



**TIME DOTCOM BERHAD**

(Registration No. 199601040939 (413292-P))

**DIRECTORS' FIT AND PROPER POLICY**

As at 30 May 2022

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<b>DIRECTORS' FIT AND PROPER POLICY</b>
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## 1. INTRODUCTION

- 1.1. TIME dotCom Berhad (“**TIME**” or the “**Company**”) must ensure that each of its Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of TIME or its subsidiaries (“**TIME Group**”), in tandem with good corporate governance practices. Accordingly, the Company must prudently manage the risk to its business and financial standing so that Directors appointed or re-elected are fit and proper.
- 1.2. The Nomination and Remuneration Committee (“**NRC**”) is tasked to support the Board of Directors of TIME (“**Board**”) by carrying out the fit and proper assessment of existing Directors of the Company or candidates for nomination and appointment as Director of the Company.
- 1.3. The purpose of this policy is to serve as a guide to the Board and the NRC in their review and assessment of prospective candidates that are to be appointed onto the Board as well as Directors who are seeking re-election. To ensure a proper downstream of governance, this policy also serves as a guide for the Company in determining the right candidates to be appointed to the subsidiary boards.

## 2. FIT AND PROPER CRITERIA

- 2.1. The fit and proper assessment on any person identified to be appointed as a Director, either to fill a casual vacancy or as an addition to the Board, or to continue holding the position as a Director within TIME Group shall be conducted prior to the initial appointment or proposed re-election as a Director.

The fit and proper assessment on a Director may also be undertaken:

- (i) during the yearly assessment on the performance of Directors; or
- (ii) whenever TIME becomes aware of information that may materially compromise a Director’s fitness and properness.

The NRC and the Board, in conducting the above fit and proper assessment, shall be guided by this policy.

For the subsidiary level, the NRC and the Board shall delegate to the respective subsidiary boards to conduct the fit and proper assessment on any person identified to be appointed as a Director or whenever it is deemed necessary.

- 2.2. Any person to be appointed as a Director or to continue holding the position as a Director of TIME or within TIME Group must not be disqualified <sup>(1)</sup> or deemed to be disqualified or vacated his/her office <sup>(2)</sup>.

2.3. In assessing a person's fitness and properness, the Board through its NRC, shall consider all relevant factors based on the following 3 overarching criteria:

- (a) Character and Integrity;
- (b) Experience and Competence; and
- (c) Time and Commitment.

2.4. The NRC shall determine the specific factors for its consideration in a fit and proper assessment, having regard to the circumstances and requirements relevant to TIME Group. Amongst the key factors that underpin the above overarching criteria are the following:

- (a) Character and Integrity

No	Consideration	Description
(i)	Probity	<ul style="list-style-type: none"> <li>• The person is compliant with his/her legal obligations, regulatory requirements and professional standards.</li> <li>• The person has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.</li> </ul>
(ii)	Personal Integrity	<ul style="list-style-type: none"> <li>• The person has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his/her professional conduct.</li> <li>• The service contract (i.e. in the capacity of management or as a director) of that person has not been terminated in the past due to concerns on his/her personal integrity.</li> <li>• The person has not abused other positions held in a manner that contravenes the principles of good governance.</li> </ul>
(iii)	Financial integrity	<ul style="list-style-type: none"> <li>• The person manages personal debts or financial affairs prudently and satisfactorily.</li> <li>• The person demonstrates the ability to fulfill personal financial obligations as and when they fall due.</li> </ul>
(iv)	Reputation	<ul style="list-style-type: none"> <li>• The person is of good repute in the financial and business community.</li> <li>• The person has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.</li> <li>• The person has not been substantially involved in the management of a business or company which has failed, where that failure has been occasioned in part by deficiencies in that management.</li> </ul>

