time™

2023 ANNUAL REPORT

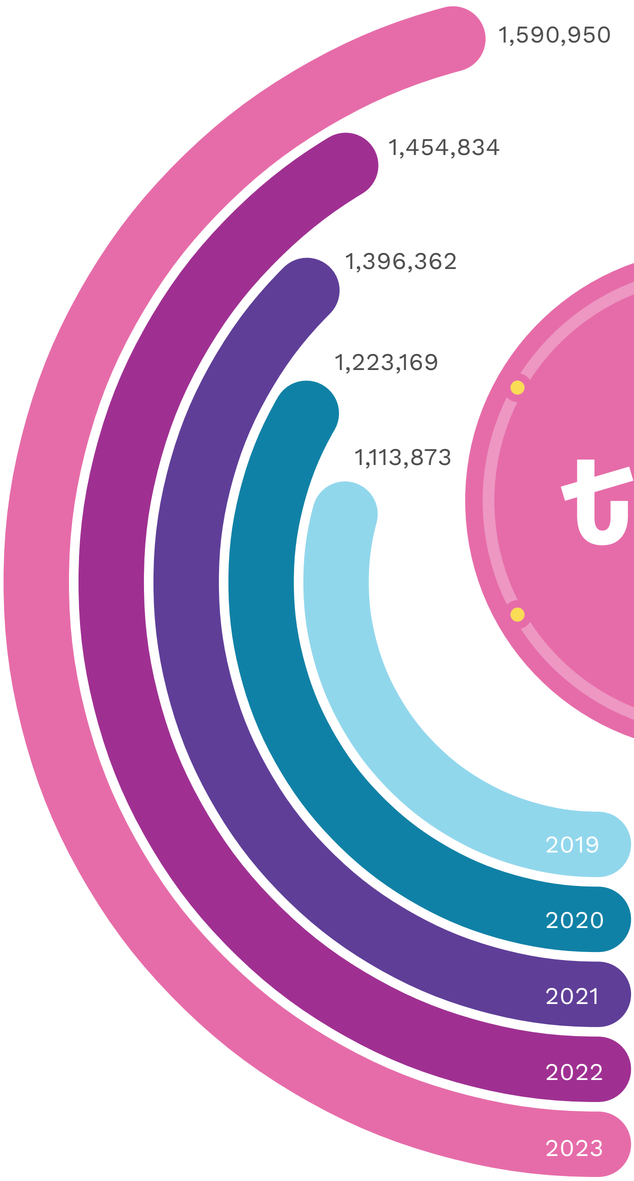
Contents

Performance Indicators

REVENUE FY2023

RM1,591.0 mil

RM1,454.8 mil in FY2022



EBITDA FY2023

RM567.3 mil

RM652.1 mil in FY2022

ADJUSTED EBITDA FY2023

RM668.4 mil

RM628.9 mil in FY2022

PROFIT AFTER TAXATION FY2023

RM2,574.9 mil

RM453.6 mil in FY2022

EPS FY2023

139.5 sen

24.6 sen in FY2022

TOTAL SHAREHOLDERS' EQUITY FY2023

RM4,175.6 mil

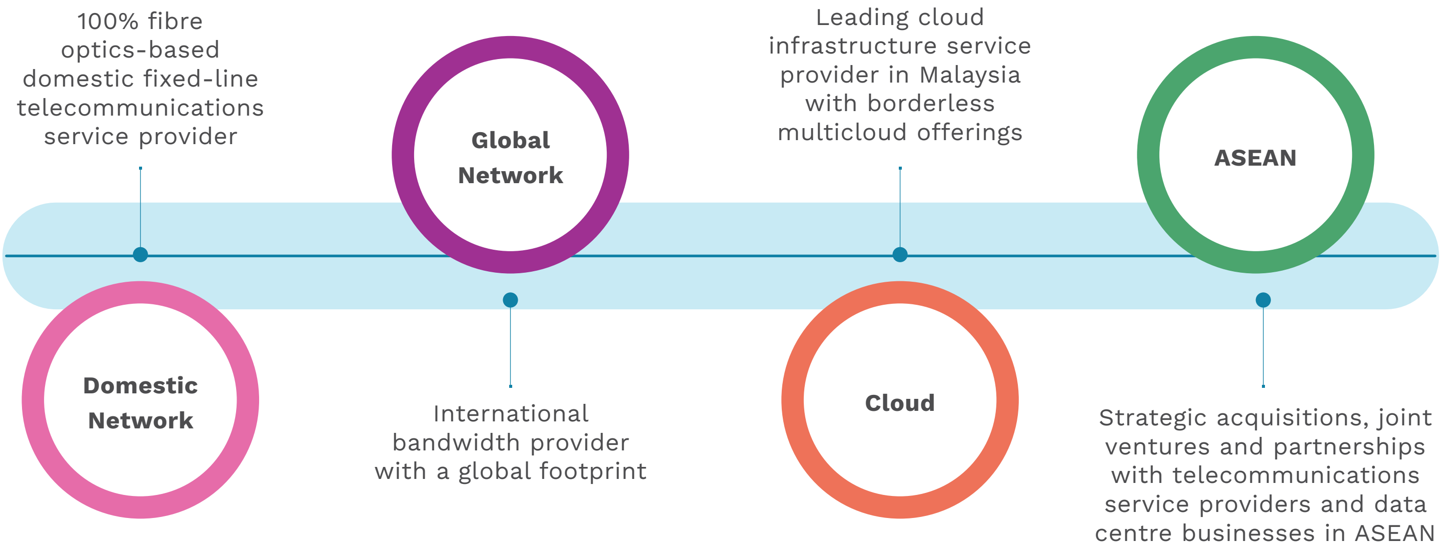
RM3,127.7 mil in FY2022

Notes:

1. *The Company completed the partial divestment of shares in AIMS Data Centre Holding Sdn Bhd and AIMS Data Centre (Thailand) Limited (collectively as "AIMS"), on 20 April 2023. Accordingly, the financials of AIMS has been deconsolidated from the Group financials and are presented under discontinued operations for 12 months in FY2022 and 4 months in FY2023, and thereafter as a share of profit for the rest of FY2023.*
2. *Revenues presented for FY2019 to FY2021 includes the revenues of AIMS net of inter-company on a consolidated basis, whilst revenues and EBITDA presented for FY2022 and FY2023 exclude the revenues and EBITDA of AIMS which was recognised as discontinued operations.*
3. *Profit After Tax and EPS for FY2022 and FY2023 are presented based on the reported Profit for the Year which include Profit from continuing operations and Profit from discontinued operations. Profit from discontinued operations refers to contributions from AIMS including the net gain from the Group's partial divestment of shares in AIMS in FY2023.*

Corporate Profile

INTRODUCTION AND BUSINESS MODEL



TIME dotCom Berhad ("Time" or "the Group" or "the Company") is a telecommunications service provider, headquartered in Malaysia that delivers domestic connectivity across the Retail market segment as well as international and domestic connectivity, cloud computing and managed service solutions catered to the Wholesale and Enterprise market segments across the ASEAN region.

In addition to Time's extensive domestic fibre optic network that covers Peninsula Malaysia, Time has also extended its reach into the region. Time's fibre optic network assets span across Singapore, Thailand, Vietnam and Cambodia – countries in which it has established an operational presence. With stakes in international subsea cable systems - UNITY, FASTER, Asia Pacific Gateway ("APG") and Asia-Africa-Europe-1 ("AAE-1"), Time is able to seamlessly connect Europe, Africa and Asia all the way to the United States Western seaboard. This extensive reach allows Time to cater to the needs of the global bandwidth market.

Through a strategic partnership with affiliates of DigitalBridge Group, Inc. ("DigitalBridge") for the Group's data centre business, AIMS Data Centre ("AIMS"), Time is able to capture significant opportunities in underserved markets across Asia in the highly connected, ecosystem-centric data centre segment.

The Group continues to grow its cloud business through its 67% stake in AVM Cloud Sdn Bhd ("AVM"), a leading Malaysian private cloud computing provider.

The Group has also identified an opportunity for growth in the renewable energy ("RE") sector, specifically in solar energy and electric vehicle ("EV") charging. As both the RE and telecommunications sectors are essentially in the business of building infrastructure, there are parallels that can be drawn and learnings that the Group can apply from building up its fibre optic network. To this end, it has established a solar energy company and invested into an EV charging company to explore the synergies that this can bring to the Group.

ASEAN remains a key focus of Time's regional business growth, with strategic acquisitions, joint ventures and partnerships initiated to strengthen business sustainability going forward by reducing reliance on a single market, notably Malaysia. Thus far, the Group counts Symphony Communications Public Company Limited ("SYMC") in Thailand and CMC Telecommunications Infrastructure Corporation ("CMC") in Vietnam as associates.

Corporate Profile

TIME'S FOCUS AREAS AND TELECOMMUNICATIONS SOLUTIONS

Telecom Segment	Network/Asset	Customer Segment	Services
• Connectivity	• Fibre Optic (Terrestrial) • Fibre Optic (Subsea)	• Retail • Enterprise • Wholesale[1]	• Connectivity • Cloud • Security • Voice[2] • Data Centre

Notes:

1. *Wholesale refers to other telecommunications providers, over-the-top ("OTT") content providers and Internet Service Providers ("ISP"), both domestic and international.*
2. *Voice is a secondary business focus.*

BUSINESS STRENGTHS

Robust Business Model

The Group offers a diverse range of telecommunications and cloud computing solutions, which cater to a wide range of customers, both locally and regionally. This is made possible by its strong domestic fibre optic network and its stakes in international subsea cable systems, and thus reduces reliance on a single geographical market, ensuring that Time is able to continue generating positive financial returns.

1

Healthy Financial Position

The Group's strong asset base and stable cash position enables it to fund required capital expenditure and drive business growth. Time's healthy financial performance leads to consistent returns for its shareholders.

2

Expanding Domestic & Regional Presence

Time continues to improve its reliable, high-speed fibre optic network to support its domestic expansion plans, and ensure customer satisfaction and retention. Insights and best practices from different geographic markets are shared across the Group to enhance operational efficiency, drive competitive advantage and expand its presence in the region.

3

Corporate Profile

Strong Professional Workforce

The collective skill, expertise and experience of Time's professional workforce enables the delivery of services and powers the Group's competitive ability. The unique skillset, mindset and culture of its talents has enabled the Group to deliver on its business goals and build a strong, customer-centric culture.

4

Business Strategies for Growth and Sustainability

The Group's business strategies are designed to leverage on its strengths toward driving business and operational sustainability and, ultimately, long-term value creation for stakeholders.

- Bridge connectivity with network accessibility and uninterrupted service for better customer experience
- Create high-quality and meaningful solutions through innovation for all customer segments
- Extend domestic reach to new locations by increasing coverage in Peninsular and East Malaysia
- Continue focus on meeting cross-border connectivity via the UNITY, FASTER, APG and AAE-1 subsea cable systems
- Drive further ASEAN expansion by creating a seamless regional telecommunications network with Time's partners in the Indochina region
- Become a digital transformation enabler for its customers

5

CONTINUED EXCELLENCE

The Group continues to hold fast to its strategies, leveraging on its strengths to expand across the region and grow its market share across the different geographies it operates in by delivering a fast, reliable and unparalleled quality experience that is tailored to the present and future requirements of all its customer segments.

Having built a reputation for delivering high-performance solutions, innovative product offerings and unwavering dedication to quality, Time remains committed to delivering service excellence to its customers and stakeholders. Time continues to push the boundaries to be the best-in-class telecommunications service provider in Malaysia and the region.

Corporate Information

BOARD OF DIRECTORS

Elakumari Kantilal
Chairman,
Non-Independent
Non-Executive Director

Mark Guy Dioguardi
Senior Independent
Non-Executive Director

Datuk Azailiza Mohd Ahad
Independent
Non-Executive Director

Anthony Low Kim Fui
Independent
Non-Executive Director

Kuan Li Li
Independent
Non-Executive Director

Ir. Dr. Mohd Shahreen Zainooreen Madros
Independent
Non-Executive Director

Afzal Abdul Rahim
Non-Independent
Executive Director
(Chief Executive Officer)

Patrick Corso
Non-Independent
Executive Director

AUDIT COMMITTEE

Kuan Li Li (Chairman)

Datuk Azailiza Mohd Ahad

Ir. Dr. Mohd Shahreen Zainooreen Madros

NOMINATION AND REMUNERATION COMMITTEE

Mark Guy Dioguardi (Chairman)

Datuk Azailiza Mohd Ahad

Anthony Low Kim Fui

TENDER COMMITTEE

Mark Guy Dioguardi (Chairman)

Ir. Dr. Mohd Shahreen Zainooreen Madros

COMPANY SECRETARY

Chew Ann Nee (MAICSA 7030413)
(SSM PC No.: 201908001413)

REGISTERED OFFICE

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Bangunan Faber Imperial Court
Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
Tel : +603 2692 4271
Fax : +603 2732 5388

AUDITORS

PricewaterhouseCoopers PLT
(LLP0014401-LCA & AF 1146)
Chartered Accountants
Level 10, Menara TH 1 Sentral
Jalan Rakyat, Kuala Lumpur Sentral
50706 Kuala Lumpur, Malaysia

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
Stock Name : TIMECOM
Stock Code : 5031

Corporate Structure

time™

TIME DOTCOM BERHAD

Fixed Line

- 100% TT dotCom Sdn Bhd
- 100% Planet Tapir Sdn Bhd
- 100% TIME Fibre Sdn Bhd

Global Networks

- 100% TIME dotCom Global Services Sdn Bhd
- 100% Global Transit Limited
- 100% Global Transit 2 Limited
- 100% Global Transit 3 Limited
- 100% Global Transit 5 Limited
- 100% Global Transit Singapore Pte Ltd
- 100% Global Transit (Hong Kong) Limited
- 100% TIME dotCom Japan K.K.

ASEAN

- 100% TIME dotCom International Sdn Bhd
  - 100% TIME dotCom (Cambodia) Co., Ltd

Cloud

- 67% AVM Cloud Sdn Bhd
  - 100% Integrated Global Solutions Sdn Bhd
  - 100% Zeus Ventures Sdn Bhd
  - 100%* AVM Cloud (Thailand) Limited

Energy

- 100% TIME Energy Sdn Bhd
- 51% Charge N Go Sdn Bhd

Notes:
As at 29 February 2024, this structure reflects Time's subsidiaries only. Please refer to Note 8.1 of the Audited Financial Statements on page 168 of this Annual Report for the list of associates.

* *Include 1 ordinary share in AVM Cloud (Thailand) Limited held by Integrated Global Solutions Sdn Bhd.*

Chairman's Statement

DEAR SHAREHOLDERS,

2023 was an eventful year as key puzzle pieces, critical to the revitalisation of the business, were put in place. The Board of Directors ("Board") and Senior Management were keen to turn the page to a new chapter in the Time story.

In a post-pandemic landscape, speed and agility have become non-negotiable attributes to the way businesses operate, and this is more so in the telecommunications sector, with rapid technological advancements and intense competition being factors inherent in this space. Speed to market, speed to innovate and the ability to adapt and respond to ever-changing market needs and demands in an unpredictable and complex landscape are critical factors to success. The way forward is to keep ourselves in a constant state of evolution.

We were able to navigate market challenges by evolving to meet them head on, and this was possible because of our true north — a commitment to ensuring network availability and stability as well as a strong value proposition for our customers — to sustainably solidify the growth and future prospects of the Group.

YEAR IN REVIEW

I am happy to report that the Group was able to sustain its growth through 2023 owing to decisions made that have allowed us to stay on our business trajectory.

In late 2022, we made the bold, market-leading move to introduce the nation's fastest consumer broadband service, Time Fibre Home 2Gbps. This was well received and affirmed the market's hunger for bandwidth. To deliver on the promise of ensuring our customers experience the most consistent connection, we then turned our attention to indoor connectivity.

In 2023, we introduced the latest in Fibre-to-the-Room ("FTTR") technology to Malaysian homes, delivering gig-speed access to each and every room in the home via the laying of optic fibres in a discreet manner throughout the home. This eliminates the issue of WiFi dead zones that have long plagued some home broadband users.

The Group continues to support government initiatives to develop a digital-first nation and we continue to expand our coverage footprint to this end. Our Pakej MyKabel, first introduced in November 2022, was made even more accessible to residents of *Program Perumahan Rakyat* ("PPR") through a refreshed rebate of RM30 which brings the monthly commitment for customers in the low-income demographic down from RM99 to RM69. From April 2023, Pakej MyKabel was also extended to residents of *Perumahan Awam* ("PA") in a bid to reach even more Malaysians.

The Group continues to see growth across all customer segments and demand for our data and connectivity offerings remain robust. We are pleased to have completed the partial divestment of shares in AIMS on 20 April 2023, leading to the establishment of a strategic partnership with DigitalBridge that will serve to accelerate the expansion of the AIMS business across the region. With the completion of the AIMS transaction, we are able to look toward refining our strategic direction with the objective of supercharging the core business of the Group.

Chairman's Statement

For the period under review, the Group recorded a **consolidated revenue** of **RM1,591.0 million**, which was 9% higher against the previous year. For FY2023, our fundamentals remained strong, with sustained profitability, a solid balance sheet and robust cashflow as we kick off our expansion plans.

Details of business strategies and action plans implemented in FY2023 can be found in the **Management Discussion & Analysis** section of this Annual Report.

SHAREHOLDER REWARDS

We have always placed an emphasis on growing shareholder value and providing high returns. With the completion of the AIMS transaction on 20 April 2023, the Group declared a special interim tax exempt (single tier) dividend of 54.40 sen per ordinary share, which was approximately half of the the proceeds therefrom. This was paid out on 26 May 2023.

The Group declared a special interim tax exempt (single tier) dividend of 16.25 sen per ordinary share on 18 August 2023 which was subsequently paid out on 15 September 2023.

Further to that, on 29 February 2024, the Group declared an ordinary interim and special interim tax exempt (single tier) dividend of 8.25 sen and 6.90 sen per ordinary share respectively, for FY2023. The dividends were paid out on 27 March 2024.

CORPORATE GOVERNANCE AND SUSTAINABILITY

The Group's strategic decision-making and risk mitigation processes continue to be guided by corporate governance and sustainability considerations.

The exercise of aligning the Group's practices to the Malaysian Code on Corporate Governance is ongoing and details for this can be found in the **Corporate Governance Overview Statement** of this Annual Report.

The Board is cognisant of the growing importance of sustainability in corporate governance and continues to look at ways in which sustainability and material topics can be further embedded into the Group's decision-making processes.

Disclosures on the Group's strategic efforts to drive good corporate governance and improved environmental and social performance can be found in the **Sustainability Statement** of this Annual Report.

OUTLOOK AND PROSPECTS

The Group continues to take a cautious and vigilant approach to macroeconomic conditions. This ensures that we are ready to respond to any challenges that may arise as well as to mitigate any risks that may impact the long-term sustainability of the business.

Having said that, it also puts us in a prime position to capitalise on any opportunity that may present itself. Digitalisation efforts in the country will continue to pick up speed and it is likely that we will see sustained robust demand coming from our Retail and Wholesale customer segments for data and connectivity services.

Chairman's Statement

To support this, we will elevate our efforts to expand our network footprint and strengthen our core businesses. At the same time, we will continue with our efforts to enhance operational efficiency and innovate to deliver the highest quality products and services across all of our customer segments.

With the establishment of the strategic partnership with DigitalBridge firmly in place, we are excited to witness AIMS' accelerated expansion into underserved markets in the region within the highly connected, ecosystem-centric data centre space.

ACKNOWLEDGEMENTS

It has been slightly over a year since I assumed Chairmanship of the Board, and I am grateful to have had the opportunity to witness the Group reach some significant milestones. The Board has played an instrumental role in guiding the Group with their knowledge and experience. There have been some changes to the Board that we believe will continue to add to our Board bench strength.

The Group welcomes the addition of Ir. Dr. Mohd Shahreen Zainooreen Madros, who joined us on 9 August 2023. He brings with him a wealth of experience and we look forward to his insights.

Mr. Hong Kean Yong and Ms. Koh Cha-Ly have both retired from their positions effective 15 June 2023. Mr. Selvendran Katheerayson has also retired from his position effective 12 January 2024. On behalf of the Time Board, I would like to thank Mr. Hong, Ms. Koh and Mr. Selvendran for their wisdom and guidance. Their profound acumen into the business have proven invaluable in steering the Group through a globally challenging period. We wish them the very best in their future endeavours.

To our employees, we thank you for your unwavering dedication to the Group and contribution to its continued success. Any organisation is only as strong as its people, and I am heartened to say we have a resolute force with us.

Lastly, I would like to express my gratitude to my fellow board members for their support and counsel, our shareholders for their continued trust in the Group, our business partners and vendors for their continued support, and the Ministry of Communications and Digital as well as the Malaysian Communications and Multimedia Commission for their guidance and leadership.

It is not an easy task to continuously self-reflect in order to improve. It takes courage to question what you are used to and explore new approaches in order to find the best way forward. However, we have the resolve to do exactly that, and we will continue to evolve in the pursuit of growth and long-term sustainable success.

ELAKUMARI KANTILAL
Chairman

Management Discussion & Analysis

TELECOMMUNICATIONS INDUSTRY REVIEW

2023 was another year of macroeconomic headwinds and change, with challenges seen both domestically and globally. The Malaysian telecommunications industry, however, has continued to push forward, delivering both growth and innovation. This has contributed to the continued development of a digital Malaysia.

Efforts are currently underway to restructure the economy and improve the quality of life of all Malaysians with an overarching goal of building a better and more sustainable Malaysia.

In so doing, the telecommunications industry continues to play an important role, specifically in driving the digitalisation of the Malaysian economy and narrowing the digital divide.

The Group continues to keep up its efforts to expand its reach and strengthen its propositions by providing superior network quality, reliability and value to its customers. As such, demand remained resilient in 2023, delivering broad-based growth.

GROUP BUSINESS AND OPERATIONAL PERFORMANCE

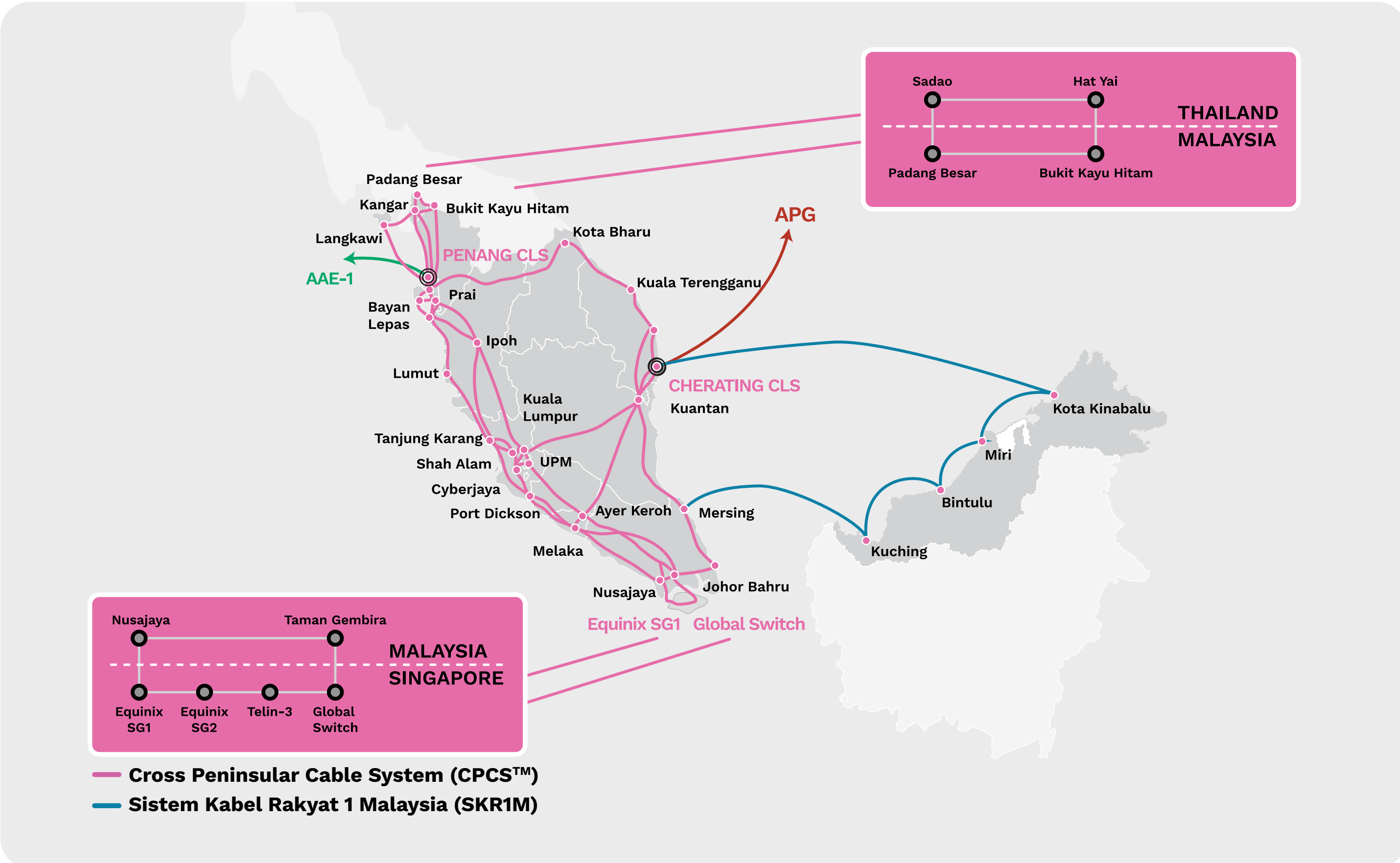
The Group underwent significant changes in FY2023, namely the completion of the AIMS transaction in April 2023 leading to the establishment of a strategic partnership with DigitalBridge, that will serve to accelerate the expansion of AIMS.

AIMS is now well-positioned for a rapid and tactical expansion of data centre facilities across primary and secondary cities in ASEAN and beyond, with a focus on providing best-in-class services. AIMS will serve as the primary platform for expansion in the highly connected, ecosystem-centric data centre space, whilst making Malaysia a core hub and gateway for greater connectivity in the region.

Following this, the Group is refining its strategic direction, anchored on:

1. Refining the overall structure and approach to its market segments as well as go-to-market plans; and
2. Reinvesting half of the AIMS proceeds back into the core business with a focus on wider network expansion.

Domestic Network



The Group's focus remains on strengthening and expanding its network footprint to better cater to demand for faster and more accessible broadband services in Malaysia. Strong network availability and reliability for its customers is still a top priority while the Group innovates to enhance solutions and service experience across all customer segments. Over FY2023, we expanded our network footprint by 16.9%, bringing our coverage to 1.54 million premises passed, against 1.31 million in FY2022.

In FY2023, Time was recognised by Ookla® for the following achievements:

- **Malaysia's Most Consistent Broadband Provider for Q1 to Q3 2023**
- **Malaysia's Top-Rated ISP for Q1 and Q2 2023**

In November 2022, Time introduced Pakej MyKabel, a first-of-its-kind home broadband plan to cater to the low-income segment residing in *Program Perumahan Rakyat* ("PPR") as part of the Group's efforts to make gigabit access available to more Malaysians. This move opened up Time Fibre Home plans, known for its speed, consistency, and gigabit access, to PPR residents at a monthly commitment of RM99 only.

Management Discussion & Analysis

In February 2023, the Group reinforced its commitment to cater to this demographic by further enhancing its affordability by introducing an additional RM30 rebate to bring monthly commitment to the plan down to RM69.

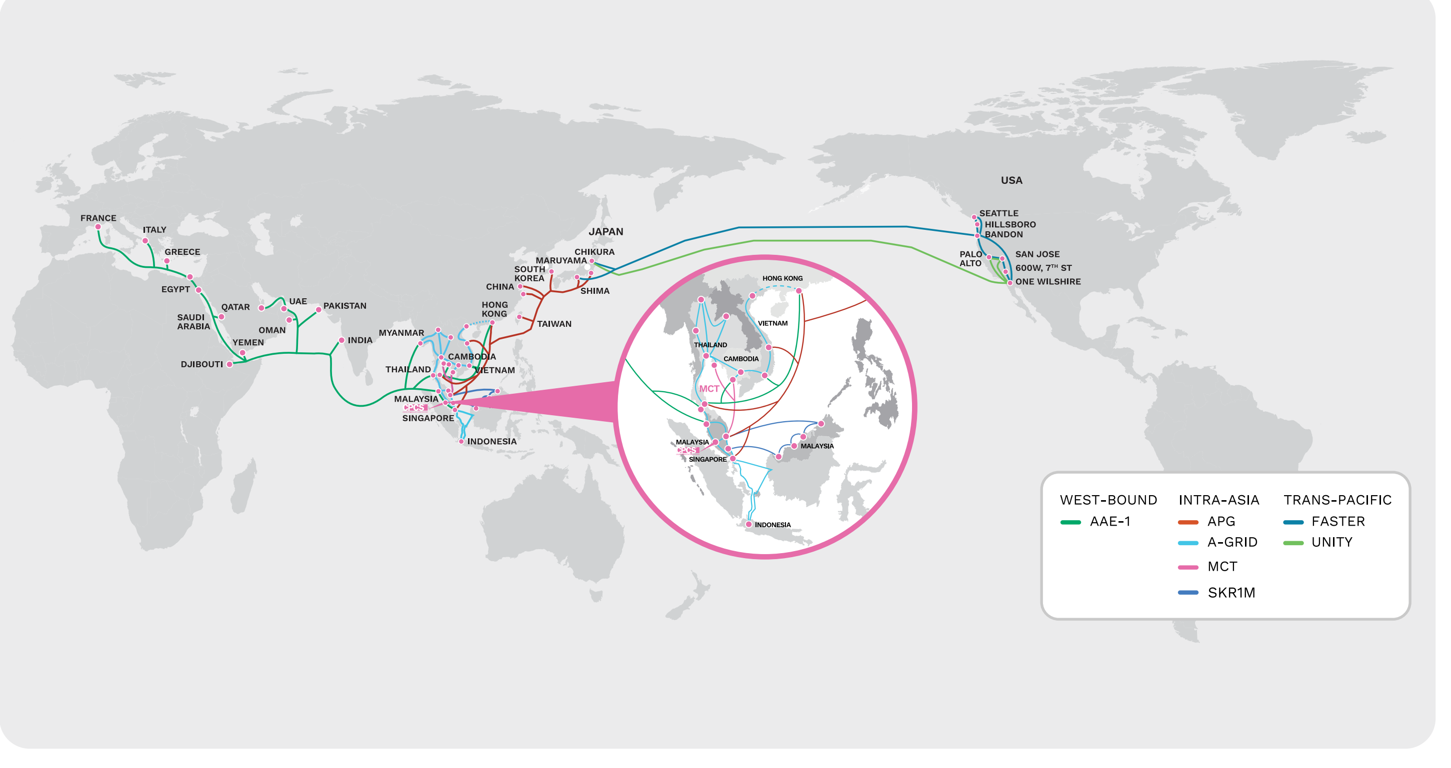
Pakej MyKabel was then expanded to *Perumahan Awam* ("PA") residents in April 2023 to improve broadband connectivity at public housing areas by offering high quality and affordable gigabit access through Time's fully fibre network.

Today, Time's Pakej MyKabel forms part of the then Ministry of Communications and Digital's Pakej Perpaduan initiative, aimed at addressing the insufficiency of affordable high speed broadband access in PPR and PA.

As a demonstration of Time's continued commitment to innovation and enhancing customer experience, the Group launched the 2Gbps Time Fibre Home plan back in 2022. The Group then went on to tackle the prevailing issue of wireless coverage within the home by introducing the latest Fibre-to-the-Room ("FTTR") technology to Malaysians in November 2023. FTTR takes the traditional Fibre-to-the-Home ("FTTH") set-up a step further, pulling optic fibre cabling into each room, and enabling the delivery of speeds of up to 1Gbps to every corner of the home. FTTR is not only able to rid homes of WiFi dead-zones (areas with no WiFi coverage), it also aims to ensure a speedy and consistent connection at all times so customers can carry out online activities at home without any hitches.

Meanwhile, demand for the Group's connectivity and cloud offerings remained resilient in the Enterprise and Wholesale customer segments. The Group is cautiously optimistic that it will be able to maintain this momentum in FY2024. The Group stays committed to enabling the nation's digitalisation efforts by continuing to build on its network architecture and offerings.

Global Network



Global service providers and Internet service providers continue to be key drivers for wholesale demand, both domestically and internationally. Specifically, regional and international demand for bandwidth from content providers has continued on an uptrend.

The growth of 5G domestically in addition to the surge in data centre presence in Malaysia is expected to fuel continued demand for bandwidth while the requirement for regional bandwidth within ASEAN has supported our regional market expansion and revenue growth endeavours. The Group will continue to optimise its presence in the region to tap these opportunities.

ASEAN/Regional Operations

Capitalising on the rapid digital transformation of the region and resulting increase in demand for connectivity and data centre capacity, the Group plans to continue expanding its presence in Southeast Asia to support its regional diversification strategy.

Time's regional ecosystem continues to serve the increasing demands of its global customers for bandwidth, which supports the Group's business growth and expansion in the region.

FINANCIAL REVIEW

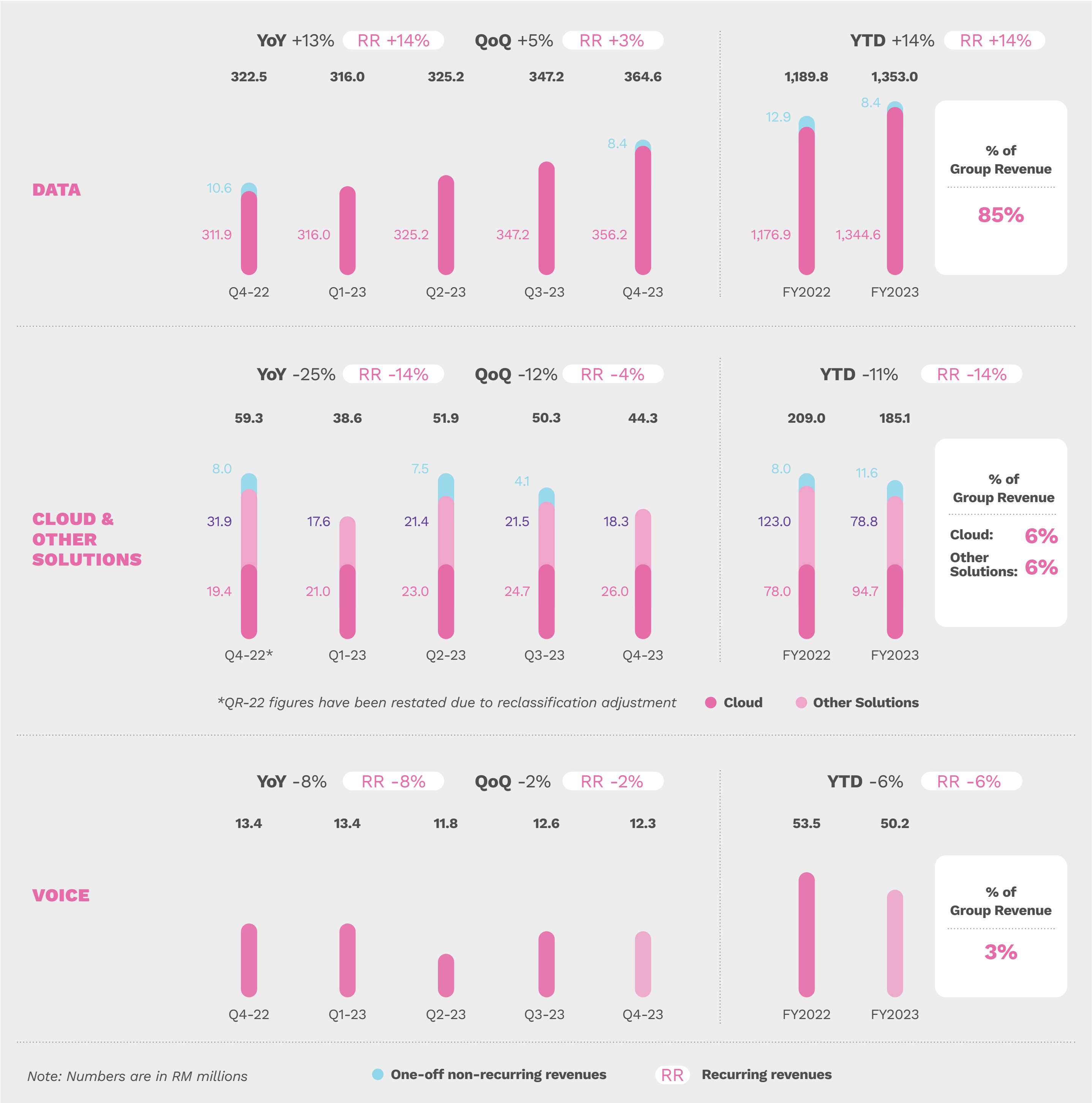
Group Revenue Performance [Note 1]

Note 1: Pursuant to the completion of divestment of stakes in AIMS Data Centre Holdings Sdn Bhd and AIMS Thailand ("AIMS"), the Group reports the financial results of AIMS up to 20 April 2023 as Discontinued Operations and thereafter as a share of profits in a joint venture for its remaining 30% economic interest in AIMS Group.

In FY2023, the Group reported consolidated revenue from continuing operations of RM1,591.0 million, which is RM136.1 million or 9.4% higher compared to the RM1,454.8 million of consolidated revenue recorded in FY2022. One-off non-recurring revenue of RM20.0 million was recorded in FY2023 as compared to RM20.9 million in FY2022.

Excluding one-off non-recurring revenues for better comparability, consolidated revenue increased by RM137.1 million or 9.6% as compared to FY2022.

Revenue by Product Group



The higher revenue was mainly due to higher recurring data revenue, which grew RM167.6 million or 14.2% against FY2022, driven by retail and enterprise customers.

Revenue by Customer Segment

All core customer groups contributed positively to overall revenue growth in FY2023. This was led by contributions from retail, which grew by 18.7% against last year, and enterprise, which grew by 6.8% against the preceding year. The wholesale segment recorded revenue growth of 2.5%.

Management Discussion & Analysis

Growth in Retail was driven by continued customer acquisitions and a greater proportion of customers subscribing to higher bandwidth packages, as well as customer retention. Enterprise revenue growth was driven by Cloud and Other Services, followed by higher bandwidth demand.

Wholesale revenue growth was mainly due to continued demand from Global and Domestic Service Providers, primarily from content providers that are looking to expand within the region to meet their customer's needs.

Income Statement

Earnings before interest, tax, depreciation and amortisation ("EBITDA") was lower by 13.0%, at RM567.3 million.

Profit After Tax ("PAT") substantially increased to close at RM2,574.9 million, due to the impact of the net gain on divestment of AIMS of RM2,269.7 million.

Aside from the net gain from the divestment of AIMS, the Group's earnings were impacted by, amongst others, higher provision for construction deposit; provision for impairment of submarine cable assets; write-off and provision for impairment of property, plant and equipment; higher personnel costs; AIMS transaction related one-off expenses; higher depreciation and amortisation, as well as lower net gain on foreign exchange. These were offset by higher interest income and share of profit from associates and jointly controlled entity.

Adjusting for items as set out in the tables below, Adjusted EBITDA grew by 6.3% to RM668.4 million whilst Adjusted PAT grew by 7.3% to RM402.9 million.

