and services using satellite and microwave. The company is currently dormant.
TdN	100.0	Provision and marketing of internet services to customers. This includes the provision of access to the world wide web, the organisation and aggregation of content, provision of virtual private network, on-line call center, internet telephony, on-line services, on-net advertising and virtual data storage and provision of application services.
Hakikat Pasti	100.0	Acquiring and holding shares, stocks, debenture bonds, notes, obligations and securities and every other kind and description of movable and immovable property for investment purposes.

It is envisaged that the companies within our Group would, in the ordinary course of business, enter into the Recurrent RPTs as detailed in Section 2.3.2 of this Circular. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

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**2.3 Classes and Nature of the Recurrent RPTs**

**2.3.1 Classes of Recurrent RPTs**

The Proposal will apply to transactions with the following Related Parties:

Related Transacting Parties	Interested Related Parties	Nature of Relationship
AIMS Data Centre	TAAG, Megawisra, Megawisra Investments, Afzal and Te-Shen	AIMS Data Centre is a subsidiary of TAAG which in turn is a subsidiary of Megawisra. Megawisra is a subsidiary of Megawisra Investments. Megawisra Investments is deemed a major shareholder of AIMS Data Centre by virtue of its shareholdings in Megawisra.
		Afzal is a director and deemed a major shareholder of AIMS Data Centre by virtue of his interests held through TAAG and Megawisra via his shareholdings in Megawisra Investments. He is also a director of TdC and deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.
		Te-Shen is a director and deemed a major shareholder of AIMS Data Centre by virtue of his interests held through TAAG and Megawisra via his shareholdings in Megawisra Investments. He is also deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.
AIMS Group	Megawisra, Megawisra Investments, Afzal and Te-Shen	Megawisra is a major shareholder of TAAG, AIMS Cyberjaya and AIMS Data Centre 2. Megawisra is a subsidiary of Megawisra Investments. Megawisra Investments is deemed a major shareholder of TAAG, AIMS Cyberjaya and AIMS Data Centre 2 by virtue of its shareholdings in Megawisra.
		Afzal is a director and deemed a major shareholder of TAAG, AIMS Cyberjaya and AIMS Data Centre 2 by virtue of his interests held through Megawisra via his shareholdings in Megawisra Investments. He is also a director of TdC and deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

**Related Transacting Parties**

**Interested Related Parties**

**Nature of Relationship**

Te-Shen is a director and deemed a major shareholder of TAAG, AIMS Cyberjaya and AIMS Data Centre 2 by virtue of his interests held through Megawisra via his shareholdings in Megawisra Investments. He is also deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

GTC

PKV, KNB, UEMG, TEB, Megawisra Investments, Megawisra, GTI, Afzal, Te-Shen, Abdul Kadir, Elakumari and Megat Hisham

GTC is a subsidiary of PKV. KNB is a major shareholder of PKV. Therefore, KNB is deemed a major shareholder of GTC by virtue of its shareholdings in PKV. UEMG is a major shareholder of TEB, which in turn is a major shareholder of TdC. KNB is a major shareholder of UEMG. KNB is deemed a major shareholder of TdC by virtue of its interests held through PKV and TEB via its shareholdings in UEMG.

Megawisra Investments is the holding company of Megawisra, which in turn holds GTI. GTI is a major shareholder of PKV. Therefore, GTI, Megawisra and Megawisra Investments are deemed major shareholders of TdC and GTC via GTI's shareholdings in PKV.

Afzal is a director and deemed a major shareholder of GTC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments. He is also a director of PKV and TdC and deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

Te-Shen is deemed a major shareholder of GTC and TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

Abdul Kadir is a director of TdC and UEMG.

Elakumari is a nominee director of KNB in TdC and a director of TEB and PKV.

Megat Hisham is a nominee director of PKV in TdC and a director of PKV.

**Related Transacting Parties**

**Nature of Relationship**

**Interested Related Parties**

GTL

Megawisra Investments, Megawisra, GTI, PKV, Afzal, Te-Shen, Abdul Kadir, Elakumari, Megat Hisham, UEMG, TEB and KNB

GTL is an associated company of Megawisra which in turn is a subsidiary of Megawisra Investments. GTI is a subsidiary of Megawisra and a major shareholder of PKV. PKV is a major shareholder of TdC. Therefore, GTI, Megawisra and Megawisra Investments are deemed major shareholders of TdC via GTI's shareholdings in PKV.