(b) Experience and Competence

No	Consideration	Description
(i)	Qualifications, training and skills	<ul style="list-style-type: none"> <li>• The person possesses an educational qualification that is relevant to the skill set that such director is earmarked to bring or to bear onto the boardroom (i.e. a match to the Board skill set matrix).</li> <li>• The person has a considerable understanding of the business operations of TIME Group.</li> <li>• The person possesses general management skills as well as understanding of corporate governance, and appreciation of sustainability issues.</li> <li>• The person keeps his/her knowledge levels up-to-date based on continuous professional development.</li> <li>• The person possesses leadership capabilities and a high level of emotional intelligence.</li> </ul>
(ii)	Relevant experience and expertise	<ul style="list-style-type: none"> <li>• The person possesses relevant experience and expertise with due consideration given to past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.</li> </ul>
(iii)	Relevant past performance or track record	<ul style="list-style-type: none"> <li>• The person had a career of occupying a high level position in a relevant organisation and was accountable for driving or leading the organisation's governance, business performance or operations.</li> <li>• The person possesses commendable past performance record.</li> </ul>

(c) Time and Commitment

No	Consideration	Description
(i)	Ability to discharge role having regard to other commitments	<ul style="list-style-type: none"> <li>• The person is able to devote adequate time as a Board member, having factored other outside obligations including concurrent board positions held across listed issuers and non-listed entities (including not-for-profit organisations)</li> </ul>
(ii)	Participation and contribution in the Board or track record	<ul style="list-style-type: none"> <li>• The person demonstrates willingness to participate actively in the Board's and Board Committees' (if any) deliberations.</li> <li>• The person demonstrates willingness to devote time and effort to understand the business and exemplifies readiness to participate in events outside the Boardroom.</li> <li>• The person manifests passion in the vocation of a director.</li> <li>• The person exhibits ability to articulate his/her views independently, objectively and constructively.</li> <li>• The person exhibits open mindedness to the views of others and is able to make considered judgment after hearing the views of others.</li> </ul>

No	Consideration	Description
(iii)	Restriction on directorships	<ul style="list-style-type: none"> <li>The person must not hold more than 5 directorships in Malaysia listed issuers.</li> </ul>
(iv)	Participation in continuing training programmes	<ul style="list-style-type: none"> <li>The person attends such training programmes as may be prescribed by Bursa Malaysia Securities Berhad ("<b>Bursa Securities</b>") from time to time.</li> <li>The person undertakes continuous professional development/training programmes to keep himself/herself abreast of relevant changes or developments as well as to maintain or upgrade his/her skills and knowledge.</li> </ul>
(v)	Attendance	<ul style="list-style-type: none"> <li>The person attends such Board or committee meetings, major company events, briefings or site visitations satisfactorily.</li> </ul>

### 3. ASSESSMENT

- 3.1. A person who has been identified for appointment as a Director or for re-election as a Director of TIME or within TIME Group shall be required to make the fit and proper declaration in the form as set out in **Appendix 1** of this policy or in such other forms as the Board may from time to time prescribe or approve.
- 3.2. The NRC or the respective subsidiary boards will assess each person for a new appointment and/or re-election as a Director of TIME or within TIME Group based on the fit and proper criteria as set out in item 2 above before recommending to the Board or the respective subsidiary boards for approval.
- 3.3. The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.
- 3.4. The Board shall include the application of this policy in the statement about the activities of the NRC in the discharge of its duties for the financial year as required under paragraph 15.08A(3) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**").

### 4. REVIEW OF THE POLICY

- 4.1 This Directors' Fit and Proper Policy was approved and adopted by the Board on 30 May 2022. Any subsequent amendment to the policy can only be approved by the Board.
- 4.2 The Board will review this policy periodically or as changes arise to ensure that it remains relevant.
- 4.3 This policy shall be made available on TIME's website at all times.

*Notes:*

<sup>(1)</sup> Please refer to Sections 198 and 199 of the Companies Act 2016.

<sup>(2)</sup> Please refer to Paragraph 15.05(3) of the Listing Requirements.