EBITDA Adjustments

RM'million	FY2022	FY2023	YTD%
EBITDA[N2]	**652.1**	**567.3**	**-13%**
Adjustments on EBITDA			
Forex gain	(28.3)	(25.5)	
Donation for flood relief	1.3	-	
Construction deposit/PPE/inventory written off/others	2.7	25.2	
Impairment of property, plant and equipment	-	48.0	
Adjustment for expired share grant scheme	-	27.3	
AIMS transaction related one-offs	2.4	26.1	
Gain on disposal of PPE	(1.3)	-	
Total adjustments on EBITDA	**(23.2)**	**101.1**	
Adjusted EBITDA	**628.9**	**668.4**	**+6%**

PBT Adjustments

RM'million	FY2022	FY2023	YTD%
Profit Before Tax (PBT)[N2]	**517.3**	**435.4**	**-16%**
Further adjustment on PBT			
Dividend income	(0.2)	(0.1)	
Accelerated depreciation	-	6.1	
Total further adjustments on PBT	**(0.2)**	**6.0**	
Adjusted PBT	**493.9**	**542.5**	**+10%**

PAT Adjustments

RM'million	FY2022	FY2023	YTD%
Profit After Tax (PAT)[N3]	**453.6**	**2,574.9**	**+>100%**
Adjustments on PAT			
AIMS transaction related fees	-	40.2	
Gain from divestment of AIMS	-	(2,309.9)	
One-off tax adjustments	(24.6)	-	
Total adjustments on PAT	**(24.6)**	**(2,269.7)**	
Adjusted PAT	**405.6**	**412.3**	**+2%**

For illustration to facilitate a better performance comparison, the Group's Adjusted Profit After Tax would have been as follows had the Group recognised a consistent contribution of AIMS at the Group's retained 30% economic interests post the Group's partial divestment of shares in AIMS:

RM'million	FY2022	FY2023	YTD%
Adjusted PAT - for illustration post normalisation of AIMS on a continuing basis.	375.6	402.9	**+7%**

Notes:

(1) The Company completed the partial divestment of shares in AIMS, on 20 April 2023. Accordingly, the financials of AIMS has been deconsolidated from the Group financials and are presented under discontinued operations for 12 months in FY2022 and 4 months in FY2023 and thereafter, as a share of profits for the rest of FY2023.

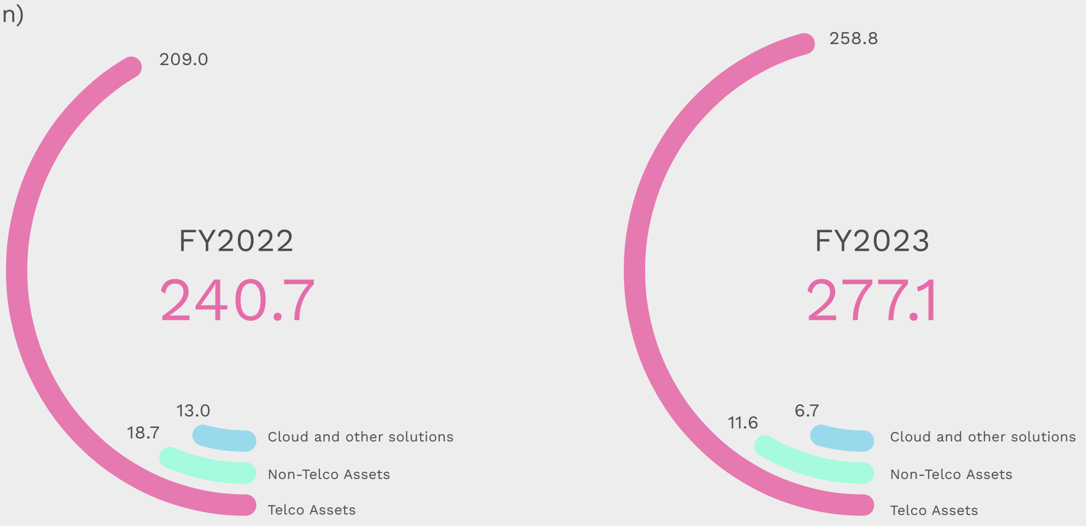
(2) EBITDA and Profit Before Tax (PBT) presented for FY2022 and FY2023 are on a continuing basis and excludes contributions from AIMS (for the periods up to the Group's partial divestment of shares in AIMS on 20 April 2023), which was recognised as discontinued operations.

(3) Profit After Tax (PAT) FY2022 and FY2023 are presented based on the reported Profit for the Year which include Profit from continuing operations and Profit from discontinued operations. Profit from discontinued operations refers to contributions from AIMS including the net gain from the Group's partial divestment of shares in AIMS in FY2023.

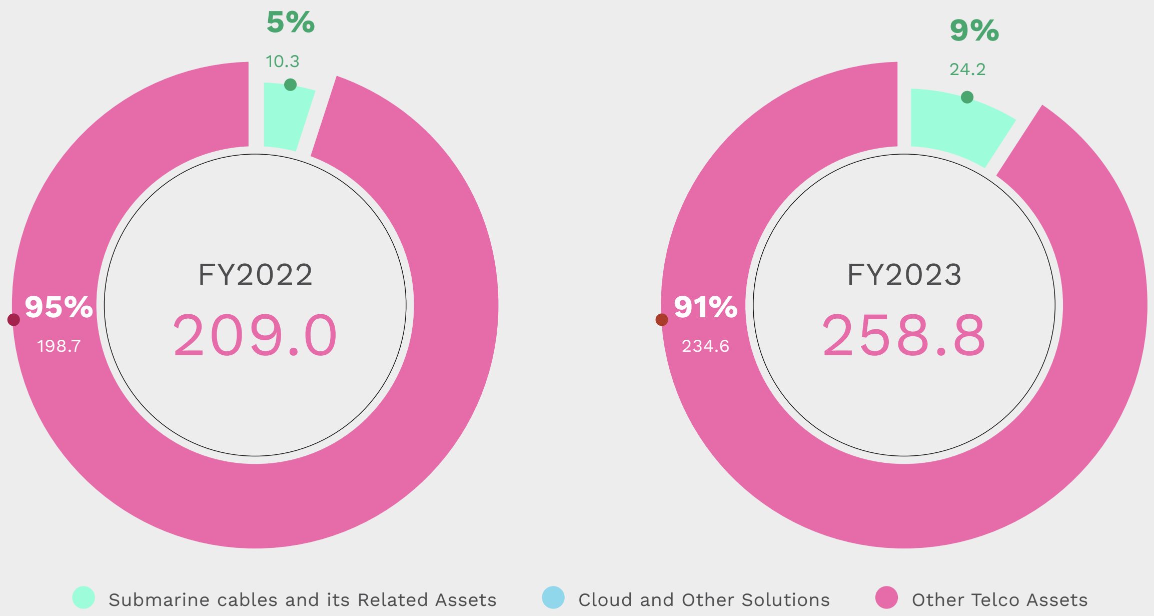
Capital Expenditure

The Group's capital expenditure ("CAPEX") for FY2023, stood at RM277.1 million, of which 88% was allocated to telco assets to expand domestic and regional network coverage and upgrade Time's existing network infrastructure, 9% was dedicated to submarine cables and related investments, and 3% was allocated to Cloud and other services. CAPEX for FY2023 was mainly funded by internally generated funds.

CAPEX Breakdown
(RM'million)



Breakdown of Telco Assets
(RM'million)



Cash Flow

RM'million	As at 31 December 2022	As at 31 December 2023
Net cash inflow from Operating Activities	755.8	767.9
Net cash (used in)/generated from Investing Activities	(442.9)	1,551.5
Net cash inflow from Operating and Investing Activities	**312.9**	**2,319.4**
Net cash used in Financing Activities[N1]	(588.1)	(1,613.1)
Net (decrease)/increase in cash balance	**(275.2)**	**706.3**
Exchange effects on cash balance	4.1	3.8
Cash balance at beginning of period	796.1	524.9
Transfer to asset held for sale	(40.4)	-
Cash and cash equivalents at the end of period	**484.6**	**1,235.0**
Placement of deposit maturing more than three (3) months and others	4.2	301.3
Cash and bank balance at the end of period[N2]	488.8	1,536.4
Acquisition of capex	(452.0)	(350.2)
Free Cash Flow (Operating CF - Capex)	303.8	417.7

Notes:

1) Included in financing activities are dividends paid out YTD December 2022 (RM540.2 million), and YTD December 2023 (RM1,572.3 million)
2) Included in cash and bank balances are restricted cash YTD December 2022 (RM4.1 million), and YTD December 2023 (RM1.3 million).

Over FY2023, Time recorded strong net cash inflow from operations of RM767.9 million (FY2022: RM755.8 million) and net cash inflow from investing activities of RM1,551.5 million which included receipt of proceeds from the AIMS transaction (net of cash disposed) and attributable expenses of approximately RM1,955.2 million.

Higher cash outflow from financing activities of RM1,613.1 million was recorded for FY2023 (FY2022: RM588.1 million), primarily due to higher payment of dividends, totalling RM1,572.3 million (FY2022: RM540.2 million) which included a one-off special dividend of RM1 billion, arising from the distribution of part of the proceeds from the AIMS transaction, alongside Time's strong financial performance and balance sheet optimisation initiatives.

As at 31 December 2023, Time's cash and bank balance stood at RM1,536.3 million.

Dividends

On 28 February 2023, the Board of Directors declared an ordinary interim and a special interim tax-exempt (single tier) dividend of 12.33 sen and 2.36 sen per ordinary share, respectively. This was paid out on 24 March 2023.

In addition, a one-off special interim tax-exempt (single tier) dividend of 54.4 sen per ordinary share was declared on 18 May 2023 arising from the distribution of part of the proceeds from the AIMS transaction. This was paid out on 26 May 2023, which included a one-off special dividend of RM1.0 billion.

On 18 August 2023, the Board of Directors also declared a special interim tax exempt (single tier) dividend of 16.25 sen per ordinary share for the financial year ending 31 December 2023. This was paid out on 15 September 2023.

The Group is resolute in keeping to its commitment to strong shareholder returns, with its robust dividend payout policy of up to 50% of Normalised PAT. Due to Time's strong financial performance and optimal balance sheet, the Board of Directors had on 29 February 2024 declared an ordinary interim and a special interim (single tier) dividend of 8.25 sen and 6.90 sen per ordinary share, respectively. This was paid out on 27 March 2024.

Balance Sheet

RM'million	As at 31 December 2022	As at 31 December 2023
ASSETS		
Non-current assets	2,380.3	3,303.8
Current assets (exclude cash)	1,324.5	476.1
Cash	484.6	1,535.0
Total assets	**4,189.4**	**5,314.9**
Share capital	1,418.6	1,467.4
Reserves	1,683.2	2,672.2
Total equity attributable to owners of the Company	**3,101.8**	**4,139.6**
Non-controlling interest	25.9	36.0
Total equity	**3,127.7**	**4,175.6**
Non-current liabilities	499.3	611.8
Current liabilities	562.4	527.5
Total liabilities	**1,061.7**	**1,139.3**
Total equity and liabilities	**4,189.4**	**5,314.9**

RM'million	As at 31 December 2022	As at 31 December 2023
EBITDA[N1]	652.1	567.3
Total Debt	29.6	10.9
Net Cash Position	455.0	1,524.1
Debt/EBITDA (times)	0.0x	0.0x
Debt/Equity (times)	0.0x	0.0x
Current ratio (times)	3.2x	3.8x

Note:

1) Based on EBITDA for last 12 months

The Group's balance sheet remains strong, with assets continuing to significantly outweigh liabilities.

The Group's total asset position has strengthened to RM5,314.9 million, 26.9% higher year-on-year (FY2022: RM4,189.4 million). The growth in total assets is mainly attributed to higher cash and bank balances by RM1,047.6 million due to the proceeds received from the partial divestment of AIMS in 2023.

In FY2023, total liabilities increased to RM1,139.3 million (FY2022: RM1,061.7 million). The biggest changes in liabilities came from higher deferred tax liabilities and provision for tax by RM73.0 million, as well as higher trade and other payables by RM80.2 million.

As at 31 December 2023, the Group's gearing ratio stood at 0.3% (FY2022: 1%). The Group's low gearing, coupled with its robust cash balance, underscores its financial strength and resilience.

RISK MITIGATION

The Group acknowledges that building and sustaining a business driven by innovation, boldness and capability comes with risks that are not only inherent in the business, but also external factors. This includes operational risk, technological advancement, market conditions and other risks. This would be amplified as a company embarks on a new strategic, expansionary direction.

The Board of Directors and Senior Management continuously work to mitigate possible risks that can impact the Group from all aspects. Time also regularly reviews its strategic, business and operational processes and risks in tandem with changes in the operating environment. This includes network failure and disruption, service outage, cyberthreats, supply chain disruptions and regulatory issues.

The Group has established a process for identifying, evaluating, monitoring, and managing the significant risks that might materially affect it, and conducts periodic testing of internal control procedures and processes for effectiveness and efficiency. The Risk Register and Risk Matrix are kept current and relevant to ensure the most comprehensive risk scenarios are included in the overall approach to risk management.

The Group also has established Business Continuity and Disaster Recovery ("BCD") plans, which are also subject to the scrutiny and oversight of the Board and Senior Management. They are also regularly reviewed to include discussions on management submissions on strategic risks, identifying crucial risks and approving relevant action plans to mitigate such risks based on priority. Both the Risk Register and the BCD plan have been found to be robust and provide necessary guidance to ensure an effective response to a wide range of risk related scenarios.

The Group's Enterprise Risk Management ("ERM") framework ensures an effective response in identifying and prioritising risk factors and in providing effective mitigation. The ERM team works closely with risk owners and the Board maintains strategic oversight on risks via the Risk Management Steering Committee ("RMSC") and the Board Audit Committee ("AC").

Specific details on Time's ERM framework such as its triple-tier structure and supporting processes can be found in the **SORMIC** of this Annual Report.

OUTLOOK AND PROSPECTS

As the nation emerged from the pandemic in the last two years, emphasis had been placed on evolving into a digital economy. Efforts and initiatives are underway, both in the public and private sectors, to ensure that the economy leverages on technology and digitalisation to advance and insulate itself from unforeseen shocks, as learnt from past events.

The Group is cautiously optimistic of sustained customer demand and remains committed to augmenting its operational efficiency and boosting innovation in its quest to deliver the highest quality products and services to its customers in the face of increased market competition. The Group will continue to prioritise expanding its network footprint and refine its strategic direction with a focus on ramping up its core business as it positions itself to meet market demand and seize opportunities that present themselves.

Sustainability Statement

SCOPE AND BOUNDARY

This Sustainability Statement ("Statement") covers the period from 1 January 2023 to 31 December 2023 ("FY2023"). All initiatives and performance data disclosed have been obtained from the Group's operations which include subsidiary companies in Malaysia. Information on Time's associates, overseas operations, third-party contractors, suppliers, vendors and other related value chain partners has been excluded from this Statement.

This Statement has been prepared in line with the Bursa Malaysia Securities Berhad ("Bursa Malaysia") Sustainability Reporting Guide Third Edition and its Enhanced Sustainability Reporting Disclosures. Where relevant, specific disclosures have been developed in line with the Global Reporting Initiative ("GRI") Standards, Taskforce on Climate Change Financial Disclosures ("TCFD") and the Sustainability Accounting Standards Board ("SASB").

MATERIALITY

The information deemed material for inclusion in this Statement has been determined based on the following considerations:

1. Topics that align with Bursa Malaysia's Mandatory Common Sustainability Matters;
2. Topics that are material to enterprise value creation; and
3. Topics that are material to the Environmental, Social and Governance ("ESG") agenda.

REITERATED INFORMATION

This Statement contains some information that has been reiterated from the previous years' statement. This includes information on stakeholder engagement, the governance structure, risk management frameworks as well as information on output produced and business processes. This is because such information remains unchanged from the previous year, save for performance numbers, if any.

PRECAUTIONARY APPROACH

Time has used the precautionary approach as reflected in its risk mitigation strategies and framework, and in the area of preventing occupational health and safety ("OHS") incidents.

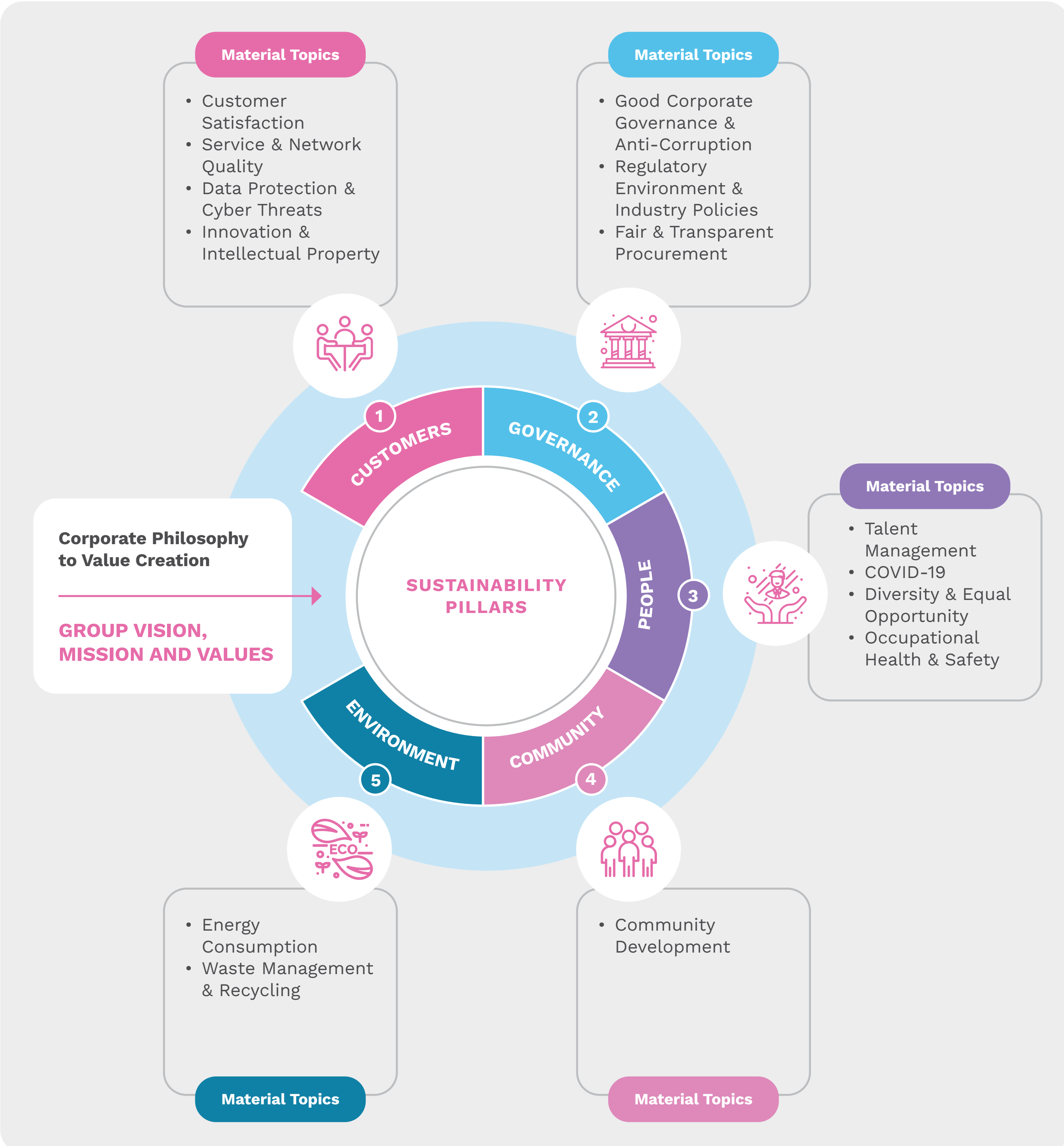
For more details, please refer to the subsection on OHS on page 54 and the **Directors' Statement on Risk Management and Internal Control** ("SORMIC") within this Annual Report.

ADVANCING THE SUSTAINABILITY AGENDA

In FY2023, Time steadfastly advanced its sustainability agenda, acknowledging the growing importance of ESG performance in shaping business and operational outcomes. Recognising that ESG performance goes beyond merely mitigating risks and that non-financial performance plays a significant role in generating value for stakeholders, Time remains committed to actively exploring the potential for ESG to add value to the business in the future.

As a responsible corporate entity, Time is dedicated to integrating ESG principles into its business model. The Group remains committed to its ESG journey, striving to achieve a harmonious balance between its financial goals and strong non-financial performance, thereby ensuring sustainable business growth.

GROUP SUSTAINABILITY FRAMEWORK



SUSTAINABILITY GOVERNANCE

Time maintains a robust governance framework that propels its sustainability initiatives. This framework ensures strategic oversight of ESG matters, facilitates effective risk management and mitigation, and seamlessly integrates ESG elements into the business model and processes.

The governance framework positions sustainability as a core strategic focus, embedding it within business strategy and operations. Through a Group-wide, cross-functional approach, Time ensures the implementation of meaningful sustainability change.

The following parties work together to oversee and implement sustainability governance at Time:

BOARD OF DIRECTORS

- Has oversight of sustainability initiatives, ensuring they align with corporate governance.
- Determines sustainability frameworks and strategies, focusing on integrity, anti-corruption, ethical conduct, occupational health and safety, talent management and risk management.

SUSTAINABILITY STEERING COMMITTEE ("SSC")

- Comprises Executive Directors, with one serving as the Chair, alongside the Company Secretary, Chief People Officer and Chief Financial Officer.
- Aligns the Group's sustainability efforts with its long-term business growth goals.
- Executes and manages sustainability initiatives according to Board-approved strategies.
- Reviews and refines sustainability strategies, policies and related frameworks for effectiveness and relevance.

SUSTAINABILITY WORKING GROUP ("SWG")

- Comprises department heads from various operational areas within the Group.
- Implements SSC-approved sustainability strategies and plans, ensuring operational alignment.
- Monitors the progress of sustainability initiatives, activities and targets, providing updates to the SSC Chair.

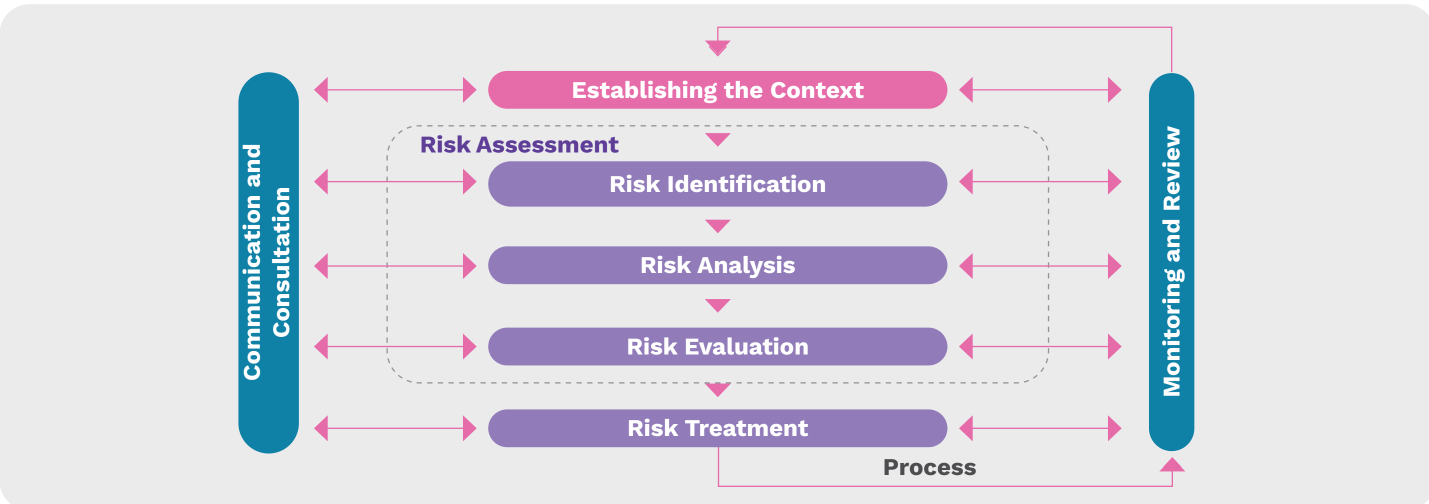
The governance structure originates from the Board, the apex decision-making body in the Group, flows down to the SSC, which formulates the overall sustainability strategy, and further cascades down to the SWG for implementation. The Group periodically reviews its sustainability governance structure and Terms of Reference ("TOR") for continued improvement.

For finer details of the Board's roles and responsibilities as well as its composition, independence and performance, kindly refer to the **Corporate Governance Overview Statement** ("CGOS") in this Annual Report. The standalone **Corporate Governance Report** ("CG Report") also demonstrates how Time has applied stipulated practices of the Malaysian Code of Corporate Governance 2021 ("MCCG 2021").

INTEGRATING ESG MATTERS INTO RISK MANAGEMENT

In its approach to sustainability, the Group continues to actively incorporate ESG-related risks into its Risk Register. This effort aims to provide a holistic view of all risk factors, enhancing the linkages between financial outcomes, business processes and ESG matters. In FY2023, the Group focused its efforts on addressing these key risks i.e. Operational Risk, Technology Risk, Regulatory Risk, Governance and Integrity Risk.

Time's Enterprise Risk Management ("ERM") process systematically applies a risk management framework to identify, analyse, evaluate and treat risks. Risks within Time and its related entities are identified quarterly, considering both internal factors and external influences such as political, economic, social, technological and industry trends, and their potential impact on the Group's customers, finances and operations. Risk owners are responsible for their risks while the Risk Management Steering Committee has oversight of the corresponding mitigation strategies. The ERM team advises on risk identification, evaluation and assessment, collaborating with risk owners across business divisions to implement and monitor risk treatment plans. Key risks and their statuses are reported to the Board on a quarterly basis.



Detailed information on the Group's Risk Management Framework and its defence mechanisms are provided in the **SORMIC** section of this Annual Report.

STAKEHOLDER ENGAGEMENT

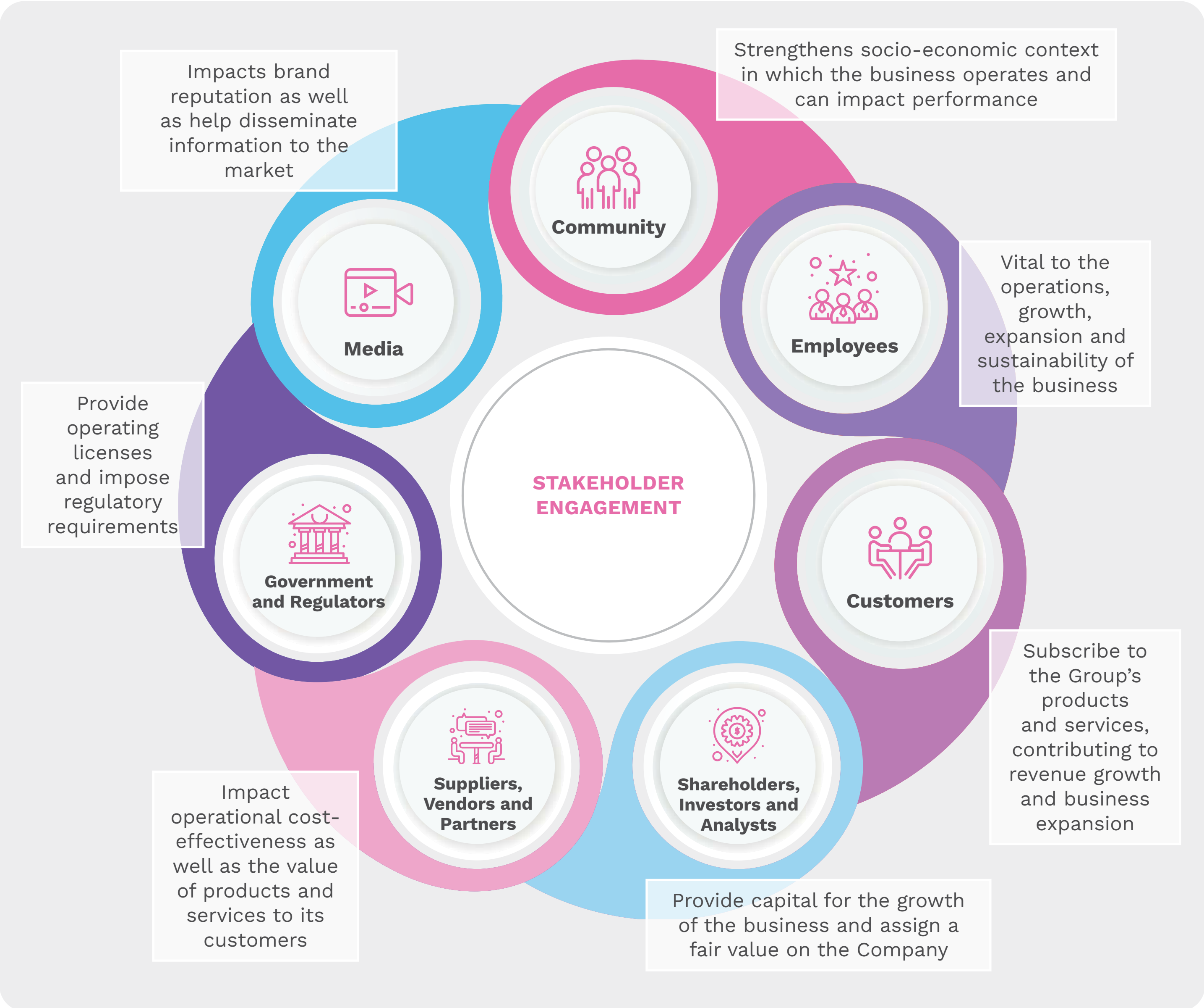
Stakeholder engagement remains a cornerstone of Time's approach to sustainability and business strategy as stakeholder's perspectives, perceptions and expectations have significant influence over the Group's business activities, performance and value-creation capabilities.

Sustainability Statement

Time is dedicated to maintaining an inclusive organisation that attentively addresses the diverse needs of its stakeholders, understanding that effective engagement is crucial for long-term, sustainable growth. In identifying stakeholders, Time focuses on individuals or interest groups most affected by or are most influential to its business operations and presence, considering them as vital contributors to identifying key material issues in value creation and ESG priorities.

Through systematic and consistent engagement, Time has been able to capture invaluable insights into stakeholder perspectives, strengthening understanding of their needs. This ongoing dialogue, encompassing both formal and informal channels, has been instrumental in shaping the leadership's decision-making, informing business and operational strategies, and bolstering the Group's capacity for delivering value. The feedback obtained not only sheds light on stakeholders' expectations but also highlights topics of material significance to them.

Given that our stakeholder groups remain the same, the Stakeholder Engagement table presented for FY2023 is a reiteration from the previous financial year.



Employees

Related Material Topic(s)	Strategy	Engagement Method	Material Stakeholder Interest
• Talent Management • Diversity and Equal Opportunity • Occupational Health and Safety • Anti-Corruption and Good Corporate Governance	Ensure the safety and well-being of employees while maintaining consistent engagement. Talent retention and development remain key focus areas. Succession planning and talent development have also been embedded into Senior Management's KPI's.	• Intranet, newsletters and broadcasts • Employee self-service portal • Engagement events i.e. culture, training & development programmes • Hybrid or physical townhalls • Annual performance appraisal • Employee satisfaction survey	• Personal and career development • Safety and well-being • Consistent communication with management and leadership • Competitive remuneration

Customers

Related Material Topic(s)	Strategy	Engagement Method	Material Stakeholder Interest
• Service and Network Quality • Customer Satisfaction • Data Protection and Cyber Threats • Anti-Corruption and Good Corporate Governance • Brand Appeal	Ensure that customers are kept informed of the offerings available to them and other related developments as well as provide various channels for feedback.	• Contact centre hotline and email • Social media • Advertising and promotions • Client/service managers • Tactical events, roadshows, conferences, webinars, etc. • Self Care portal and Time Internet app	• Fast and consistent Internet connectivity • Value offerings • Prompt resolution to issues • Extensive product suite, especially for Enterprise and Wholesale customers • Multi-channel payment methods that best suit customers

Suppliers, Vendors and Partners

Related Material Topic(s)	Strategy	Engagement Method	Material Stakeholder Interest
• Anti-Corruption and Good Corporate Governance • Regulatory Environment and Industry Policies • Fair and Transparent Procurement	Ensure two-way dialogue to support constant improvement, performance monitoring/feedback and updates on internal policies to achieve alignment.	• Virtual or physical meetings • Supplier assessment system • Product launches • Virtual or physical briefings and training sessions	• Health and safety standards • Fair procurement and treatment • Business collaboration opportunities • Operational and business innovations

Government and Regulators

Related Material Topic(s)	Strategy	Engagement Method	Material Stakeholder Interest
• Customer Satisfaction • Service and Network Quality • Data Protection and Cyber Threats • Regulatory Environment and Policies • Anti-Corruption and Good Corporate Governance • Climate Change and Emissions	Ensure two-way dialogue to support constant improvement, performance monitoring, feedback and updates on internal policies to achieve alignment.	• Hybrid or physical meetings • Supplier assessment system • Product launches • Hybrid or physical briefings and training sessions	• Health and safety standards • Fair procurement and treatment • Operational and business innovations

Shareholders, Investors and Analysts

Related Material Topic(s)	Strategy	Engagement Method	Material Stakeholder Interest
• Service and Network Quality • Customer Satisfaction • Data Protection and Cyber Threats • Anti-Corruption and Good Corporate Governance • Regulatory Environment and Industry Policies • Climate Change and Emissions	Ensure that shareholders, investors and analysts are kept updated on the financial and non-financial performance of the Group.	• Shareholder updates • Virtual or physical briefings, meetings and conferences • Investor Relations website • Financial reports • Annual report • Virtual or hybrid annual general meeting • Virtual or hybrid extraordinary general meeting	• Business strategy for long-term sustainable growth • Sound corporate governance practices • Transparency regarding business operations, financial performance and related developments affecting the Group • Consistent dividend payout

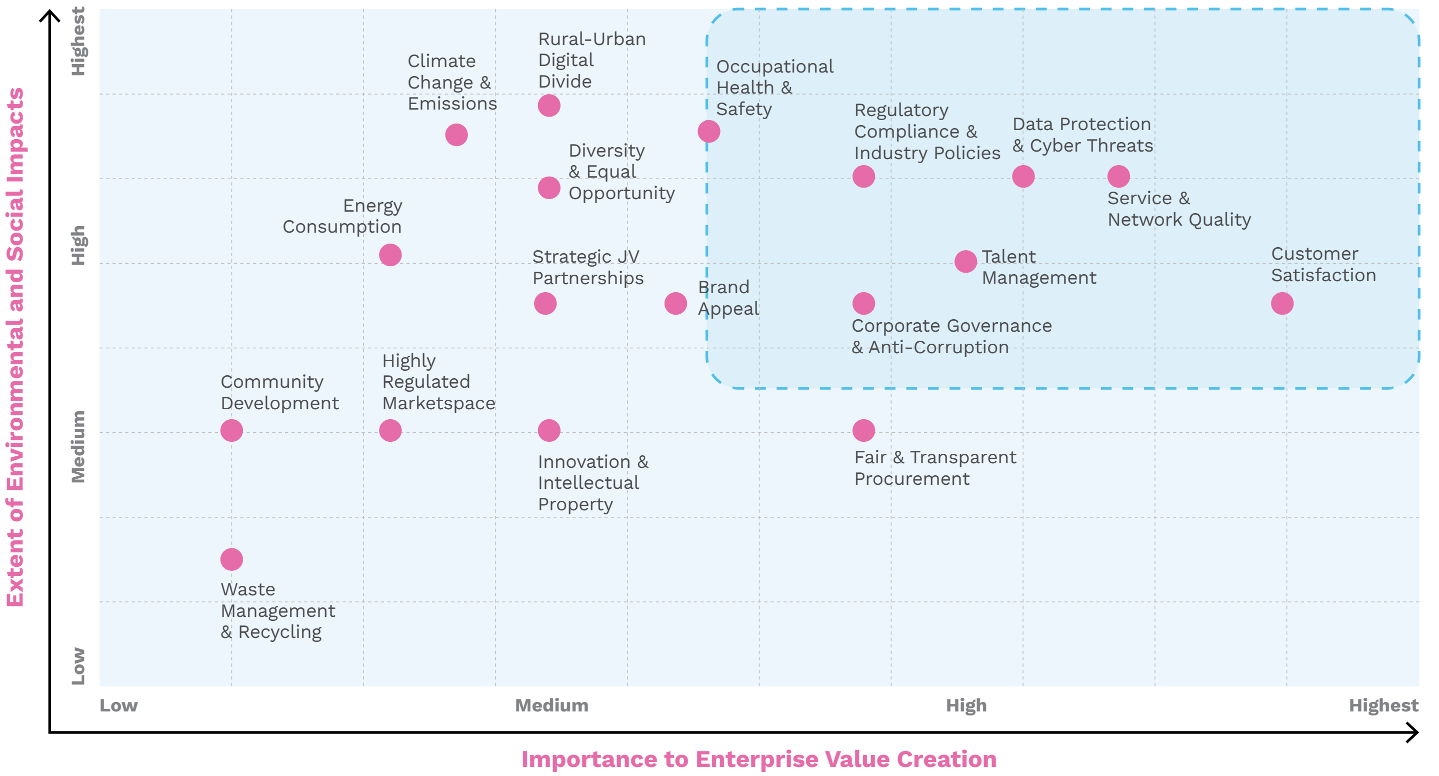
MATERIAL ESG TOPICS

Time last conducted a materiality assessment exercise ("MAE") in FY2022 to reassess, identify and prioritise material ESG topics in a post-pandemic era. The FY2022 MAE was conducted based on the following approaches to materiality:

- Extent of topic's impact on Time's ability to create enterprise value; and
- Extent of topic's impact on Time's ESG agenda.

For FY2023, to align with Bursa Malaysia's Enhanced Sustainability Reporting Disclosures that call for nine Mandatory Common Sustainability Matters to be disclosed, Water has been included as a material matter in the narratives within this FY2023 Statement. However, since water consumption is not significant to Time's operations, it has not been included in the existing materiality matrix. Moving forward, Time will consider the significance of water as a material matter when the next MAE is conducted.

Materiality Matrix



CUSTOMERS

Customer Satisfaction

In the face of a highly competitive telecommunications landscape where customers are presented with an abundance of choices, customer satisfaction has become more crucial than ever for business and financial growth. Time's strategy to achieve high customer satisfaction levels involves a detailed examination of customer touchpoints throughout the customer journey and lifecycle.

The Group closely monitors and tracks the pricing, speed, and quality of its products and services, constantly implementing improvements throughout the business process and value chain to enhance the customer value proposition. Furthermore, Time assesses customer satisfaction at key moments of interaction, conducts regular surveys for precise evaluations, and continues to harness technology to provide predictive and customised solutions.