Afzal is a director of GTL and deemed a major shareholder of GTL by virtue of his interests held through Megawisra via his shareholdings in Megawisra Investments. He is also a director of PKV and TdC and deemed a major shareholder of TdC by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

Te-Shen is a director and deemed a major shareholder of GTL by virtue of his interests held through Megawisra via his shareholdings in Megawisra Investments. He is also deemed a major shareholder of TdC by virtue of his interest held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

KNB is deemed a major shareholder of GTL by virtue of its interests held through Continuum Capital Sdn Bhd via its shareholdings in Pulau Tiga Ventures Sdn Bhd. KNB is also deemed a major shareholder of TdC by virtue of its interests held through PKV and TEB via its shareholdings in UEMG.

PKV is a subsidiary of KNB and also a major shareholder of TdC.

UEMG is a major shareholder of TEB which in turn is a major shareholder of TdC. KNB is a major shareholder of UEMG.

Abdul Kadir is a director of TdC and UEMG.

Elakumari is a nominee director of KNB in TdC and a director of TEB and PKV.

Megat Hisham is a nominee director of PKV in TdC, and a director of PKV.

Related Transacting Parties	Interested Related Parties	Nature of Relationship
UEMG Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	UEMG is a major shareholder of TEB, which in turn is a major shareholder of TdC. KNB is a major shareholder of UEMG.
		PKV is a subsidiary of KNB and also a major shareholder of TdC.
		KNB is therefore deemed a major shareholder of TdC by virtue of its interests held through PKV and TEB via its shareholdings in UEMG.
		Abdul Kadir is a director of TdC and UEMG.
		Elakumari is a nominee director of KNB in TdC and a director of TEB and PKV.
		Megat Hisham is a nominee director of PKV in TdC and a director of PKV.
a)	Telekom Group	KNB is a major shareholder of Telekom, TNB, MAS, POS, CIMB Group HB, Axiata, Proton and Measat.
b)	TNB Group and its associated company	
c)	MAS	UEMG is a major shareholder of TEB, which in turn is a major shareholder of TdC. KNB is a major shareholder of UEMG. PKV is a subsidiary of KNB and also a major shareholder of TdC.
d)	POS	
e)	CIMB Group HB and its subsidiaries	
f)	Axiata Group	
g)	Proton Group	
h)	Measat	
		Abdul Kadir is a director of TdC and UEMG.
		Elakumari is a nominee director of KNB in TdC and a director of TEB and PKV.
		Megat Hisham is a nominee director of PKV in TdC and a director of PKV.

### 2.3.2 Nature of Recurrent RPTs

(a) The details of the Recurrent RPTs which may or will be entered into under the Proposed New Recurrent RPT Mandate are as follows:

Name of Related Transacting Parties	Interested Related Parties	Type of Transactions	Estimated aggregate value of each Recurrent RPT as disclosed in the preceding circular to shareholders dated 3 June 2010 ("Estimated Value") (RM million)	Actual value transacted from the Previous Recurrent RPT Mandate up to the LPD ("Actual Value") (RM million)	Estimated aggregate value from the date of the EGM to the date of the next AGM <sup>(1)</sup> (RM million)
GTC	PKV, KNB, UEMG, TEB, Megawisra Investments, Megawisra, GTI, Afzal, Te-Shen, Abdul Kadir, Elakumari and Megat Hisham	Provision of bandwidth and IP transit services by GTC to TdC and/or its subsidiaries  Provision of bandwidth business by TdC and/or its subsidiaries to GTC	15.80  144.00	7.62  46.06	12.50  60.00
AIMS Centre	TAAG, Megawisra, Megawisra Investments, Afzal and Te-Shen	Provision of bandwidth services, leased line and ethernet by AIMS Data Centre to TdC and/or its subsidiaries	28.00	-	-
GTL	Megawisra Investments, Megawisra, GTI, PKV, Afzal, Te-Shen, Abdul Kadir, Elakumari, Megat Hisham, UEMG, TEB and KNB	Provision of bandwidth business by GTL to TdC and/or its subsidiaries	144.00	11.19	20.00
Proton Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of internet, data, voice and managed services by TdC and/or its subsidiaries to Proton Group	5.74	3.25	3.60

