



TIME DOTCOM BERHAD
(Registration No. 199601040939 (413292-P))

**DIRECTORS' CODE OF CONDUCT AND
ETHICS**
(Version 3.0)

As at 27 November 2024

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1. INTRODUCTION

TIME dotCom Berhad (“**Time**” or the “**Company**”) has adopted this Code of Conduct and Ethics (“**Code**”) for Directors to reflect the underlying values and commitment to lay standards of trust, integrity, responsibility, excellence, commitment, dedication, diligence and professionalism contributing towards the social and environmental growth of the surroundings in which the Company operates. Directors are required to observe and uphold the provisions of the Code in carrying out their day-to-day functions.

2. PURPOSE

This Code is formulated with the intention to achieve the following:

- 2.1 To encourage high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors;
- 2.2 To foster standards to protect and promote the interests of shareholders and all stakeholders; and
- 2.3 To provide guidance to the Board of Directors of the Company (“**Board**”) to maintain the confidence of shareholders and other stakeholders in the Company’s integrity.

3. CODE OF CONDUCT AND ETHICS

In the performance of his/her duties, a Director shall at all times, act within the authority conferred upon them in the best interests of the Company and observe the following:

- 3.1 Corporate Governance
 - 3.1.1 Should have a clear understanding of the aims and objectives, capabilities and capacity of the Company;
 - 3.1.2 Should devote time and effort to serve the Board effectively and attend meetings and to know what is required of the Board and each of its Directors, and to discharge those functions;
 - 3.1.3 Should ensure at all times that the Company is properly managed and effectively controlled;

- 3.1.4 Should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with relevant legislations and contractual requirements;
 - 3.1.5 Should insist on being kept informed on all matters of importance to the Company in order to be effective in corporate management;
 - 3.1.6 Should limit his/her directorship of companies to a number in which he/she can best devote his time and effectiveness; each Director shall be his own judge of his/her abilities and how best to manage his/her time effectively in the Company in which he holds directorship;
 - 3.1.7 Should have access to the advice and services of the Company Secretary, who is responsible to the Board to ensure proper procedures, rules and regulations are complied with;
 - 3.1.8 Should at all times exercise his/her powers for the purposes they were conferred, for the benefit and prosperity of the Company;
 - 3.1.9 Should disclose immediately all contractual interests with the Company, whether directly or indirectly;
 - 3.1.10 Should neither divert to his/her own advantage any business opportunity that the Company is pursuing, nor may he/her use confidential information obtained by reason of his/her office for his/her own advantage or that of others;
 - 3.1.11 Should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his/her powers in discharging his/her duties;
 - 3.1.12 Should be willing to exercise independent judgment and, if necessary, openly oppose if the vital interest of the Company is at stake; and
 - 3.1.13 Should not vote on or make any recommendations on the appointment and/or nomination as a Director of any individuals employed with or with interests in a company (either directly or via a shareholder represented by the individuals) competing with the Company and/or Time Group.
- 3.2 Relationship with Shareholders, Employees, Customers, Investors & Analysts and Government & Regulators
- 3.2.1 Should be conscious of the interest of shareholders, employees, customers, investors & analysts of the Company and government & regulators;
 - 3.2.2 Should at all times promote professionalism and improve the competency of Management and employees;
 - 3.2.3 Should ensure adequate safety measures and provide proper protection to workers and employees at work places; and

3.2.4 Should ensure there is effective, transparent and regular communication with its stakeholders.

3.3 Social Responsibilities and the Environment

3.3.1 Should adopt an objective and positive attitude and give the utmost cooperation for the common good when dealing with governmental authorities or regulatory bodies;

3.3.2 Should ensure effective use of natural resources, and to improve quality of life by promoting corporate social responsibilities;

3.3.3 Should be more proactive to the needs of the community and to assist in society related programmes; and

3.3.4 Should ensure that the activities and the operations of the Company do not harm the interest and well-being of the society at large.

3.4 Anti-corruption or Bribery

Directors should refrain from offering, soliciting, giving, or receiving any gifts or other forms of benefits from persons or entities who deal with Time Group where the gift, entertainment, or other form of benefit would reasonably be expected to influence the performance of the Directors' duties in any aspect, unless the nature and value of such benefits are permissible under relevant internal policies and procedures. Directors are bound by the principles outlined within Time's Anti-Bribery & Corruption Policy.

3.5 Confidentiality

Directors may have access to confidential, sensitive and non-public information while carrying out their responsibilities on the Board and/or Committees. They must treat such information with the highest level of confidentiality and refrain from disclosing them to unauthorised parties. They must take all necessary precautions to uphold this confidentiality and refrain from using the information for any purpose other than its intended use, including sharing with parties whose interests in Time are represented by the Directors, unless approved by the Board.

3.6 Insider Trading

Directors should strictly comply with regulations and laws concerning insider trading, which forbids:

- (i) trading securities based on material non-public and price-sensitive information, whether for personal gain or on behalf of others;
- (ii) attempting to influence any third party in their financial transactions using privileged information; and
- (iii) disclosing material non-public and price-sensitive information to any third party, either directly or indirectly, for their own advantage or for the advantage of others.

3.7 Political Activities

A Director must not at present, or within 12 months of appointment to the Board, be a member of national or state legislative body or holds a position of influence or office at any level of a political party.

This Code was reviewed and approved by the Board on 27 November 2024.