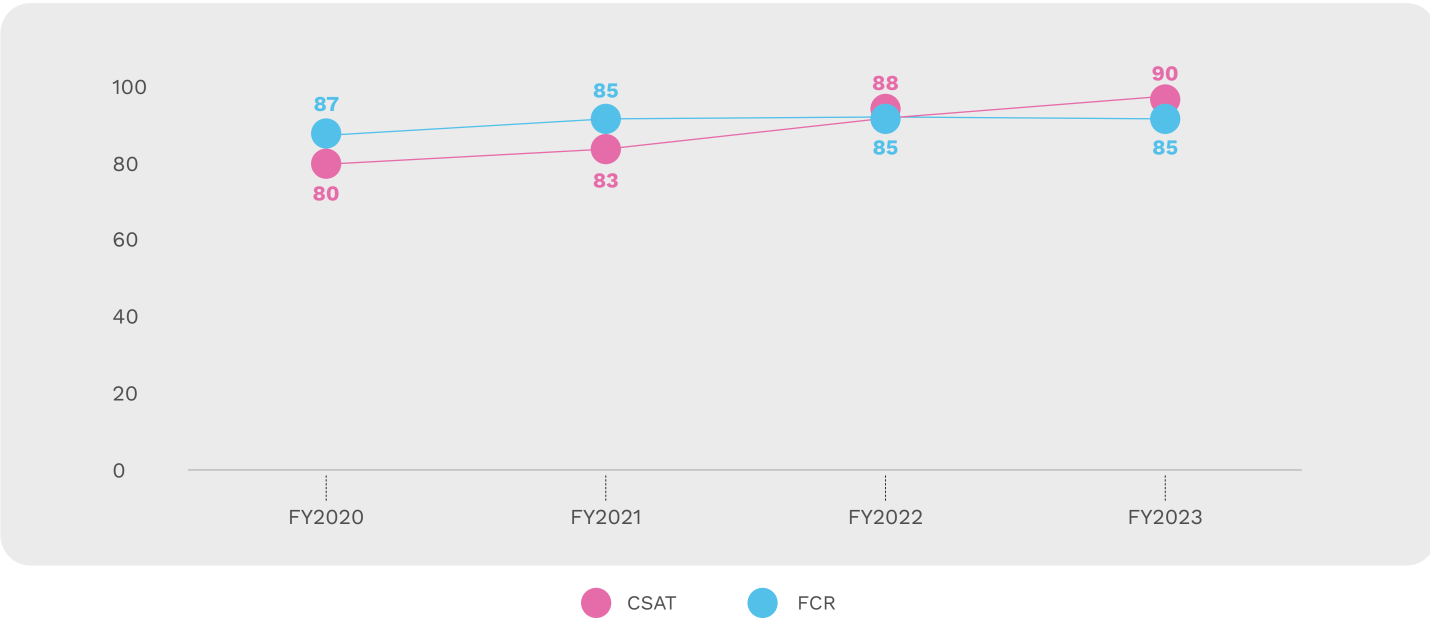
In FY2023, Time rolled out strategies that sought to harness the power of Artificial Intelligence ("AI"), embrace digitalisation, and maintain an unwavering focus on customer centricity. The Group leveraged AI to provide predictive, tailored solutions, meeting the dynamic needs of customers. Time also tapped digitalisation to expand engagement channels, making the Group's services more accessible while enhancing customer interactions through seamless, responsive touchpoints such as its call centre, chatbots and social media. Central to the year's customer-centric efforts was Time's use of diverse engagement platforms, including both advanced digital tools and traditional communication methods, which catered to varied customer preferences.

To elevate customer service and, consequently, customer satisfaction, the following measures were introduced:

- A 100% automated process for reactivating services was introduced so that customers who had previously cancelled or had their service(s) cancelled can now instantly reactivate their service by logging into the Time Self Care portal ("Self Care") and making a payment.
- Customers can now conduct diagnostics via Self Care, and where they require on-site intervention, they can schedule a technician visit at their convenience. This eliminates the need to contact customer service, reducing the lead time for problem resolution by reducing administrative complexities, human error and providing instant access to help.
- Enhancements to the self-diagnostic features within Self Care offer customers greater flexibility to reschedule technician visits, further streamlining the customer experience.
- By incorporating AI into the chatbot functionality, it has improved the bot's ability to understand customer issues and provide more effective solutions, thus enhancing overall customer satisfaction.
- AI technology was deployed to assist live chat and email agents by suggesting responses based on customer queries. Not only has this expedited conversations but also refined the quality of responses, ensuring Time's brand image is upheld.
- To mitigate the number of dropped calls during peak call times, system improvements were made to ensure customers receive a call-back if they were unable to reach a representative initially.
- The cancellation journey was overhauled to provide more detailed information and automated options, allowing for real-time conservation actions to be made through the web or manually (as opposed to when a form is sent in), enhancing efficiency and customer satisfaction.

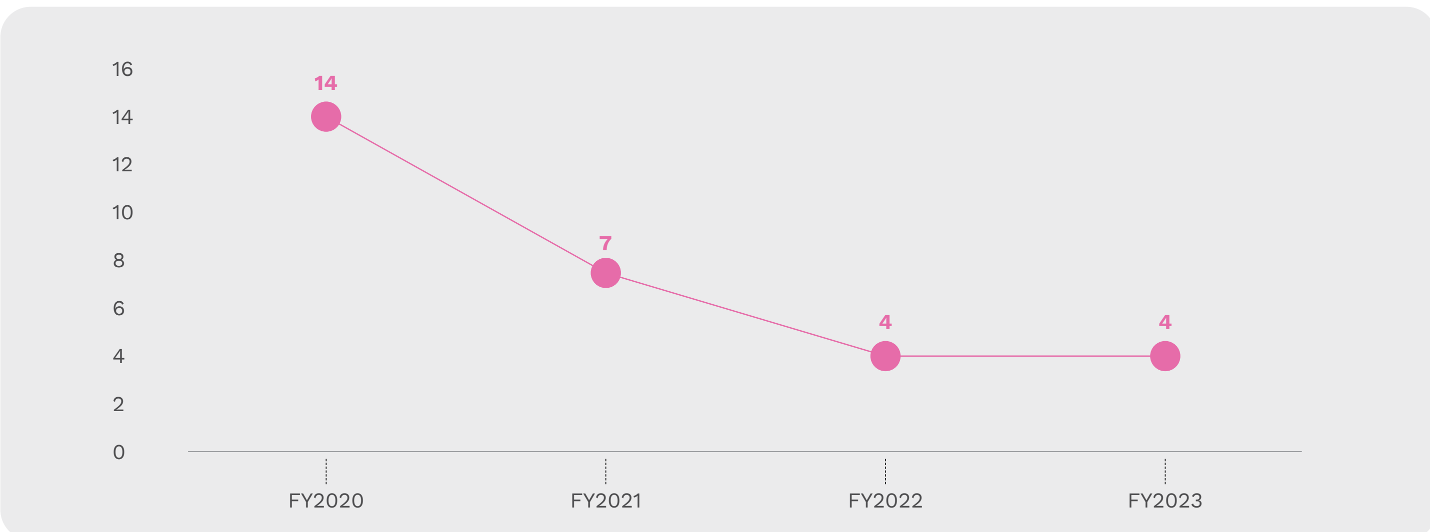
Through these measures, Time significantly improved the efficiency and user-friendliness of its customer service, setting new standards for customer satisfaction and reinforcing its commitment to delivering exceptional service. As a result, Time attained an increase in its customer satisfaction ("CSAT") score for FY2023 while maintaining its first call resolution ("FCR") rate.

CSAT and FCR Scores (%)



In addition, Time maintained the mean time to respond ("MTTR") averaging four hours in FY2023 in line with FY2022's results. MTTR is defined as the average outage recovery time to troubleshoot and repair faulty or damaged equipment.

MTTR (Hours)



Regulatory Compliance for Customer Satisfaction

In FY2023, Time exceeded the Mandatory Standards of Quality of Service ("QoS") parameters set by the industry regulator, the Malaysian Communications and Multimedia Commission ("MCMC"). The Group registered an 89% fulfilment of calls answered within 30 seconds, exceeding the regulator's benchmark of 85% of calls answered within 30 seconds.

By the year's end, Time had also significantly surpassed its Jalinan Digital Negara or JENDELA KPIs, achieving 169% of the targets set under the initiative. This accomplishment reflects Time's substantial contribution to the national digital infrastructure agenda, particularly through the expansion of its Home Broadband services. The achievement was measured by the number of premises Time successfully passed, exceeding the targets set for the locations where its services are offered.

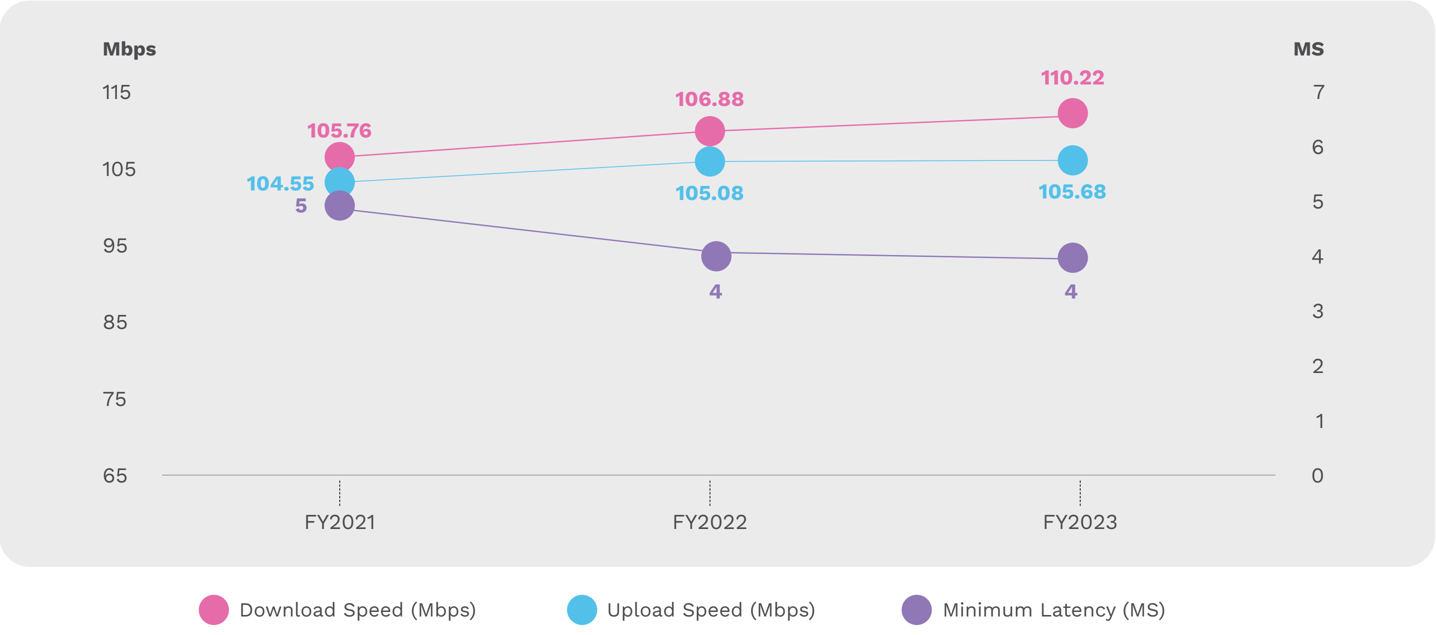
The Group's regulatory compliance performance for FY2023 is as follows:

Item	FY2023
Incidents of non-compliance with regulations resulting in a fine or a penalty	0
Incidents of non-compliance with regulations resulting in a warning	1 case: Time received a warning from the Construction Industry Development Board ("CIDB") as a result of its sub-contractors not declaring several projects in the CIDB system. This has been resolved following reminders issued to sub-contractors to ensure proper declarations to CIDB and Time will continue monitoring its sub-contractors for compliance.
Total monetary value of significant fines	0
Total number of non-monetary sanctions	0
Cases brought through dispute resolution mechanisms	1 case: In February 2023, YTL lodged a complaint to MCMC under a process defined in the CMA disputing Time's charges for six private leased line links. This escalated to an appeal by YTL against MCMC's decision and the hearing took place at the High Court in January 2024. The appeal is currently pending disposal.

Service Network & Quality

Service network and quality significantly influence customer satisfaction. Time is committed to providing robust network availability and high-quality services by continuously enhancing its network infrastructure. This encompasses improvements in fibre routing, network health, operational processes and automation, ensuring an efficient and seamless customer experience.

Time continues to prove itself by consistently setting new benchmarks on its average throughput and latency as per the Ookla® Speedtest Intelligence® data.



Back in FY2022, Time concentrated on network stability and virtualisation, strengthening customer experience with Smart WiFi technology and advanced management software for issue resolution, aligning with Time's commitment to delivering efficient, high-quality services tailored to evolving customer needs. Building on this foundation, FY2023 saw Time's network modernisation efforts, particularly through virtualisation, lead to significant cost savings and sustainability improvements. This initiative reduced the reliance on physical equipment, further reinforcing its leadership in network innovation and customer satisfaction.

Time's continued deployment of the Network Cloud Engine ("NCE") management and analysis software throughout its network markedly mitigated process bottlenecks and improved customer service and efficiency. NCE deployment enabled customers to easily manage digital access and troubleshoot intermittent connectivity and device-related connectivity issues via the enhanced Time Internet app and Self Care platforms, promoting self-service. For Time's operational staff, the rollout of the NCE offered real-time network insights and remote troubleshooting capabilities, reducing the need for physical visits. The NCE's Logical Regions feature further allowed technicians to assess and optimise coverage remotely, streamlining support and enhancing the customer's experience.

Time also led the way by being the first telco operator in Malaysia to deploy Segment Routing over IPv6 ("SRv6"), setting a new benchmark in the nation's network infrastructure. This strategic move has enhanced the efficiency, flexibility, and scalability of Time's network, allowing for improved traffic management and service quality. By embracing this advanced technology, Time is demonstrating its commitment to innovation and its focus on meeting the evolving expectations of its customers with cutting-edge solutions.

Validation of Time's high level of service and network quality is provided in the Group's continued certification to the following industry and regulatory standards:

Certifications/ Compliance	Description	Products/Services/ Business
ISO 9001:2015 Quality Management System	Quality Management System ("QMS") specifies requirements to consistently provide products and services that meet the needs of customers and other relevant stakeholders.	Time Cloud Services, Time Security Advance Monitoring, Data Centre Managed Services and Co-location
NRA	A Network Resilience and Risk Assessment ("NRA"), as per the requirements of Bank Negara Malaysia's ("BNM") Risk Management in Technology ("RMiT") policy, is carried out to determine the capability of an infrastructure system to cope with unusual events that may damage the system, and the ability and time needed to recover efficiently from such damage.	IP Core, Metro Ethernet, GPON and DWDM Networks
MEF 3.0 SD-WAN	MEF 3.0 SD-WAN certification defines an SD-WAN service and its service attributes to facilitate creation of powerful new hybrid networking solutions optimised for digital transformation.	Time Managed SD-WAN
MEF 3.0 Carrier Ethernet	MEF 3.0 Carrier Ethernet certification validates performance excellence, provides competitive differentiation and enables service providers to establish a standards-compliant presence within a federation of automated networks, among other business benefits.	Point-to-point, E-NN1 Point-to-multipoint and Multipoint-to-multipoint
MEF 3.0 LSO Sonata	MEF 3.0 LSO Sonata certification enables the verification and resulting business velocity to inter-provider service automation by establishing and validating adherence to the LSO Sonata API standards.	Time Core Network Services
CSA STAR Certification	CSA STAR is a rigorous third-party audit programme for assessing the security level of cloud service providers to provide a highly secure cloud services.	Time Cloud Services
PCI-DSS Certification	PCI-DSS is a comprehensive standard that defines operational and technical requirements for ensuring data security for storing, processing and transmitting payment cards data i.e. credit card.	Time Cloud Services

Looking ahead, Time's focus is on further enhancing network orchestration to improve efficiency and robustness. This will allow for the network to be designed in an agile way to meet the evolving needs of customers, ensuring that the Group remains at the forefront of delivering cutting-edge, customer-centric network services.

Data Protection and Cyber Threats

Central to Time's operations is the unwavering commitment to data integrity and confidentiality, underscoring its dedication to the highest standards of data protection and cyber threat mitigation. Time rigorously adheres to the Personal Data Protection Act 2010, ensuring the security of all relevant data, especially customer data. The Group employs a comprehensive suite of ICT-based systems, including robust firewalls and other security measures, to safeguard data storage.

The year in review saw Time becoming the first Malaysian telco to achieve Cybersecurity Operation Centre or CSOC Type 2 compliance, as per the American Institute of Certified Public Accountants' ("AICPA") Trust Services Criteria. This milestone has not only validated Time's network security but aligned its operational practices with esteemed international benchmarks, including the ISO 27001 Standard and the Health Insurance Portability and Accountability Act ("HIPAA"), thereby elevating customer confidence and ensuring adherence to regulatory standards. This achievement underscores Time's commitment to robust cybersecurity, operational integrity, and customer data protection, reinforcing its leading position in the industry.

All new Time employees are briefed on the importance of safeguarding data privacy during their onboarding session. Access to data is also meticulously safeguarded with restricted levels of access while the transfer of files is encrypted to ensure safety. Time enforces a Zero Trust policy within the organisation and communicates with its employees regularly on the importance of cybersecurity and data protection via its internal newsletter, Time Loop. These communications include ad hoc security advisories to mitigate cybersecurity risks or potential risks to its networks or systems by creating awareness of prevailing or newly identified threats.

In FY2023, there were zero cases of data breach at Time. All distributed denial-of-service ("DDoS") attacks were blocked and mitigated without affecting any of the Group's systems, customers or other stakeholders.

Item	FY2021	FY2022	FY2023
Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	0	0	0

Time steadfastly enforces stringent access controls, incorporating sophisticated threat detection and prevention mechanisms across critical systems to bolster data security. The Group's strategy for fortifying data and network security against cyber threats is validated by its adherence to rigorous standards, as evidenced by the following certifications:

Certifications/ Compliance	Description	Products/Services/ Business
ISO/IEC 27001:2013 Information Security Management System	Information Security Management System ("ISMS") outlines the requirements for information security management systems and provides a systematic approach to managing company and customer information based on periodic risk assessments.	Time Cloud Services, Time Security Advance Monitoring, Data Centre Managed Services and Time Core Network Services
ISO/IEC 27017:2015 Security Control for Cloud Services	An additional code of ISMS practice used for cloud services information security controls.	Time Cloud Services

Certifications/ Compliance	Description	Products/Services/ Business
ISO/IEC 20000-1:2018 IT Service Management System	ISO/IEC 20000-1 outlines the requirements to deliver IT managed services, measure service levels and assess their performance. This standard is aligned with the IT Infrastructure Library, the global de facto standard for IT Service Management.	Co-location
PCI-DSS 3.2.1	Payment Card Industry Data Security Standards ("PCI-DSS") defines operational and technical requirements for ensuring data security for sharing, processing and transmitting payment cards data i.e. credit card.	Time Cloud Infrastructure-as-a-Service, AIMS Data Centres and Co-location
TVRA	A Threat and Vulnerability Risk Assessment ("TVRA"), as per the requirements of the Monetary Authority of Singapore Technology Risk Management Guidelines, is carried out to assess the physical and environmental security of a data centre to ensure it is up-to-date and fully capable of handling security issues, as well as overall business risk.	AIMS Kuala Lumpur, AIMS Cyberjaya and AIMS CJ1
DCRA	The Data Centre Resilience and Risk Assessment ("DCRA"), as per the requirements of BNM's RMiT policy, is carried out to identify all major risks, operational weaknesses and current level of resiliency in a data centre in order to determine the extent of protection needed to safeguard it.	AIMS Kuala Lumpur and AIMS Cyberjaya
TIA-942 Rated-3	The Telecommunications Infrastructure Standards ("TIA-942 Rated-3") indicates a data centre facility has redundant capacity components and redundant distribution paths that serve the computer equipment and protect against most physical events.	AIMS Kuala Lumpur
CSA STAR	The Cloud Security Alliance's Security, Trust, Assurance and Risk ("CSA STAR") Registry showcases an organisation's security and compliance posture, including the regulations, standards and frameworks they adhere to.	Time Cloud Services
Uptime Institute Tier III Certification of Design Documents	Tier Certification of Design Documents is a rigorous set of standards that ratifies the functionality and capacity evidenced in the engineering and architectural specifications of a facility design, taking into account criteria covering mechanical, electrical, structural and site elements.	AIMS Cyberjaya and AIMS CJ1
Uptime Institute Tier III Certification of Constructed Facility	Tier Certification of Constructed Facility ensures that a facility has been constructed as designed, and verifies that it is capable of meeting the defined availability requirements based on review of multiple mechanical and facility criteria.	AIMS Cyberjaya and AIMS CJ1

In addition, for FY2023, Time was successfully recertified for the following:

- ISO/IEC 20000-1:2018 IT Service Management System
- ISO/IEC 27017:2015 Security Control for Cloud Services
- PCI-DSS 3.2.1
- CSA STAR

Customers can trust Time Cloud Services to adhere strictly to the most recent BNM RMiT guidelines, guaranteeing the confidentiality, integrity, and availability of data in the cloud. This adherence underscores Time's formidable information security defences, ensuring that all crucial aspects of cloud security are comprehensively addressed. When entrusting their mission-critical data and systems to Time, customers are assured of robust protection, underpinned by the stringent security controls of the CSA STAR standards.

Moving forward, Time is committed to adopting a proactive and comprehensive approach to cybersecurity, leveraging advanced technologies such as Extended Detection and Response ("XDR"), Security Information and Event Management ("SIEM"), and Security Orchestration, Automation, and Response ("SOAR"). This approach enhances early threat detection, real-time security incident analysis, and efficient response automation. By integrating these technologies, Time has strengthened its defence against a wide array of cyber threats, demonstrating a firm commitment to data protection and network security.

GOVERNANCE

Good Corporate Governance

The Board is continuously reinforcing Time's governance framework to align with evolving regulatory demands and the growing emphasis on ethical business practices. The Board's steadfast commitment to championing robust governance, risk management, and sustainability practices goes a long way in helping strengthen stakeholder trust, safeguarding the Group's business sustainability and reputation, and ensuring long-term shareholder value.

The Group has established various policies and complies with the relevant industry regulations and standards:

Group Policies	Regulations and Industry Standards
• Terms of Reference • Code of Conduct & Ethics • Anti-Bribery & Corruption ("ABC") Policy • Whistleblowing Policy • Corporate Disclosure Policy • Conflict of Interest Policy • Fair and Transparent Procurement Policy	• Communications and Multimedia Act 1998 and its subsidiary laws and regulations • General Consumer Code of Practice for the Communications and Multimedia Industry in Malaysia • Competition Act 2010 • All relevant Commission Determination and Mandatory Standards • Numbering and Electronic Addressing Plan • Personal Data Protection Act 2010 • All state-based regulations on telecommunications • All local council regulations on telecommunications • Companies Act 2016 • Capital Markets and Services Act 2007 • Bursa Malaysia Main Market Listing Requirements • Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018)

In FY2023, the Board approved the following as part of its efforts to strengthen the Group's governance framework:

- Revisions to the Business Continuity Management ("BCM") Policy and introduction of the BCM Framework on 8 March 2023;
- Amendments to the Group Discretionary Authority Limits on 18 May 2023;
- Amendments to the Terms of Reference of the Tender Committee on 9 August 2023;
- Adoption of the Donation Guidelines with effect from 1 September 2023; and

Amendments were made to the following existing policies/documents on November 2023 following a gap analysis to further augment Time's compliance to the requirements of Section 17A of the Malaysian Anti-Corruption Commission Act 2009:

- Anti-Bribery & Corruption Policy;
- Whistleblowing Policy;
- Internal Audit Charter;
- Board Charter; and
- Terms of Reference of the Audit Committee.

The Group also implemented the following MCCG 2021 practices (the finer details of which can be found within the CGOS and CG Report):

- Applied Best Practice 1.4 which mandates that the Chairman of the Board should not be a member of the Audit Committee, Nomination Committee or Remuneration Committee;
- Applied Best Practice 5.2 which calls for the majority of the Board of Large Companies to comprise Independent Directors; and
- Adopted Step-up Best Practice 9.4 whereby the Audit Committee should comprise solely of Independent Directors.

Time's Group-wide Sustainability Policy outlines the Group's commitment to addressing ESG matters, and its broad goals, objectives and plans related to material topics.

The Sustainability Policy can be viewed at www.time.com.my/2021-Sustainability_Policy.

Time also complies with the latest policies released by the MCMC:

- Commission Determination on the Mandatory Standards for Quality of Service (Wired Broadband Access Service), Determination No. 1 of 2021;
- Commission Determination on the Mandatory Standards for Quality of Service (Customer Service), Determination No. 4 of 2021;
- Commission Determination on Access List Determination No. 6 of 2021; and
- Changes to the Numbering and Electronic Addressing Plan ("NEAP").

Driving Good Governance through Operational Site Certification

Time continues to steadfastly maintain alignment with prestigious certifications, including various ISO certifications, PCI-DSS and CSA STAR, integrating these standards seamlessly into its business operations.

For FY2023, Time's Core and Metro Ethernet networks, encompassing IP Core, DWDM, ME, and GPON, continued to adhere to BNM's RMiT Guidelines, ensuring unparalleled network resilience and National Risk Assessment or NRA compliance. This commitment to excellence extends to all key operational sites and select subsidiaries/associates, each of which has achieved the requisite certifications, further solidifying Time's reputation for upholding the highest standards of operational integrity and security.

Company	Certification
Time/TTdc	• ISO/IEC 27001:2013 • ISO/IEC 27017:2015 • ISO 9001:2015 • PCI-DSS 3.2.1 • NRA • CSA STAR • MEF 3.0 SD-WAN • MEF 3.0 Carrier Ethernet • MEF 3.0 LSO-Sonata • SOC 2 Type 2 (Security)
AIMS	• ISO/IEC 27001:2013 • ISO 9001:2015 • ISO 20000:2018 • ISO/IEC 20000-1 • PCI-DSS 3.2.1 • TVRA (AIMS Kuala Lumpur, AIMS Cyberjaya & AIMS CJ1) • DCRA (AIMS Kuala Lumpur & AIMS Cyberjaya) • TIA-942 Rated-3 (AIMS Kuala Lumpur) • Uptime Institute Tier III Certification of Design Documents and Constructed Facility (AIMS • Cyberjaya & AIMS CJ1)

Regulatory Compliance

In FY2023, Time's Regulatory team actively engaged with key regulators, maintaining the extensive level of interaction established in FY2022. The primary regulatory stakeholders include Kementerian Komunikasi dan Digital ("KKD") and MCMC, with the JENDELA Implementation Committee ("JIC") meetings, ministry-industry programmes, and direct interactions serving as the main platforms for engagement. Furthermore, the team initiates engagement with additional regulators and authorities to strengthen collaborative relationships.

Time continues to ensure compliance with the following government and industry regulations:

- Communications and Multimedia Act 1998 and its subsidiary laws and regulations
- General Consumer Code of Practice for the Communications and Multimedia Industry in Malaysia
- Numbering and Electronic Addressing Plan or NEAP
- Competition Act 2010
- Commission Determination on the Mandatory Standard on Access, Determination No. 1 of 2022
- Commission Determination on the Mandatory Standard on Access Pricing, Determination No. 1 of 2023
- Commission Determination on Access List, Determination No. 6 of 2021
- Commission Determination on the Mandatory Standards for Quality of Service (Public Switched Telephone Network Service), Determination No. 1 of 2002
- Commission Determination on the Mandatory Standards for Quality of Service (Wired Broadband Access Service), Determination No. 1 of 2021

- Commission Determination on the Mandatory Standards for Quality of Service (Customer Service), Determination No. 4 of 2021
- Commission Determination on the Mandatory Standards for Quality of Service (Digital Leased Line Service), Determination No. 3 of 2009

On 1 March 2023, MCMC issued the new Determination on the Mandatory Standard on Access Pricing ("MSAP") reflecting a new pricing for Interconnection, Transmission and Infrastructure Sharing services which are regulated facilities and/or services under the Access List Determination ("ALD").

Zero-Tolerance Stance on Corruption

Time maintains a steadfast zero-tolerance stance on all forms of corruption, including bribery, unfair advantage, and illicit contract dealings, in strict adherence to Section 17A of the Malaysian Anti-Corruption Commission ("MACC") Act 2009. This commitment was solidified with the implementation of the Anti-Bribery and Corruption ("ABC") Policy in June 2020, which is rigorously guided by the Ministerial Direction/Guidelines issued by the Malaysian government and is founded on the principles of T.R.U.S.T.

Time's ABC Policy meticulously outlines and prohibits corrupt practices within the Group and in its interactions with business partners, agents and vendors. It encompasses a wide range of activities including commissions and incentives, unofficial payments, gifts and entertainment, political contributions and donations, gratifications, charitable support as well as other stipulated behaviours constituting bribery and corruption, detailing punitive measures for violations. Where no specific rules are stated, Time also stipulates mandatory principles in its ABC Policy to ensure that its people conduct themselves within allowable parameters in situations or scenarios of ambiguity.

To reinforce these principles, Time has integrated the Anti-Bribery & Corruption Clause into its Code of Conduct and Ethics, mandating strict compliance with anti-bribery laws and regulations, primarily the MACC Act by all employees and third-party representatives.

In FY2023, Time introduced an Anti-Bribery & Corruption due diligence manual and process which includes a fresh due diligence for senior positions, thorough checks prior to hiring, promotion, or any significant employment changes. This due diligence includes checks from the MACC, BNM, the Securities Commission, and various international databases, underscoring Time's unwavering dedication to upholding a corruption-free work environment.

Furthermore, the role of a Compliance & Ethics ("C&E") Officer has been moved from the Internal Audit department to the Legal department to oversee ABC Policy implementation and related matters, with direct reporting to the Audit Committee. This strategic move underscores the Group's dedication to upholding the highest standards of ethical conduct and integrity across all facets of Time's operations.

As at 31 December 2023, all employees and active vendors have provided written acknowledgment that states they will abide by the Group's ABC Policy. All of Time's employees have completed the ABC Learning Module and assessment. While vendors undergo various assessments such as Know Your Counterparty assessment and interviews. Employees are also required to sign mandatory annual ABC and Conflict of Interest declarations for compliance.

The updated ABC Policy can be viewed at https://www.time.com.my/wp-content/uploads/pdf/general/TIME%27s-ABC-Policy_22Nov23_V4.pdf, which aligns with best practices and undergoes regular updates.

Board Oversight on Anti-Corruption Compliance Programmes and Whistleblowing

The responsibility for overseeing the adequacy and integrity of Time's anti-corruption control measures and the associated whistleblowing mechanisms falls to the Board and Senior Management. They are responsible for reviewing and approving the relevant key policies to reflect changes in the operational landscape, laws and regulations.

Additionally, the Board handles the examination of whistleblowing reports, which can lead to recommendations for disciplinary actions, further investigations, or hearings with the involved individuals. In cases of severe misconduct, the Board holds the authority to refer the matter to appropriate law enforcement agencies should the matter require escalation.

Extending the Anti-Corruption Commitment to the Supply Chain

Time is steadfast in its opposition to bribery and corruption, extending its ABC Policy across its supply chain. Suppliers are required to formally commit in writing that they shall adhere to the ABC Policy as a condition for contract eligibility and continued association with Time's procurement network. This includes attending training and evaluations as may be prescribed by Time under the ABC Policy. Suppliers failing to comply will receive notifications to take corrective measures within a specified timeframe, and persistent non-compliance will result in disqualification from contract bidding and removal from Time's supplier list.

Anti-Corruption Risk Assessments

In its ongoing commitment to bolster anti-corruption measures and pinpoint risk areas, Time has recognised that certain segments, especially those related to Procurement and Contracts, are more susceptible to corruption. Plans are in place to implement additional safeguards.

To mitigate corruption risks across the organisation, Time has intensified its internal control systems and procedures. This includes enhanced training for staff to recognise corrupt practices, expanded auditing, improved checks and balances, decentralisation of significant commercial decision-making to involve multiple approvers, enhanced oversight and the installation of surveillance systems like CCTV cameras.

Item	FY2021	FY2022	FY2023
Percentage of operations assessed* for corruption-related risks	n/a	100%	n/a
Confirmed incidents of corruption and action taken	0	0	0

**Time conducted corruption-related risk assessments in FY2020 and FY2022 per the requirements of its ABC Policy to conduct CRAs once every three years.*

Anti-Corruption Education and Awareness

Time continuously conducts a series of anti-corruption briefings, workshops, and training for both its employees and suppliers. The goal is to continually emphasise Time's strict policy against corruption and the expectation for all internal and external stakeholders to adhere to this policy.

Item	FY2021	FY2022	FY2023
Percentage of employees who have received training on anti-corruption by employee category			
Management	88%	97%	100%
Executive	96%	96%	100%
Non-executive/Technical Staff	93%	98%	100%
General Workers	n/a	n/a	n/a

**Categories as defined below related to designations held in Time:*
Management consist of Senior Managers, Heads of Division/Senior Divisional Leaders, Senior Management and Executive Directors.
Executives consist of Specialists, Senior Specialists and Managers.
Non-executives/Technical consist of Specialists only.
General workers are grouped into Non-executive/Technical Staff in Time.

Whistleblowing Mechanism

In alignment with the Whistleblower Protection Act 2010 (Act 711), Time has implemented a Whistleblowing Policy that offers a secure avenue for reporting any suspected or actual unethical or corrupt activities associated with the organisation.

Guarantees of complete confidentiality and protection from any form of retaliation, including victimisation, harassment or disciplinary measures, are provided to whistle-blowers. The whistleblowing process is overseen by the Internal Audit department. All investigative reports, including findings or evidence, are directed to the Regional Head of Internal Audit, and subsequently submitted to the Board of Time's Audit Committee and the Company's Senior Management.

Should the claims be substantiated, Time will take the appropriate measures against the implicated party. These measures may involve warnings, suspensions or terminations, or even reporting the offender to the appropriate enforcement authorities.

Changes were made to the Whistleblowing Policy on 21 November 2023 to align with best practices of the Anti-Bribery Management System.

The summary of changes to the policy can be viewed at https://www.time.com.my/wp-content/uploads/pdf/general/TIME%20Whistleblowing%20Policy%20211123%5B4%5D.pdf.

In FY2023, the Group received seven whistleblowing reports that have since been resolved.

Item	FY2021	FY2022	FY2023
No. of Whistleblowing Reports Received	0	4	7
No. of Whistleblowing Reports Resolved	0	4	7

Fair and Transparent Procurement

Time maintains a commitment to favouring local suppliers, defining 'local' as the geographical area where the Group operates. This preference is rooted in the benefits it brings to the organisation, such as competitive pricing, quicker delivery of products and services, and the cultivation of vendors for long-term needs, alongside the social and environmental advantages it offers.

Opting for local procurement often means shorter supply chains, leading to reduced transportation needs, lower energy use, and a smaller environmental impact. It also promotes local economic growth by fuelling employment and entrepreneurship opportunities, providing jobs, enhancing skills, encouraging innovation, toward building local supply chains and enabling cascading benefits to the local communities.

Time employs an open bidding system, allowing all suppliers to compete for contracts. Those offering the best combination of cost, quality, and performance history, among other criteria, are selected for projects.

All suppliers are required to comply with Time's procurement guidelines, including its Code of Conduct, ABC Policy, as well as Safety, Environmental, and Health standards.

In FY2023, Time spent almost all of its expenditure on local suppliers.

Item	FY2021	FY2022	FY2023
Proportion of spending on local suppliers	99.70%	99.60%	99.70%

PEOPLE

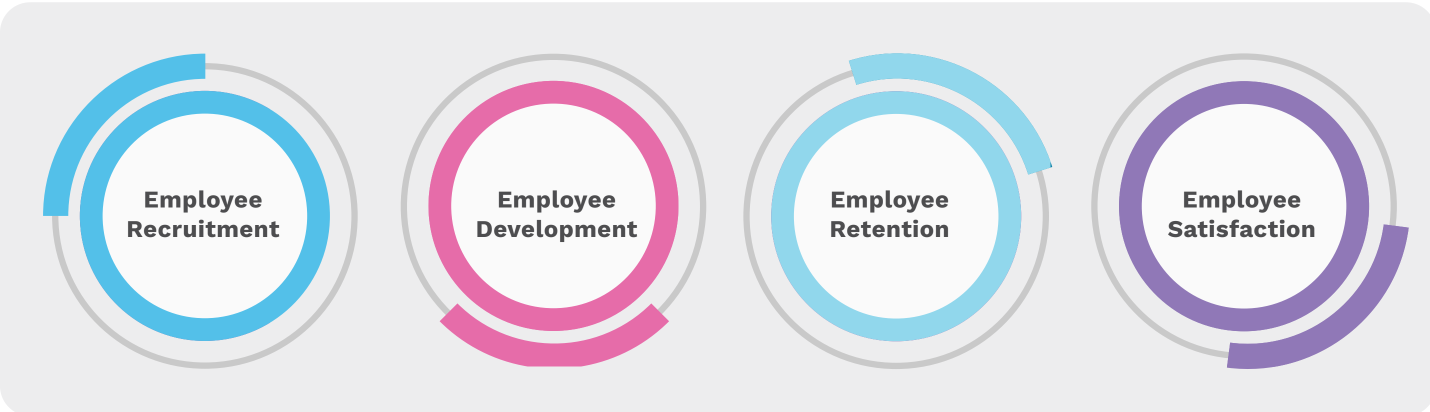
Note

Employee data for FY2021 and FY2022 have been restated to reflect removal of AIMS data as part of discontinued operations following the divestment of the AIMS data centre business stakes for better comparability.

Item	FY2021	FY2022	FY2023
Total number of employees	1,262	1,333	1,390

Time's Approach to Talent Management

The Group's loyal 1,390-strong workforce is a key asset, with talent management playing a pivotal role in maintaining business success and operational efficiency. Talent management at Time encompasses the following focus areas.



The Board and Senior Management remain committed to fostering talent management and development, employing targeted strategies to attract, retain, and nurture a skilled, motivated, and results-driven workforce. This is supported by a holistic organisational culture that values respect, transparency, professionalism, and merit-based rewards. On top of this, the development of a succession planning programme ensures a pipeline of skilled individuals for significant roles in management, operations, and technical areas throughout the Group.

Time's Employment Policy serves as the guiding framework for talent management while the rights of employees can be found in the Time Employee Handbook. Time complies strictly with all relevant laws and labour standards, including the Employment Act 1955, which outlaws exploitative labour practices, and the Children and Young Persons (Employment) Act 1966, ensuring compliance with the International Labour Organisation and the Universal Declaration of Human Rights.

For the year in review, Time recorded zero instances of rights violations against any individuals, whether adults or children, nor any cases of forced or compulsory labour.

Item	FY2021	FY2022	FY2023
Number of substantiated complaints concerning human rights violations	0	0	0

Employee Recruitment

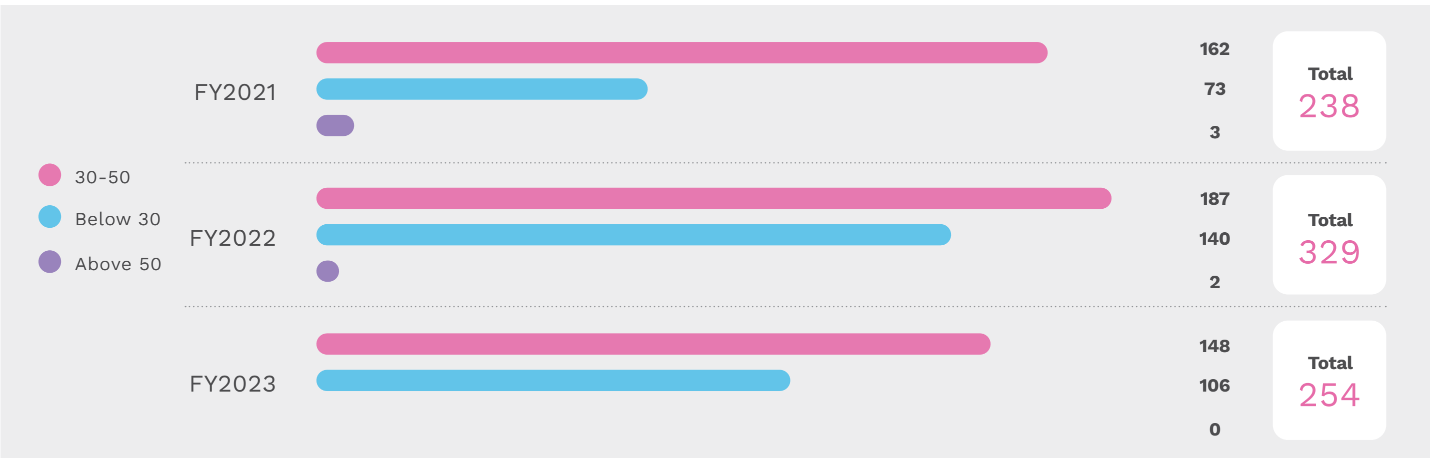
Time's recruitment strategy is firmly rooted in meritocracy. Candidates are identified and selected based on the skills, competencies and professional qualifications that they can bring to the table as well as Time's requirements related to its business operations and growth strategies. The Group strictly prohibits discrimination based on ethnicity, gender, religion, marital status, or other socio-demographic factors during the hiring process.