Name of Related Transacting Parties	Interested Related Parties	Type of Transactions	Estimated aggregate value of each Recurrent RPT as disclosed in the preceding circular to shareholders dated 3 June 2010 ("Estimated Value") (RM million)	Actual value transacted from the Previous Recurrent RPT Mandate up to the LPD ("Actual Value") (RM million)	Estimated aggregate value from the date of the EGM to the date of the next AGM <sup>(1)</sup> (RM million)
Telekom Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of leased line, point of interconnect, point of access and integrated services digital network (ISDN) backup by Telekom Group to TdC and/or its subsidiaries	10.00	9.78	14.70
TNB Group and its associated company	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	(a) Provision of low voltage infrastructure, co-location, leased line, indoor equipment space, outdoor space, rooftop space and supervision by TNB Group and its associated company to TdC and/or its subsidiaries	1.20	0.17	7.70
		(b) Provision of telecommunication services (voice) by TdC and/or its subsidiaries to TNB Group and its associated company	0.18	0.01	0.40
MAS	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (voice) by TdC and/or its subsidiaries to MAS	0.40	0.15	0.40
POS	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (voice, data and internet) by TdC and/or its subsidiaries to POS	0.66	0.48	0.80

Name of Related Transacting Parties	Interested Related Parties	Type of Transactions	Estimated aggregate value of each Recurrent RPT as disclosed in the preceding circular to shareholders dated 3 June 2010 ("Estimated Value") (RM million)	Actual value transacted from the Previous Recurrent RPT Mandate up to the LPD ("Actual Value") (RM million)	Estimated aggregate value from the date of the EGM to the date of the next AGM <sup>(1)</sup> (RM million)
UEMG Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	(a) Provision of telecommunication services (data, internet, managed services and voice) by TdC and/or its subsidiaries to UEMG Group	1.94	4.02 <sup>(2)</sup>	5.60
		(b) Maintenance of regeneration of cabins and repair works for fibre optic cables and ancillaries and the provision of wayleave and right of use by UEMG Group to TdC and/or its subsidiaries	22.00	10.85	15.80
CIMB Group HB and its subsidiaries	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (data, internet, managed services and voice) by TdC and/or its subsidiaries to CIMB Group HB and its subsidiaries	0.52	0.62 <sup>(3)</sup>	2.50
Axiata Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services by TdC and/or its subsidiaries to Axiata Group	0.40	1.36 <sup>(4)</sup>	2.00

**Notes:**

- (1) The estimated value of each of the transactions was arrived based on the forecast sales / purchases to be undertaken from the date of the EGM to the date of the next AGM and the Actual Value may therefore vary and is subject to change.
- (2) The Actual Value of the transaction between UEMG Group and TdC and/or its subsidiaries exceeds the Estimated Value by more than 10% as the demand for telecommunication services (internet, data, voice and managed service) had increased due to the improving economic conditions.

- (3) *The Actual Value of the transaction between CIMB Group HB and its subsidiaries and TdC and/or its subsidiaries exceeds the Estimated Value by more than 10% as the demand for telecommunication services (data, internet, managed services and voice) had increased due to the improving economic conditions.*
- (4) *The Actual Value of the transaction between Axiata Group and TdC and/or its subsidiaries exceeds the Estimated Value by more than 10% as the demand for telecommunication services had increased due to the improving economic conditions.*

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(b) The details of the Recurrent RPTs not comprised in the Previous Recurrent RPT Mandate are as follows:

