

NOTICE OF THE SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixth Annual General Meeting of the Company will be held at Ballroom 2 & 3, Level 2, Nikko Hotel, Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 30 April 2003 at 10.00 a.m. for the purpose of transacting the following businesses :-

AGENDA

ORDINARY BUSINESS :-

1. To receive the Audited Accounts for the year ended 31 December 2002 together with the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors retiring in accordance with **Article 94** of the Company's Articles of Association and being eligible, offered themselves for re-election:-
 - i) Puan Elakumari Kantilal (Resolution 2)
 - ii) Puan Salmah Sharif (Resolution 3)
3. To re-elect the following Directors retiring in accordance with **Article 99** of the Company's Articles of Association and being eligible, offered themselves for re-election:-
 - iii) Encik Ahmad Pardas Senin (Resolution 4)
 - iv) Mr Tan See Yin (Resolution 5)
 - v) Dato' Abdul Rahim bin Abu Bakar (Resolution 6)
4. To approve the Directors' remuneration of RM272,000/- for the financial year ended 31 December 2002. (Resolution 7)
5. To re-appoint Messrs Deloitte KassimChan as Auditors and to authorise the Directors to fix their remuneration. (Resolution 8)

SPECIAL BUSINESS :-

To consider and if thought fit, pass the following as Ordinary Resolution:

6. "THAT subject always to the Companies Act, 1965 and the Articles of Association of the Company, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting; and **FURTHER THAT** the Directors be and are hereby empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Kuala Lumpur Stock Exchange." (Resolution 9)
7. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965. (Resolution 10)

By Order of the Board

LEE PHUAY SOO
 (LS 0005782)
 Company Secretary

8 April 2003
 Kuala Lumpur

Notes:-

1. A member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to vote in his stead. A proxy may but need not be a member of the Company and a member of the Company may appoint any person to be his proxy. Section 149(1)(b) of the Companies Act, 1965 shall not be applicable.
2. The instrument appointing a proxy or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Explanatory Note on Special Business :-

Ordinary Resolution No. 9

The proposed adoption of Ordinary Resolution 9 is to give flexibility to the Directors to issue and allot shares at any time without convening a general meeting, in order to avoid any delay and cost involved in convening one.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TIME dotCom Berhad ("**TdC**" or "**Company**") will be held at Ballroom 2 & 3, Level 2, Nikko Hotel, Jalan Ampang, 50450 Kuala Lumpur on Wednesday, 30 April 2003 immediately upon the conclusion of the Company's Sixth Annual General Meeting (or adjournment thereof) to be held on the same day at 10:00 a.m. to consider and, if thought fit, passing the following resolutions :-

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF TdC'S 100% EQUITY INTEREST IN TIMECeI SDN BHD ("TIMECeI"), COMPRISING 1,293,884,000 ORDINARY SHARES OF RM1.00 EACH ("TIMECeI SHARES") TO MAXIS COMMUNICATIONS BERHAD ("MAXIS") FOR A CASH CONSIDERATION OF UP TO RM1.475 BILLION COMPRISING RM1.325 BILLION FOR THE TIMECeI SHARES AND UP TO RM150.0 MILLION FOR THE REPAYMENT OF THE INTER-COMPANY LOANS ("PROPOSED DISPOSAL")

"**THAT** contingent upon the requisite approvals being obtained, approval be and is hereby given for the Company to dispose of its 100% equity interest in TIMECeI comprising 1,293,884,000 ordinary shares of RM1.00 each to Maxis for a cash consideration of up to RM1.475 billion comprising RM1.325 billion for the TIMECeI Shares and up to RM150.0 million for the repayment of the Inter-Company Loans, as defined in the Conditional Sale And Purchase Agreement entered into between TdC and Maxis for the Proposed Disposal dated 18 September 2002 ("**Conditional SPA**") and the Supplemental Agreement dated 20 March 2003 entered into between TdC and Maxis to amend, modify and vary certain terms and conditions of the Conditional SPA and the letter from Maxis dated 12 December 2002 ("**Supplemental Agreement**"), in accordance with the terms and conditions as stipulated in the Conditional SPA and the Supplemental Agreement, **AND THAT** the Directors of the Company be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Disposal with full power to assent to any condition, modification, variation as may be imposed or permitted by the relevant authorities."

SPECIAL RESOLUTION

PROPOSED CAPITAL REPAYMENT TO THE SHAREHOLDERS OF TdC VIA A CASH DISTRIBUTION OF RM1,265,387,500 FROM THE PROCEEDS RECEIVABLE BY TdC PURSUANT TO THE PROPOSED DISPOSAL ON THE BASIS OF 50 SEN CASH FOR EVERY ONE (1) EXISTING ORDINARY SHARE HELD IN TdC AT A DATE TO BE DETERMINED LATER ("PROPOSED CAPITAL REPAYMENT")

"**THAT** subject to the passing of the Ordinary Resolution above, and subject to receipt by the Company in full of the consideration for the Proposed Disposal, and subject to the approvals of all the relevant authorities (including the sanction by the High Court of Malaya pursuant to Section 64 of the Companies Act, 1965), approval be and is hereby given for the Company to cancel and utilise a sum of RM1,265,387,500 from its share premium account (the "Said Sum") and to distribute the Said Sum to its shareholders on the basis of 50 sen cash for every one (1) existing ordinary share held in TdC at a date to be determined later by the Board of Directors **AND THAT** the Directors of the Company be and are hereby authorised to do all such deeds, acts and things and execute, sign and deliver all documents for and on behalf of the Company as they may consider necessary or expedient to give effect to and implement the Proposed Capital Repayment with full power to assent to any condition, modification, variation as may be imposed or permitted by the relevant authorities."

By Order of the Board

Lee Phuay Soo
 (LS 0005782)
 Company Secretary

Kuala Lumpur
 8 April 2003

Notes :-

1. A member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to vote in his stead. A proxy may but need not be a member of the Company and a member of the Company may appoint any person to be his proxy. Section 149(1)(b) of the Companies Act, 1965 shall not be applicable.
2. The instrument appointing a proxy or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at the registered office, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, 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.