To ensure a broad talent pool, Time utilises diverse communication channels for job postings, with a special emphasis on nurturing local talent. The Group is also committed to inclusive employment practices, actively seeking to accommodate differently-abled individuals in appropriate roles across the organisation.

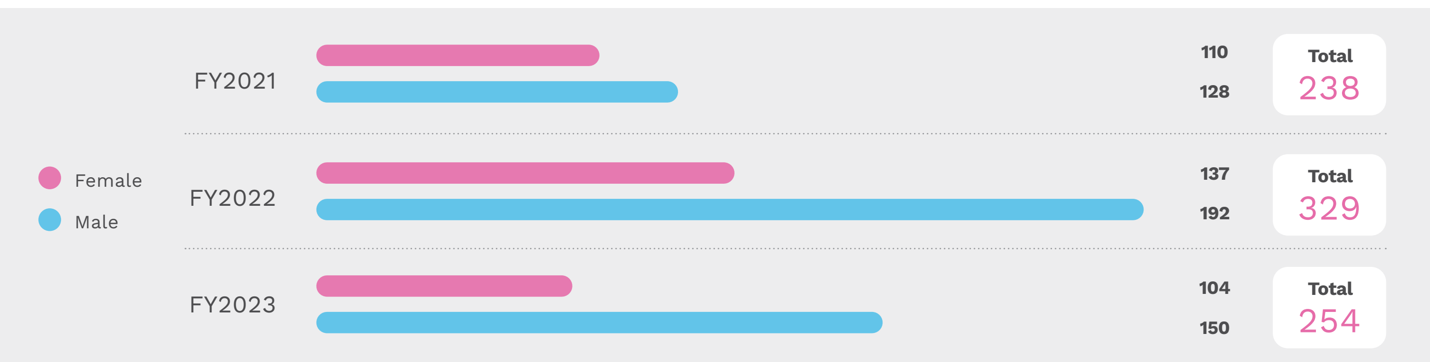
Upon joining, all new hires are thoroughly oriented about their rights under national labour and human rights laws, as well as Time's internal policies on governance, compliance, ethics, and anti-bribery and corruption. An induction programme is also in place to help new employees integrate smoothly into Time's work culture and environment, with ample support provided to facilitate their transition and adjustment to their new roles. During this onboarding period, employees are given ample support and assistance to acclimatise to their new jobs and new work environment.

In FY2023, Time continued its efforts to attract high-potential candidates.

New hires by age group



New hires by gender

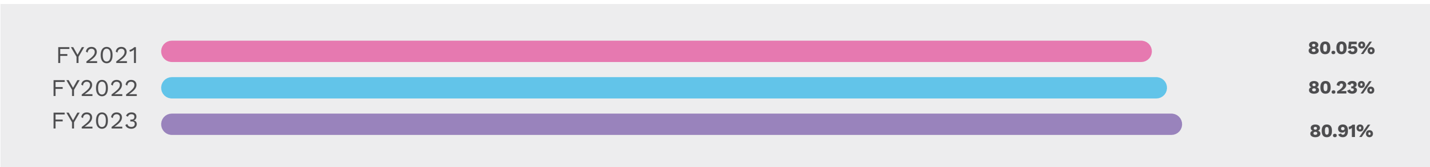


Employee Retention

Time actively fosters employee retention by prioritising high satisfaction and morale among its workforce. This involves offering a rewarding work environment that aligns with employees' career goals and aspirations. To cultivate a culture of high performance and merit, Time ensures competitive compensation for its employees, with salaries and benefits benchmarked against industry standards.

In FY2023, Time attained an Employee Satisfaction Index or ESI Score of 80.91% indicating that initiatives undertaken by the Group to ensure its workforce is happy with work conditions and the environment are on track. The Group will continue to conduct two-way dialogues with its employees to explore other ways to ensure the work environment remains a rewarding one.

Employee Satisfaction Index ("ESI") Score



The Group remains committed to investing in its employees by funding training and professional development opportunities, enhancing their skills and employability. High performers are identified and fast-tracked for advancement to senior or critical roles, providing a clear and motivating career pathway within the organisation. To foster career development and maximise workforce potential, the Group focuses on retention and internal mobility.

Regular communication with employees is crucial for understanding their needs and addressing any concerns, contributing to Time's high levels of employee satisfaction and corresponding low turnover. Exit interviews are conducted with all departing staff, using the insights gained to continuously improve, adapt, or maintain the organisation's practices and policies.

In FY2023, Time attained a lower total employee turnover rate as seen below:

Total number of employee turnover by employee category	FY2021	FY2022	FY2023
Management	25	15	13
Executive	178	223	175
Non-executive/Technical Staff	0	0	0

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General workers are grouped into Non-executive/Technical Staff in Time.

Employee Remuneration and Benefits

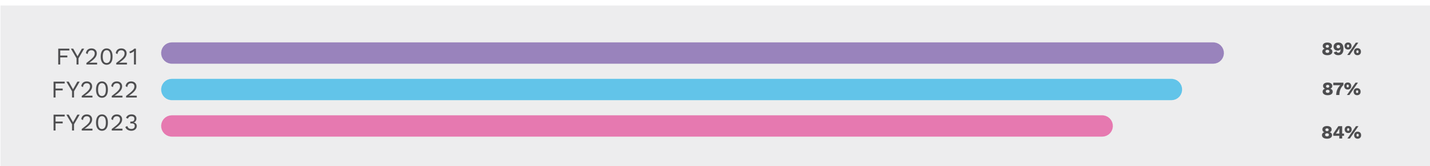
Time upholds the principle of equal pay for equal work, basing remuneration, bonuses, and salary increments on factors such as an employee's tenure, seniority, and performance against personal, divisional, and company KPIs. The Group also takes into account the skills and professional qualifications of employees when setting remuneration.

Time rigorously conducts employee appraisals at least once a year to evaluate performance, guaranteeing adherence to established standards. Every employee at Time undergoes these comprehensive evaluations, and they are entitled to address grievances or express concerns through a clearly defined grievance mechanism, meticulously developed and overseen by the Group's People Division.

In adherence to the Amendment of Employment Act 1955, Time has reviewed the terms and conditions of employment in order to comply, effective 1 January 2023.

Time administers a Long-Term Incentive Plan ("LTIP"), awarding shares in the Company to employees who achieve certain performance benchmarks. This approach engages employees as active contributors in the Company's value creation process by making them shareholders. In FY2023, 84% of Time's workforce qualified for the LTIP, with 46% receiving LTIP share grants. In FY2023, Time received shareholders' approval and rolled out a new LTIP programme which extends the plan for another 10-year period on a basis substantially similar to the previous LTIP.

Employees eligible for LTIP



Employees awarded LTIP

Talent Development

At Time, the professional development of staff is an ongoing priority, integral to fostering a high-performance culture. The Group is committed to providing all employees with opportunities to enhance their job-related competencies, functional and technical expertise, soft skills, and leadership capabilities. This commitment is enshrined in Time's People Development Procedure and the Time Group Principles for People Development.

Annually, the Group conducts a comprehensive appraisal to assess training needs, identifying areas for improvement and competency gaps. Based on this assessment, a personalised development plan is crafted for each employee, with training recommendations coming from Group Human Resources, the employees, their immediate superiors, or Senior Management nominations. The Group's performance management system includes regular reviews to support career advancement, complemented by regular talent reviews and personal development planning.

Time remains dedicated to providing continuous learning opportunities, covering leadership, soft skills, business acumen, technology, and compliance, among others. Its coaching programmes support leadership development, succession planning, and talent pool development, ensuring employees remain at the forefront of their respective fields.

Types of Training Offered
Time offers a comprehensive range of training modules to cater to diverse employee development needs:

Technical Training
This includes specialised training in areas such as Core Network, Finance, Facilities, Compliance, Cybersecurity, Cloud & Data Centre, Safety & Health, and other functional areas like Human Resources and Internal Audit.

Certification Programmes
Employees can enhance their expertise through certification courses in Cybersecurity, Cloud & Data Centre, Information Systems, Business Intelligence and Data Analysis, Financial Modelling and Valuation Analysis, among others.

Soft Skills Development
These modules focus on enhancing interpersonal and professional skills, covering Sales Management, Customer Management, Team Management, Negotiation, Time Management & Productivity, Communication, and more.

Management & Leadership
Aimed at nurturing leadership qualities, this category includes training in Future-Proofed Leadership, Leadership for Change, Leading Organisations & Change, Leading Self and Others, Managing Teams for High Performance, and Mastering Leadership through Crisis, among others.

Furthermore, the Group has established robust succession plans to prepare internal talent for key leadership roles, investing in programmes that nurture leadership skills across all levels of the organisation. This strategic approach to talent management not only supports individual growth but also aligns with our broader business objectives, ensuring Time remains a dynamic and forward-thinking workplace.

All job-related training is fully funded by Time, utilising contributions to the Human Resources Development Fund, with the effectiveness of each programme assessed through participant feedback and supervisor evaluations to ensure continuous improvement and relevance to the Group's evolving business needs.

Total hours of training by employee category	FY2021	FY2022	FY2023
Management	2,062	3,362	3,373
Executive	8,036	13,679	16,729
Non-executive/Technical Staff	33	91	211
General Workers	n/a	n/a	n/a

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General workers are grouped into Non-executive/Technical Staff in Time.

Diversity and Equal Opportunity

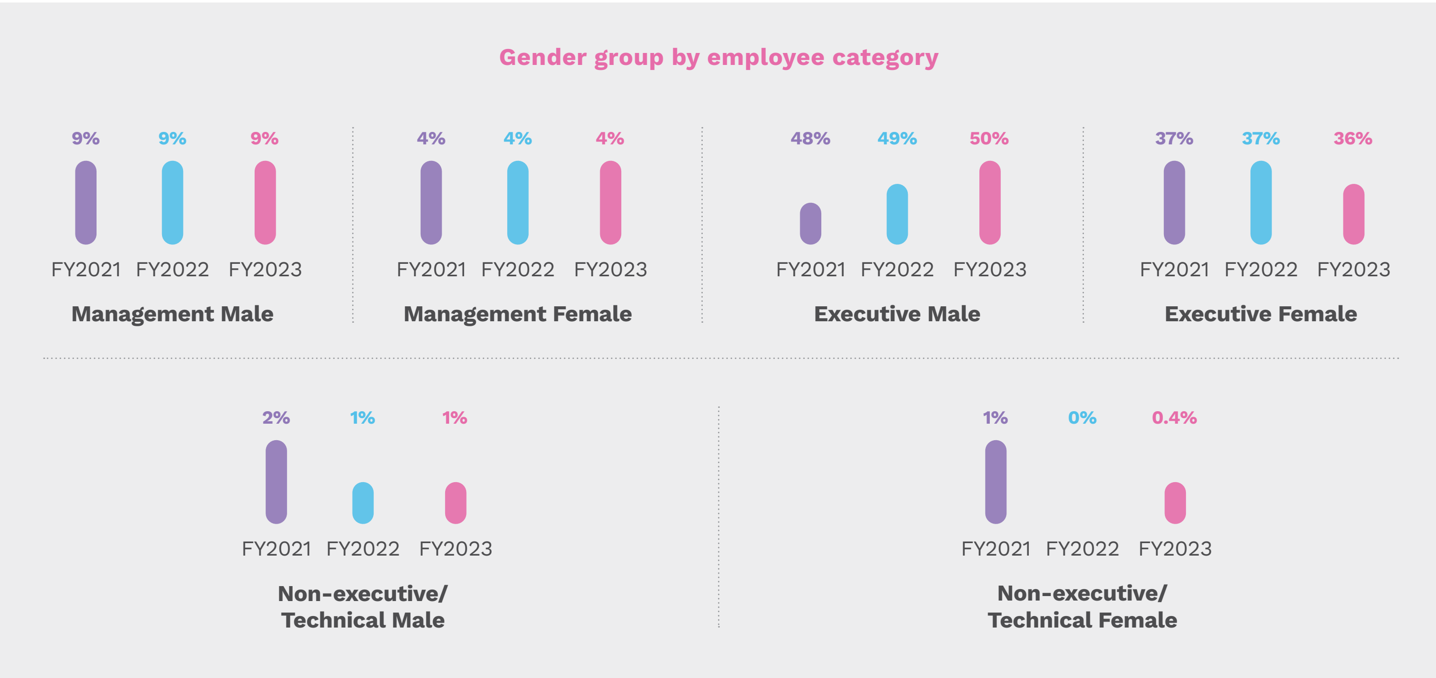
Time is deeply committed to celebrating and enhancing diversity within its workforce, recognising the rich tapestry of cultures, demographics, skills, experiences, and backgrounds as a core strength of the organisation. This multifaceted diversity is not only a cornerstone of Time's high-performance culture but also a key driver of innovation and creative thinking. By valuing competence, excellence, and merit above all, Time has cultivated an environment where the diverse attributes of its workforce – encompassing gender, ethnicity, age, and more – contribute significantly to fostering a dynamic, innovative, and inclusive workplace.

Building on this foundation, Time has been deepening its commitment to creating a workplace that values and celebrates diversity, ensuring inclusivity across all programmes and initiatives. The Group's recruitment practices, engagement programmes, development opportunities, career advancement, and rewards schemes are designed to cater to a diverse workforce, aiming to create an inclusive, diverse, and collaborative environment. In doing so, every employee is empowered to make a positive impact, not just within Time but also for the Group's customers and communities.

Time's commitment to fostering an inclusive workplace is underscored by its Non-Discrimination clause within the Group's Code of Conduct. This clause ensures that Time provides a work environment free from discrimination, where no employee faces discrimination based on race, religion, gender, age, sexual orientation, nationality, disability, or any other characteristic protected by law. Time maintains a zero-tolerance policy towards any form of discriminatory action or conduct. All employment decisions at Time, including hiring, promotion, performance assessment, and other staff movements, are made strictly based on merit, operational needs, and adherence to applicable laws, ensuring equal opportunity for all employees.

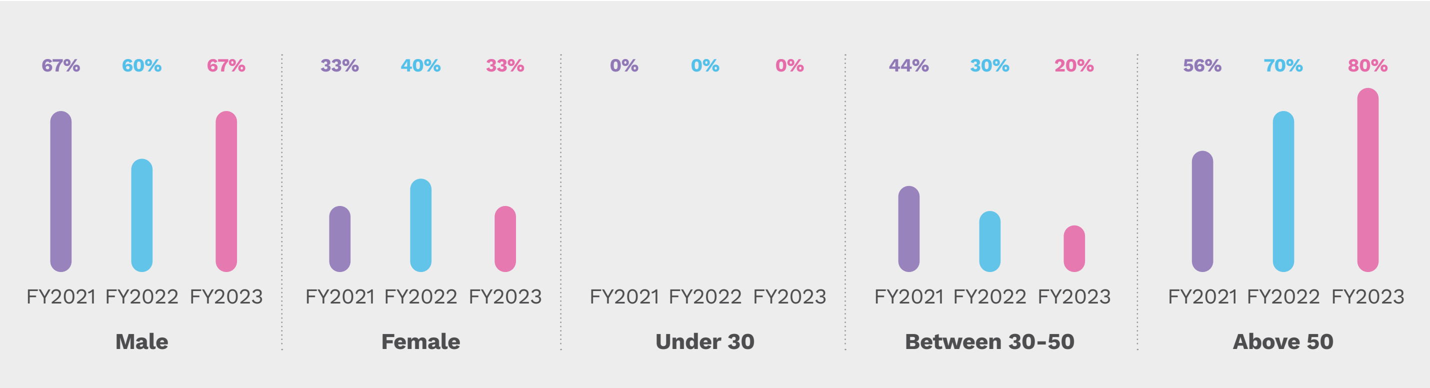
A significant stride in FY2023 was the launch of the Time Lean on Circle ("TLOC") initiative, a women's support group focused on the growth, development, and well-being of women at Time. This initiative, alongside Time's adherence to the principle of equal pay for equal work, underscores the Group's commitment to fostering an equitable workplace where diversity and inclusivity are not just encouraged but actively practiced.

Percentage of employees by gender and age group, for each category*




Age group by employee category
0%
0%
0.1%
FY2021 FY2022 FY2023
Management Under 30
9%
9%
8%
FY2021 FY2022 FY2023
Management Between 30-50
3%
4%
5%
FY2021 FY2022 FY2023
Management Above 50
15%
14%
17%
FY2021 FY2022 FY2023
Executive Under 30
61%
63%
57%
FY2021 FY2022 FY2023
Executive Between 30-50
9%
9%
11%
FY2021 FY2022 FY2023
Executive Above 50
0%
0%
0%
FY2021 FY2022 FY2023
Non-executive /Technical Under 30
2%
1%
1%
FY2021 FY2022 FY2023
Non-executive/ Technical Between 30-50
1%
1%
1%
FY2021 FY2022 FY2023
Non-executive/ Technical Above 50

Percentage of directors by gender and age group



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General workers are grouped into Non-executive/Technical Staff in Time.

Item	FY2021	FY2022	FY2023
Percentage of employees that are contractors or temporary staff	0	0	0

% of women in leadership positions*

**Leadership positions as defined in Time mean employees who hold positions such as Senior Manager, Heads of Divisions/Senior Divisional Leaders and Senior Management leading a department or division.*

Employee Engagement

Time considers its employees to be among its most crucial stakeholders, making their engagement a key component of the Group's comprehensive communication strategy. Engagement with employees occurs through various means, encompassing both formal and informal methods, and includes direct interactions as well as virtual communications.

Furthermore, Time fosters employee engagement through social events and activities. In FY2023, the Company organised numerous events for its staff, including celebrations of cultural festivals prevalent in Malaysia, alongside sports and recreational events.

The following employee engagement initiatives were launched or re-introduced after a long interval in FY2023 to cultivate work-life balance:

Activity	Timeframe	Details
Financial Talks	April to October 2023	A series of financial-related talks by the Credit Counselling and Debt Management Agency or Agensi Kaunseling dan Pengurusan Kredit ("AKPK") to educate employees on financial literacy.
Knowledge Junction	October 2023	Internal knowledge sharing staff-led sessions on technology-related topics like the Cloud and career insights.
Time Lean On Circle ("TLOC")	March 2023	A women's support group launched on International Women's Day to provide a safe and supportive space where Time's female employees can connect, learn, and share their experiences with each other.
Time Cyclist Community ("TCC")	November 2023	A social group for cycling enthusiasts, promoting recreation and a healthy lifestyle.
Mental Health Awareness Talk on Mental Health Awareness Day	October 2023	Session by industry expert to promote mental well-being.
Health Week: Health Blitz - A Week of Healthy Delights	May 2023	A series of activities focused on physical health and well-being, including talks, screenings for general well-being and chronic illnesses as well as health booths, and recreational activities.
T-RECS Cartoon Hunt:	October 2023	A treasure hunt by the staff's sports club, T-RECS, involving clue-solving and challenges.

Aside from the aforementioned activities, Time continued to roll out other popular annual activities to promote work-life balance. These included the T-RECS Score Marathon for running enthusiasts, a blood donation campaign with Pusat Darah Negara, free refreshments and a virtual round table for International Men's Day, and a yoga session plus a discussion on workplace equality for International Women's Day.

Time also holds Company-wide Chinese New Year, Hari Raya and Deepavali celebrations to further enhance engagement and interaction between employees in a casual and festive setting.

Furthermore, Time holds quarterly town halls to foster dialogue between employees and management to facilitate the sharing of updates and open feedback. The respective divisions also run divisional teambuilding retreats and sales kick-offs to ensure engagement amongst team members.

Work-life balance is an on-going discussion at Time. The Group periodically seeks feedback from its employees to determine what initiatives can be put in place to help its employees achieve work-life balance. One such initiative that has since been put in place is Flexible Working Arrangements ("FWA"), where employees can agree with their supervisors on alternate working arrangements or schedules from the traditional working structure. It aims to provide flexibility for employees in terms of working location and time, without compromising work output and deliverables.

Occupational Health and Safety

Time maintains an unwavering commitment to Occupational Health and Safety ("OHS"), adopting a firm, no-compromise stance on this critical issue. Recognising the profound impact that even a single OHS incident could have on the Group's financial performance and business operations, Time treats OHS with the highest level of seriousness. This commitment goes beyond just maintaining site productivity; it encompasses the overarching aim of providing a safe and secure working environment for every employee.

OHS is a critical aspect of the Group's operations, especially on project sites (as opposed to office environments), where risks are inherently higher. All necessary procedures and processes as required by local legislation have been implemented at all operational sites. On top of this, Time rigorously adheres to a suite of regulations and standards to ensure the highest levels of safety. The following are among the key ones that Time prescribes to:

- **Occupational Safety and Health Act 1994 (OSHA 1994):** Forms the backbone of the Group's OHS framework, setting out its responsibilities towards employee safety.
- **Department of Occupational Safety and Health Malaysia ("DOSH") Guidelines:** The Group follows DOSH's directives to manage Health, Safety, and Environmental ("HSE") risks effectively.
- **Malaysian Standard ("MS") 1722:2011:** The Group observe these guidelines to uphold safety and health standards across all operations.
- **Construction Industry Development Board Act 520 (CIDB Act 520):** Ensures the Group's compliance with construction-specific safety standards.

Management's Approach to OHS

Time's approach to OHS is comprehensive, guided by the Group's OHS Policy and driven by a no-compromise stance on safety and well-being. Time's Management actively enforces the Group OHS Policy, emphasising a steadfast commitment to sustaining a record of zero fatalities and zero loss time incidents ("LTIs") throughout the Group's operations.

To maintain and elevate safety standards across the Group's operations, Management consistently formulates and applies comprehensive strategies, rigorously monitors performance, and effectively manages HSE risks. To maintain its outstanding OHS track-record Management brings the following elements, among others, into play:

- **Safety and Health Committee and teams:** Establishes dedicated teams to monitor safety concerns, gather feedback and implement improvements;
- **Risk assessments:** Implements the Hazard Identification, Risk Assessment and Risk Control or HIRARC methodology to identify potential OHS risks early;
- **Safety and health training:** Conducts comprehensive training on safety protocols, equipment usage, emergency procedures, and hazard recognition, among other things, for employees;
- **Safety equipment:** Ensures the availability and proper use of personal protective equipment ("PPE") such as helmets, gloves, goggles, masks, as well as safety devices and machinery guards for all employees;
- **HSE policies and procedures:** Ensures clear safety protocols and emergency response plans are accessible to all employees via the HSE Portal and regular HSE Bulletin announcements on TIME Loop;
- **Regular inspections and maintenance:** Undertakes routine checks to ensure safety standards are met;
- **Health and wellness programmes:** Implements initiatives like ergonomic assessments; indoor air quality assessments, Chemical Health Risk Assessments and health screenings to promote employee well-being;
- **Incident reporting and investigation:** Encourages reporting of incidents or near-misses, which are followed by thorough investigations to understand root causes and prevent future occurrences;
- **Emergency preparedness:** Conducts drills and provides training for emergencies like fires, natural disasters, or medical crises;
- **Third-party supplier management:** Ensures the highest standards of safety by meticulously overseeing all third-party engagements in accordance with industry-leading best practices; and
- **Stringent compliance with all regulations:** Ensures strict adherence to all local, state, federal and industry safety regulations.

The Group continues to promote two-way engagement with employees to garner their feedback, concerns and suggestions on HSE issues. Third-party contractors and service providers too are made aware of Time's OHS policies and procedures through a safety induction programme conducted prior to the onset of work at any of the Group's sites.

All these measures were implemented effectively and consistently in the year under review to ensure a safe working environment for all employees. The following table shows Time's OHS track record for the past three years.

Incident/Case	FY2021	FY2022	FY2023
No. of Work-related Fatalities	0	0	0
No. of LTIs*	1	0	2
Lost time incident rate (LTIR)	0.08	0	0.16
Incidents Rate	0.40	0	0.81
Frequency Rate	0.40	0	0.81
Severity Rate	40.82	0	54.23
No. of workers on long convalescence	1	0	1

Note:
**LTI is an injury that results in an inability to work at least for ONE full day or shift on any day subsequent to the injury occurring.*

Sustainability Statement

The increase in Lost Time Injuries ("LTI") for FY2023 compared to previous years could be due to several reasons such as a return to the office after prolonged remote work, lack of training and/or awareness, equipment failure and external factors such as changes in regulations, industry trends or economic conditions that have impacted safety measures.

To mitigate similar instances in the future, we have taken the following measures:

- **Workplace Risk Assessment:** Conduct proactive hazard identification, risk assessment and risk control at the workplace to ensure all hazards and risks are within controlled levels. This includes Ergonomic Risk Assessment ("ERA"), Chemical Health Risk Assessment ("CHRA") and Indoor Air Quality Assessment ("IAQ")
- **Occupational Safety & Health Training:** Provide regular safety training and awareness programmes to all employees returning to the office, emphasising the importance of adhering to safety protocols, hazard identification, risk assessment and risk control.
- **HSE Workplace Inspection:** Conduct regular safety inspections to identify and address potential hazards in the workplace.
- **Employee Engagement:** Encourage employees involvement in safety programmes and initiatives to foster a strong safety culture.
- **Safety Equipment:** Ensure that appropriate safety equipment is provided and maintained regularly.
- **Incident Reporting:** Implement a robust incident reporting system to promptly identify and address safety issues.

There were zero incidents in FY2023 where Time was fined or censured for health and safety non-compliance.

In FY2023, Time's HSE Department rolled out several employee outreach programmes. The year's activities included the following:

- **HSE campaign:** Featuring audiometric screening, fire prevention talks, and ergonomic exhibitions, among others;
- **OSH4WFH awareness talks:** Focused on safety and health for employees working from home; and
- **Regional safety and health workplace inspections:** Annual inspections across various regions to ensure compliance and safety.

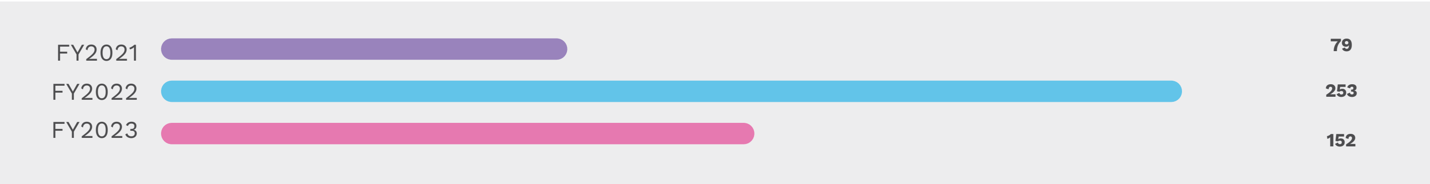
In compliance with DOSH guidelines, Time is working to ensure its OSH Policy is made available in both English and Bahasa Malaysia for all employees.

August 2023 saw Time renewing its CIDB license which remains valid until August 2026. This renewal affirms Time's recognised status as a legal contractor under the Malaysian CIDB, in line with Section 25 of the CIDB Act 520. Holding this CIDB license is essential as it serves as a key requirement for numerous Time customers and guarantees adherence to industry standards.

Health and safety-related training remain a key component in the overall management approach to OHS. The following is a list of courses that TIME employees attended over the course of FY2023. All expenses related to these courses were borne by the Group or the relevant subsidiary company:

- The Effective Safety & Health Committee awareness programme, which engaged 14 Safety and Health Committee members on 15 and 16 May 2023 at the National Institute for Occupational Safety and Health ("NIOSH") in Bangi was led by NIOSH.
- The Understanding, Evaluating, and Implementing HIRARC at the Workplace awareness programme was delivered to 28 Operations Team and Project Managers across two batches in June 2023 at the CIDB premises in Kuala Lumpur.
- The OSH Coordinator regulatory competency training, which saw nine OSHC Regional Office team members participating in multiple sessions from August to October 2023 at nationwide NIOSH locations, was carried out by NIOSH.
- The Basic Fire Fighting & Prevention Skills competency training was conducted for 21 Emergency Response Team members on 24 and 25 November at TDC, Glenmarie by Jabatan BOMBA dan Penyelamat Negeri Selangor.
- The Authorised Entrant & Standby Person for Confined Space skills competency training was completed by three HSE Team members in two batches in August 2023 at NIOSH, Bangi.
- The Expressway Operations Safety Passport skills competency training was attended by three HSE Team members across three batches in September and October 2023 at NIOSH Bangi.
- The Emergency Fire Drill awareness programme, which was conducted for all Time employees on 21 December 2023 at Time HQ, was coordinated by Time's HSE Department.

Number of employees trained on health and safety standards



COVID-19 Health and Safety Management

In FY2023, Time took significant steps to enhance its COVID-19 Health and Safety Management, building upon the foundational measures established in FY2022. The Company ensured its updated COVID-19 Handbook (Volume 5) aligned with the Ministry of Health's ("MOH") guidelines for the endemic phase. The updated Volume 5 emphasises robust case management protocols, including the detection, isolation of infected staff, and thorough disinfection of the workplace, ensuring the continuation of safe business operations amidst the evolving pandemic landscape.

Time's commitment to maintaining a safe working environment was further demonstrated through regular internal communications, keeping staff well-informed about the latest safety protocols and measures. This proactive approach underscored Time's dedication to the health and well-being of its employees as the situation transitioned towards endemicity.

While FY2022 saw the implementation of essential COVID-19 SOPs, such as mask usage, social distancing, and vaccination requirements for new employees, FY2023's focus was on reinforcing and updating these measures to reflect the current health advisories and ensure the ongoing safety and support of all employees through the Time Wellbeing Support Team. Today, the Group remains committed to following the government and health authorities' vaccination directives, ensuring employee compliance in alignment with operational requirements.

With its experience in dealing with COVID-19, the Group has expanded its health advisories to include other infectious diseases such as Influenza A as well as other occurrences such as heat waves and floods, to ensure the safety and overall health of its employees.

COMMUNITY

Time is deeply committed to making a significant contribution to the growth and betterment of local communities. The Group believes that offering both financial and non-financial aid to community infrastructure, services, initiatives, and programmes is an integral part of its identity as a socially responsible corporate citizen.

In times of crises or when addressing critical social challenges such as improving access to information and literacy rates among the B40 income group, Time acts as a compassionate and responsible corporate player. This commitment to societal betterment is woven into Time's operational philosophy.

Beyond corporate contributions and corporate participation at the national level, Time actively encourages and values employee involvement in community service, urging its workforce to engage in various community-centric activities. This focus on volunteerism not only extends Time's impact on community support but also cultivates a culture of empathy and social responsibility among its employees. In FY2023, Time's employees collectively dedicated 974 hours to a range of programmes and initiatives, showcasing the Group's comprehensive approach to community engagement and support.

Programme	Details	Number of Volunteer Staff/Hours Spent	Value (RM)
Bubur Lambuk Giveaways at PPR Kerinchi	A community engagement activity in respect of Ramadan.	16 staff 64 hours	5,506.00
Project Mangrove	As part of the CherryTree CSR initiative to conserve nature, staff planted mangrove seedlings at the Kuala Selangor Nature Park.	150 staff 900 hours	19,942.00
Time Digital Masterclass	A monthly webinar series to empower SMEs, providing them with valuable insights to enhance their business growth. Industry experts share success stories and knowledge, facilitating the upskilling of participants.	5 staff 10 hours	169,601.00

Based on the activities stated above, Time invested a total of RM195,049.00 with a total of 2,962 beneficiaries in these communities.

Item	FY2021	FY2022	FY2023
Total amount invested in the community	RM254,920.00	RM1,350,000.00	RM195,049.00
Total number of beneficiaries of the investment in communities	n/a	n/a	2,962

Note:
Prior to FY2023, the Group did not track the number of beneficiaries from its corporate donations. Data is available for FY2023 and the Group will continue to track this moving forward.

ENVIRONMENT

Time is committed to enhancing its environmental stewardship, with a particular emphasis on managing energy and water consumption, emissions, and waste materials. In its efforts to minimise its ecological footprint, Time is also looking beyond its immediate operations to amplify its positive impact throughout its value chains and among its stakeholders, in particular its employees.

Committed to its role as a conscientious corporate citizen, Time is actively engaged in addressing climate change, aiming to mitigate its business operations against the physical, transitional, and regulatory risks linked to environmental changes.

Energy Consumption and Carbon Emissions

Time relies on electricity from the national grid, predominantly powered by fossil fuels, for its operations. Additionally, fuel serves as a secondary energy source for the Company vehicles, machinery, equipment, and power generators, especially used in site work or areas with unreliable grid electricity.

Transitioning to renewable energy, particularly solar energy, is a potential path forward, but it requires significant initial investments and capital expenditure. Current energy conservation efforts, such as adopting LED lighting, utilising low wattage bulbs, and encouraging staff to save energy, are key components of Time's Green Workplace initiatives.

The Group is also committed to acquiring energy-efficient machinery and equipment, like smart lights and sensors that activate or deactivate based on motion, to further reduce energy use.

Board and Management Oversight

Time's Board and Management recognise the multiple benefits of reducing energy consumption, including environmental protection and cost savings from enhanced operational efficiency over time.

As a result, energy consumption, emissions, and climate change considerations have increasingly become a focus for the Board. They are regularly briefed on strategies and actions to diminish the Group's energy and carbon footprint, with plans spanning short to long-term horizons.

Managing Energy Consumption at Data Centres

Considering the high energy demand of Time's data centre operations, the Group has implemented a certified Energy Management System ("EMS") and obtained Green Building Index ("GBI") certification to guarantee energy-efficient practices in line with both industry standards and international best practices.

Energy Consumption and Intensity

In response to the rising demand for cloud and data centre services, the AIMS data centre business in Cyberjaya has expanded, leading to a yearly growth in both net lettable space and energy usage. However, due to the divestment of AIMS' stakes by the Group as a result of the strategic partnership formed with DigitalBridge, AIMS has been reclassified to associate from previously being a subsidiary of the Group. Thus, details for AIMS' energy consumption and intensity will no longer be reported in this Statement as the scope excludes data from associates. Nonetheless, AIMS strives to maintain the rate of energy efficiency at similar levels to previous years.

Energy consumption within Time's premises has seen a slight increase with most of its workforce returning to the office in FY2023 as well as the expansion of office space to accommodate the business. However, the increase still sits within a manageable range and is supplemented by renewable energy created by the solar panels installed at the Time premises.

Energy consumption table – Time premises

Item	FY2021	FY2022	FY2023
Total energy consumption (Megawatts)	9,007.46 MW	9,756.24 MW	10,847.88 MW

Solar Power Utilisation

In FY2023, Time embarked on a significant stride towards sustainability by harnessing solar energy, marking a pivotal shift in its energy consumption strategy. The installation of solar panels at one of its 15 office sites, specifically at TIME No. 12, demonstrated a notable achievement in energy conservation, yielding a yearly reduction of reliance on non-renewable energy sources and lowered our energy cost by 10.6%.

Building on this momentum, Time has laid out plans for the upcoming year to further decrease its reliance on conventional energy sources. The Group has scheduled the installation of three additional solar panel projects in 2024, targeting its Northern and Southern regional offices located in MIEL, CLS Butterworth in Penang, and Taman Gembira in Johor. Moreover, an ambitious phase 2 solar panel project is underway at the TIME No. 12 building in Glenmarie, promising to amplify Time's commitment to renewable energy initiatives and its impact on the environment as a whole.

In FY2023, Time's continued usage of solar panels at its headquarters has generated 45,796.79 kWh of clean energy while providing annual monetary savings of RM23,291.01.

The Group took its commitment to reducing reliance on conventional energy sources a step further by offering solar panel installations to the homes of 200 employees for a period of two years to encourage a shift in mindset towards collectively reducing carbon footprint. There is a high barrier of entry associated with the cost of installing solar panels and the Group hopes to be able to make the transition to solar energy a more financially viable one for its employees.

As a direct result of this initiative, the Group added 1,000 kWp of self-generation capacity through the 200 homes producing an estimated 1,380 MWh of power annually. Based on the Sustainable Energy Development Board's ("SEDA") 2016 tCO_2 avoidance figure, this initiative will allow the Group to avoid approximately 881 tCO_2 of emissions annually.

Complementing these infrastructural advancements, Time continues to foster a culture of energy consciousness among its employees. Through ongoing awareness programmes, the Company encourages its workforce to adopt energy-efficient practices, reinforcing the collective effort required to achieve significant energy savings.

Water Consumption

Water consumption has emerged as a pivotal focus for Time, reflecting the Group's commitment to sustainable resource management. Recognising the critical importance of water as a vital resource and to align with the Bursa Malaysia's Mandatory Common Sustainability Matters disclosure requirements, water consumption has been integrated into this year's sustainability reporting for the first time.

In its journey towards reducing water usage, Time has implemented a comprehensive array of water conservation measures. These initiatives are designed to minimise the Group's environmental footprint while ensuring the efficient use of water across all our operations. From the installation of water-efficient fixtures and systems to the adoption of water recycling processes, every action is aimed at fostering sustainable water management practices within the Group.

To provide a clear picture of Time's water conservation journey, water consumption data for the past three years is presented below. This data serves as a baseline for Time's ongoing efforts to reduce water usage and enhance its water management strategies. By monitoring and analysing its water consumption patterns, Time is better equipped to identify areas for improvement and implement targeted measures to further its water conservation goals.

Item	FY2021	FY2022	FY2023
Total volume of water used (Megalitres)	17.603 ML	22.005 ML	21.660 ML

Time's commitment to water conservation is a testament to its broader sustainability agenda. The Group understands the importance of water not only to its operations but also to the communities and ecosystems it is a part of. As such, Time remains steadfast in its efforts to manage this precious resource responsibly, ensuring its availability for future generations.

Waste Management and Recycling

Time remains aware of the waste produced by its operations, including both scheduled and unscheduled types, as well as electronic waste ("e-waste"). The volume of waste generated is directly linked to the level of business activities, with an expanding business likely to produce more waste.

Adopting the 3R (Reduce, Reuse, and Recycle) approach, Time's waste management strategy focuses on the recycling of waste materials, particularly paper.

In maintaining its network, Time relies on batteries for DC power backup to counter AC power outages. The Group collaborates with a designated vendor for the regular replacement and decommissioning of these batteries. All discarded batteries are sent to the Department of Environment-approved recycling facilities for processing. In FY2023, a total of 173 batteries were responsibly decommissioned and recycled.

STATEMENT OF ASSURANCE

Sections of this Sustainability Statement have undergone rigorous internal assurance to reinforce Time's commitment to aligning its sustainability framework with the requirements set forth by Bursa Malaysia. In this period of strategic alignment, the Group has concentrated its resources on ensuring compliance and enhancing the robustness of its sustainability practices. For the upcoming reporting cycle, Time will explore the implementation of a comprehensive external assurance process to further validate the integrity and accuracy of its sustainability disclosures.