Name of Related Transacting Parties	Interested Related Parties	Type of Transactions	Estimated aggregate value from the date of the EGM to the date of the next AGM <sup>(1)</sup> (RM 000)
AIMS Group	Megawistra, Megawisra Investments, Afzal and Te-Shen	(a) Provision of bandwidth services by TdC and/or its subsidiaries to AIMS Group  (b) Provision of co-location services, rack rental and provision of co-axial cable by AIMS Group to TdC and/or its subsidiaries	2.73  1.59
Telekom Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (point of interconnect) by TdC and/or its subsidiaries to Telekom Group	9.00
Axiata Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (point of interconnect) and provision of lease line by Axiata Group to TdC and/or its subsidiaries	3.20
Measat	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Provision of telecommunication services (broadband, voice and internet) by TdC and/or its subsidiaries to Measat	17.00
UEMG Group	KNB, UEMG, TEB, PKV, Abdul Kadir, Elakumari and Megat Hisham	Supply of equipment, project management administration and provision of leased lines by UEMG Group to TdC and/or its subsidiaries	4.50

**Note:**

(1) The estimated value of each of the transactions was arrived based on the forecast sales / purchases to be undertaken from the date of the EGM to the date of the next AGM and the actual transaction value may therefore vary and is subject to change.

## **2.4 Guidelines and Review Procedures for the Recurrent RPTs**

The Audit Committee will be tasked with the review and approval of the Recurrent RPTs to ensure that our Company undertakes such transactions at arm's length basis and on normal commercial terms and to supervise the existing internal control procedures of the TdC Group. Our Company's internal audit plan and the terms of reference of the Audit Committee shall include a critical review of the Recurrent RPTs entered into to ensure that they are transacted on terms and conditions which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of TdC's minority shareholders in light of the circumstances. A summary of all Related Party Transactions, including Recurrent RPTs is tabled to the Audit Committee every quarter for notation. If a member of the Board or of the Audit Committee has an interest, as the case may be, he/she shall abstain from any decision making by the Board or the Audit Committee in respect of the Recurrent RPTs.

At least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities. In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the Audit Committee will rely on the prevailing market norms and practices taking into account the efficiency, quality and type of services to be provided to ensure that the Recurrent RPTs are not detrimental to the TdC Group.

There is no specific threshold for the approval of Recurrent RPTs within the TdC Group as the transaction prices entered with the related parties are guided by the prevailing market prices carried out on arm's length basis, on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of TdC's minority shareholders.

## **2.5 Audit Committee Statement**

The Audit Committee is of the view that the procedures and guidelines as stated in Section 2.4 of this Circular are sufficient to ensure that the Recurrent RPTs are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of our Company.

The Audit Committee is also satisfied that the TdC Group has in place adequate procedures and processes to monitor, track and identify Recurrent RPTs in a timely and orderly manner. The Audit Committee conducts the review of these procedures and processes every six (6) months.

## **2.6 Validity period**

The authority to be conferred pursuant to the Proposed New Recurrent RPT Mandate, if approved at the forthcoming EGM, will continue to be in force until:

- (a) the conclusion of the next AGM of our Company following the forthcoming EGM at which the Proposed New Recurrent RPT Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM the mandate is again renewed;
- (b) the expiration of the period within which the next AGM of our Company after the forthcoming EGM is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier.

### 3. RATIONALE FOR THE PROPOSAL

The Recurrent RPTs to be entered into by the TdC Group, for which the Proposed New Recurrent RPT Mandate is being sought, are those which will be carried out in the ordinary course of business. They are recurring transactions of revenue or trading nature which are likely to occur on a frequent basis and which may arise at any time and from time to time. The Recurrent RPTs may be constrained in terms of time-sensitivity, confidentiality and frequency and would therefore make it impracticable for our Company to seek shareholders' approval on a case-to-case basis. Notwithstanding this, the Proposed New Recurrent RPT Mandate will allow the TdC Group to enter into the Recurrent RPTs which are crucial as these Recurrent RPTs will ensure and continue to ensure a timely delivery and/or provision of services, commitment and reliability of quality services of the TdC Group which translates to more efficient day-to-day business operations of the TdC Group.

The Proposed New Recurrent RPT Mandate will also eliminate the need for the Company to make announcements to Bursa Securities and convene separate general meetings to seek shareholders' approval as and when such Recurrent RPTs arise. In view of the foregoing, the Proposed New Recurrent RPT Mandate, if approved, will substantially reduce administrative time, inconvenience and expenses for our Company. This will thereafter allow our Company to channel more resources towards meeting the TdC Group's corporate objectives and realise business/investment opportunities, as and when they become available.