*[By a New and Prospective Director]*

Date:

**BOARD OF DIRECTORS  
TIME DOTCOM BERHAD**

Level 4,  
No. 14, Jalan Majistret U1/26,  
HICOM Glenmarie Industrial Park,  
40150 Shah Alam,  
Selangor Darul Ehsan

Dear Sir / Madam,

**RE: DIRECTOR'S DECLARATION OF FIT AND PROPER**

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I, [name] [NRIC/ Passport No. ] of [residential address] , do hereby solemnly and sincerely AFFIRM and DECLARE the followings:

**CHARACTER AND INTEGRITY**

1. I have not been the subject of any proceedings of a disciplinary or criminal nature, or have been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
2. I have not contravened any provision made by or under any written laws designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;
3. I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
4. I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
5. I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;
6. I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;
7. I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a license to conduct any trade, business or profession, or have had that registration, authorisation, membership or license revoked, withdrawn or terminated;
8. I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;

9. I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the license of which has been revoked under any written law;
10. In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employers, auditors and regulatory authorities;
11. I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;
12. I have not contributed significantly to the failure of an organisation or a business unit;
13. I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;
14. I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity as a Director of TIME and/or TIME Group which would be disadvantageous to the interest of TIME and/or TIME Group;
15. I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
16. To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere; and
17. I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.

## **EXPERIENCE AND COMPETENCE**

1. I have the relevant qualification, knowledge, competence, experience and ability to understand the technical requirements, risk and management process of TIME's business operations; and
2. I meet the requirements set out in paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## **TIME AND COMMITMENT**

1. I am and will be able to devote sufficient time and expertise in discharging my duties and responsibilities as a Director of TIME and/or TIME Group; and
2. I have provided the Company a full list of my mandates and positions, the committed time dedicated to each mandate or position, directorship in other corporations (both listed and non-listed entities incorporated in and outside Malaysia) and any additional responsibilities such as membership of committees, a copy of which is annexed hereto.

*# Delete as appropriate and provide explanation(s) for such deletion(s)*



*Remark / Explanation:*

Thank you.

Yours faithfully,

\_\_\_\_\_  
Name :  
Date :

## APPENDIX 1

*[By existing Director who retires by rotation and being eligible, offers himself/herself for re-election]*

Date:

### **BOARD OF DIRECTORS TIME DOTCOM BERHAD**

Level 4,  
No. 14, Jalan Majistret U1/26,  
HICOM Glenmarie Industrial Park,  
40150 Shah Alam,  
Selangor Darul Ehsan

Dear Sir / Madam,

### **RE: DIRECTOR'S DECLARATION OF FIT AND PROPER**

---

I, [name] [NRIC/ Passport No. ] of [residential address] , am [an Independent Non-Executive Director / a Non-Independent Non-Executive Director] of **TIME DOTCOM BERHAD** (the "**Company**"), do hereby solemnly and sincerely AFFIRM and DECLARE the followings:

#### **CHARACTER AND INTEGRITY**

1. I have not been the subject of any proceedings of a disciplinary or criminal nature, or have been notified of any impending proceedings or of any investigations, which might lead to such proceedings;
2. I have not contravened any provision made by or under any written laws designed to protect members of the public against financial loss due to dishonesty, incompetence or malpractice;
3. I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
4. I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
5. I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;
6. I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;
7. I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a license to conduct any trade, business or profession, or have had that registration, authorisation, membership or license revoked, withdrawn or terminated;
8. I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;

9. I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the license of which has been revoked under any written law;
10. In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employers, auditors and regulatory authorities;
11. I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;
12. I have not contributed significantly to the failure of an organisation or a business unit;
13. I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;
14. I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity as a Director of TIME and/or TIME Group which would be disadvantageous to the interest of TIME and/or TIME Group;
15. I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
16. To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere; and
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## **EXPERIENCE AND COMPETENCE**

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2. I meet the requirements set out in paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## **TIME AND COMMITMENT**

1. I am and will be able to devote sufficient time and expertise in discharging my duties and responsibilities as a Director of TIME and/or TIME Group;
2. I have attended more than 50% of the total Board or Board Committee meetings held during the financial year [year];
3. I have participated [number] continuing training programmes for the last financial year;
4. I have provided the Company a full list of my mandates and positions, the committed time dedicated to each mandate or position, directorship in other corporations (both listed and non-listed entities incorporated in and outside Malaysia) and any additional responsibilities such as membership of committees, a copy of which is annexed hereto.