BURSA ENHANCED SUSTAINABILITY REPORTING REQUIREMENTS TABLE

Indicator	Measurement Unit	2023
Bursa (Anti-corruption)		
Bursa C1(a) Percentage of employees who have received training on anti-corruption by employee category		
Management	Percentage	100.00
Executive	Percentage	100.00
Non-executive/Technical Staff	Percentage	100.00
General Workers	Percentage	0.00
Bursa C1(b) Percentage of operations assessed for corruption-related risks	Percentage	0.00
Bursa C1(c) Confirmed incidents of corruption and action taken	Number	0
Bursa (Community/Society)		
Bursa C2(a) Total amount invested in the community where the target beneficiaries are external to the listed issuer	MYR	195,049.00
Bursa C2(b) Total number of beneficiaries of the investment in communities	Number	2,962
Bursa (Diversity)		
Bursa C3(a) Percentage of employees by gender and age group, for each employee category		
Age Group by Employee Category		
Management Under 30	Percentage	1.00
Management Between 30-50	Percentage	8.00
Management Above 50	Percentage	5.00
Executive Under 30	Percentage	17.00
Executive Between 30-50	Percentage	57.00
Executive Above 50	Percentage	11.00
Non-executive/Technical Staff Under 30	Percentage	0.00
Non-executive/Technical Staff Between 30-50	Percentage	1.00
Non-executive/Technical Staff Above 50	Percentage	1.00
General Workers Under 30	Percentage	0.00
General Workers Between 30-50	Percentage	0.00
General Workers Above 50	Percentage	0.00
Gender Group by Employee Category		
Management Male	Percentage	9.00
Management Female	Percentage	4.00
Executive Male	Percentage	50.00
Executive Female	Percentage	36.00
Non-executive/Technical Staff Male	Percentage	1.00
Non-executive/Technical Staff Female	Percentage	0.40
General Workers Male	Percentage	0.00
General Workers Female	Percentage	0.00

Indicator	Measurement Unit	2023
Bursa (Diversity)		
Bursa C3(b) Percentage of directors by gender and age group		
Male	Percentage	67.00
Female	Percentage	33.00
Under 30	Percentage	0.00
Between 30-50	Percentage	20.00
Above 50	Percentage	80.00
Bursa (Energy management)		
Bursa C4(a) Total energy consumption	Megawatt	10,847.88
Bursa (Health and safety)		
Bursa C5(a) Number of work-related fatalities	Number	0
Bursa C5(b) Lost time incident rate ("LTIR")	Rate	0.16
Bursa C5(c) Number of employees trained on health and safety standards	Number	152
Bursa (Labour practices and standards)		
Bursa C6(a) Total hours of training by employee category		
Management	Hours	3,373
Executive	Hours	16,729
Non-executive/Technical Staff	Hours	211
General Workers	Hours	0
Bursa C6(b) Percentage of employees that are contractors or temporary staff	Percentage	0.00
Bursa C6(c) Total number of employee turnover by employee category		
Management	Number	13
Executive	Number	175
Non-executive/Technical Staff	Number	0
General Workers	Number	0
Bursa C6(d) Number of substantiated complaints concerning human rights violations	Number	0
Bursa (Supply chain management)		
Bursa C7(a) Proportion of spending on local suppliers	Percentage	99.70
Bursa (Data privacy and security)		
Bursa C8(a) Number of substantiated complaints concerning breaches of customer privacy and losses of customer data	Number	No Data Provided
Bursa (Water)		
Bursa C9(a) Total volume of water used	Megalitres	21.660000

Board of Directors

Elakumari Kantilal

Chairman,
Non-Independent
Non-Executive Director

Date of Appointment
8 March 2001

Board Committee
None

Age	Nationality	Gender
67	Malaysian	Female

Puan Elakumari holds a Master of Science in Accounting and Finance from the University of East Anglia and a Bachelor of Accounting from University Kebangsaan Malaysia. Besides her executive education in IMD Switzerland, she had also attended the Harvard Premier Business Management Program and is a member of the Malaysian Institute of Accountants.

She started her career in the government sector in 1981 and held various positions within the sector namely in the Accountant General's Office, Ministry of Agriculture and Ministry of Finance. She was involved in the monitoring and restructuring of companies, including debts of non-performing companies held by Ministry of Finance (Incorporated). She was actively involved in the establishment of Khazanah Nasional Berhad ("Khazanah") whilst in the Ministry of Finance. She was with Khazanah since its inception in 1994 moving from the position of Senior Manager to Director in Investment Division from 2004 until 2017.

She had held a number of executive positions and directorships across the investment and consultancy sectors. She had previously sat on the Board of Opus International Consultants Limited, Dagang NeXchange Berhad and UEM Edgenta Berhad.

Puan Elakumari is currently an Independent Non-Executive Director of Scicom (MSC) Berhad.

Mark Guy Dioguardi

Senior Independent
Non-Executive Director

Date of Appointment
17 June 2016

Board Committees
- Chairman of the Nomination and Remuneration Committee
- Chairman of the Tender Committee

Age	Nationality	Gender
54	Australian	Male

Mr Mark holds a Bachelor of Engineering (Honours) in Electronic and Electrical Engineering and a Master of Business Administration (MBA), Melbourne Business School from the University of Melbourne, Australia.

He has more than 30 years' experience in the telecommunications sector with a focus on technology, engineering, construction and operations. He spent the first 11 years of his career at Telstra Corporation Limited, Australia, the majority in the cellular wireless division, including one year of secondment to BTCellnet in the United Kingdom in 2000.

In 2002, Mr Mark joined Maxis Berhad ("Maxis") as General Manager of Radio Planning until 2005 when he returned to Australia to complete an MBA and run his own Information Communication Technology consultancy. In 2009, he expatriated the second time to Maxis as Chief Technical Officer and in 2011, he took the role of joint Chief Operating Officer adding the portfolios of Information Technology, Enterprise Business, Consumer Broadband, Internet Protocol Television (IPTV) as well as Human Resource.

In 2014, Mr Mark joined iiNet Limited, an Australian Internet Service Provider as Chief Technology Officer until January 2016. He was also a Board member of the Australian Communication Alliance, the Competitive Carriers' Coalition and also in an Advisory Board for a private company, Skand.

In 2018, Mr Mark joined Spirit Technology Solutions, an Australian Securities Exchange listed provider of IT&T solutions as Chief Operating Officer and later as Chief Technology and Information Officer ("CTIO") and Executive Director. He retired from the Director position effective from 1 April 2022 and from the CTIO position in January 2023.

Board of Directors

Datuk Azailiza Mohd Ahad

Independent
Non-Executive Director

Date of Appointment

27 August 2021

Board Committees

- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee

Age	Nationality	Gender
62	Malaysian	Female

Datuk Azailiza holds a Bachelor of Laws (Honours) degree from the University of Malaya.

Datuk Azailiza has more than 30 years of experience in legal work relating to domestic and international matters and is currently a Partner with Messrs. Gani Patail Chambers (GPC).

She had served as the Special Envoy of the Government of Malaysia from April to July 2016. From November 2014 to April 2016, she served as the Solicitor General of Malaysia. Prior to that, she was the Deputy Solicitor General 1 (Advisory Sector) from April 2012 to October 2014.

Contemporaneously, she served as the Acting Director to the International Centre for Law & Legal Studies, a research institution attached to the Attorney General's Chambers, from July 2011 to April 2016. Between October 2005 to April 2012, she was the Head of the International Affairs Division in the Attorney Generals Chambers.

She served as a Senior Federal Counsel at the Economic Planning Unit, Prime Ministers Department from 1992 to 2000, Senior Assistant Registrar at the Kuala Lumpur High Court from 1989 to 1992 and Magistrate in Melaka from 1985 to 1989.

Anthony Low Kim Fui

Independent
Non-Executive Director

Date of Appointment

25 July 2022

Board Committee

Member of the Nomination and Remuneration Committee

Age	Nationality	Gender
72	Malaysian	Male

Mr Anthony holds a Master of Science Degree in Management, Business Administration and General Management from the Cranfield School of Management, United Kingdom, and a Bachelor of Economics (Honours) degree from the University of Malaya.

Between 1981 and 2016, Mr Anthony served in various roles at Nestle, most recently as Vice President, Regional Management, Zone Asia-Oceania-Africa & Middle East, overseeing 115 countries across 17 time zones, whilst being based out of Nestle's Swiss headquarters. He also held leadership roles in other markets for Nestle, including Commercial Director for Sales and Marketing Nestle China, Managing Director Nestle Singapore and Managing Director Nestle Taiwan. Throughout his time at Nestle, he gained deep insights and led teams in the areas of supply chain, sales & marketing management, production, marketing communication, corporate affairs, commercial operations and general management.

Since retiring, Mr Anthony has been an active mentor at Endeavor Malaysia, where he shares key perspectives with the next generation of entrepreneurs.

Board of Directors

Kuan Li Li

Independent Non-Executive Director

Date of Appointment	Board Committee	Age	Nationality	Gender
19 August 2022	Chairman of the Audit Committee	60	Singaporean	Female

Ms Kuan holds a Bachelor of Economics degree and a Bachelor of Laws degree from the University of Sydney. She is a Certified Public Accountant and had been admitted to the Supreme Court of New South Wales as a barrister and a solicitor.

Ms Kuan has over 30 years of banking, finance and tax leadership roles gained in banks, engineering, real estate, private equity and the big four accounting firms.

Previously, Ms Kuan was the Head of Tax, Asia Pacific of Barclays Capital Services Ltd, Chief Executive Officer of Barclays Merchant Bank (Singapore) Ltd and Barclays Capital Futures (Singapore) Private Limited, Country Head and Chief Operating Officer of Barclays Bank PLC, Singapore Branch and Chief Financial Officer at ABB Pte Ltd. She had also served on the boards of Barclays' investment banking and securities subsidiaries in Malaysia, Indonesia and Thailand.

Ms Kuan is currently an Independent Non-Executive Director, the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of RH Petrogas Limited, a public company listed on the mainboard of the Singapore Stock Exchange. She also serves as an Independent Non-Executive Director of Salvia Investment Pte Ltd, Freemont Capital Pte Ltd, Winder Pte Ltd, Namak Investment Pte Ltd, Otisco Investment Pte Ltd, Tringle Investment Pte Ltd and Winder Investment Pte Ltd. She is also a Director of Ben & Nic Pte Ltd and AIG Asia Pacific Insurance Pte Ltd and a member of the Valuation Review Board of Singapore and Legal Inquiry Panel of Singapore.

Ir. Dr. Mohd Shahreen Zainooreen Madros

Independent Non-Executive Director

Date of Appointment	Board Committees	Age	Nationality	Gender
9 August 2023	• Member of the Audit Committee • Member of the Tender Committee	60	Malaysian	Male

Dr. Shahreen has over 30 years of work experience in various capacities.

Dr. Shahreen spent much of the earlier part of his career in the oil and gas industry. He started as an executive in an upstream oil and gas operator, and later held senior management positions in various organisations. His experience spans across many sectors of the oil and gas industry, and he has served organisations locally as well as abroad.

In 2010, Dr. Shahreen joined the government initiative of Economic Transformation Program conducted by PEMANDU, an agency in the Prime Minister's office. He was involved in coordinating strategic initiatives of the oil and gas services and equipment sector, and in 2017 he was appointed as the CEO of MATRADE.

Dr. Shahreen served as the CEO of MATRADE, a trade promotion agency under Ministry of International Trade and Industry, between 2017 and 2019. He has worked to promote several industries beyond oil and gas and formulated strategic directions to grow Malaysia's trade. Dr. Shahreen has represented Malaysia in many international trade missions and is involved in various industry dialogues.

Dr. Shahreen is now an independent advisor to industries. He is also a certified coach, and an Adjunct Professor with a local university.

He is currently an Independent Non-Executive Director of E.A. Technique (M) Berhad and Velesto Energy Berhad.

Board of Directors

Afzal Abdul Rahim

Non-Independent Executive Director (Chief Executive Officer)

Date of Appointment	Board Committee	Age	Nationality	Gender
7 October 2008	None	46	Malaysian	Male

Encik Afzal holds a Bachelor Degree in Mechanical Engineering with Electronics from the University of Sussex, United Kingdom.

He began his career in the automotive industry culminating in a regional role with Group Lotus PLC. As a technology entrepreneur, he also founded the non-profit Malaysian Internet Exchange (MyIX) in 2006 and also served as a Board Member of Endeavor Entrepreneurs Malaysia Sdn Bhd, an organisation devoted to nurturing high-impact entrepreneurs.

He currently sits on the Boards of CIMB Group Holdings Berhad, Symphony Communication Public Company Limited, CMC Telecommunication Infrastructure Corporation, Megawisra Investments Limited, Megawisra Sdn Bhd, Global Transit International Sdn Bhd and Pulau Kapas Ventures Sdn Bhd.

Patrick Corso

Non-Independent Executive Director

Date of Appointment	Board Committee	Age	Nationality	Gender
26 November 2015	None	50	Italian	Male

Mr Patrick holds a BA (Honours) Degree in European Business Administration from the European Business School, London, United Kingdom.

He has over 20 years of experience in the investment banking and private equity industries, with a focus on the telecoms sector. He spent the first 8 years of his career at Credit Suisse First Boston and Morgan Stanley in London in their European Telecoms groups, with a brief interim stint at Trader Classified Media in a corporate development role.

In 2003, Mr Patrick joined Providence Equity Partners in London, a leading private equity firm focused on the telecoms, media and technology industry sectors. In 2008, he relocated with Providence Equity Partners to Hong Kong to take up the role of Managing Director and Head of the Hong Kong office.

In 2013, he established OST Capital, a private investment firm in Hong Kong, of which he remains as Non-Executive Director.

He currently sits on the Boards of Symphony Communication Public Company Limited, CMC Telecommunication Infrastructure Corporation, Megawisra Investments Limited, Megawisra Sdn Bhd, Global Transit International Sdn Bhd and Pulau Kapas Ventures Sdn Bhd.

Notes:

1. ***Family Relationship with Director and/or Major Shareholder***
   None of the Directors has any family relationship with any Director and/or major shareholder of the Company.
2. ***Conflict of Interest***
   None of the Directors has any conflict of interest with the Company.
3. ***Conviction of Offences***
   None of the Directors has been convicted of any offences (other than traffic offences, if any) within the past 5 years and there were no public sanctions or penalties imposed by the relevant regulatory bodies during the financial year ended 31 December 2023.
4. ***Attendance of Board Meetings***
   The attendance of the Directors at Board Meetings held during the financial year ended 31 December 2023 is disclosed in the Corporate Governance Overview Statement.

Leadership Team

Afzal Abdul Rahim

Chief Executive Officer/
Commander-In-Chief

Date of Appointment

7 October 2008

Age	Nationality	Gender
46	Malaysian	Male

Afzal's profile can be found on page 67 of this Annual Report.

Patrick Corso

Executive Director

Date of Appointment

26 November 2015

Age	Nationality	Gender
50	Italian	Male

Patrick's profile can be found on page 67 of this Annual Report.

Datuk Zainal Amanshah Zainal Arshad

Executive Director
TT dotCom Sdn Bhd

Date of Appointment

1 December 2022

Age	Nationality	Gender
57	Malaysian	Male

Datuk Zainal joined the management team as an Executive Director of TT dotCom Sdn Bhd on 1 December 2022.

With more than 27 years of experience in the private sector and eight years in the Malaysian Government, Datuk Zainal has held several positions in multinational and local companies, and start-ups.

Prior to joining the Time management team, Datuk Zainal was appointed an Independent Non-Executive Director of the Time Group in January 2022. He was then redesignated as a Non-Independent Non-Executive Director on 5 November 2022. Before that, he was the Vice President of Malaysia and SEA Emerging Markets, and the Vice President of Key Accounts Management (Asia) at AECOM. Before that, he served as the first Chief Executive Officer at InvestKL Corporation ("InvestKL"), an investment Promotion Agency under the Ministry of International Trade and Industry for eight years.

Prior to InvestKL, Datuk Zainal was the Group Chief Executive Officer and Executive Director of REDtone Digital Berhad (formerly known as REDtone International Berhad) ("REDtone"), a Malaysian public listed telecommunications provider that was brought to IPO in 2004. Before joining REDtone, he worked for several local and multinational companies including Unisys (M) Sdn Bhd, NCR Malaysia Sdn Bhd, Solsis Sdn Bhd, and Xylog Group and Lotus Software Sdn Bhd.

Datuk Zainal holds a Bachelor's Degree in Electronic Engineering from the University of Kent, United Kingdom.

He does not hold any directorship in the Company or any public listed companies. He has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

He has not been convicted of any offence (other than traffic offences) within the past five years and has no public sanction and/or penalty imposed by the relevant regulatory bodies during the financial year.

Shahnaz Farouque Jammal Ahmad

Chief Financial Officer

Date of Appointment
13 October 2021

Age	Nationality	Gender
49	Malaysian	Male

Shahnaz was the Chief Executive Officer, Group Wholesale Banking of CIMB Group and prior to this, he was the Chief Financial Officer ("CFO") of CIMB Group. Before his role as Group CFO, he served in various capacities in CIMB in Group Finance, Group Risk Management, Corporate Client Solutions and PT Bank CIMB Niaga Tbk. Prior to joining CIMB in 2009, Shahnaz was with Goldman Sachs in London, England. He has also worked at Bankers Trust and Dresdner Kleinwort Wasserstein in London, as well as ABN AMRO Bank in Kuala Lumpur.

Shahnaz has over 20 years of banking experience covering mergers & acquisitions advisory, risk advisory, trading, risk management, corporate and investment banking, capital and balance sheet management, and finance. His qualifications include an MPhil in Economics from the University of Oxford, United Kingdom, and Bachelor (Double First Class) and Master of Arts in Economics from the University of Cambridge, United Kingdom. Shahnaz is an Independent Non-Executive Director of Touch 'n Go Sdn Bhd and TNG Digital Sdn Bhd.

He does not hold any directorship in the Company or any public listed companies. He has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

He has not been convicted of any offence (other than traffic offences) within the past five years and has no public sanction and/or penalty imposed by the relevant regulatory bodies during the financial year.

Karen Ding Ming Nyuk

Deputy Chief Financial Officer

Date of Appointment
1 July 2023

Age	Nationality	Gender
50	Malaysian	Female

Karen's career started off with the UEM Group of Companies where she served in various finance and investment capacities in transportation, technology and private equity. She then joined Time for close to four years serving as its Head of Planning, Investor Relations and Commercial. Prior to re-joining Time in July 2023 as its Deputy Chief Financial Officer, Karen was with Axiata Group Berhad for seven years in an investment capacity, leading merger, acquisition and divestment projects domestically and internationally, followed by another two and a half years with an Axiata subsidiary, EDOTCO Group Sdn Bhd, as its Director of Corporate Finance.

Karen holds a Bachelors of Commerce degree in Accounting and Finance from the University of Sydney, Australia and is a Fellow CPA with over 20 years of experience in accounting, finance and investments in the technology and telecommunications sector.

She does not hold any directorship in the Company or any public listed companies. She has no family relationship with any Director and/or major shareholder nor any conflict of interest with the Company.

She has not been convicted of any offence (other than traffic offences) within the past five years and has no public sanction and/or penalty imposed by the relevant regulatory bodies during the financial year.

Corporate Governance Overview Statement

This Corporate Governance Overview Statement of TIME dotCom Berhad ("Time" or the "Company") is made pursuant to Paragraph 15.25(1) of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"). In producing this Corporate Governance Overview Statement, guidance was drawn from Practice Note 9 of the Listing Requirements, the Corporate Governance Guide (4th Edition) issued by Bursa Malaysia Berhad and the Malaysian Code on Corporate Governance ("MCCG") issued by the Securities Commission Malaysia on 28 April 2021.

The Board of Directors of the Company ("Board") is committed in ensuring that high standards of corporate governance are being practised by the Company and its subsidiaries (collectively referred to as the "Group"). In this regard, the Board views disclosures on corporate governance as an opportunity to profile its corporate governance agenda and demonstrate how the Group is attuned to stakeholders' expectations. This Corporate Governance Overview Statement outlines the Group's corporate governance approach, a summary of the corporate governance practices during the financial year as well as the key focus areas and future priorities in relation to corporate governance.

The Corporate Governance Overview Statement is complemented by a Corporate Governance Report, based on a prescribed format as encapsulated in Paragraph 15.25(2) of the Listing Requirements so as to provide a detailed articulation on the application and adoption of the Group's corporate governance practices as recommended by the MCCG.

The Corporate Governance Report is made available on the Company's website, www.time.com.my as well as the announcement made to Bursa Securities published on the website of Bursa Malaysia Berhad. This Corporate Governance Overview Statement should also be read in conjunction with the other statements in the Annual Report, such as the Directors' Statement on Risk Management and Internal Control, the Audit Committee Report and the Sustainability Statement.

CORPORATE GOVERNANCE APPROACH

The Board endeavours to ensure that the Group remains strong, viable and sustainable in delivering value to its stakeholders. The Board views corporate governance as being underpinned by the 4 key concepts of transparency, integrity, accountability and corporate performance. The Group adopts these key concepts in the various facets of its business operations and management.

The Group's approach to corporate governance is to:

- **consider corporate governance requirements critically and with a view to determine how the different modalities could be implemented within the Group in a value-adding manner;**
- **adopt the substance behind good corporate governance and not merely the form, with the aim of enhancing stakeholders' value; and**
- **drive the application of good corporate governance practices through the alignment of the interests of stakeholders and the Board as well as Management.**

The Board's efforts to promote and drive meaningful and thoughtful application of good corporate governance practices include monitoring local and global developments in corporate governance and assessing their implications.

Acknowledging that improving corporate governance requires adjustments and recalibration to its governance framework and structures, Time will continue to enhance its daily processes and standard operating procedures with a view of reflecting its position as a good corporate citizen.

SUMMARY OF CORPORATE GOVERNANCE PRACTICES

Time has applied all the best practices encapsulated in the MCCG for the financial year ended 31 December 2023 ("FY2023"), save for the following:

- **Practice 8.2** (Disclosure of top 5 Senior Management's remuneration in bands of RM50,000 on a named basis)[1]; and
- **Practice 12.2** (Adoption of integrated reporting based on a globally recognised framework)[2].

Notes:

1 *The Board believes that such disclosure will not be in the Company's best interests given the highly competitive nature of the industry in which the Company operates.*

2 *The Company has embarked on its journey of integrated reporting with the establishment of the Sustainability Policy and is working towards a robust and more mature form of integrated reporting in the coming years. The Group is currently in the process of enhancing its Sustainability Report and embedding sustainability into the business strategies and business operations.*

A detailed explanation for the above departures is set out in the Corporate Governance Report. These explanations are also complemented by the articulation of alternative measures that have been taken or are to be taken to achieve the Intended Outcome as well as the timeframe required to achieve the application of the departed practices.

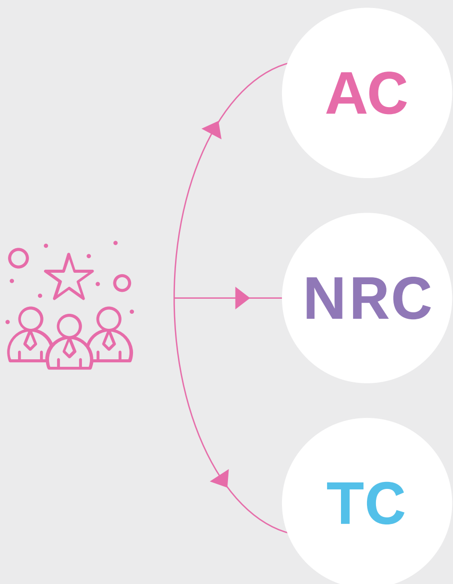
Additional details on Time's application of each individual practice of MCCG are available on the Corporate Governance Report which is made available on the Company's website as well as the announcement made to Bursa Securities published on the website of Bursa Malaysia Berhad.

A summary of Time's corporate governance practices with reference to the MCCG is described below.

BOARD RESPONSIBILITIES

The Board is responsible for overseeing the management of the business and affairs of the Group, including setting the strategic direction, establishing short, medium and long-term business goals as well as monitoring the achievement of these goals. It also ensures effective leadership through management oversight and rigorous monitoring of the Group's activities, performance, conformance capabilities and control mechanisms.

To enhance oversight within specific responsibility areas, the Board has established 3 Board Committees, namely the Audit Committee ("AC"), the Nomination and Remuneration Committee ("NRC") and the Tender Committee ("TC"). The Board is kept apprised of the activities and proceedings of these Board Committees through the circulation of minutes of meetings of the Board Committees and updates on meeting deliberations and outcomes by the respective Chairmen during Board meetings. Whilst authority is delegated to the Board Committees in accordance with the Terms of Reference ("TOR") of these Committees and the Group's Discretionary Authority Limits, it should be noted that the Board retains collective oversight over these Board Committees at all times. The functionalities of these Board Committees are outlined below:



The **AC** is responsible to support the Board with its oversight role in various areas, including financial and accounting reporting, related party transactions and conflicts of interests, internal control environment, internal audit, external audit, compliance and ethics, as well as the Group's overall risk management system.

The **NRC** is responsible for recommending candidates to be appointed to the Board, Board Committees and Senior Management positions, conducts annual evaluation of the performance of the Board, Board Committees, individual Directors and Senior Management as well as developing succession plans for Directors and Senior Management besides setting the overarching Group remuneration policy and procedures for Directors and Senior Management.

The **TC** was established to facilitate the procurement process. The main objective of the TC is to examine the tenders received and ensure that all necessary criteria, specifications and requirements of the Group have been met and complied with.

The Board and its Committees meet regularly to deliberate on matters under their purview. In addition to scheduled meetings, the Board and Board Committees also convene special meetings when urgent and important deliberations need to be conducted or decisions need to be made in between scheduled meetings. During the year under review, the Board has deliberated on business strategies and critical issues concerning the Group, including business plan, annual budget, financial results as well as key performance indicators ("KPIs"). The attendance of individual Directors for the meetings of the Board and Board Committees during the year under review are outlined below:

Directors	Board	AC	NRC	TC
Elakumari Kantilal[1]	11/11		4/4	
Mark Guy Dioguardi[2]	11/11		4/4	5/5
Datuk Azailiza Mohd Ahad[3]	11/11	4/4	0/0	
Low Kim Fui	11/11		4/4	
Kuan Li Li	11/11	4/4		
Ir. Dr. Mohd Shahreen Zainooreen Madros[4]	4/4	1/1		3/3
Selvendran Katheerayson[5]	11/11			
Hong Kean Yong[6]	7/7	2/2		2/2
Koh Cha-Ly[7]	7/7			2/2
Afzal Abdul Rahim	11/11			
Patrick Corso	11/11			

Board/Board Committee Chairman

Member

Notes:

1 *Elakumari Kantilal ceased as NRC member on 20 December 2023.*

2 *Mark Guy Dioguardi was redesignated as TC Chairman on 9 August 2023.*

3 *Datuk Azailiza Mohd Ahad was appointed as NRC member on 20 December 2023.*

4 *Ir. Dr. Mohd Shahreen Zainooreen Madros was appointed as an Independent Non-Executive Director and as TC member on 9 August 2023. Subsequently, he was appointed as AC member on 24 August 2023.*

5 *Selvendran Katheerayson resigned as a Non-Independent Non-Executive Director on 12 January 2024.*

6 *Hong Kean Yong retired as a Non-Independent Non-Executive Director on 15 June 2023 and consequently ceased as TC Chairman and AC member on the same day.*

7 *Koh Cha-Ly retired as an Independent Non-Executive Director on 15 June 2023 and consequently ceased as TC member on the same day.*

During FY2023, there were changes to the compositions of the Board and Board Committees and the new compositions can be found on page 5 of this Annual Report.

The responsibilities of the Board and Management are clearly demarcated to ensure a balance of power and authority whilst facilitating the effective discharge of the distinct roles of the Chairman and Chief Executive Officer ("CEO"). The Chairman leads the Board and is responsible for ensuring an effective and smooth interaction between the Directors as well as driving discussions toward consensus and achieving closure in every deliberation. As the Head of Management, the CEO is responsible for developing and implementing the strategy of the Group, achieving the short, medium and long-term objectives as well as priorities established by the Board. The CEO assumes full responsibility and accountability to the Board for all aspects of the Group's operations and performance. He also represents the Group in interfacing with major customers, employees, suppliers and professional associations.

The Board is guided by a Board Charter which delineates the responsibilities of the Board, Board Committees and individual Directors, including the matters that are exclusively reserved for the Board's decision. The Board Charter also serves as a primary induction literature that guides the newly appointed and existing Board members on the duties and functions of the Board and its Committees. The Board Charter is periodically reviewed by the Board to ensure it reflects the fast-changing market dynamics as well as the evolving needs of the Group. The Board Charter is also made available on the Company's website.

In discharging its responsibilities, the Board is supported by a professionally qualified and competent Company Secretary. The Company Secretary attends all Board and Board Committee meetings and acts as counsel and resource support on corporate governance matters to the Board whilst also coordinating information flow and meeting proceedings. Directors are provided with complete, adequate and timely meeting materials and/or information prior to the meetings and on an ongoing basis to enable them to make informed decisions on pertinent matters. The Board is also updated by the Company Secretary on new statutory and regulatory requirements concerning their duties and responsibilities from time to time.

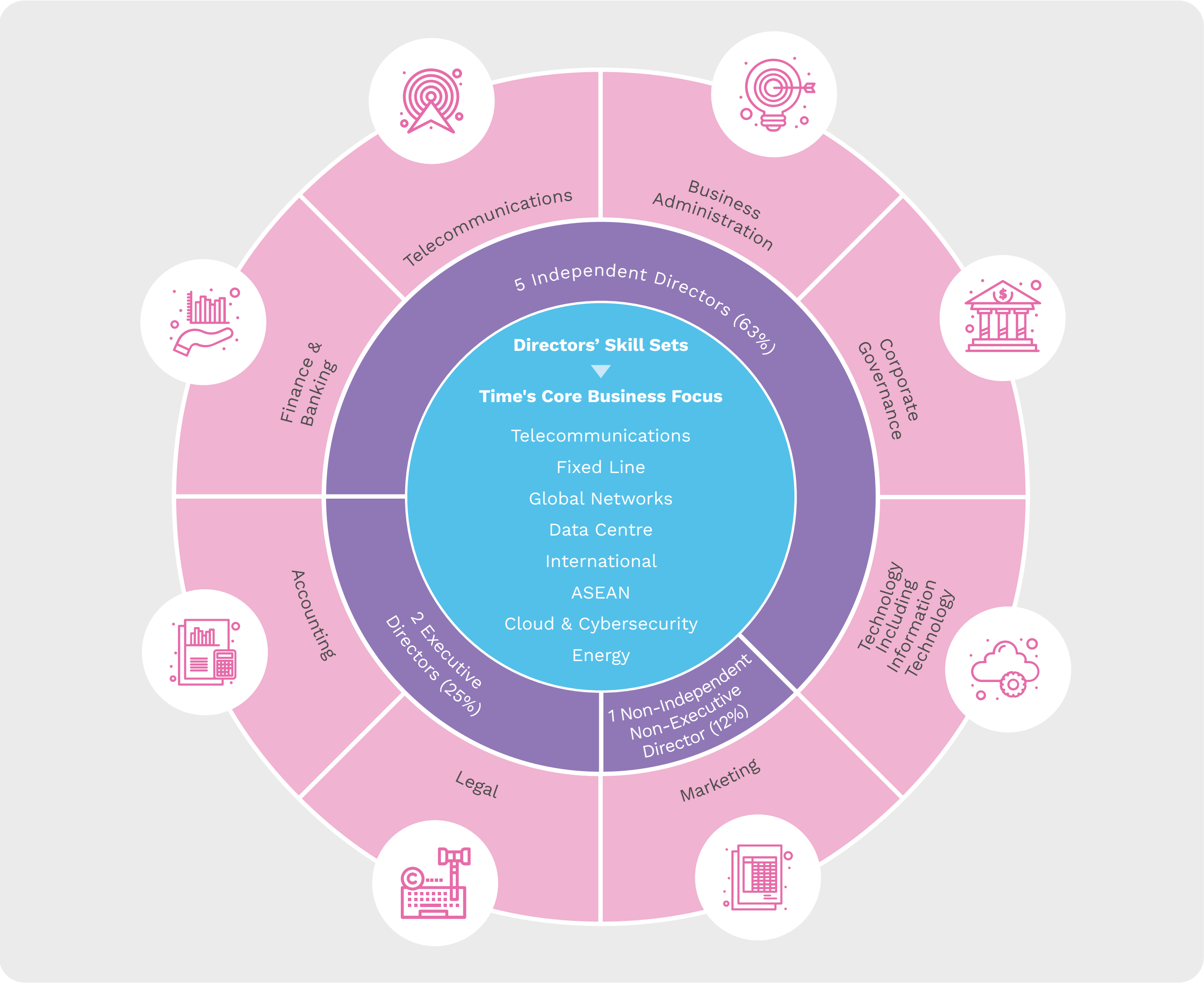
The Board is cognisant of its responsibility to set the "tone from the top". A Code of Conduct and Ethics and Whistleblowing Policy have been put in place to foster an ethical culture and to allow bona fide suspected or presumed malpractices to be raised in confidence without the risk of reprisal. Both are reviewed periodically by the Board and published on the Company's website.

Corporate Governance Overview Statement

BOARD COMPOSITION

The Board acknowledges that Time is a domestic fixed-line telecommunications service provider and an international bandwidth provider with a growing network footprint. Premised on this, the Board endeavours to ensure that it has an appropriate mix of skills, experience and diversity to reflect the Group's nature of business. The Board through the NRC, from time to time, undertakes a review of its composition to determine areas of strengths and improvement opportunities.

The Directors channel their combined knowledge and professional experience to provide valuable perspectives on Time's business operations and strategies. The expertise possessed by Management as well as access of Directors to external professional experts complement the effective functioning of the Board. The current composition of the Board which comprises 8 members can be viewed in a more granular lens as follows:

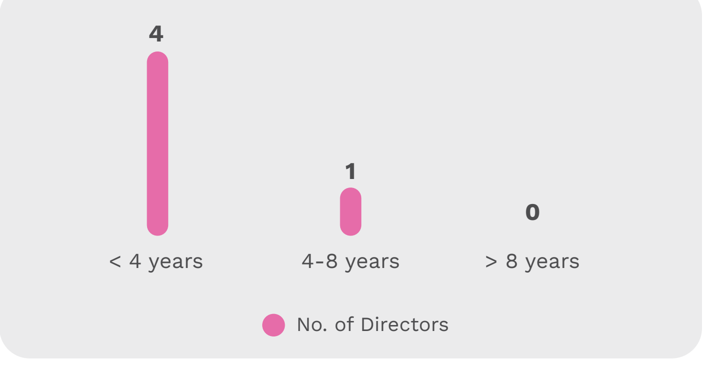


Corporate Governance Overview Statement

The Board now comprises 5 Independent Non-Executive Directors, including 1 Senior Independent Non-Executive Director, 1 Non-Independent Non-Executive Director and 2 Executive Directors, including the CEO. The higher proportion of Non-Executive Directors present on the Board helps to mitigate any possible conflict of interest between the policy-making process and the day-to-day management of the Group. The composition of the respective Board Committees meets the independence criteria outlined in the Listing Requirements and there are appropriate cross-memberships to further promote effectiveness.

Practice 5.3 of the MCCG recommends that the tenure of an independent director shall not exceed a cumulative term limit of 9 years. Upon completion of such maximum tenure, an independent director may continue to serve on the board as a non-independent director. If the Board intends to retain an independent director beyond 9 years, it should provide justifications and seek annual shareholders' approval through a two-tier voting process.

The current tenure of the Independent Non-Executive Directors of the Company is as follows:



The NRC assesses Independent Directors annually to ascertain if they display a strong element of detached impartiality. In conducting this assessment, the NRC and the Board adopt a qualitative approach to evaluate whether Independent Directors demonstrate intellectual honesty and moral courage, enabling them to advocate their views without fear or favour. The Board is cognisant of the widely held notion that extended tenure leads to entrenchment and as such, the Board remains watchful for such indicators of entrenchment amongst long-serving Independent Directors.

The NRC also reviews the terms of office and performance of the Board Committees and each of its members annually to determine whether the Board Committees and its members have carried out their duties in accordance with its TOR. Besides that, the NRC also reviewed and deliberated on the full-year performance of the Senior Management (including the Executive Directors) against their KPIs. Based thereupon, the NRC approved the annual performance bonus and salary increment of the Senior Management.

Appointments to the Board are made via a formal, rigorous and transparent process, premised on meritocracy and taking into account the skills, experience and diversity needed by the Board in the context of the Group's strategic direction. Following the retirements of Hong Kean Yong and Koh Cha-Ly, the NRC initiated a thorough search process for potential suitable candidates to fill these vacancies. Several candidates were put forth and underwent a rigorous assessment by the NRC before being shortlisted for interview based on agreed-upon selection criteria and adhering to the Policy on Nomination and Assessment Process of Board Members. Following this assessment, Ir. Dr. Mohd Shahreen Zainooreen Madros was recommended by the NRC and subsequently appointed to the Board on 9 August 2023.

In terms of gender diversity, the Board currently comprises 3 female Directors equivalent to 38% of all Directors and the Board is committed to maintaining its women representation on the Board in line with the national target of having at least 30% women on the boards of corporate Malaysia.

The Board recognises that diversity should also extend to Senior Management and accordingly, a Gender Diversity Policy has been put in place for the Board and Senior Management of the Company as recommended by the MCCG.

Rule 103 of the Company's Constitution provides that 1/3 of the Directors of the Company for the time being or the number nearest to 1/3 shall retire from office at each Annual General Meeting ("AGM"). Each Director shall retire from office at least once in every 3 years and be eligible for re-election.

In accordance with Rule 103 of the Company's Constitution, Mark Guy Dioguardi and Afzal Abdul Rahim shall retire by rotation at the forthcoming 27th AGM. Both Mark Guy Dioguardi and Afzal Abdul Rahim, being eligible, have offered themselves for re-election at the 27th AGM.

Corporate Governance Overview Statement

Ir. Dr. Mohd Shahreen Zainooreen Madros who was appointed on 9 August 2023, is also standing for re-election as Director according to Rule 107 of the Company's Constitution which provides that any Director appointed during the year shall hold office only until the next AGM and be eligible for re-election. Ir. Dr. Mohd Shahreen Zainooreen Madros, being eligible, has offered himself for re-election at the 27th AGM.

The Board is satisfied that following the NRC's review and based on the favourable evaluation of the performance and contributions of the Directors to the Board as well as their fitness and propriety, the Directors standing for re-election will continue to bring their knowledge, experience and skills and contribute effectively to the Board's discussion, deliberations and decisions. The Board recommends and supports the re-election of the retiring Directors who have abstained from participating in deliberations and decisions regarding their own eligibility and suitability to stand for re-election at the relevant Board and Board Committee meetings.

In order to attract, retain and motivate Directors to steer and advance the long-term growth objectives of the Group, the Board has in place the Remuneration Policy, which governs the remuneration for Non-Executive Directors. The Board is assisted by the NRC in reviewing appropriate remuneration for the Non-Executive Directors, whereupon a recommendation is presented to the Board for approval.

During the year under review, the NRC also reviewed the establishment of a share grant plan of up to 10% of the issued ordinary shares of the Company (excluding treasury shares, if any), deliberated on the guiding principles, key framework design criteria and KPI targets of such share grant plan, and subsequently made an appropriate recommendation to the Board for consideration and decision-making.

EVALUATION OF BOARD, BOARD COMMITTEES AND INDIVIDUAL DIRECTORS

The Board undertakes an annual performance evaluation to assess the performance and effectiveness of the Board and Board Committees, as well as the performance of the individual Board members. Such board evaluation exercise assists the Board to address any gaps and improvements required for the Board and Board Committees.

The Board aims to undertake an externally facilitated evaluation of its Board, Board Committees and individual Directors once every 3 years in compliance with Practice 6.1 of the MCCG which recommends that Large Companies engage an independent expert at least every 3 years to facilitate an objective and candid board evaluation.

In FY2022 and FY2023, the NRC conducted the board effectiveness evaluation ("BEE") exercise internally, facilitated by the Company Secretary. The Board intends to engage an independent expert to undertake the BEE exercise for the Board, Board Committees and individual Directors (self and peer assessment) for FY2024.

REMUNERATION

The Board is mindful that fair remuneration is critical to attract, retain and motivate the Directors and Senior Management. Towards this end, the Board has adopted a remuneration policy and respective procedures to provide a formal structure for remunerating Directors and Senior Management.

The Board seeks to ensure that the remuneration of the Group is adequate to attract and retain high-calibre Directors and Senior Management essential for the successful operation of the business, taking into consideration all relevant factors including the functions, workload and responsibilities associated with their roles.

The remuneration packages for Executive Directors and Senior Management have been structured with components to link rewards to both corporate and individual performance whilst the remuneration packages for Non-Executive Directors are structured to reflect their contribution and the level of responsibilities they undertake.

A detailed review of the remuneration of Directors and Senior Management is undertaken periodically and benchmarked against relevant industry players. Any changes made to the remuneration of Directors and Senior Management will be reviewed by the NRC before it is recommended to the Board for final decision.

AUDIT COMMITTEE

The AC is relied upon by the Board to, amongst others, provide advice in the areas of financial and accounting reporting, external audit, internal control environment and internal audit process, related party transactions, conflict of interest situations, compliance and ethics-related matters as well as the risk management framework.