### 4. EFFECTS OF THE PROPOSAL

The Proposal will not have any material effect on the issued and paid-up share capital, earnings, net assets, gearing and the substantial shareholders' shareholdings in our Company.

### 5. APPROVAL REQUIRED

The Proposal is subject to approval being obtained from the shareholders of the Company at the forthcoming EGM.

### 6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, none of the directors and major shareholders of the Company as well as persons connected to them has any interest, direct and/or indirect, in the Proposal:

#### 6.1 Major Shareholders' Interests

Based on the Register of Substantial Shareholders as at 25 May 2011, the shareholdings of the interested major shareholders in TdC are as follows:

Names	No. of Shares			
	Direct	%	Indirect	%
PKV	760,209,826	30.04	-	-
TEB	626,181,720	24.74	-	-
UEMG	-	-	626,181,720 <sup>(1)</sup>	24.74
KNB	-	-	1,386,391,546 <sup>(2)</sup>	54.78
GTI	-	-	760,209,826 <sup>(3)</sup>	30.04
Megawisra	-	-	760,209,826 <sup>(4)</sup>	30.04
Megawisra Investments	-	-	760,209,826 <sup>(5)</sup>	30.04
Afzal	-	-	760,209,826 <sup>(6)</sup>	30.04
Te-Shen	-	-	760,209,826 <sup>(7)</sup>	30.04

**Notes:**

- (1) *Deemed interested by virtue of its interests held through TEB pursuant to Section 6A of the Act.*
- (2) *Deemed interested by virtue of its interests held through PKV and TEB via its shareholdings in UEMG pursuant to Section 6A of the Act.*
- (3) *Deemed interested by virtue of its interests held through PKV pursuant to Section 6A of the Act.*
- (4) *Deemed interested by virtue of its interests held through PKV via its shareholdings in GTI pursuant to Section 6A of the Act.*
- (5) *Deemed interested by virtue of its interests held through PKV and GTI via its shareholdings in Megawisra pursuant to Section 6A of the Act.*
- (6) *Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to Section 6A of the Act.*
- (7) *Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to Section 6A of the Act.*

By virtue of the relationship of the major shareholders as set out in Section 2.3.1 of this Circular, PKV, TEB, UEMG, KNB, GTI, Megawisra, Megawisra Investments, Afzal and Te-Shen ("**Interested Major Shareholders**" collectively) are deemed interested in the Proposal.

Accordingly, the Interested Major Shareholders will abstain from voting on the Proposal in respect of their direct and/or indirect shareholdings in TdC on the resolution pertaining to the Proposal to be tabled at the forthcoming EGM. The Interested Major Shareholders have undertaken that they shall ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in TdC, if any, on the resolution pertaining to the Proposal to be tabled at the forthcoming EGM.

**6.2 Directors' Interests**

Abdul Kadir is a director of TdC and UEMG. Elakumari is a nominee director of KNB in TdC and a director of PKV and TEB. Megat Hisham is a director of TdC, PKV and GTI.

Afzal is a director and major shareholder of GTL, GTC and AIMS, which are the related transacting parties. He is also a director of TdC and deemed a major shareholder of TdC by virtue of his interests in PKV, GTI and Megawisra via his shareholdings in Megawisra Investments.

(Abdul Kadir, Elakumari, Megat Hisham and Afzal are collectively referred to as "**Interested Directors**")

As at 25 May 2011, the shareholding of the Interested Directors in TdC is as follows:

Names	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Abdul Kadir	-	-	-	-
Elakumari	-	-	-	-
Megat Hisham	-	-	-	-
Afzal	-	-	760,209,826 <sup>(1)</sup>	30.04

**Note:**

- (1) *Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to Section 6A of the Act*

The Interested Directors have abstained and will continue to abstain from deliberating and voting on the Proposal at the Board meetings of the Company. They will also abstain from voting in respect of their direct and/or indirect shareholdings in TdC on the resolution pertaining to the Proposal to be tabled at the forthcoming EGM.

