

TIME DOTCOM BERHAD

DIRECTORS' CODE OF CONDUCT AND ETHICS

1. INTRODUCTION

TIME dotCom Berhad ("the Company") has adopted this Code of 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 to maintain the confidence of shareholders and other stakeholders in the Company's integrity.

3. CODE OF 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 attend meetings and to know what is required of the Board of Directors of the Company ("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 directorship of companies to a number in which he can best devote his time and effectiveness; each Director shall be his own judge of his abilities and how best to manage his 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 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 own advantage any business opportunity that the Company is pursuing, nor may he use confidential information obtained by reason of his office for his 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 powers in discharging his duties; and
 - 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.
- 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; and
 - 3.2.3 Should ensure adequate safety measures and provide proper protection to workers and employees at work places.
- 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.