

TIME DOTCOM BERHAD

REMUNERATION POLICY FOR NON-EXECUTIVE DIRECTORS

1. INTRODUCTION

- 1.1 The Board believes that an effective remuneration Policy aimed at motivating the Non-Executive Directors is essential for the future success of the Group.
- 1.2 Accordingly, the Board is committed to establish a Policy not merely to comply with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Malaysian Code on Corporate Governance 2017 (“MCCG 2017”) but to establish a framework and broad principles on the remuneration of Non-Executive Directors.
- 1.3 The Policy serves as a guide to TIME’s Nomination and Remuneration Committee (“NRC”) and the Board in discharging their responsibilities for the determination and recommendation of remuneration of the Non-Executive Directors to the Board.

2. DETERMINATION OF NON-EXECUTIVE DIRECTORS’ REMUNERATION

- 2.1 The remuneration of Non-Executive Directors is aligned with the Company’s needs to attract and maintain appropriately experienced and qualified Board members in accordance with competitive pressures of the marketplace. The level of the remuneration commensurates with the experience, expertise, competence and level of responsibilities undertaken by each Non-Executive Director.
- 2.2 The Policy is designed with the following objectives:-
 - i. to attract and retain directors.
 - ii. to motivate directors to achieve TIME’s business objectives.
 - iii. to align the interests of the Directors with the Company’s business strategy and long term interest of the shareholders.

- 2.3 The remuneration of Non-Executive Directors is made up of Directors fees, meeting allowances, medical and hospitalisation coverage and other claimable benefits. The level of remuneration for Non-Executive Directors shall reflect the experience and level of responsibilities undertaken by the Non-Executive Director concerned. The remuneration of a Non-Executive Director shall not be based on commission, the percentage of profits or turnover.
- 2.4 Non-Executive Directors receive remuneration in the form of Directors' fees and meeting allowances as compensation for their services and the reimbursement of expenses incurred, if any, in the course of performing their services.
- 2.5 In determining the remuneration of Non-Executive Directors, references will be made to the Company's Board Charter, Constitution, market practices and developments and other relevant guidelines.
- 2.6 The Directors' fees and associated costs must not place an inappropriate burden on the Company's finances.

3. REVIEW OF NON-EXECUTIVE DIRECTORS' REMUNERATION

- 3.1 The remuneration of the Non-Executive Directors shall be reviewed at least once every three (3) years by the NRC. In conducting the review, the NRC takes into account the remuneration of other companies of similar size and complexity.
- 3.2 The NRC may call upon independent professional advice to provide it with the latest development and up to date information in respect of the remuneration of Non-Executive Directors.
- 3.3 A review of Non-Executive Directors' remuneration shall be tabled to the Board for recommendation and thereafter to the shareholders at general meetings for approval.

4. REVIEW OF POLICY

The Board and NRC will review the Policy periodically to ensure that it continues to remain relevant and appropriate. The policies and procedures are made available on the Company's website.

5. DISCLOSURE

The Board will make appropriate disclosure to shareholders in its annual report of the key aspects of this Policy, including explaining any departure from the best practices and recommendations as set out by the MCCG 2017 (if any).