The Interested Directors have undertaken that they shall ensure that persons connected with them will abstain from voting in respect of their direct and/or indirect shareholdings in TdC, if any, on the resolution pertaining to the Proposal to be tabled at the forthcoming EGM.

Save as disclosed above, none of the other directors or Major Shareholders has any interest, direct or indirect, in the Proposal.

## **7. DIRECTORS' RECOMMENDATION**

Having considered the rationale for the Proposal, the Board (save for the Interested Directors) is of the opinion that the Proposal is in the best interest of our Company. Accordingly, the Board (save for the Interested Directors) recommends that you vote in favour of the resolution pertaining to the Proposal to be tabled at the forthcoming EGM.

## **8. EGM**

The resolution pertaining to the Proposal will be tabled at our forthcoming EGM which will be held at Saujana Ballroom, Ground Floor, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 27 June 2011 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m. or any adjournment thereof. The Notice of EGM containing the ordinary resolution in respect to the Proposal is enclosed with this Circular.

If you are unable to attend and vote in person at the EGM, you should complete and return the Form of Proxy enclosed in this Circular in accordance with the instructions therein as soon as possible and so as to arrive at the Company's Share Registrar's office at Level 15-2, Sheraton Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty eight (48) hours before the time set for holding the general meeting or adjourned meeting, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.

The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

## **9. FURTHER INFORMATION**

The shareholders of TdC are requested to refer to the attached Appendix I of this Circular for additional information.

Yours faithfully,  
For and on behalf of the Board of  
**TIME DOTCOM BERHAD**

**Ronnie Kok Lai Huat**  
Senior Independent Non-Executive Director  
and Chairman of the Audit Committee

**ADDITIONAL INFORMATION****1. RESPONSIBILITY STATEMENT**

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

**2. CONSENT AND CONFLICT OF INTEREST**

2.1 CIMB has given and has not subsequently withdrawn its written consent to include its name and all reference thereto in this Circular in the form and context in which they appear.

2.2 Save for as disclosed below, CIMB is not aware of any circumstances which exist is likely to exist in its capacity as the Adviser for the Proposal.

2.3 CIMB, its related and associated companies ("**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 future, engage in transactions with and perform services for our Company and/or its subsidiaries, in addition to the roles involved in the Proposal. 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 any member of our Company and/or its subsidiaries, hold long or short positions, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities of TdC and/or its subsidiaries. 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 our Company.

**3. MATERIAL CONTRACTS**

Save as disclosed below, neither our Company nor any of its subsidiaries has entered into any material contracts (not being contracts entered into in the ordinary course of business), within the past two (2) years preceding the date of this Circular:

- (i) a conditional sale and purchase agreement dated 6 December 2010 between TdC and PKV (supplemented by a letter of agreement executed by TdC and PKV on 15 March 2011) for the proposed acquisition by TdC of the entire equity interest in GTC for a purchase consideration of RM102,000,000, to be fully settled via the issuance of 28,732,394 new shares in TdC;
- (ii) a conditional sale and purchase agreement dated 6 December 2010 between TdC and shareholders of GTL (supplemented by a letter of agreement executed by TdC and shareholders of GTL on 15 March 2011) for the proposed acquisition by TdC of the entire equity interest in GTL for a purchase consideration of RM101,000,000, to be fully settled via the issuance of 17,070,421 new shares in TdC and a cash payment of RM40,400,000;

- (iii) a conditional sale and purchase agreement dated 6 December 2010 between TdC and GTI (supplemented by a letter of agreement executed by TdC and GTI on 15 March 2011) for the proposed acquisition by TdC of the entire equity interest in Global Transit Singapore Pte Ltd and Global Transit (Hong Kong) Limited for a cash consideration of RM1.00 each; and
- (iv) a conditional sale and purchase agreement dated 6 December 2010 between TdC and Megawisra (supplemented by a letter of agreement executed by TdC and Megawisra on 15 March 2011) for the proposed acquisition by TdC of the entire equity interest in TAAG, AIMS Data Centre 2 and AIMS Cyberjaya for a total purchase consideration of RM119,000,000 to be fully settled via the issuance of 20,112,676 new shares in TdC and a cash payment of RM47,600,000.