The AC is led by an Independent Non-Executive Director who is a Certified Public Accountant and is distinct from the Chairman of the Board. All members of the AC demonstrate sound financial literacy and possess a good understanding of the business for them to discharge their responsibilities effectively. The AC's TOR provide that, among others, a former partner of the external audit firm and/or its affiliate firm is to observe a cooling-off period of at least 3 years before being appointed as an AC Member. In adherence to this requirement, none of the AC Members has previously been a partner required to observe such a cooling-off period.

The AC has full access to both the internal and external auditors, who in turn have access at all times to the Chairman of the AC. The AC has established formal and transparent arrangements to maintain an appropriate relationship with the Company's external auditors. These include policies and procedures to review the suitability and independence of the external auditors. The AC meets up with the external auditors to discuss their audit plan, audit findings and observations related to the annual financial results of the Company. The AC also has private sessions with the external auditors without the presence of the Senior Management at least twice a year, to facilitate candid discussions.

During the year under review, the external auditors have confirmed to the AC that their personnel have maintained independence throughout the conduct of the audit engagement in accordance with the independence criteria set out by the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) and the Malaysian Institute of Accountants' By-Laws (On Professional Ethics, Conduct and Practice).

In relation to related party transactions, a list of related parties is disseminated to the Group's various business units to identify the quantity and nature of related party transactions. All related party transactions are presented to the AC on a quarterly basis for notation. Directors with a vested interest in these transactions have abstained from all deliberations and voting on the matter at both the AC and Board levels, as deemed appropriate.

RISK MANAGEMENT AND INTERNAL CONTROL FRAMEWORK

The Board is cognisant that a robust risk management and internal control framework supports the Group to achieve its value-creation targets by providing information on risks to enable better formulation of the Group's strategies and decision making. The Group's risk management and internal control framework encompass not only financial controls but also non-financial controls which inter alia include operational and compliance controls.

The Risk Management Steering Committee (a Management-level Committee) takes responsibility for overseeing risk management within the Group, building upon established structures and mechanisms to implement the processes for identifying, evaluating, monitoring and reporting risks as well as to take appropriate and timely corrective actions as required. A Risk Management Policy and Procedure have been adopted to guide the Risk Management Secretariat and risk owners to identify, analyse and evaluate strategic, business and operational risks. The Risk Management Secretariat monitors the implementation and updates of action plans and reports to the Risk Management Steering Committee.

The Group has an in-house internal audit department reporting to the AC. They are independent of the activities and operations of the other operating units within the Group. The internal audit function plays a crucial role in providing the AC and the Board with assurance regarding the adequacy and integrity of the systems related to risk management, governance and internal controls.

Further information on the Group's risk management and internal control framework is made available in the **Statement of Risk Management and Internal Control** of this Annual Report.

COMMUNICATION WITH STAKEHOLDERS

The Board believes that all stakeholders of the Group should be apprised in a timely manner of all material business events that impact the Group. To achieve this, the Board ensures continuous disclosures through announcements to Bursa Securities as well as the Company's website. The Company's website contains recent announcements, past and current reports to shareholders, including summaries of key financial data, operational and financial briefing presentations as well as copies of recent notices and minutes of general meetings. The Annual Report meanwhile provides comprehensive details about the Group's business activities and financial performance for the financial year.

Whilst the Group endeavours to provide as much information as possible to its stakeholders, it is mindful of the legal and regulatory framework governing the release of material and price-sensitive information. The Board has identified the Senior Independent Non-Executive Director as the conduit to address minority shareholders' issues and to whom minority shareholders' concerns may be conveyed.

In terms of investor relations activities, during the year under review, the Group actively engaged with various investor groups through a range of means, including regular virtual and face-to-face engagements such as virtual group meetings, virtual investor conferences, group meetings and site visits to keep them abreast of constant updates and latest developments within the Group, the regulatory environment, and the telecommunications industry in general.

CONDUCT OF GENERAL MEETING

The AGM serves as the principal open forum at which shareholders and investors are informed of the current developments within the Group.

At its Extraordinary General Meetings held on 15 February 2023 and 15 June 2023, as well as its 26th AGM held on 15 June 2023, the Company leveraged technology to facilitate remote shareholders' participation and online remote voting. Both meetings were conducted on a fully virtual basis through live streaming from the broadcast venue at the Company's office premises. To encourage engagement between the Company, the Board and shareholders, shareholders who participated in the Extraordinary General Meetings and 26th AGM via live webcast were invited to submit questions which were then addressed by the Executive Directors and Chairman of the meeting.

The date and time of general meetings are determined by taking into consideration the need to provide shareholders with a wide window of opportunity to consider the resolutions that will be discussed and decided at the general meetings as well as to decide whether to attend in person or participate virtually or by a corporate representative or proxy. Each item of special business included in the notice of general meetings is accompanied by a comprehensive explanation of the effects of the proposed resolutions.

As called upon by MCCG, the notice to the upcoming AGM alongside relevant accompanying materials have been provided more than 28 days in advance to enable shareholders to make adequate preparation.

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions tabled at any general meetings are to be put to vote by way of a poll. The voting results duly verified by an independent scrutineer are then announced immediately after the general meeting to Bursa Securities via Bursa LINK.

FOCUS AREAS ON CORPORATE GOVERNANCE

The corporate governance areas which were at the forefront of the Board's radar are as follows:

Review of Corporate Governance Policies and Procedures

The Board is committed to reviewing the TOR of each Board Committee periodically and changes are made to reflect the revised regulatory expectations, expectations of shareholders and operational changes shaping the Group.

During the year, the Board reviewed and approved amendments to the Board Charter and TOR of the TC and AC to ensure that they remain relevant and updated in line with best practices, the Listing Requirements and all other relevant internal policies and regulatory requirements.

Business Integrity and Anti-Corruption Policy

The Company continuously strives to maintain a high standard of integrity and good governance in our business conduct and adopts a zero-tolerance approach towards bribery and corruption, consistent with our core value of "**Integrity Above All Else**" as enunciated in our Anti-Bribery & Corruption Policy ("ABC Policy"). This core value is embedded in every employee of the Group with the intention to foster a culture where all internal and external stakeholders conduct themselves with honesty. The Company communicates to its employees the ABC Policy which sets out the Company's policy and general principles, guidelines and processes to minimise and eliminate the Company's exposure to the risk of unlawful conduct relating to bribery and corruption. Employees receive regular and relevant training to assist them in adhering to this policy. Apart from training, mandatory declarations and assessments are conducted to strengthen the level of knowledge of the ABC Policy.

The awareness sessions and mandatory declarations have also been extended to Time's third-party providers to ensure they too are equipped with the knowledge of acceptable and unacceptable business conduct. In conjunction with World Anti-Corruption Day on 9 December 2023, an Integrity Awareness Week was held with various activities such as integrity talk, training, quiz and contests to educate Time's employees on integrity and corruption-related topics. A Company-wide Corruption Risk Assessment was conducted in accordance with the requirements of the ABC Policy. Based on this assessment, risk controls and mitigation plans were developed to ensure corruption risks in Time are managed accordingly.

The Board is committed to reviewing the ABC Policy periodically and changes are made to fulfill the regulatory requirements and expectations. During the year, the Board reviewed and approved the updated ABC Policy including the Whistleblowing Policy and Internal Audit Charter for greater clarity and to facilitate effective implementation by the Group. Corresponding changes related to anti-corruption were also made in the TOR of the AC and Board Charter.

Human Capital

Time recognises the adage that "a chain is as strong as its weakest link" and therefore, human capital is the biggest driver of the Group's governance and performance. Talent reviews are conducted by the Group with a view of identifying top talents and determining ways to retain them through competitive compensation, development opportunities and career growth.

Time also places emphasis on talent mobility and integration of corporate culture with its regional presence. A global mobility policy has been carved to enable mobility for overseas assignments. Human capital policies and procedures are continually being harmonised for the Group. In terms of training, internal development solutions for leadership, soft skills, technical and regulatory areas have been rolled out to maximise knowledge and experience sharing.

The Board acknowledges that succession planning is critical for the continuity of Time's business operations in a seamless manner and accordingly, a Succession Planning Policy has been put in place for the Board and Senior Management of the Company. Successors for key Management positions have been identified and the Board will continue to ensure that succession planning is a priority for positions that have been earmarked as critical.

The Board also acknowledges that diversity in the Board and Senior Management composition is critical in ensuring its effectiveness and good corporate governance.

Risk Management and Internal Control Framework

The Group recognises that inherent risks are present in the Group's core business, presenting both opportunities and threats. Guided by the ERM Policy and Procedure, the Group implemented several initiatives in FY2023 to mitigate key risks, which include strategic, operational, regulatory, technology and integrity-related risks.

For details on the initiatives undertaken in FY2023, please refer to the **Statement on Risk Management and Internal Control** of this Annual Report.

In relation to internal audit, any observations noted will be addressed on a Group-wide basis covering the process under consideration. Improvement opportunities identified in relation to internal audit will also be subjected to a root-cause analysis.

The internal audit function, which reports directly to the AC, is primarily responsible for providing independent assurance that the Group's risk management, governance and internal control processes are operating effectively.

Business Continuity Management ("BCM")

The Company recognises the critical importance of maintaining robust BCM practices to safeguard its operations and fulfill its commitments to customers, stakeholders and employees. The corporate governance framework serves as the cornerstone of the Company's commitment to transparency, accountability and sustained resilience.

The Board recognises the far-reaching effects of the COVID-19 pandemic and has implemented a policy on COVID-19 together with guiding principles to ensure that the business is prepared for any future disruption. The revised principles provide a framework for the Group to plan, prepare and respond to any potential disruptions, as well as guidance on managing risk and maintaining business continuity. The BCM team continues to support the Group in remaining resilient and sustaining operations during times of emergency or disruption.

The BCM team also performed exercises to validate their plans and processes for responding to various incidents, addressing identified gaps or weaknesses before an actual disaster occurs. Through Disaster Recovery, Crisis Communication and Emergency Response exercises, businesses can ensure preparedness for any eventuality, thereby minimising the disruption caused by accidents. To remain vigilant in BCM practices, Time has evaluated the Business Continuity and Disaster Recovery programs against the ISO 9001 and CSA Star Certification standards and has successfully obtained recertification for both standards in the third quarter of 2023.

Professional Development of Directors

During the year under review, Directors were provided with opportunities to develop and maintain their skills and knowledge. Directors attended various training programmes to keep themselves abreast of changes in legislative promulgations, new accounting standards, industry practices and emerging technologies.

All Directors have attended and completed Part I of the Mandatory Accreditation Programme ("MAP"), which mainly focuses on corporate governance, including director's roles, duties and liabilities as prescribed by the Listing Requirements. The Directors have expressed their commitment to attending and completing Part II of the MAP, which centers around sustainability and the related roles of a director, within the specified timeframe.

Corporate Governance Overview Statement

The list of training programmes that were attended by the Board members in FY2023 are outlined below:

Name	Programme title	Date(s)
Independent Non-Executive Directors		
Mark Guy Dioguardi	Boardroom Behaviours – Facilitating Effective Chair-director Decision Making	27 August 2023
Datuk Azailiza Mohd Ahad	How to Navigate Financial Reporting Oversight amidst Potential Landmines of Misreporting?	12 September 2023
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	13 – 14 September 2023
Low Kim Fui	Conducting a Better Annual General Meeting	11 May 2023
	Building a Company of Integrity – The Director's Role in Gaining Maximum Value for the Company from the Malaysian Anti-Corruption Commission Act 2009 Section 17A Adequate Procedures	17 May 2023
	Management of Cyber Risk	3 October 2023
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	16 – 17 October 2023
Kuan Li Li	Modernising Data Governance – What should Boards Focus on Now?	12 June 2023
	Management of Cyber Risk	3 October 2023
	Audit Oversight Board Conversation with Audit Committees	27 November 2023
Ir. Dr. Mohd Shahreen Zainooreen Madros[1]	Management of Cyber Risk	3 October 2023
	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	25 – 26 October 2023
Non-Independent Non-Executive Director		
Elakumari Kantilal	Mandatory Accreditation Programme Part II: Leading for Impact (LIP)	13 – 14 September 2023
	Management of Cyber Risk	25 October 2023
Executive Directors		
Afzal Abdul Rahim	Mobile World Congress (MWC) Barcelona 2024 by Global System for Mobile Communications Association (GSMA)	27 – 28 February 2023
Patrick Corso	Data Breach and Cyber Fraud Prevention	5 July 2023

Note:

1 Ir. Dr. Mohd Shahreen Zainooreen Madros was appointed as an Independent Non-Executive Director on 9 August 2023.

CORPORATE GOVERNANCE PRIORITIES (2023 AND BEYOND)

The Board acknowledges that improvement in corporate governance is an ongoing process akin to a "marathon and not a sprint". In recognition of this continuous journey, the Board has identified the following forward-looking action items that will help in achieving its corporate governance objectives.

Short and Medium Term Plan (1 to 3 Years)

Boardroom Independence and Board Committees

During the year, there have been several changes to the composition of the Board and Board Committee. Notably, the appointment of Ir. Dr. Mohd Shahreen Zainooreen Madros as an additional Independent Non-Executive Director on 9 August 2023, has increased the total number of Independent Non-Executive Directors to 5 out of the current total Board of 8 Directors.

The Company has also applied Practice 1.4 of the MCCG following the appointment of Datuk Azailiza Mohd Ahad as an NRC member on 20 December 2023, replacing Elakumari Kantilal who also serves as the Chairman of the Board.

During the year, the Board was satisfied that none of the Independent Non-Executive Directors had any relationship that could materially interfere with, or be perceived to materially interfere with, their unfettered and independent judgement and ability to act in the best interests of the Company without any undue influence.

Governance Culture

The following policies have been established and/or amended to further improve the internalisation of ethical values and strengthen the governance culture in the Group:

- **BCM Policy and BCM Framework**

  On 8 March 2023, the Board approved the revisions to the BCM Policy, the establishment of the BCM Framework, and its subsequent implementation as well as the introduction of BCM interlinkages with other Response and Recovery Plans. The revised BCM Policy is designed to improve the BCM cohesiveness and maturity within the Group and aligning it with the ISO 22301 standard.

  During the year under review, the Company successfully completed 8 exercises, incorporating Disaster Recovery, Cybersecurity, Crisis Communication and Emergency Response scenarios. This achievement signifies a significant milestone in Time's dedication to organisational resilience. Through these simulations, the BCM team identified areas for improvement and validated the effectiveness of existing strategies and procedures. Insights gained from these exercises were meticulously analysed and then incorporated into the BCM standard operating procedures, enhancing the Company's ability to respond to specific incidents. This iterative process ensures that everyone remains at the forefront of best practices, continually adapting to emerging threats and challenges in an ever-evolving business environment.

- **Donation Guidelines**

  On 24 August 2023, the Board approved the adoption of the Donation Guidelines which are intended to provide guidance on the Company's donation initiatives to external parties and these guidelines are to be read in conjunction with the ABC Policy.

- **ABC Policy, Whistleblowing Policy and Internal Audit ("IA") Charter**

  On 22 November 2023, the Board approved amendments to the ABC Policy, Whistleblowing Policy and IA Charter, as well as the TOR of the AC and Board Charter. These amendments were the result of a gap analysis exercise conducted by an independent consultant and aimed to ensure compliance with the requirements of Section 17A of the Malaysian Anti-Corruption Commission Act 2009 (Amendment 2018) ("MACC Act 2009").

  Key changes and initiatives resulting from these amendments include:

  - Restructuring the Compliance & Ethics (C&E) function from Internal Audit to the Legal Division, with direct reporting to the AC on integrity-related matters.
  - Enhancing the third-party due diligence process by integrating the Know-Your-Counterparty form into the system.
  - Rolling out of compliance bulletin to raise knowledge and awareness about the ABC Policy and prohibited activities under the MACC Act 2009.
  - Implementing a customised training program targeting high-risk areas within the Company's specified business operation divisions, such as technology, procurement and sales.

  Furthermore, there is a commitment to continuously improve existing policies and processes, including the supplier code of conduct, procurement policies and due diligence processes, to reinforce the ABC compliance framework.

  As part of the Company's corporate initiative to enhance its governance and integrity, Time commissioned a gap analysis project and appointed an independent consultant to review the Company's ABC-related policies and procedures to ensure compliance with Section 17A of the MACC Act 2009 and adequate procedure guidelines. The gap analysis exercise examines the Company's corporate-level policies and procedures regarding corruption and related anti-corruption controls. The project commenced on 27 October 2022 and field work was completed on 6 January 2023.

  The ABC Policy and Whistleblowing Policy are made available on the Company's website.

Long Term Plan (3 to 5 Years)

Corporate Reporting

Time has embarked on its journey of Integrated Reporting and aims to advance towards a more robust and mature form of Integrated Reporting in the coming years.

The Sustainability Working Group is currently in the process of formulating the Sustainability Framework for the Group and is working towards fulfilling the Enhanced Sustainability Reporting Requirements outlined in the Listing Requirements.

In this regard, the Company intends to improve the alignment of its management reporting, business analysis and decision-making process with a view to strengthen its reporting and disclosures in line with market expectations. The Board will provide guidance for Management to establish the necessary supporting infrastructure, ensuring the availability of quality non-financial data that will support the progression towards an enhanced Integrated Report.

Additional Compliance Information

1. MATERIAL CONTRACTS INVOLVING DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS

Save as disclosed below, there were no other material contracts entered by the Company and/or its subsidiaries involving Directors' and major shareholders' interests either subsisting as at 31 December 2023 or entered since the end of the previous financial year.

Wayleave and Right of Use Agreement ("Agreement") dated 8 May 2017 between Projek Lebuhraya Usahasama Berhad ("PLUS") and TT dotCom Sdn Bhd ("TTdC"). This Agreement grants a wayleave and right of use to TTdC to use the telecommunications infrastructure in or along the Applicable Expressways including the North-South Expressway ("NSE"), New Klang Valley Expressway ("NKVE"), North-South Expressway Central Link ("ELITE"), Malaysia-Singapore Second Crossing ("LINKEDUA"), Butterworth-Kulim Expressway ("BKE") and Penang Bridge.

This Agreement shall expire upon the lapse of the Concession as granted by the Government of Malaysia ("GOM") to PLUS which is now on 31 December 2038 or in the event the GOM expropriates PLUS.

On 27 October 2017, the GOM made an announcement of the abolishment of toll collection at Batu Tiga and Sungai Rasau toll plazas on the Federal Highway Route 2 and at the Bukit Kayu Hitam toll plaza on the North-South Expressway, effective as at 1 January 2018. On 12 February 2018, PLUS and TTdC entered into a Supplemental Agreement to address this matter.

PLUS is a wholly-owned subsidiary of PLUS Malaysia Berhad ("PLUS Malaysia") and PLUS Malaysia is jointly controlled by UEM Group Berhad ("UEMG") and Employees Provident Fund Board, which owns 51% and 49% of PLUS Malaysia's equity respectively. UEMG is a wholly-owned subsidiary of Khazanah Nasional Berhad.

2. AUDIT AND NON-AUDIT FEES

The total audit fees paid or payable to the external auditors, PricewaterhouseCoopers PLT and firms affiliated to PricewaterhouseCoopers PLT for services rendered to the Company and the Group for FY2023 are RM194,000 and RM648,500 respectively.

The total non-audit fees paid or payable to PricewaterhouseCoopers PLT and firms affiliated to PricewaterhouseCoopers PLT for services rendered to the Group for FY2023 is RM79,000. There was no non-audit services rendered to the Company for FY2023.

Audit Committee Report

The Board of Directors is pleased to present the Report of the Audit Committee (the "Committee") for the financial year ended 31 December 2023.

COMPOSITION

The Committee presently comprises three (3) members, all of whom are Independent Non-Executive Directors.

The members of the Committee during the financial year ended 31 December 2023 are as follows:

Kuan Li Li (Chairman)	Independent Non-Executive Director
Datuk Azailiza Mohd Ahad	Independent Non-Executive Director
Ir. Dr. Mohd Shahreen Zainooreen Madros	Independent Non-Executive Director

The profiles of the Committee members are contained in the "Board of Directors' Profile" set out on pages 64 to 67.

MEETINGS

The Committee convened four (4) meetings during the financial year ended 31 December 2023. The details of attendance are as follows:

Name	Attendance	Percentage of attendance
Kuan Li Li (Chairman)	4/4	100%
Hong Kean Yong(1)	2/2	100%
Datuk Azailiza Mohd Ahad	4/4	100%
Ir. Dr. Mohd Shahreen Zainooreen Madros(2)	1/1	100%

Notes:
(1) Retired as a Non-Independent Non-Executive Director on 15 June 2023 and consequently ceased as a member of the Audit Committee on the same day.
(2) Appointed as a member of the Audit Committee on 24 August 2023.

The Chief Executive Officer, Executive Director, Senior Management members, Regional Head, and Internal Audit attended these meetings upon invitation to brief the Committee on specific issues. The Company Secretary being the secretary of the Committee was present at all the meetings. The Committee had also met with the external auditors twice without the presence of Management.

Minutes of meetings of the Committee are circulated to all members of the Board and significant issues are discussed at the Board meetings.

PRINCIPAL ACTIVITIES IN THIS FINANCIAL YEAR

The Committee carried out its duties in accordance with its terms of reference during the year. The principal activities of the Committee were as follows:

(a) Financial Statements

(i) The Committee reviewed the audited statutory financial statements, and quarterly financial results of the Group for 2023 and discussed significant issues before recommending them to the Board of Directors for approval prior to the announcement to Bursa Malaysia.

(ii) Additionally, the Committee also reviewed the annual, interim, and any other related financial statements and announcements of the Group for quality of disclosure, and compliance with the Listing Requirements of Bursa Malaysia, approved accounting standards, and other relevant legal and regulatory requirements.

(b) Internal Audit

(i) The Group Internal Audit Division conducted audit activities as per the 2023 Audit Plan approved by the Committee on 24 November 2022. The Regional Head, Internal Audit presented the status of audit plan and audit reports at every AC meeting during the year, for the Committee to review and discuss on the following:

a) Results of the internal audit reports, findings and recommendations and action taken on the recommendations;

b) Key audit issues identified by Internal Audit in the current period and proposed action plans by Management;

c) Major findings of internal investigation reported through the whistleblowing channel; and

d) Status of completion of Audit Plan 2023.

(ii) The 2023 Audit Plan was reviewed on a quarterly basis or as required, for example when required to include unplanned audit assignments to be carried out on an ad-hoc basis upon Management's request or arising from corporate significant events. A total of 35 audit assignments were completed in 2023, categorised as follows:

a) IT Audits: Information Technology related audits, including Software Development & Operations, Active Directory Management and Infrastructure Security Fabric;

b) Strategic and Operational Audits: Audits of core operations within the Group such as Retail Sales Management, AVM & IGS Sales Management, and support services such as Legal Management and IT & Product Procurement Management;

c) Regional Audit: Operational audit of Symphony Communication Public Company Limited, which includes Bandwidth Management;

d) Fraud Investigation: Ad-hoc/unplanned investigation based on complaint or report made via whistleblowing channel; and

e) Recurring Audit: Recurring audit assignments conducted on annual basis such as periodic stocktake, sales incentive and Information Security Management System.

Audit Committee Report

PRINCIPAL ACTIVITIES IN THIS FINANCIAL YEAR (continued)

(b) Internal Audit (continued)

The Audit Committee assesses the performance, adequacy and competency of the Group Internal Audit Division on an annual basis, or as necessary.

The Audit Committee appraise and approve the appointment and termination of Head of Internal Audit.

(c) Related Party Transactions

The Committee reviewed the related party transactions presented by Management to ensure that the transactions were not more favourable to the related parties than those generally available to the public and not detrimental to minority shareholders.

(d) Risk Management

Reports on key operational risks were presented to the Committee for their review to ensure the risks identified are being managed effectively and actively overseen, in order to ensure the effectiveness of the process for identifying, evaluating and managing risks.

(e) External Audit

(i) The Committee reviewed the reappointment of the external auditors and the annual audit fee, together with the engagement letter confirming their independence and objectivity and their scope of work as follows:

a. Annual audit plan and scope of audit prior to its implementation;

b. Annual audit report and accompanying reports to the Committee and Management;

c. The Management Letters together with Management's responses, in order to be satisfied that appropriate actions are being taken; and

d. Provision of non-audit services by the external auditors for recommendation to the Board for approval.

(ii) The Committee held two (2) private meetings with the external auditors without Management to ensure there were no restrictions on the scope of their audit and to discuss any items that the auditors did not wish to raise in the presence of Management.

(iii) The Committee also reviewed and approved the policy established to assess suitability and independence of external auditors, and methodology in assessing the assessment tools of suitability and independence of external auditors.

The Chairman of the Committee reported regularly to the Board on the activities of the Committee.

PRINCIPAL ACTIVITIES IN THIS FINANCIAL YEAR (continued)

(f) Training

The training attended by the Committee members during the financial year is reported under the Corporate Governance Overview Statement on page 82.

INTERNAL AUDIT FUNCTION

The Board of Directors is committed to maintaining an effective and efficient internal audit function that is able to function independently to obtain sufficient assurance of regular review and appraisal of the effectiveness of the Group's system of internal controls.

The internal audit function is sufficiently resourced and performed by a group of 16 internal auditors who are independent of any conflict of interests, which could impair their objectivity and independence. The function is headed by Syed Abdul Qader bin Mohd Ansari, who has more than 19 years of internal auditing experience in the telecommunications, airlines, and the banking industry. All the internal auditors have tertiary qualifications and the level of expertise and professionalism as of the end of 2023 is as follows:

Expertise Category	Percentage of total auditors
Bachelor's Degree and/or ACCA	100%
Professional (CISA, CA, CIA, ISMS, CFE, CRMA, CBA, CEH, CISM, CSM, CPT, CCNA & Masters)	63%
Professional Membership (ACCA, MIA, IIA, ISACA, AICB, BEM & MBOT)	69%

The total costs incurred for the internal audit function for the financial year ended 31 December 2023 amounted to RM3,391,423.88.

The internal audit function is guided by its' Audit Charter and reports to the Committee. Its primary role is to assist the Committee to discharge its duties and responsibilities by independently reviewing and reporting on the adequacy and integrity of the Group's system of internal controls.

In 2023, Internal Audit executed a range of audit reviews covering financial, operational, fraud investigation and information systems audit. Other reviews were also performed to ensure that the Group's resources are utilised effectively and efficiently. The Internal Audit reports were issued for the audited division's comments and for their response on the action plans and implementation date. Internal Audit also coordinated the follow up reviews on the resolutions of internal audit issues and reported the status to the Committee.

Findings and recommendations for improvements were communicated to Senior Management and the Committee. The Internal Audit function adopts a risk-based approach in the review of internal controls based on an annual audit plan approved by the Committee. The Internal Audit function also adopts the COSO framework in assessing internal controls related to areas of review.

Directors' Statement on Risk Management and Internal Control

The Board is committed to establishing an effective risk management framework and internal control system to implement, monitor, review, and improve internal control and risk management of the Company in tandem with changing business environment.

The Statement on Risk Management and Internal Control - Guidelines for Directors of Listed Issuers serves as guidance to the Board in making disclosures concerning the system of risk management and internal control of the Group.

BOARD RESPONSIBILITY

The Board affirms its overall responsibility for maintaining a sound system of risk management and internal control to safeguard the shareholders' interests and the Group's assets, as well as to discharge its stewardship responsibilities in identifying, assessing and monitoring the principal risks and ensuring the implementation of appropriate controls to effectively manage and mitigate those risks to ensure the Group achieve its goals sustainably.

However, due to the limitations inherent in any risk management and internal control systems, it should be noted that such systems are designed to manage rather than eliminate the risk of failure to achieve the Group's business objectives. Therefore, the systems can only provide a reasonable and not absolute assurance against the occurrence of any material misstatement, loss, or fraud. The Enterprise Risk Management system covers inter alia, strategic, financial, strategy, price, technology, cybersecurity, operational, legal/regulatory, geopolitical, people and governance & integrity risks.

The Board has established a process for identifying, evaluating, monitoring, and managing the significant risks that might materially affect the achievement of its corporate objectives. This process has been in place throughout the year under review up to the date of this statement. Besides that, the Company has also conducted periodic testing of the effectiveness and efficiency of the internal control procedures and processes.

Whilst the Board has ultimate responsibility over risk management and internal control processes, Senior Management has been delegated the responsibility to implement the internal control system and establish and maintain an effective risk management framework. The Group's Internal Audit Division provides an independent assessment and assurance on the system of risk management and internal controls based on the internal audit reviews carried out during the financial year.

CONTROL ENVIRONMENT AND STRUCTURE

The Board recognises that in order to achieve a sound system of risk management and internal controls, a conducive control environment and framework must be established. The key elements of internal control, among others, comprise the following:

(a) Control Environment

(i) **A Formal Organisational Structure and Discretionary Authority Limits** are in place with defined lines of reporting, to align with business and operational requirements. The structure facilitates the segregation of duties and accountability. Formal limits of authority delegation are implemented for planning, executing, controlling, and monitoring business operations.

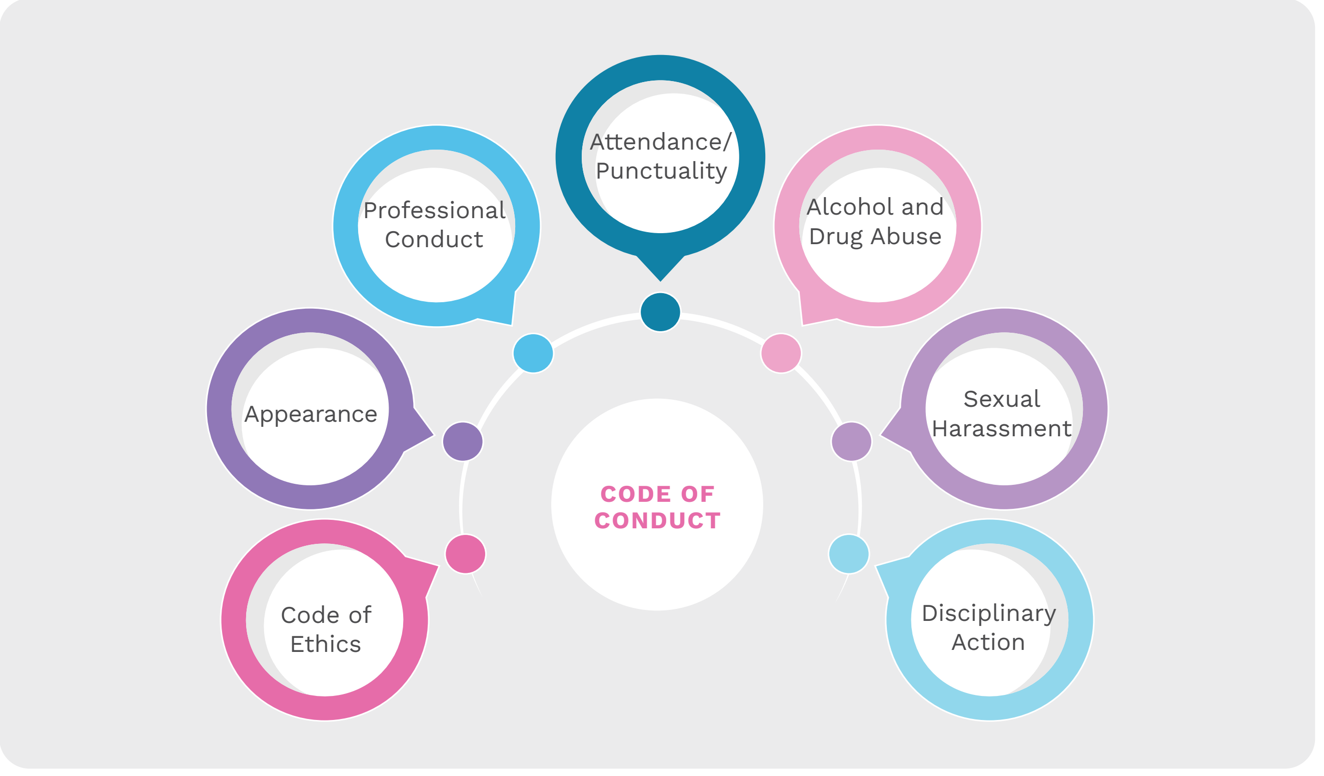
(ii) **Board Committees** are constituted by the Board to uphold the highest ethical and corporate governance standards in specific areas and make informed decisions within the authority delegated to each of the Committees as set out in their specific terms of reference. The Board Committees comprise of the Audit Committee, Nomination and Remuneration Committee and Tender Committee. These Committees report directly to the Board and provide appropriate recommendations for the Board's decision.

CONTROL ENVIRONMENT AND STRUCTURE (continued)

(a) Control Environment (continued)

(iii) **The Audit Committee**, comprises solely of Independent Non-Executive Directors, convenes meetings at least once every quarter, and discusses amongst others the financial performance and results, internal audit findings, conflict of interest situations, related party transactions, risk management, and internal controls as well as the suitability, objectivity and independence of the external auditors and the annual external audit plan and audit findings. The Audit Committee reviews and approves the internal audit plan on an annual basis and oversees the Internal Audit Division's functions, scope of work, competency and resources. Further details of the activities undertaken by the Audit Committee are set out in the Audit Committee Report.

(iv) **Employee Handbook & Code of Conduct** are provided and made available to employees of the Group via Intranet. All employees are required to sign and adhere to the Confidentiality Agreements and Declaration of Non-Conflict of Interest upon their appointment. The Declaration of Non-Conflict of Interest is also required on an annual basis. The Code of Conduct sets out principles to guide the employees in carrying out their duties and responsibilities and covers areas as per the diagram below:



To create a safe, respectful and professional work environment where employees understand the expectations and consequences of their actions, the Code of Conduct information is included in the Corporate Awareness Program for new hires upon joining the Company. Additionally, Code of Conduct related topics are communicated through Time Loop, the internal communication channel.

All employees are required to complete the annual Anti Bribery and Corruption assessment and submit their declaration of Acceptance & Compliance with Time's Business Integrity and Anti Bribery and Corruption Policy.

Directors' Statement on Risk Management and Internal Control

CONTROL ENVIRONMENT AND STRUCTURE (continued)

(a) Control Environment (continued)

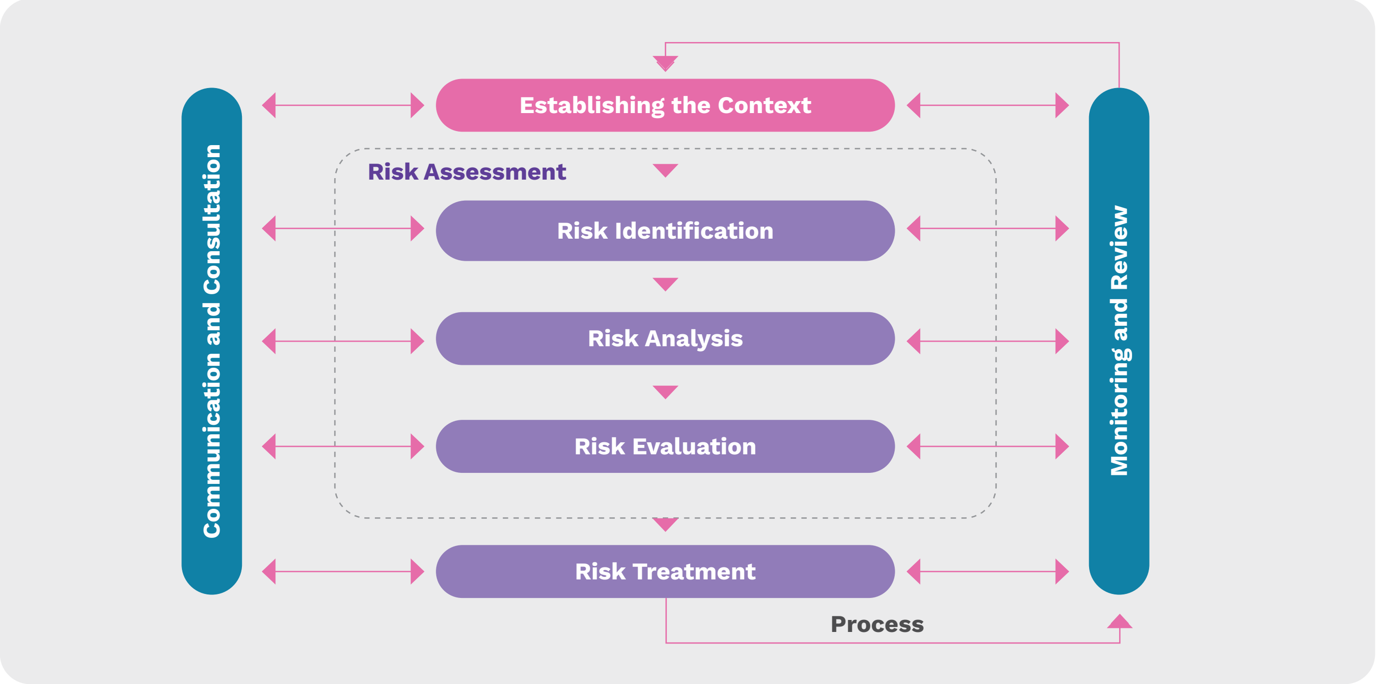
(v) **Policy/Guideline and Procedure for Selection & Recruitment, Termination/Resignation, Performance Appraisal, Learning and Development** are in place to ensure that the desired standard of human resource practices are met in achieving the Group's business objectives. Selection and recruitment are based on both the business requirements and the individual's competency and behavioural assessment while the policy/guideline and procedure on termination/resignation process is developed in consideration of the Company's business requirements and the applicable Malaysian employment laws. A web-based performance management system is in place to manage and facilitate performance monitoring and evaluation at Company, Divisional and Individual level. People capability assessment encompassing managerial, technical, functional and behavioral areas are being conducted on annual basis.

(vi) **Supplier Conduct Principles** have been established which outlines the standard for ethical and business conduct expected from contractors and suppliers in their relationship with the Group. These principles are incorporated in vendor code of conduct documents.

(b) Risk Assessment

The Group faces various risks and uncertainties; however, the Enterprise Risk Management Department aims to mitigate and manage the exposures through identified risk treatment plans and measures. The Risk Management Framework outlined in the Risk Management Procedure Manual has been adopted to guide the organisation to identify, analyse and evaluate strategic, business, operational and related risks.

TIME's Enterprise Risk Management ("ERM") process involves a systematic application of the risk management framework based on the ISO 31000: 2018 to facilitate risk identification, analysis and evaluation as well as risk treatment as described below:



CONTROL ENVIRONMENT AND STRUCTURE (continued)

(b) Risk Assessment (continued)

(i) **The Risk Management Steering Committee ("RMSC")** is tasked with developing and maintaining an effective risk management system within the Group. Formal risk policies and guidelines have been established as part of the risk management framework. Under the existing risk management framework, the business operating units, departments and divisions are responsible for compliance with risk policies and guidelines. The RMSC reviews the risks and management's action plan on risk areas on a quarterly basis.

(ii) **The Enterprise Risk Management ("ERM") department** reports to the RMSC to assist it in the undertaking of its functions. The ERM department works with risk owners across business divisions to facilitate the implementation and monitoring of risk treatment plans. The risks in TIME and its related entities are identified based on quarterly environmental scans and the potential impact of internal (within TIME) and external factors (including Political, Economic, Social, Technological, and Industry) on the Group's customers, financials and operations. The risk owners are accountable for their risks and respective mitigation strategies. Key risks are identified, tracked and reported to the Board Audit Committee (BAC) on a quarterly basis.

A summary of the key risks faced by the Group is listed in Appendix 1 of this statement.

(c) Control Activities

(i) **Operational and Accounting Manuals** are in place to provide guidelines and standard operating procedures over the Group's key business processes. In addition, TIME's Credit Control & Assurance, Payable & Intercarrier Settlement Department ("ISD") and Treasury Management has been ISO 9001:2015 certified. These departments were independently certified by SIRIM QAS International for various relevant periods that are valid through 2023 till 2026.