*# Delete as appropriate and provide explanation(s) for such deletion(s)*

*Remark / Explanation:*

Thank you.

Yours faithfully,

---

Name :  
Designation :  
Date :

*[By a New and Prospective Director to Subsidiary Board]*

Date:

**BOARD OF DIRECTORS  
[NAME OF SUBSIDIARY]**

Level 4,  
No. 14, Jalan Majistret U1/26,  
HICOM Glenmarie Industrial Park,  
40150 Shah Alam,  
Selangor Darul Ehsan

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**RE: DIRECTOR'S DECLARATION OF FIT AND PROPER**

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3. I have not contravened any of the requirements and standards of a regulatory body, professional body, government or its agencies;
4. I or any business in which I have a controlling interest or exercise significant influence, have not been investigated, disciplined, suspended or reprimanded by a regulatory or professional body, a court or tribunal, whether publicly or privately;
5. I have not been engaged in any business practices which are deceitful, oppressive or otherwise improper (whether unlawful or not), or which otherwise reflect discredit on my professional conduct;
6. I have not been dismissed, asked to resign or have resigned from employment or from a position of trust, fiduciary appointment or similar position because of questions on my honesty and integrity;
7. I have not been associated, in ownership or management capacity, with a company, partnership or other business association that has been refused registration, authorisation, membership or a license to conduct any trade, business or profession, or have had that registration, authorisation, membership or license revoked, withdrawn or terminated;
8. I have not held a position of responsibility in the management of a business that has gone into receivership, insolvency, or involuntary liquidation while I was connected with that business;

9. I have not been a director of, or have been directly concerned in the management of, any corporation which is being or has been wound up by a court or other authority competent to do so within or outside Malaysia, or of any licensed institution, the license of which has been revoked under any written law;
10. In the past, I have not acted unfairly or dishonestly in my dealings with my customers, employers, auditors and regulatory authorities;
11. I have not at any time shown a strong objection or lack of willingness to cooperate with regulatory authorities and failure to comply with legal, regulatory and professional requirements and standards, including compliance with tax requirements and obligations;
12. I have not contributed significantly to the failure of an organisation or a business unit;
13. I have not at any time shown strong objection or a lack of willingness to maintain effective internal control systems and risk management practices;
14. I am free from any business or other relationship which could materially pose a conflict of interest or interfere with the exercise of my judgement when acting in the capacity as a Director of [name of subsidiary] which would be disadvantageous to the interest of [name of subsidiary] and TIME Group;
15. I am and will be able to fulfil my financial obligations, whether in Malaysia or elsewhere, as and when they fall due;
16. To my knowledge, I have not been the subject of a judgement debt which is unsatisfied, either in whole or in part, whether in Malaysia or elsewhere; and
17. I have not made arrangements with creditors, filed for bankruptcy or been adjudicated a bankrupt or had assets sequestered in any jurisdiction.

## **EXPERIENCE AND COMPETENCE**

1. I have the relevant qualification, knowledge, competence, experience and ability to understand the technical requirements, risk and management process of TIME's business operations.

## **TIME AND COMMITMENT**

1. I am and will be able to devote sufficient time and expertise in discharging my duties and responsibilities as a Director of [name of subsidiary]; and
2. I have provided [name of subsidiary] a full list of my mandates and positions, the committed time dedicated to each mandate or position, directorship in other corporations (both listed and non-listed entities incorporated in and outside Malaysia) and any additional responsibilities such as membership of committees, a copy of which is annexed hereto.

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Yours faithfully,

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Name :  
Date :