#### **4. MATERIAL LITIGATION**

As at LPD, neither the Company nor any of its subsidiaries is engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, and the Board has no knowledge of any proceedings pending or threatened against the TdC Group or of any facts likely to give rise to any proceeding which may materially and adversely affect the financial position or business of the TdC Group.

#### **5. DOCUMENTS AVAILABLE FOR INSPECTION**

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

- (a) the Memorandum and Articles of Association of TdC;
- (b) the audited consolidated accounts of TdC for the past two (2) financial years ended 31 December 2009 and 2010 and the unaudited consolidated quarterly results of TdC for the period ended 31 March 2011;
- (c) the letter of consent referred to in Section 2.1 of this Appendix; and
- (d) the material contracts referred to in Section 3 of this Appendix.

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## **TIME DOTCOM BERHAD**

*(Company No. 413292-P)*

*(Incorporated in Malaysia under the Companies Act, 1965)*

### **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 Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 27 June 2011 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 14<sup>th</sup> Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 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 resolution:

#### **ORDINARY RESOLUTION**

#### **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH RELATED PARTIES ("PROPOSAL")**

"THAT approval be and is hereby given pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent transactions of a revenue or trading nature, all as set out in Section 2.3 of the Circular to Shareholders dated 10 June 2011 with the related parties mentioned therein which are necessary for the TdC Group's day-to-day operations, provided that:

- (i) the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted during a financial year will be disclosed in the annual report for the said financial year,

AND THAT the authority conferred by the new mandate shall continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the EGM at which the Proposal is approved, at which time they will lapse, unless by a resolution passed at the next AGM the mandates are renewed;
- (ii) the expiration of the period within which the next AGM of the Company after the forthcoming EGM is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors of the Company be and is hereby authorised to complete and do all such acts and things as they may consider expedient or necessary in the best interest of the Company (including executing all such documents as may be required) to give effect to the Proposal."

BY ORDER OF THE BOARD

MISNI ARYANI MUHAMAD (LS 0009413)  
Secretary

Selangor Darul Ehsan

10 June 2011



**Notes:**

1. *A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.*
2. *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.*
3. *A member who holds 1,000 shares or less in the Company is entitled to appoint one (1) proxy whilst a member holding more than 1,000 shares in the Company is entitled to appoint a maximum of two (2) proxies. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *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.*
5. *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, Sheraton Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty eight (48) hours before the time for holding the general meeting or adjourned meeting, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.*



**TIME DOTCOM BERHAD**

(Company No. 413292-P)

(Incorporated in Malaysia under the Companies Act, 1965)

**FORM OF PROXY**

No. of shares	CDS Account No.

I/We \_\_\_\_\_ Identification /Company No.: \_\_\_\_\_  
(Name in block letters)

of \_\_\_\_\_  
(Full address)

being a member/members of **TIME dotCom Berhad** hereby appoint \_\_\_\_\_

of \_\_\_\_\_

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 Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan on Monday, 27 June 2011 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 14th Annual General Meeting of the Company which will be held at the same venue and on the same day at 10.00 a.m., or any adjournment thereof, whichever is later.

You may indicate which an "X" or "✓" in the boxes provided below how you wish your votes to be cast. Please note that the filing 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.

	For	Against
<b>Ordinary Resolution</b>		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2011.

Signature/Common Seal of Appointer

**Notes:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.
2. 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.
3. A member who holds 1,000 shares or less in the Company is entitled to appoint one (1) proxy whilst a member holding more than 1,000 shares in the Company is entitled to appoint a maximum of two (2) proxies. Where a member of the Company is an authorised nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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.
5. 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, Sheraton Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty eight (48) hours before the time for holding the general meeting or adjourned meeting, or in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default, the instrument of proxy shall not be treated as valid.



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AFFIX  
STAMP

**MEGA CORPORATE SERVICES SDN BHD**  
**Level 15-2, Sheraton Imperial Court**  
**Jalan Sultan Ismail**  
**50250 Kuala Lumpur, Malaysia**

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