(ii) **The Whistleblowing Policy** outlines the Group's commitment to encourage employees to disclose any malpractice or misconduct of which they become aware and to provide protection for employees who report such allegations. The policy provides the framework and procedures by which directors, shareholders, staff, contractors, vendors, consultants, agencies, and customers or any other parties with a business relationship with TIME can anonymously voice concerns or complaints.

(iii) The group has implemented a **Business Continuity Management ("BCM")** program to put in place prevention, detection, response, and business recovery measures to minimise the impact of adverse business interruptions or unforeseen events such as acts of terrorism, cyber-attacks, data breaches, and epidemics. The BCM Committee is responsible to identify critical business functions, processes, and resources and to put in place a plan to mitigate any adverse or negative effects that could impact the Group's reputation, operations, and ability to remain in compliance with relevant laws and regulations. As part of BCM, exercises, and drills simulating various scenarios are carried out to stress test the effectiveness of the BCP. The group continues to institutionalise BCM methodology and practices as an ongoing journey that transcends individual years.

(iv) **Financial and Operational Information** is prepared and presented to the Board on a quarterly basis. Annual budgets and business plans are prepared by all business units and consolidated for the Board's review and approval. Operating results are monitored against budget on a monthly basis and presented to the Board at least on a quarterly basis. The Audit Committee and Board review the results on a quarterly basis to enable it to track the Group's achievement against its annual targets.

(v) **Board Meetings** are scheduled at least once every quarter. A set of comprehensive electronic meeting materials containing relevant, complete, adequate and accurate information are distributed to the Board in a timely manner prior to the meetings to give Directors sufficient time to prepare for the meetings. The Board members have full and unrestricted access to information, records and documents of the Group. Decisions are made by the Board only after the required information is presented and deliberated to facilitate appropriate oversight and responsibility on the direction of the Group by the Board.

Directors' Statement on Risk Management and Internal Control

CONTROL ENVIRONMENT AND STRUCTURE (continued)

(c) Control Activities (continued)

(vi) **Management** is accountable to the Board and responsible for implementing the processes of identifying, evaluating, monitoring and reporting of risks and the effectiveness of internal control systems, taking appropriate and timely corrective actions as required and for providing assurance to the Board that the processes have been carried out.

(d) Monitoring

(i) **Internal Audit Function** reports to the Audit Committee at least quarterly and is guided by the Audit Charter. Findings and recommendations for improvements are communicated to the Senior Management and the Audit Committee with relevant follow up on the implementation status of action plans. The Internal Audit function adopts a risk-based approach in the review of internal control based on an annual audit plan approved by the Audit Committee. The Internal Audit function examines the adequacy and effectiveness of the verification, recording and disclosure procedures for related party transactions, recurrent or otherwise, in conformance with Bursa Securities Listing Requirements on related party transactions on a biennial basis.

(ii) **Fraud Monitoring** and **Credit Management** functions are in place to ensure that subscriber usage patterns are continuously monitored, appropriate actions taken for suspected fraud and credit management procedures are adhered to.

(iii) **Revenue Assurance** function monitors potential revenue leakages that may arise from daily operations. Identified revenue leakage issues with recommendations for mitigation are circulated to the relevant departments for action. Action plans and status are reported to management in periodic management meetings.

(iv) **Regulatory Affairs Department** coordinates the requirements for governance and compliance as outlined through relevant telecommunications laws, its supporting regulations and guidelines as well as requirements as stated in license conditions.

Regulatory Affairs also participates in inter government industry forums and consultations and other industry development activities conducted by regulatory agencies.

REVIEW OF THIS STATEMENT

As required by Paragraph 15.23 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, the external auditors have reviewed this Statement on Risk Management and Internal Control. Their limited assurance review was performed in accordance with Audit and Assurance Practice Guide ("AAPG") 3 issued by the Malaysian Institute of Accountants. AAPG 3 does not require the external auditors to form an opinion on the adequacy and effectiveness of the risk management and internal control systems of the Group.

CONCLUSION

The Board had received assurance from the Chief Executive Officer and the Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively.

For the financial year under review and up to the date of this report, the Board is satisfied with the Group's system of risk management and internal control and will continue to review the adequacy and integrity of the Group's internal control. The SORMIC has not dealt with or included the state of risk management and internal control of the associates and jointly controlled entity. There are no material losses, contingencies, or uncertainties that have arisen from any inadequacy or failure of the Group's system of risk management and internal control that would require separate disclosure in the Group's Annual Report.

APPENDIX 1 – KEY RISKS FACED BY THE GROUP

1. Operational Risk

Operational risk remains to be one of the top risks faced by telco players as TIME continues to accelerate our business activities to meet customer needs. While attuning to customers' needs, telecommunications players remained under pressure to improve network performance and coverage. As such, TIME continues to strive for improvement to meet committed Service Level Guarantee (SLGs) and exceed customers' expectations. Even with all proper controls in place, the risks of network failure and disruption due to factors arising from incidents which are not within TIME's control such as sabotage, improper external works along TIME's network route, natural disaster, among others, will always remain.

To mitigate these risks, continuous initiatives and various projects were implemented to provide stronger network and operations resiliency. Investments towards improving its infrastructure were continuously made to meet TIME's increasing customer base. Operational processes and procedures were continuously improved to emphasise the need for exceptional customer support and service improvement. Various Business Continuity Management (BCM) strategies were also embedded to ensure quick response and action to ensure the continuity of business across the Group.

Apart from the above, TIME is also exposed to supply chain risk which may impact our operations. The current risk in the market involving disruption in equipment supply and increase in key component prices have also impacted TIME. However, TIME has been managing this risk effectively by changing the material purchasing process to increase the stockholding period of our fast-moving components. TIME has also been actively sourcing for alternate vendors to ensure sufficient equipment supply in order to continue servicing our customers.

2. Technology Risk

Maintaining competitiveness in the market is vital to TIME's success in the industry. Failure to keep up with current technology in its Network and IT infrastructure may lead to TIME being incapable to compete and meet customer needs and demands effectively and efficiently.

As a growing company with vast infrastructure investments, it is TIME's responsibility to ensure these are managed and monitored closely to avoid business interruptions and services outage. TIME ensures maintenance and support of its infrastructure, as well as having a dedicated team to monitor new technologies to improve TIME's operations. Significant investments were made to mitigate technology risk to ensure that business and operations are being run and supported by the latest technology.

As technology continues to evolve, cyber threats have also escalated over the years. Cyber risks have become one of the top risks for businesses around the world due to increasing reliance on computers, networks, and data. Weakness in controls over these areas may result in operational disruption and financial losses. Data and information theft may impact the company's reputation, losing customer base with legal consequences.

TIME has controls in place to ensure that the company is well-protected from such threats and vulnerabilities. The company continuously review its existing processes/policies to strengthen its cybersecurity posture, and improve security awareness of its employees.

TIME ensures its IT and Network securities and parameters are reviewed and enhanced continuously to meet industry standards. TIME is also certified in Information Security Management Systems (ISO/IEC 27001).

Directors' Statement on Risk Management and Internal Control

APPENDIX 1 – KEY RISKS FACED BY THE GROUP (continued)

3. Regulatory Risk

Regulatory risk arises when there's a change to the laws or regulations governing the telecommunication industry. Non-compliance may result in reputational damage, financial penalties or suspension of license. TIME has a Regulatory Department that monitors the regulatory environment and actively engage with related regulatory bodies. TIME continuously strives to improve its internal processes to ensure compliance with the highest standards.

4. Strategic Risk

Strategic risks are risks which may affect the achievement of the Group's overall objectives and long-term direction as set out by the Management and the Board, arising from both external and internal factors. As part of our strategic risk management efforts, the Group is focusing on refining its strategic direction. Strategic direction includes reinvesting proceeds from divestment of centre into ramping up the Group's core business by expanding coverage, strengthening propositions and service quality.

The Group also continues to monitor global changes in business landscape and its risk & impact to our core business as well as our investments in order to ensure timely actions are taken to mitigate these risks.

Competition risk which also forms part of strategic risk is the potential for a business's competitors to prevent its growth and success. Since many companies compete for the same target customers and distributors, they may take measures to prevent similar enterprises from entering new markets and reaching customers. TIME has also been facing this risk from other telecommunication companies in Malaysia which have been aggressively launching products and new price revisions to compete with TIME. In order to manage this risk effectively, TIME has undertaken several initiatives to accelerate business activities in order to be ahead of the competition including the brand revitalising exercise.

5. Governance & Integrity Risk

TIME has in place several policies and procedures to manage its governance and integrity risk including the Anti-Bribery & Corruption Policy (ABC Policy). The implementation of this Policy has raised awareness amongst employees, customers and other stakeholders of Time's zero-tolerance culture towards bribery and corruption.

Group Financial Highlights

	FY2019	FY2020	FY2021	FY2022 Restated	FY2023
Revenue (RM'000)	1,113,873	1,223,169	1,396,362	1,454,834	1,590,950
Revenue Growth (%)	13%	10%	14%	4%	9%
EBITDA (RM'000)	479,797	567,059	689,220	652,112	567,351
Operating Profit (RM'000)	330,302	415,182	526,003	502,572	384,123
Profit After Tax (RM'000)	314,036	326,904	396,778	453,610	2,574,905
Return on Equity (%)	11%	11%	13%	15%	62%
Basic Earnings per Ordinary Share (sen) (N1)	17.91	18.27	21.63	24.58	139.47
Financial Position					
Total Shareholders' Equity (RM'000)	2,766,857	3,050,292	3,163,544	3,127,730	4,175,583
Total Assets (RM'000)	3,520,734	3,900,583	4,121,339	4,189,389	5,314,868
NTA per Share (RM) (N1)	1.45	1.56	1.59	1.63	2.19
Return on Assets (%)	9%	8%	10%	11%	48%

Notes:

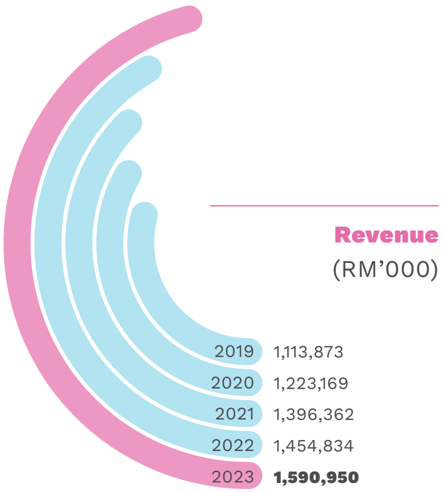
1 *Figures for FY 2019 onwards are shown post MFRS16.*
For comparison purposes, year 2019 to 2020, Basic Earnings per Ordinary Shares have been adjusted to reflect the impact of bonus issue exercise on the basis of two (2) bonus shares for every one (1) existing ordinary share held which was completed on 6 August 2021.

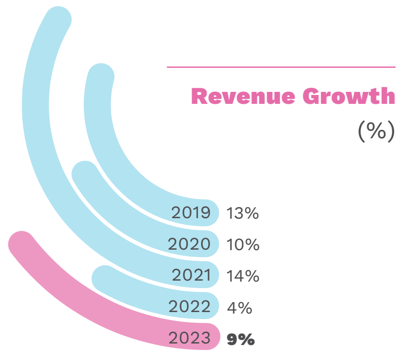
2 *The Company completed the partial divestment of shares in AIMS on 20 April 2023. Accordingly, the financials of AIMS has been deconsolidated from the Group financials and are presented under discontinued operations for 12 months in FY2022 and 4 months in FY2023 and thereafter as a share of profit for the rest of FY2023.*

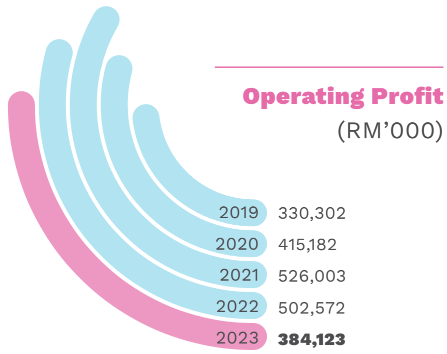
3 *Revenue, EBITDA and Operating Profit presented for FY2019 to FY2021 includes contributions from AIMS on a consolidated basis, whilst the same presented for FY2022 and FY2023 excludes contributions from AIMS which was recognised as discontinued operations.*

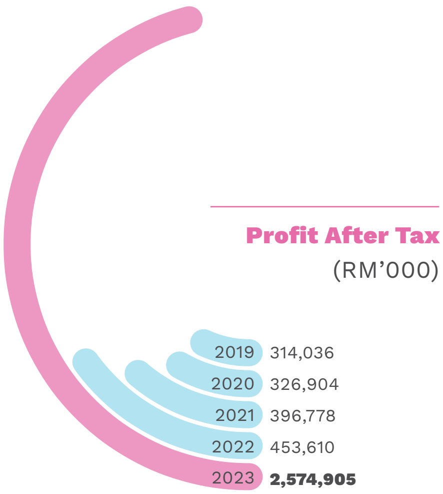
4 *Profit After Tax, Return on Equity and Basic Earnings Per Ordinary Share are presented based on the reported Profit for the Year which include contributions from AIMS across all periods. FY2019 to FY2021 consolidates for AIMS whilst FY2022 and FY2023 profits comprises of Profit from continuing operations and Profit from discontinued operations. Profit from discontinued operations refers to contributions from AIMS including the net gain from the Group's partial divestment of shares in AIMS in FY2023.*

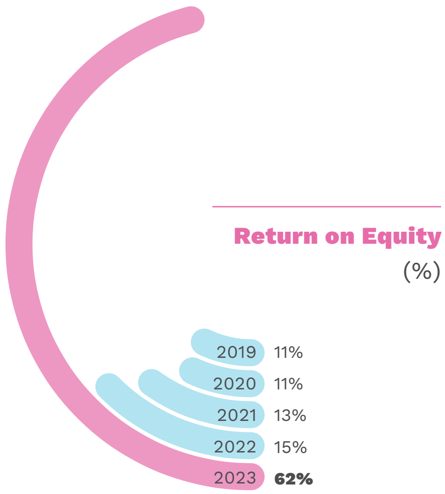
Group Financial Highlights

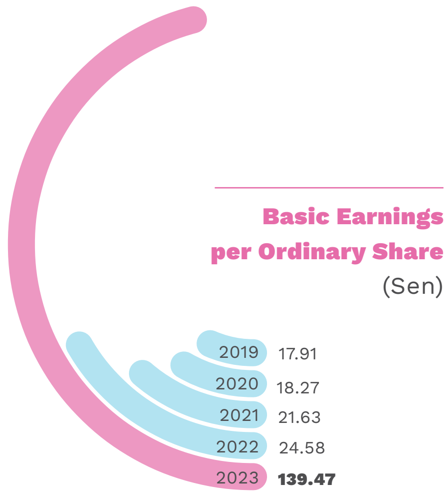


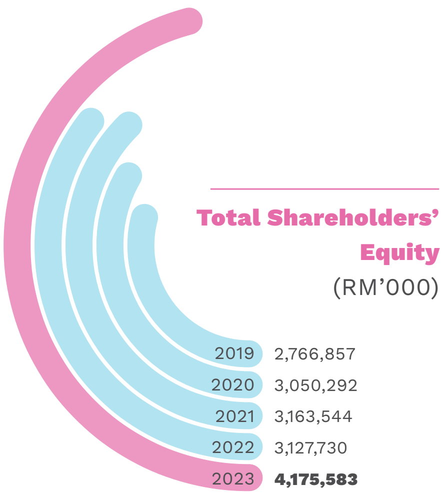


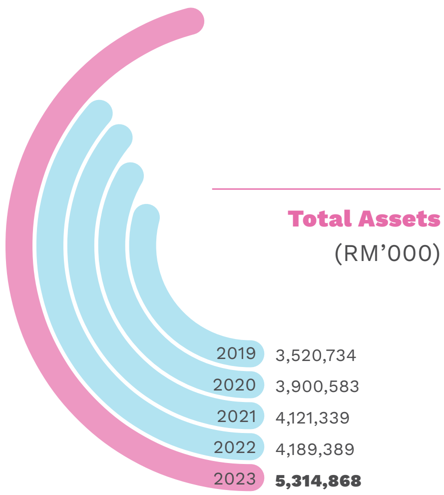


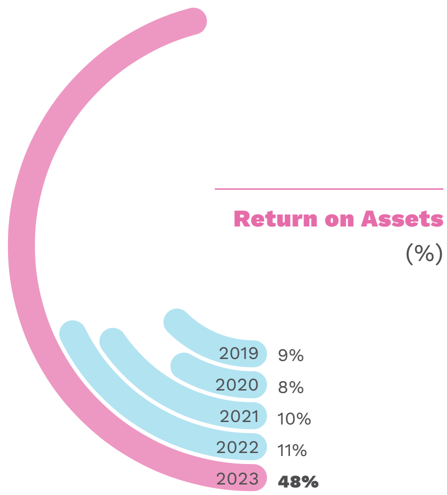












Notes:

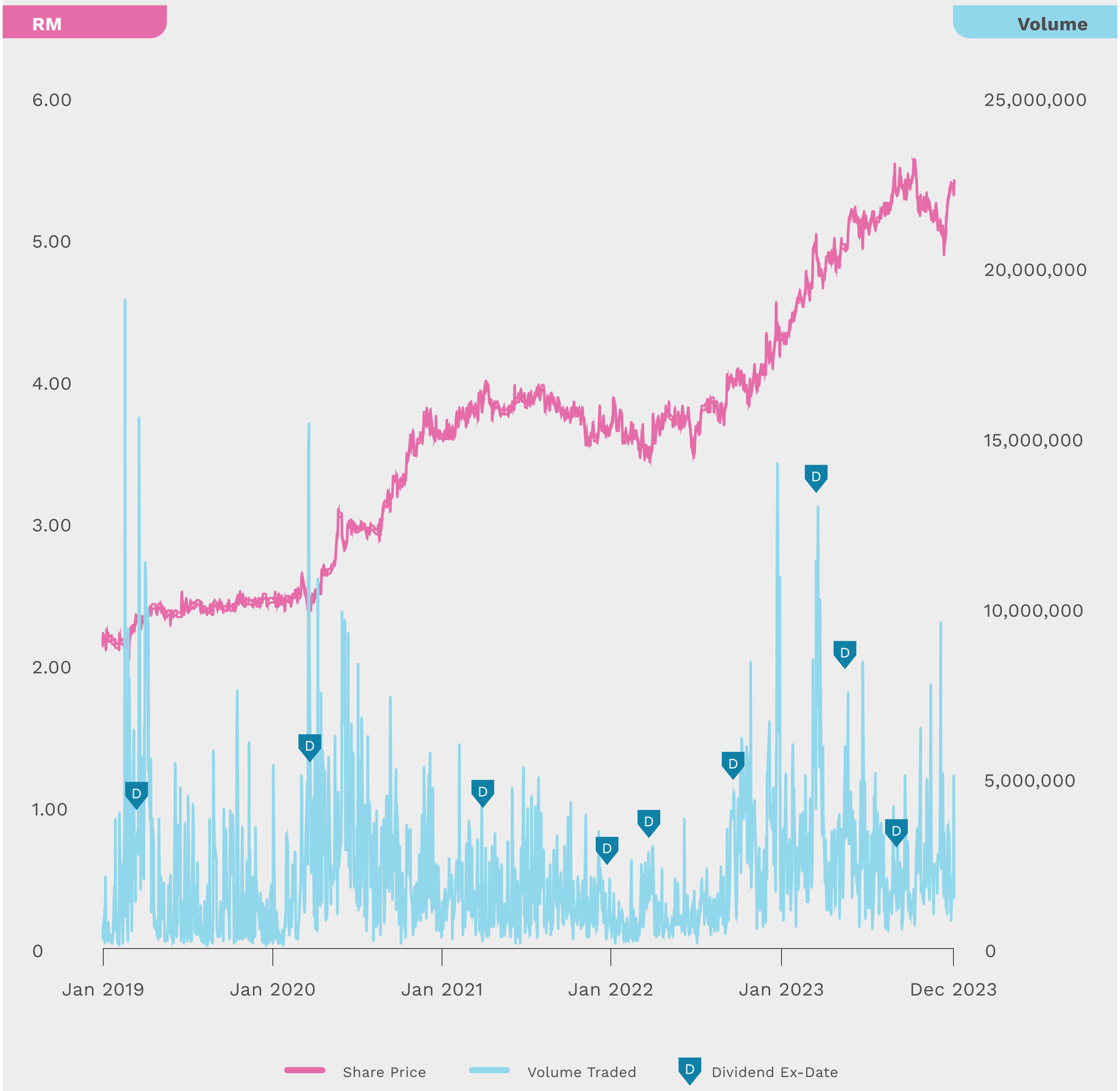
1 *The Company completed the partial divestment of shares in AIMS on 20 April 2023. Accordingly, the financials of AIMS has been deconsolidated from the Group financials and are presented under discontinued operations for 12 months in FY2022 and 4 months in FY2023 and thereafter as a share of profit for the rest of FY2023.*

2 *Revenue, EBITDA and Operating Profit presented for FY2019 to FY2021 includes contributions from AIMS on a consolidated basis, whilst the same presented for FY2022 and FY2023 excludes contributions from AIMS which was recognised as discontinued operations.*

3 *Profit After Tax, Return on Equity and Basic Earnings Per Ordinary Share are presented based on the reported Profit for the Year which include contributions from AIMS across all periods. FY2019 to FY2021 consolidates for AIMS whilst FY2022 and FY2023 profits comprises of Profit from continuing operations and Profit from discontinued operations. Profit from discontinued operations refers to contributions from AIMS including the net gain from the Group's partial divestment of shares in AIMS in FY2023.*

5-Year Share Price Movement

as at 31 December 2023



Note:
The share price has been adjusted for bonus issue and dividends.

Financial Statements

Directors' Report

for the financial year ended 31 December 2023

The Directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 December 2023.

Principal activities

The Company is principally engaged in investment holding and provision of management services, whilst the principal activities of the subsidiaries are as stated in Note 7 to the financial statements. Except as disclosed in the financial statements, there has been no significant change in the nature of these activities during the financial year.

Subsidiaries

Details of the Company's subsidiaries are disclosed in Note 7 to the financial statements.

Results

	Group RM'000	Company RM'000
Profit for the year attributable to:		
Owners of the Company	2,568,880	2,548,648
Non-controlling interests	6,025	-
	2,574,905	2,548,648

Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review except as disclosed in the financial statements.

Dividends

Since the end of the previous financial year, the Company paid:

a) an ordinary interim and a special interim tax exempt (single tier) dividends of 12.33 sen and 2.36 sen per ordinary share respectively, for the financial year ended 31 December 2022 on 24 March 2023 amounting to RM270,086,000.

b) a special interim tax exempt (single tier) dividend of 54.40 sen per ordinary share for the financial year ended 31 December 2023 on 26 May 2023 amounting to RM1,000,180,000.

c) an additional special interim tax exempt (single tier) dividend of 16.25 sen per ordinary share for the financial year ended 31 December 2023 on 15 September 2023 amounting to RM300,111,000.

The Directors declared on 29 February 2024, an ordinary interim and a special interim tax exempt (single tier) dividends of 8.25 sen and 6.90 sen per ordinary share respectively for the financial year ended 31 December 2023, which will be paid on 27 March 2024.

Directors' Report

for the financial year ended 31 December 2023

Directors of the Company

Directors who served during the financial year until the date of this report are:

Elakumari Kantilal (Chairman)
Afzal Abdul Rahim (Chief Executive Officer)
Patrick Corso (Executive Director)
Mark Guy Dioguardi
Datuk Azailiza Mohd Ahad
Low Kim Fui
Kuan Li Li
Ir. Dr. Mohd Shahreen Zainooreen Bin Madros (appointed on 9 August 2023)
Hong Kean Yong (retired on 15 June 2023)
Koh Cha-Ly (retired on 15 June 2023)
Selvendran Katheerayson (resigned on 12 January 2024)

List of Directors of the subsidiaries

Pursuant to Section 253 of the Companies Act 2016, the list of Directors of the subsidiaries (excluding Directors who are also Directors of the Company) during the financial year and up to the date of this report is as follows:

Ang Poh Koon
Ang Thing Jiun
Chan Kah Pin
Chiew Kok Hin
Chow Mong Seang
Ganesh John Sivasamboo
Liaw Moy Hong
Lim Chee Yee
Loh Jenkim
See Chun Yuen
Shahnaz Farouque Jammal Ahmad
Tan Whatt Chye Philip
Thiruchandran Thiruchelvam
Arjun M Thirunavakarasu (appointed on 27 September 2023)
Datuk Zainal Amanshah Bin Zainal Arshad (appointed on 2 May 2023)
Ignatius Lee Wai Keen (appointed on 2 May 2023)
Karen Ding Ming Nyuk (appointed on 8 February 2024)
Choong Yoke Khang @ Choong Yoke Can (resigned on 18 January 2024)
Lee Guan Hong (resigned on 28 August 2023)

Directors' interests in shares

The direct interest and deemed interest in shares of the Company and of its related corporations (other than wholly-owned subsidiaries) of those who were Directors at the financial year end (including the interests of the spouse and/or children of the Directors who themselves are not Directors of the Company) as recorded in the Register of Directors' Shareholdings are as follows:

	Number of ordinary shares			
	As at 1.1.2023	**Shares exercised pursuant to Share Option**	**Sold**	**As at 31.12.2023**
Deemed interest in the Company:				
Afzal Abdul Rahim*	535,826,070	-	(67,500,000)	468,326,070
Patrick Corso*	535,826,070	-	(67,500,000)	468,326,070
Interest in the Company:				
Afzal Abdul Rahim - own	14,147,721	-	-	14,147,721
Patrick Corso - own	4,183,600	1,980,000	(4,000,000)	2,163,600

	Number of share option over ordinary shares			
	As at 1.1.2023	**Granted**	**Exercised**	**As at 31.12.2023**
Interest in the Company:				
Patrick Corso - own	3,960,000	-	(1,980,000)	1,980,000

* Deemed interested by virtue of their interests held through Pulau Kapas Ventures Sdn. Bhd., Global Transit International Sdn. Bhd. and Megawisra Sdn. Bhd. via their shareholdings in Megawisra Investments Limited pursuant to Section 8 of the Companies Act 2016.

By virtue of Afzal Abdul Rahim and Patrick Corso's interests in shares of the Company, they are also deemed interested in shares of all subsidiaries of the Company during the financial year to the extent that the Company has an interest.

Save as disclosed above, none of the other Directors holding office as at 31 December 2023 had any interests in the shares and options over shares of the Company and of its related corporations during the financial year.

Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than those shown below) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest.

Directors' benefits (continued)

The Directors' benefits paid or payable to the Directors of the Company and subsidiaries in respect of the financial year ended 31 December 2023 are as follows:

	Received or receivable from the Company RM'000	Received or receivable from the Group RM'000
Directors of the Company and subsidiaries:		
Fees	897	897
Other remuneration	2,799	9,761
Estimated money value of any other benefits	1,235	9,507
	4,931	20,165

There were no arrangements during and at the end of the financial year, to which the Company is a party and had the object of enabling Directors of the Company and the subsidiaries to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate apart from the grant of a share option to Patrick Corso, an Executive Director of the Company and the award of shares to eligible employees pursuant to the SGP.

Issue of shares and debentures

During the financial year, the Company increased its issued share capital from 1,836,586,103 ordinary shares to 1,846,838,643 ordinary shares by way of the issuances of 1,980,000 new ordinary shares and 8,272,540 new ordinary shares pursuant to the Company's share option and SGP (as defined herein). The new ordinary shares issued rank pari passu with the existing ordinary shares of the Company.

The establishment of a new share grant plan of up to 10% of the issued ordinary shares in the Company (excluding treasury shares, if any) ("SGP") was approved by the Company's shareholders at the Extraordinary General Meeting ("EGM") of the Company held on 15 June 2023. The effective date for the implementation of the SGP was on 22 June 2023 ("Effective Date").

There were no other changes in the issued and share capital of the Company and the Company has not issued any debentures during the financial year.

Options and grants over unissued shares

No options were granted to any person to take up unissued shares of the Company during the financial year apart from the granting of share options to an Executive Director of the Company and the award of shares to eligible employees pursuant to the SGP.

Share option to an Executive Director

At the EGM of the Company held on 14 June 2019, the Company's shareholders approved the granting of a share option to Patrick Corso, a Non-Independent Executive Director of the Company to subscribe for up to 3,300,000 new ordinary shares in the Company.

The salient terms of the share option granted are as follows:

a) The option period commenced on 20 June 2019 and will end on the earlier of the day prior to the fifth anniversary of the date of the Share Option Agreement or the date on which the Executive Director ceases to hold any executive position within the Group by reason of his voluntary resignation becoming effective or the lawful termination of his employment with just cause or excuse. The option shall automatically lapse and become null and void upon expiry of the option period.

b) The aggregate number of shares to be issued shall not be more than 3,300,000 new ordinary shares.

c) The option price of RM7.95 per share was determined based on a discount of 10% to the 5-day volume weighted average market price of the Company shares immediately preceding the date on which the option was granted by the Company to the Executive Director.

d) The option per share was adjusted to RM7.835 per share and RM7.761 per share with no change made to the number of option shares granted pursuant to special dividends paid by the Company on 31 March 2020 and 30 March 2021 respectively.

e) The option may be exercised by the Executive Director at any time and from time to time during the option period up to a maximum of 20% of the total option shares per annual period of the option period. Any portion of the option which is unexercised can be carried forward to the next option period without reducing the maximum exercisable portion in the next option period.

f) In the event of any alteration in the capital structure of the Company during the option period, whether by way of capitalisation of profits or reserves, right issues, bonus issues, capital reduction (save for set-off against accumulated losses), capital repayment, sub-division or consolidation of capital, or declaration of any special dividend or distribution or otherwise howsoever taking place, unless otherwise provided in the Share Option Agreement, such corresponding alterations (if any) may be made to the Proposed Grant in terms of the option exercise price and/or the number of option shares which have not yet been exercised so as to give the Executive Director a fair and reasonable entitlement in respect of the option shares, as shall be certified by an external auditor or an investment bank.

g) On 5 April 2021, the Executive Director exercised option shares granted to him of 450,000 new ordinary shares at the adjusted exercise price of RM7.761 per share. The Company received proceeds totalling RM3,492,450 as a result of the said exercise of share options.

Directors' Report

for the financial year ended 31 December 2023

Share option to an Executive Director (continued)

h) On 22 July 2021, the ordinary resolution as set out in the Notice of Postponed EGM of the Company dated 23 June 2021 was duly passed by the shareholders at the EGM for a Bonus Issue of up to 1,212,483,666 new ordinary shares of the Company on the basis of 2 bonus shares for every 1 existing ordinary share held on 5 August 2021 ("Bonus Issue"). A total of 1,209,423,666 bonus shares have been issued and were listed and quoted on the Main Market of Bursa Securities on 6 August 2021. The Executive Director's remaining share options of 2,850,000 have been adjusted to 8,550,000 option shares at an adjusted price of RM2.587 per share (from RM7.761 per share previously).

i) On 1 September 2021, the Executive Director exercised option shares granted to him of 4,590,000 new ordinary shares at the adjusted exercise price of RM2.587 per share. The Company received proceeds totalling RM11,874,330 as a result of the said exercise of share options.

j) On 22 December 2021, the option price was further adjusted to RM2.540 per share with no change made to the number of option shares granted pursuant to a special dividend paid by the Company.

k) On 23 March 2022 and 27 September 2022, the option price was further adjusted to RM2.526 per share and RM2.438 per share respectively with no changes made to the number of option shares granted pursuant to the special dividends paid by the Company.

l) On 16 January 2023, the Executive Director exercised 1,980,000 option shares granted to him at the adjusted option price of RM2.438 per share. The Company received proceeds totalling RM4,827,240 as a result of the said exercise of share option.

m) On 24 March 2023, 26 May 2023 and 15 September 2023, the option price was further adjusted to RM2.428 per share, RM2.194 per share and RM2.130 per share respectively with no changes made to the number of option shares granted pursuant to the special interim tax exempt (single tier) dividends paid by the Company.

SGP to eligible employees

At the EGM held on 15 June 2023, the Company's shareholders approved the establishment of the SGP. The effective date for the implementation of the SGP was 22 June 2023.

The salient features of the SGP are, inter alia, as follows:

(a) Maximum number of ordinary shares ("TDC Shares" or "Shares") available under the SGP

The maximum number of TDC Shares which may be made available under the SGP shall not exceed, in aggregate, 10% of the total number of issued TDC Shares (excluding treasury Shares, if any) at any point in time during the duration of the SGP ("Maximum TDC Shares Available"). The Scheme Committee appointed by the Board has the sole and absolute discretion to implement and administer the SGP in accordance with the By-Laws.

SGP to eligible employees (continued)

(a) Maximum number of ordinary shares ("TDC Shares" or "Shares") available under the SGP (continued)

If the aggregate number of TDC Shares made available under the SGP exceeds the Maximum TDC Shares Available as a result of the Company purchasing its own Shares or reducing its total number of issued Shares in accordance with the provisions of the Companies Act 2016 and/or undertaking any other corporate proposal(s) resulting in the reduction of the Company's total number of issued Shares, all offers and grants made prior to the said variation of the total number of issued Shares of the Company shall remain valid and may be vested as if that purchase or reduction and/or corporate proposal(s) had not occurred. However, no further offers and/or grants shall be made unless the total number of TDC Shares and/or treasury Shares (if any) which may be issued or transferred under the SGP falls below or is equal to the Maximum TDC Shares Available, as the case may be.

In the case of a transfer of treasury Shares and/or existing TDC Shares to the grantees under the SGP, the Scheme Committee will use all reasonable efforts to ensure that the Company and/or the appointed trustee have sufficient treasury Shares and/or TDC Shares, as the case may be, to satisfy the grants made during the duration of the SGP.

(b) Basis of allocation and maximum allowable allotment

The aggregate number of TDC Shares that may be allocated to an eligible employee under the SGP at any time shall be determined at the sole and absolute discretion of the Scheme Committee after taking into consideration, among others, the objective of the SGP, the Group's and such eligible employee's performance, and/or such other allocation criteria as the Scheme Committee may deem relevant (subject always to the By-Laws and any applicable laws).

Notwithstanding the foregoing and any adjustment as may be required, as well as subject to any applicable laws, the allocation to any individual eligible employee who, either singly or collectively through persons connected with the said eligible employee, holds 20% or more of the total number of issued Shares (excluding treasury Shares, if any), shall not be more than 10% of the Maximum TDC Shares Available ("Maximum Limit for Eligible Employee").

The Executive Directors and senior management of the Group as well as members of the Scheme Committee shall not participate in any deliberation or discussion and/or shall abstain from making/voting on any resolution on their own respective allocations and/or allocations to persons connected with them under the SGP.

The Company may, during the duration of the SGP, make one or more offers and/or grants to any eligible employee, whom the Scheme Committee may at its sole and absolute discretion decide. Subject to the Maximum Limit for Eligible Employee, each offer and/or grant made by the Company to any eligible employee shall be separate and independent from any previous or later offer and/or grant made by the Company to that eligible employee.

SGP to eligible employees (continued)

(c) Eligibility

Any employee in the Group (including Executive Directors) whose employment with the Group has been confirmed and has fulfilled any other eligibility criteria which has been determined by the Scheme Committee at its sole and absolute discretion from time to time, as the case may be, shall be eligible to be considered for an offer under the SGP.

Subject to applicable laws, the Scheme Committee may determine any other eligibility criteria and/or vary or revise or waive any of the eligibility criteria set out in the By-Laws at any time and from time to time, at its sole and absolute discretion.

Eligibility for consideration under the SGP does not confer any eligible employee with any claim or any other right whatsoever under the SGP, and such eligible employee does not acquire or have any right over, or in connection with, any grant.

(d) Duration of the SGP

The SGP shall be in force for a duration of 10 years commencing from the Effective Date. All unvested TDC Shares comprised in any grant shall forthwith cease to be capable of vesting upon expiration of the SGP.

(e) On 26 July 2023, the Company issued 8,272,540 new ordinary shares to eligible employees pursuant to the SGP. The closing share price on the vesting date of 7 August 2023 was RM5.36 per share. The vesting of the shares under the SGP was subject to the Group achieving certain financial targets and upon the eligible employees meeting the minimum grading criteria in accordance with the performance management system adopted by the Group.

Indemnity and insurance costs

During the financial year, the Company maintained a corporate liability insurance for the Directors and Officers of the Group, which provides appropriate insurance cover for the Directors and Officers of the Group. The amount of insurance premium paid by the Company for the financial year 2023 was RM45,119 (2022: RM42,972).

There were no indemnity and insurance costs effected for auditors of the Company.

Other statutory information

Before the financial statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

i) all known bad debts have been written off and that adequate provision has been made for doubtful debts, and

ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

Other statutory information (continued)

At the date of this report, the Directors are not aware of any circumstances:

i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or

ii) that would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading, or

iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or

iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

i) any charge on the assets of the Group or of the Company that has arisen since the end of the financial year and which secures the liabilities of any other person, or

ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of 12 months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Group and of the Company for the financial year ended 31 December 2023 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report, other than stated in Note 37.

Significant events

The details of such events are disclosed in Note 36 to the financial statements.

Subsequent events

The details of such events are disclosed in Note 37 to the financial statements.

Directors' Report

for the financial year ended 31 December 2023

Auditors' Remuneration

The auditors' remuneration is as follow:

	Group RM	Company RM
PricewaterhouseCoopers PLT		
- Audit fees	648,500	194,000
Member firms of PricewaterhouseCoopers PLT		
- Non-audit services fees	79,000	-

Auditors

The auditors, PricewaterhouseCoopers PLT, have expressed their willingness to accept re-appointment as auditors of the Company.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

....

Afzal Abdul Rahim
Director

....

Patrick Corso
Director

Date: 29 February 2024

Statements of Financial Position

as at 31 December 2023

		Group		Company	
	Note	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Assets					
Property, plant and equipment	3	1,646,592	1,572,331	8,113	8,113
Investment property	4	1,411	1,445	-	-
Right-of-use assets	5	88,664	95,157	-	-
Intangible assets	6	140,124	140,127	-	-
Investments in subsidiaries	7(a)	-	-	419,675	419,675
Amount due from subsidiaries	7(b)	-	-	601,109	54,600
Investments in associates	8	524,739	486,781	-	-
Investments in jointly controlled entity	9	685,001	-	685,001	-
Other investments	10	55,017	55,027	-	-
Deferred tax assets	11	31,348	27,574	-	2,775
Trade and other receivables	12	130,918	1,814	-	-
Total non-current assets		3,303,814	2,380,256	1,713,898	485,163
Tax recoverable		2,872	3,789	-	-
Trade and other receivables	12	418,409	533,728	11,549	4,681
Amount due from subsidiaries	12.1	-	-	304,677	990,569
Contract assets	20(b)	53,383	30,109	-	-
Restricted cash	13	1,349	4,161	36	36
Cash and bank balances	13	1,535,041	484,635	871,927	76,034
		2,011,054	1,056,422	1,188,189	1,071,320
Assets classified as held for sale	14	-	752,711	-	239,902
Total current assets		2,011,054	1,809,133	1,188,189	1,311,222
Total assets		5,314,868	4,189,389	2,902,087	1,796,385
Equity					
Share capital	15	1,467,424	1,418,562	1,467,424	1,418,562
Reserves	16	2,672,150	1,683,225	1,411,906	367,590
Equity attributable to owners of the Company		4,139,574	3,101,787	2,879,330	1,786,152
Non-controlling interests		36,009	25,943	-	-
Total equity		4,175,583	3,127,730	2,879,330	1,786,152

Statements of Financial Position

as at 31 December 2023

		Group		Company	
	Note	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Liabilities					
Loans and borrowings	17	-	12,665	-	-
Lease liabilities	18	63,767	66,826	-	-
Contract liabilities	20	385,344	327,452	-	-
Deferred tax liabilities	11	121,304	92,338	275	-
Redemption liability		41,428	-	-	-
Total non-current liabilities		611,843	499,281	275	-
Loans and borrowings	17	10,913	16,935	-	-
Lease liabilities	18	11,548	9,875	-	-
Trade and other payables	19	362,131	281,911	19,982	9,873
Contract liabilities	20	82,402	77,565	-	-
Provision for tax		46,888	2,868	2,500	360
Redemption liability		13,560	-	-	-
		527,442	389,154	22,482	10,233
Liabilities classified as held for sale	14	-	173,224	-	-
Total current liabilities		527,442	562,378	22,482	10,233
Total liabilities		1,139,285	1,061,659	22,757	10,233
Total equity and liabilities		5,314,868	4,189,389	2,902,087	1,796,385

The notes on pages 123 to 225 are an integral part of these financial statements.

Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Continuing operations					
Revenue	20	1,590,950	1,454,834	214,652	474,907
Operating costs:					
- other operating costs	21(a)	(693,920)	(548,846)	(6,020)	(6,591)
- depreciation and amortisation	21(b)	(183,228)	(149,540)	-	-
- personnel costs	21(c)	(348,918)	(272,104)	(33,747)	(15,414)
Net loss on impairment of financial instruments	22	(8,908)	(13,447)	(59,000)	-
Other operating income (net)	23	28,147	31,675	3,274	153,666
Results from operating activities		384,123	502,572	119,159	606,568
Income from investments	24	40,125	9,791	31,447	5,521
Finance costs	25	(22,409)	(18,052)	(269)	(260)
Share of profit from associates and jointly controlled entity, net of tax		33,572	22,973	5,001	-
Profit before tax		435,411	517,284	155,338	611,829
Tax expense	26	(143,619)	(131,141)	(10,210)	(2,656)
Profit from continuing operations		291,792	386,143	145,128	609,173
Discontinued operation					
Profit from discontinued operation, net of tax	14	2,283,113	67,467	2,439,520	-
Profit for the year		2,574,905	453,610	2,584,648	609,173
Profit attributable to:					
Owners of the Company					
- from continuing operations		283,944	377,533	145,128	609,173
- from discontinued operations		2,284,936	72,377	2,439,520	-
		2,568,880	449,910	2,584,648	609,173
Non-controlling interests					
- from continuing operations		7,848	8,610	-	-
- from discontinued operations		(1,823)	(4,910)	-	-
		6,025	3,700	-	-
Profit for the year		2,574,905	453,610	2,584,648	609,173

Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Continuing operations					
Other comprehensive income, net of tax					
Items that may be reclassified subsequently to profit or loss					
Foreign currency translation differences for foreign operations		12,766	680	-	-
Cash flow hedge – associate		32	191	-	-
		12,798	871	-	-
Items that will not be reclassified subsequently to profit or loss					
Net change in fair value of equity investments designated at fair value through other comprehensive income ("FVOCI")	16.1	(451)	13,296	-	-
Remeasurement of defined benefit plan - associate		473	-	-	-
		22	13,296	-	-
Discontinued operations					
Other comprehensive income, net of tax					
Items that may be reclassified subsequently to profit or loss					
Reclassification of currency translation differences on divestment of subsidiaries		2,545	-	-	-
Other comprehensive income for the year, net of tax		15,365	14,167	-	-
Total comprehensive income for the year		2,590,270	467,777	2,584,648	609,173

Statements of Profit or Loss and Other Comprehensive Income

for the year ended 31 December 2023

	Note	Group		Company	
		2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Total comprehensive income attributable to:					
Owners of the Company					
- from continuing operations		296,764	391,700	145,128	609,173
- from discontinued operations		2,287,481	72,377	2,439,520	-
		2,584,245	464,077	2,584,648	609,173
Non-controlling interests					
- from continuing operations		7,848	8,610	-	-
- from discontinued operations		(1,823)	(4,910)	-	-
		6,025	3,700	-	-
Total comprehensive income for the year		2,590,270	467,777	2,584,648	609,173
Basic earnings per ordinary share (sen):					
from continuing operations		15.42	20.63		
from discontinued operation		124.05	3.95		
	27	139.47	24.58		
Diluted earnings per ordinary share (sen):					
from continuing operations		15.38	20.61		
from discontinued operation		123.80	3.95		
	27	139.18	24.56		

The notes on pages 123 to 225 are an integral part of these financial statements.

Statements of Changes in Equity

for the year ended 31 December 2023

Group	Share capital RM'000	FVOCI reserve RM'000	Foreign currency translation reserve RM'000	Share grant/ Option reserves RM'000	Hedging reserve RM'000	Retained earnings RM'000	Equity attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
	Attributable to owners of the Company								
	Non-distributable					Distributable			
At 1 January 2023	1,418,562	39,096	29,610	3,114	(84)	1,611,489	3,101,787	25,943	3,127,730
Profit for the year	-	-	-	-	-	2,568,880	2,568,880	6,025	2,574,905
Fair value gain on equity investments designated at FVOCI	-	(451)	-	-	-	-	(451)	-	(451)
Exchange differences recognised directly in equity	-	-	12,766	-	-	-	12,766	-	12,766
Cash flow hedge - associate	-	-	-	-	32	-	32	-	32
Remeasurement of defined benefit plan	-	-	-	-	-	473	473	-	473
Divestment of subsidiaries	-	-	2,545	-	-	-	2,545	-	2,545
Total other comprehensive income for the year	-	(451)	15,311	-	32	473	15,365	-	15,365
Total comprehensive income for the year	-	(451)	15,311	-	32	2,569,353	2,584,245	6,025	2,590,270

Statements of Changes in Equity

for the year ended 31 December 2023

Group	Share capital RM'000	FVOCI reserve RM'000	Foreign currency translation reserve RM'000	Share grant/ Option reserves RM'000	Hedging reserve RM'000	Retained earnings RM'000	Equity attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
	← Attributable to owners of the Company						→		
	← Non-distributable				→	Distributable			
Contributions by and distributions to owners of the Company									
- Dividend to owners of the Company (Note 28)	-	-	-	-	-	(1,570,377)	(1,570,377)	-	(1,570,377)
- Dividend to non-controlling interest	-	-	-	-	-	-	-	(1,963)	(1,963)
- Divestment of subsidiaries	-	-	-	-	-	-	-	6,004	6,004
- Employee share grant plan/option scheme	-	-	-	74,080	-	-	74,080	-	74,080
- Issuance of shares pursuant to the share grant plan/ option scheme	48,862	-	-	(44,035)	-	-	4,827	-	4,827
- Put option to acquire non-controlling interest shares	-	-	-	(54,988)	-	-	(54,988)	-	(54,988)
Total transactions with owners of the Company	48,862	-	-	(24,943)	-	(1,570,377)	(1,546,458)	4,041	(1,542,417)
At 31 December 2023	1,467,424	38,645	44,921	(21,829)	(52)	2,610,465	4,139,574	36,009	4,175,583

Statements of Changes in Equity

for the year ended 31 December 2023

	Attributable to owners of the Company								
	Non-distributable					Distributable			
Group	Share capital RM'000	FVOCI reserve RM'000	Foreign currency translation reserve RM'000	Share grant/ Option reserves RM'000	Hedging reserve RM'000	Retained earnings RM'000	Equity attributable to owners of the Company RM'000	Non-controlling interests RM'000	Total equity RM'000
At 1 January 2022	1,379,148	25,800	28,930	33,288	(275)	1,674,410	3,141,301	22,243	3,163,544
Profit for the year	-	-	-	-	-	449,910	449,910	3,700	453,610
Fair value gain on equity investments designated at FVOCI	-	13,296	-	-	-	-	13,296	-	13,296
Exchange differences recognised directly in equity	-	-	680	-	-	-	680	-	680
Cash flow hedge - associate	-	-	-	-	191	-	191	-	191
Total other comprehensive income for the year	-	13,296	680	-	191	-	14,167	-	14,167
Total comprehensive income for the year	-	13,296	680	-	191	449,910	464,077	3,700	467,777
Contributions by and distributions to owners of the Company									
- Dividend to owners of the Company (Note 28)	-	-	-	-	-	(540,167)	(540,167)	-	(540,167)
- Employee share grant plan/option scheme	-	-	-	36,576	-	-	36,576	-	36,576
- Issuance of shares pursuant to the share grant plan/option scheme	39,414	-	-	(39,414)	-	-	-	-	-
Expiry of employee share grant plan (Note 16.3)	-	-	-	(27,336)	-	27,336	-	-	-
Total transactions with owners of the Company	39,414	-	-	(30,174)	-	(512,831)	(503,591)	-	(503,591)
At 31 December 2022	1,418,562	39,096	29,610	3,114	(84)	1,611,489	3,101,787	25,943	3,127,730

Statements of Changes in Equity

for the year ended 31 December 2023

Company	Non-distributable Share capital RM'000	Non-distributable Share grant/ option reserves RM'000	Distributable Retained earnings RM'000	Total equity RM'000
At 1 January 2022	1,379,148	33,288	268,134	1,680,570
Profit for the year	-	-	609,173	609,173
Contributions by and distributions to owners of the Company				
- Dividend to owners of the Company (Note 28)	-	-	(540,167)	(540,167)
- Employee share grant plan/option scheme	-	36,576	-	36,576
- Issuance of shares pursuant to the share grant plan/option scheme	39,414	(39,414)	-	-
- Expiry of employee share grant which have yet to be vested (Note 16.3)	-	(27,336)	27,336	-
Total transactions with owners of the Company	39,414	(30,174)	(512,831)	(503,591)
At 31 December 2022/1 January 2023	1,418,562	3,114	364,476	1,786,152
Profit for the year	-	-	2,584,648	2,584,648
Contributions by and distributions to owners of the Company				
- Dividend to owners of the Company (Note 28)	-	-	(1,570,377)	(1,570,377)
- Employee share grant plan/option scheme	-	74,080	-	74,080
- Issuance of shares pursuant to the share grant plan/option scheme	48,862	(44,035)	-	4,827
Total transactions with owners of the Company	48,862	30,045	(1,570,377)	(1,491,470)
At 31 December 2023	1,467,424	33,159	1,378,747	2,879,330

The notes on pages 123 to 225 are an integral part of these financial statements.

Statements of Cash Flows

for the year ended 31 December 2023

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Cash flows from operating activities					
Cash receipts from customers		1,757,633	1,599,317	-	-
Transfer from/(to) restricted cash	13	2,812	(176)	-	(1)
Cash payments to suppliers		(536,123)	(485,103)	-	-
Cash payments to employees and for administrative expenses		(377,581)	(316,465)	(26,542)	(11,609)
Cash receipts from subsidiaries		-	-	10,989	52,639
Cash generated from/(used in) operations		846,741	797,573	(15,553)	41,029
Tax paid		(78,895)	(41,813)	(5,020)	(1,300)
Tax refunded		53	24	-	-
Net cash generated from/(used in) operating activities		767,899	755,784	(20,573)	39,729
Cash flows from investing activities					
Acquisition of property, plant and equipment	(i)	(350,184)	(451,979)	-	-
Acquisition of other investment		(441)	-	-	-
Advances to subsidiaries		-	-	(4,552)	-
Increase in investment in Associates	8	-	(12,890)	-	-
Investment income received		33,271	19,306	246,098	373,096
Proceeds from maturity of other investment		-	2,000	-	2,000
Proceeds from disposal of property, plant and equipment		1,234	636	-	-
Net proceeds from divestment of subsidiaries (net of cash disposed)	14	1,990,645	-	2,039,621	-
Payment of directly attributable expenses arising from divestment of subsidiaries		(35,409)	-	(35,409)	-
Advances to AIMS Group		-	-	(31,360)	-
Repayment of advances from AIMS Group		212,349	-	112,020	-
Payment from subsidiary related to share grant		-	-	25,934	-
Placement of deposits maturing more than three (3) months		(300,000)	-	(300,000)	-
Net cash generated/(used in) from investing activities		1,551,465	(442,927)	2,052,352	375,096

Statements of Cash Flows

for the year ended 31 December 2023

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Cash flows from financing activities					
Proceeds from term loans and other borrowings		200,000	15,100	-	-
Repayment of term loans and borrowings	(ii)	(221,650)	(26,414)	-	-
Advances from a subsidiary		-	-	60,000	11,116
Repayment of advances to a subsidiary		-	-	(30,000)	-
Finance charges paid		(3,812)	(6,881)	(414)	(400)
Payment of lease liabilities	(iii)	(22,135)	(33,586)	-	-
Proceeds from issuance of additional shares		4,827	-	4,827	-
Shareholder loan from an associate		1,894	3,107	-	-
Repayment from previous associate		108	769	-	-
Dividend paid to owners	28	(1,570,377)	(540,167)	(1,570,377)	(540,167)
Dividend paid to non-controlling interest		(1,963)	-	-	-
Net cash flows used in financing activities		(1,613,108)	(588,072)	(1,535,964)	(529,451)
Net change in cash and cash equivalents		706,256	(275,215)	495,815	(114,626)
Effect of exchange rate fluctuations on cash held		3,795	4,115	78	204
Cash and cash equivalents at 1 January		524,990	796,090	76,034	190,456
Transfer to asset held for sale		-	(40,355)	-	-
Cash and cash equivalents at 31 December	(a)	1,235,041	484,635	571,927	76,034

(a)	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Cash and cash equivalents at 31 December 2023		1,235,041	484,635	571,927	76,034
Placements of deposit maturing more than three (3) months		300,000	-	300,000	-
Restricted cash		1,349	4,161	36	36
Cash and bank balances at 31 December	13	1,536,390	488,796	871,963	76,070

Statements of Cash Flows

for the year ended 31 December 2023

Cash outflows for leases as a lessee

	Group		Company	
	2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Included in net cash from operating activities:				
Payment relating to short-term leases	(18,428)	(6,499)	-	-
Included in net cash from financing activities:				
Payment of lease liabilities	(17,602)	(28,028)	-	-
Interest paid in relation to lease liabilities	(4,533)	(5,558)	-	-
Total cash outflows for leases	(40,563)	(40,085)	-	-

(i) Acquisition of property, plant and equipment

During the financial year, the Group acquired property, plant and equipment with an aggregate cost of RM277,122,000 (2022: RM407,556,000) and paid RM350,184,000 (2022: RM451,979,000) to suppliers for property, plant and equipment that was either acquired in the prior financial years or in the current financial year.

(ii) Repayment of term loans and borrowings

Included in the repayment of term loans and borrowings are AIMS Group's repayment of term loan for 4 months (January to April 2023) of RM3,000,000.

(iii) Payment of lease liabilities

Included in the payment of lease liabilities are AIMS Group's payment of lease liabilities for 4 months (January to April 2023) of RM3,075,000.

The notes on pages 123 to 225 are an integral part of these financial statements.

Notes to the Financial Statements

TIME dotCom Berhad is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The address of the principal place of business and registered office of the Company is as follows:

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

The consolidated financial statements of the Company as at and for the financial year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the "Group" and individually referred to as "Group entities") and the Group's interest in associates and jointly controlled entity.

The Company is principally engaged in investment holding and provision of management services whilst the principal activities of the subsidiaries are as stated in Note 7. Except as disclosed in the financial statements, there has been no significant change in the nature of these activities during the financial year.

These financial statements were authorised for issue by the Board of Directors on 29 February 2024.

1. Basis of preparation

(a) Statement of compliance

The financial statements of the Group and the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRSs"), International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2023.

- MFRS 17, Insurance Contracts
- Amendments to MFRS 17, Insurance Contracts – Initial application of MFRS 17 and MFRS 9 – Comparative Information
- Amendments to MFRS 101, Presentation of Financial Statements - Disclosures of Accounting Policies
- Amendments to MFRS 108, Accounting Policies, Changes in Accounting Estimates and Errors - Definition of Accounting Estimates
- Amendments to MFRS 112, Income Taxes – Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The adoption of the above did not have any significant effects on the current period financial statements of the Group and the Company upon their initial application.

1. **Basis of preparation (continued)**

(a) Statement of compliance (continued)

The following are accounting standards, interpretations and amendments of the MFRSs that have been issued by the Malaysian Accounting Standards Board (“MASB”) but have not been adopted by the Group and the Company:

MFRSs, interpretations and amendments effective for annual periods beginning on or after 1 January 2024.

- Amendment to MFRS 16, Leases - Lease Liability in a Sale and Leaseback
- Amendments to MFRS 101, Presentation of Financial Statements - Non-current Liabilities with Covenants and Classification of Liabilities as Current and Non-current

MFRSs, interpretations and amendments effective for annual periods beginning on or after a date yet to be confirmed.

- Amendments to MFRS 10, Consolidated Financial Statements and MFRS 128, Investments in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The Group and the Company plan to apply the abovementioned accounting standards, interpretations and amendments from the annual period beginning on 1 January 2024 for those amendments that are effective for annual periods beginning on or after 1 January 2024.

The initial application of the accounting standards, interpretations or amendments are not expected to have any material financial impacts to the current period and prior period financial statements of the Group and the Company.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis other than as disclosed in Note 2.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM and has been rounded to the nearest thousand, unless otherwise stated.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

1. Basis of preparation (continued)

(d) Use of estimates and judgements (continued)

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than those disclosed in the following notes:

- Note 6 – Intangible assets
- Note 8 – Investment in associates
- Note 9 – Investment in jointly controlled entity

2. Material accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements and have been applied consistently by Group entities, unless otherwise stated.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

Investments in subsidiaries are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale. The cost of investment includes transaction costs.

(ii) Business combinations

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

2. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(ii) Business combinations (continued)

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

(iii) Acquisitions of non-controlling interests

The Group accounts for all changes in its ownership interest in a subsidiary that do not result in a loss of control as equity transactions between the Group and its non-controlling interest holders. Any difference between the Group's share of net assets before and after the change, and any consideration received or paid, is adjusted to or against Group reserves.

(iv) Loss of control

Upon the loss of control of a subsidiary, the Group derecognises the assets and liabilities of the former subsidiary, any non-controlling interests and the other components of equity related to the former subsidiary from the consolidated statement of financial position. Any surplus or deficit arising on the loss of control is recognised in profit or loss.

Transactions with non-controlling interests that do not result in loss of control are accounted for as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling interests and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in equity attributable to owners of the Group.

2. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(iv) Loss of control (continued)

The potential cash payments related to put options issued by the Group over the equity of subsidiaries are accounted for as financial liabilities. The amount of financial liabilities is recognised initially at the present value of the estimated redemption amount with a corresponding charge directly to equity where the risks and rewards of ownership of the equity interests remained with the non-controlling interests. The charge to equity is recognised separately as written put options over non-controlling interests.

Such options are subsequently measured at amortised cost, using the effective interest rate method, in order to accrete the liability up to the amount payable under the option at the date at which it first becomes exercisable. Gains or losses arising from subsequent measurement are recognised directly in equity. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to equity.

(v) Associates

Associates are entities, including unincorporated entities, in which the Group has significant influence, but not control, over the financial and operating policies.

Investments in associates are accounted for in the consolidated financial statements using the equity method less any impairment losses, unless it is classified as held for sale. The cost of the investment includes transaction costs. The consolidated financial statements include the Group's share of profit or loss and other comprehensive income of the associates, after adjustments if any, to align the accounting policies with those of the Group, from the date that significant influence commences until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of that interest including any long-term investments is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate.

When the Group ceases to have significant influence over an associate, any retained interest in the former associate at the date when significant influence is lost is measured at fair value and this amount is regarded as the initial carrying amount of a financial asset. The difference between the fair value of any retained interest plus proceeds from the interest disposed of and the carrying amount of the investment at the date when equity method is discontinued is recognised in the profit or loss.

When the Group's interest in an associate decrease but does not result in a loss of significant influence, any retained interest is not remeasured. Any gain or loss arising from the decrease in interest is recognised in profit or loss. Any gains or losses previously recognised in other comprehensive income are also reclassified proportionately to the profit or loss if that gain or loss would be required to be reclassified to profit or loss on the disposal of the related assets or liabilities.

2. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(v) Associates (continued)

Investments in associates are measured in the Company's statement of financial position at cost less any impairment losses, unless the investment is classified as held for sale. The cost of investment includes transaction costs.

(vi) Jointly controlled entity

Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The classification of a joint arrangement as a joint operation or a joint venture depends upon the rights and obligations of the parties to the arrangement. A joint venture is a joint arrangement whereby the joint ventures have rights to the net assets of the arrangement. A joint operation is a joint arrangement whereby the joint operators have rights to the assets and obligations for the liabilities, relating to the arrangement.

The Group and the Company's interests in joint ventures are accounted for using the equity method, after initially being recognised at costs and adjusted thereafter to recognise the Group and the Company's share of the post-acquisition profits or losses of the joint venture in profit or loss and the Group's share of movements in OCI of the joint venture in OCI.

The Group and the Company's determines at each reporting date whether there is any objective evidence that the investment in the joint venture is impaired. An impairment loss is recognised for the amount by which the carrying amount of the joint venture exceeds its recoverable amount.

Unrealised gains on transactions between the Group and the Company and its joint ventures are eliminated to the extent of the Group and the Company's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group and the Company.

(vii) Non-controlling interests

Non-controlling interests at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interests in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interests and owners of the Company.

2. Material accounting policies (continued)

(a) Basis of consolidation (continued)

(vii) Non-controlling interests (continued)

Losses applicable to the non-controlling interests in a subsidiary are allocated to the non-controlling interests even if doing so causes the non-controlling interests to have a deficit balance.

(viii) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

Unrealised gains arising from transactions with equity-accounted associates are eliminated against the investment to the extent of the Group's interest in the investees. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value which are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of equity instruments where they are measured at fair value through other comprehensive income or a financial instrument designated as a cash flow hedge, which are recognised in other comprehensive income.

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the foreign currency translation reserve ("FCTR") in equity.

2. Material accounting policies (continued)

(b) Foreign currency (continued)

(ii) Operations denominated in functional currencies other than Ringgit Malaysia

The assets and liabilities of operations denominated in functional currencies other than RM, including goodwill and fair value adjustments arising on acquisition, are translated to RM at exchange rates at the end of the reporting period. The income and expenses of foreign operations, excluding foreign operations in hyperinflationary economies, are translated to RM at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and accumulated in the FCTR in equity. However, if the operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the FCTR related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal.

When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

(c) Financial instruments

(i) Recognition and initial measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group or the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without significant financing component) or a financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance. A trade receivable without a significant financing component is initially measured at the transaction price.

An embedded derivative is recognised separately from the host contract where the host contract is not a financial asset, and accounted for separately if, and only if, the derivative is not closely related to the economic characteristics and risks of the host contract and the host contract is not measured at fair value through profit or loss. The host contract, in the event an embedded derivative is recognised separately, is accounted for in accordance with policy applicable to the nature of the host contract.

2. Material accounting policies (continued)

(c) Financial instruments (continued)

(ii) Financial instrument categories and subsequent measurement

Financial assets

Categories of financial assets are determined on initial recognition and are not reclassified subsequent to their initial recognition unless the Group or the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change of the business model.

(a) Amortised cost

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The financial assets are not designated as fair value through profit or loss. Subsequent to initial recognition, these financial assets are measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Interest income is recognised by applying effective interest rate to the gross carrying amount except for credit impaired financial assets (see Note 2(l)(i)) where the effective interest rate is applied to the amortised cost.

(b) Fair value through other comprehensive income

Equity investments

This category comprises investment in equity that is not held for trading, and the Group and the Company irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of investment. Other net gains and losses are recognised in other comprehensive income. On derecognition, gains and losses accumulated in other comprehensive income are not reclassified to profit or loss.

(c) Fair value through profit or loss

All financial assets not measured at amortised cost or fair value through other comprehensive income as described above are measured at fair value through profit or loss. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument).

2. Material accounting policies (continued)

(c) Financial instruments (continued)

(ii) Financial instrument categories and subsequent measurement (continued)

Financial assets (continued)

(c) Fair value through profit or loss (continued)

On initial recognition, the Group or the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets categorised as fair value through profit or loss are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income, are recognised in the profit or loss.

All financial assets, except for those measured at fair value through profit or loss and equity investments measured at fair value through other comprehensive income, are subject to impairment assessment (see Note 2(k)(i)).

Financial liabilities

The categories of financial liabilities at initial recognition are as follows:

(a) Fair value through profit or loss

Fair value through profit or loss category comprises financial liabilities that are derivatives (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument), contingent consideration in a business combination and financial liabilities that are specifically designated into this category upon initial recognition.

On initial recognition, the Group or the Company may irrevocably designate a financial liability that otherwise meets the requirements to be measured at amortised cost as at fair value through profit or loss:

(a) if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise;

(b) a group of financial liabilities or assets and financial liabilities is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy, and information about the group is provided internally on that basis to the Group's key management personnel; or

2. Material accounting policies (continued)

(c) Financial instruments (continued)

(ii) Financial instrument categories and subsequent measurement (continued)

Financial liabilities (continued)

(a) Fair value through profit or loss (continued)

(c) if a contract contains one or more embedded derivatives and the host is not a financial asset in the scope of MFRS 9, where the embedded derivative significantly modifies the cash flows and separation is not prohibited.

Financial liabilities categorised as fair value through profit or loss are subsequently measured at their fair value with gains or losses, including any interest expense are recognised in the profit or loss.

For financial liabilities where it is designated as fair value through profit or loss upon initial recognition, the Group and the Company recognises the amount of change in fair value of the financial liability that is attributable to change in credit risk in the other comprehensive income and remaining amount of the change in fair value in the profit or loss, unless the treatment of the effects of changes in the liability's credit risk would create or enlarge an accounting mismatch.

(b) Amortised cost

Other financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

(iii) Regular way purchase or sale of financial assets

A regular way purchase or sale of financial assets is recognised and derecognised, as applicable, using trade date or settlement date accounting in the current year.

Trade date accounting refers to:

(a) the recognition of an asset to be received and the liability to pay for it on the trade date, and

(b) derecognition of an asset that is sold, recognition of any gain or loss on disposal and the recognition of a receivable from the buyer for payment on the trade date.

2. Material accounting policies (continued)

(c) Financial instruments (continued)

(iii) Regular way purchase or sale of financial assets (continued)

Settlement date accounting refers to:

(a) the recognition of an asset on the day it is received by the Group or the Company, and

(b) derecognition of an asset and recognition of any gain or loss on disposal on the day that is delivered by the Group or the Company.

Any change in the fair value of the asset to be received during the period between the trade date and the settlement date is accounted in the same way as it accounts for the acquired asset.

Generally, the Group or the Company applies settlement date accounting unless otherwise stated for the specific class of asset.

(iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument.

Financial guarantee issued are initially measured at fair value. Subsequently, they are measured at higher of:

- the amount of the loss allowance; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance to the principles of MFRS 15, *Revenue from Contracts with Customers*.

Liabilities arising from financial guarantees are presented together with other provisions.

(v) Derecognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or are transferred, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial asset and the sum of the consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

2. Material accounting policies (continued)

(c) Financial instruments (continued)

(v) Derecognition (continued)

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires. A financial liability is also derecognised when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(vi) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group or the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and liability simultaneously.

(d) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

The telecommunications network is acquired or constructed under the telecommunications license (which was granted by the Ministry of Communications and Multimedia Malaysia). Items of telecommunications network are stated at cost less any accumulated depreciation and any accumulated impairment losses.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes the cost of materials and direct labour.

For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs. Cost also may include transfers from equity of any gain or loss on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Purchased software including development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group that is integral to the functionality of the related equipment is capitalised as part of that equipment.

2. **Material accounting policies (continued)**

(d) **Property, plant and equipment (continued)**

(i) **Recognition and measurement (continued)**

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimated amount for which a property could be exchanged between knowledgeable willing parties in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items when available and replacement cost when appropriate.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "other income" or "other expenses" respectively in profit or loss.

(ii) **Subsequent costs**

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) **Depreciation**

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Leasehold land is depreciated over the shorter of the term of the associated lease or 50 years, being the estimated useful life, on a straight-line basis. Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

2. Material accounting policies (continued)

(d) Property, plant and equipment (continued)

(iii) Depreciation (continued)

The estimated useful lives for the current and comparative periods are as follows:

• buildings	50 years
• improvements	5-7 years
• office equipment, furniture and fittings	5-7 years
• loose tools	5 years
• computer systems	3-5 years
• motor vehicles	5 years
• data centre equipment	5-15 years
• telecommunications network - commissioned network (excluding global band width assets)	3-20 years

Global bandwidth assets, which form part of the Group's telecommunications network are charged to profit or loss over the useful life (10-20 years) as stated in their respective underlying contracts with suppliers.

Depreciation method, useful lives and residual values are reviewed at the end of the reporting period, and adjusted as appropriate.

(e) Leases

(i) Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the customer has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the customer has the right to direct the use of the asset. The customer has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the customer has the right to direct the use of the asset if either the customer has the right to operate the asset; or the customer designed the asset in a way that predetermines how and for what purpose it will be used.

2. Material accounting policies (continued)

(e) Leases (continued)

(i) Definition of a lease (continued)

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(ii) Recognition and initial measurement

(a) As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the respective Group entities' incremental borrowing rate. Generally, the Group entities use their incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments less any incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The Group excludes variable lease payments that are linked to future performance or usage of the underlying asset from the lease liability. Instead, these payments are recognised in profit or loss in the period in which the performance or use occurs.

The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

2. Material accounting policies (continued)

(e) Leases (continued)

(ii) Recognition and initial measurement (continued)

(a) As a lessee (continued)

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(b) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Group applies MFRS 15 to allocate the consideration in the contract based on the stand-alone selling prices.

The Group recognises assets held under a finance lease in its statement of financial position and presents them as a receivable at an amount equal to the net investment in the lease.

The Group uses the interest rate implicit in the lease to measure the net investment in the lease.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sublease as an operating lease.

(iii) Subsequent measurement

(a) As a lessee

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

2. Material accounting policies (continued)

(e) Leases (continued)

(iii) Subsequent measurement (continued)

(a) As a lessee (continued)

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a revision of in-substance fixed lease payments, or if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(b) As a lessor

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "revenue".

The Group recognises finance income over the lease term, based on a pattern reflecting a constant periodic rate of return on the Group's net investment in the lease. The Group aims to allocate finance income over the lease term on a systematic and rational basis. The Group applies the lease payments relating to the period against the gross investment in the lease to reduce both the principal and the unearned finance income. The net investment in the lease is subject to impairment requirements in MFRS 9, *Financial Instruments* (see Note 2(k)(i)).

(f) Intangible assets

(i) Goodwill

Goodwill arises on business combinations is measured at cost less any accumulated impairment losses. In respect of equity-accounted associates, the carrying amount of goodwill is included in the carrying amount of the investment and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted associates.

(ii) Other intangible assets

Intangible assets, other than goodwill, that are acquired by the Group, which have finite useful lives, are measured at cost less any accumulated amortisation and any accumulated impairment losses.

2. Material accounting policies (continued)

(f) Intangible assets (continued)

(iii) Amortisation

Goodwill and intangible assets with indefinite useful lives are not amortised but are tested for impairment annually and whenever there is an indication that they may be impaired.

Other intangible assets are amortised from the date that they are available for use. Amortisation is based on the cost of an asset less its residual value. Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets.

The estimated useful lives for the current and comparative periods are as follows:

• computer software	10 years
• development expenditure	10 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted, if appropriate.

(g) Asset held for sale

Non-current assets, or disposal group comprising assets and liabilities that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale.

Immediately before classification as held for sale, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less costs of disposal.

Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on *pro rata* basis, except that no loss is allocated to contract assets, contract costs, financial assets, deferred tax assets, employee benefit assets and investment property, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets and property, plant and equipment once classified as held for sale are not amortised or depreciated. In addition, equity accounting of equity-accounted associates ceases once classified as held for sale or distribution.

(h) Contract asset/Contract liability

A contract asset is recognised when the Group's or the Company's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment in accordance to MFRS 9, *Financial Instruments* (see Note 2(l)(i)).

2. Material accounting policies (continued)

(h) Contract asset/Contract liability (continued)

A contract liability is stated at cost and represents the obligation of the Group or the Company to transfer goods or services to a customer for which consideration has been received (or the amount is due) from the customers.

(i) Contract cost

(i) Incremental cost of obtaining a contract

The Group or the Company recognises incremental costs of obtaining contracts when the Group or the Company expects to recover these costs.

(ii) Cost to fulfil a contract

The Group or the Company recognises a contract cost that relate directly to a contract or to an anticipated contract as an asset when the cost generates or enhances resources of the Group or the Company, will be used in satisfying performance obligations in the future and it is expected to be recovered.

These contract costs are initially measured at cost and amortised on a systematic basis that is consistent with the pattern of revenue recognition to which the asset relates. An impairment loss is recognised in the profit and loss when the carrying amount of the contract cost exceeds the expected revenue less expected cost that will be incurred. Where the impairment condition no longer exists or has improved, the impairment loss is reversed to the extent that the carrying amount of the contract cost does not exceed the amount that would have been recognised had there been no impairment loss recognised previously.

(j) Cash and bank balances

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value with original maturities of three months or less, and are used by the Group and the Company in the management of their short-term commitments. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(k) Impairment

(i) Financial assets

The Group and the Company recognise loss allowances for expected credit losses on financial assets measured at amortised cost, contract assets and lease receivables. Expected credit losses are a probability-weighted estimate of credit losses.

2. Material accounting policies (continued)

(k) Impairment (continued)

(i) Financial assets (continued)

The Group and the Company measure loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables, contract assets and lease receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group and the Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group and the Company are exposed to credit risk.

The Group and the Company estimate the expected credit losses on trade receivables by assessing the risk of loss of each customer individually or by using a provision matrix with reference to historical credit loss experience, whichever applicable.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

At each reporting date, the Group and the Company assess whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or fully) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group or the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's or the Company's procedures for recovery of amounts due.

2. Material accounting policies (continued)

(k) Impairment (continued)

(ii) Other assets

The carrying amounts of other assets (except for contract assets, deferred tax assets and non-current assets (or disposal groups) classified as held for sale) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each period at the same time.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. Subject to an operating segment ceiling test, for the purpose of goodwill impairment testing, cash-generating units to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purpose. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a cash-generating unit or a group of cash-generating units that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of cash-generating units) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

2. Material accounting policies (continued)

(l) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not remeasured subsequently.

(i) Issue expenses

Cost directly attributable to the issue of instruments classified as equity are recognised as a deduction from equity.

(ii) Ordinary shares

Ordinary shares are classified as equity.

(iii) Distributions of assets to owners of the Company

The Group measures a liability to distribute assets as a dividend to the owners of the Company at the fair value of the assets to be distributed. The carrying amount of the dividend payable is remeasured at each reporting period and at the settlement date, with any changes to the carrying amount of the dividend payable recognised directly in equity as adjustments to the amount of the distribution. On settlement of the transaction, the Group recognises the difference, if any, between the carrying amount of the assets distributed and the carrying amount of the liability in profit or loss.

(m) Employee benefits

(i) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) State plans

The Group's contributions to the statutory pension funds are charged to profit or loss in the financial year to which they relate. Once the contributions have been paid, the Group has no further payment obligations.

2. Material accounting policies (continued)

(m) Employee benefits (continued)

(iii) Share-based payment transactions

The grant date fair value of share-based payment granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognised as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognised as an expense is based on the number of awards that meet the related service and non-market performance conditions at the vesting date.

For share-based payment awards with non-vesting conditions, the grant date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes.

The fair value of the employee share grant and share option granted to the Executive Director ("ED") are measured using the Monte Carlo simulation model and Black-Scholes model, respectively. Measurement inputs for share grant include share price on measurement date and expected dividends. For employee share grants issued out of new stock, the share price is further adjusted for effects of dilution. Measurement inputs for the share option to the ED include share price on measurement date, exercise price of the instrument, expected volatility (based on weighted average historic volatility), expected dividend, and the risk-free interest rate. Service and non-market performance conditions attached to the transactions are not taken into account in determining fair value.

The proceeds received net of any directly attributable transaction costs are credited to share capital when the share option is exercised. When the share option is not exercised and lapses, the share-based payment reserves are transferred to retained earnings.

In the financial statements of the Company, the grant by the Company of shares to eligible employees of subsidiaries of the Group is subsequently charged to the subsidiaries.

(iv) Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

(n) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as "finance costs".

2. Material accounting policies (continued)

(o) Contingent liabilities

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is not recognised in the statements of financial position and is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(p) Revenue and other income

(i) Revenue

Revenue of the Group consists of data (including global bandwidth), voice, cloud services and others.

Revenue from data services

Contract for data services comprise data connectivity, equipment and installation fees. The data services contracts consist of unlimited data service during the contract period which is identified as the separate performance obligation as the service is separately identifiable and the customers benefit from the data services. As the equipment and installation are not distinct, these are not assessed as separate performance obligations. The Group recognised revenue from data services when contractual performance obligation is fulfilled by transferring control of the promised services to its customers.

Revenue from data services contracts is measured based on the transaction price i.e. the consideration agreed in the contract, which include subscription price payable throughout the contractual period, activation fee and one time payment made at the inception of the contract; and net of discounts offered to customers. Consideration received in advance for example, activation fees and other one-time payments received at the inception of the contract is accounted for as contract liabilities.

Revenue from cloud services and others

Contract for cloud services comprise two performance obligations which are cloud computing and storage; as well as support and maintenance services. Revenue for cloud computing and storage is recognised when the services are rendered to the customers customer based on the subscription agreements. Revenue for support and maintenance service are recognised on a straight-line basis over the term of the contract.

Customers also enter into contract for the purchase of software, hardware, support and maintenance services and managed services with the Group. Each of these are separate performance obligations. The transaction price, net of discounts will be allocated to each performance obligation based on stand-alone selling prices. Revenue for the sale of software and hardware is recognised at a point in time when the transfer of control occurs upon delivery and customer acceptances. Revenue for support and maintenance services and managed services are recognised as and when the services are rendered, typically on a straight-line basis, over the term of the contract.

2. **Material accounting policies (continued)**

(p) **Revenue and other income (continued)**

(i) **Revenue (continued)**

Voice revenue

Contracts are entered into with customers (for both national and international calls) typically for a limited number of minutes with a fixed fee. Additional fee is charged when the customer exceeds the usage mentioned in the contract.

Revenue is recognised over time, as and when the services are rendered based on the actual traffic volume consumed.

(ii) **Dividend income**

Dividend income is recognised in profit or loss on the date that the Group's or the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date.

(iii) **Rental income**

Rental income is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from sub-leased property is recognised as "other income".

(iv) **Interest income**

Interest income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

(q) **Borrowing costs**

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

2. Material accounting policies (continued)

(q) Borrowing costs (continued)

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

(r) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Unutilised reinvestment allowance and investment tax allowance, being tax incentives that is not a tax base of an asset, is recognised as deferred tax asset to the extent that it is probable that the future taxable profits will be available against which the unutilised tax incentive can be utilised.

(s) Discontinued operation

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative period.

2. Material accounting policies (continued)

(t) Earnings per ordinary share

The Group presents basic and diluted earnings per share for its ordinary shares (“EPS”).

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share-based payments to employees, where applicable.

(u) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group’s other components. Operating segment results are reviewed regularly by the chief operating decision maker, which in this case is the Chief Executive Officer of the Group, to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(v) Fair value measurement

Fair value of an asset or a liability, except for share-based payment and lease transactions, is determined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

For non-financial assets, the fair value measurement takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value is categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: unobservable inputs for the asset or liability.

The Group recognises transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

3. Property, plant and equipment

Group	Freehold land RM'000	Leasehold land RM'000	Building and improve-ments RM'000	Office equipment, furniture and fittings RM'000	Loose tools RM'000	Computer systems RM'000	Motor vehicles RM'000	Data centre equipment RM'000	Tele-communi-cation network RM'000	Total RM'000
Cost										
At 1 January 2022	102,469	7,475	185,152	7,303	12,324	158,980	6,728	292,188	2,822,892	3,595,511
Additions	36,000	-	31,741	245	-	26,494	2,272	101,842	208,962	407,556
Reclassification	-	-	1,983	-	-	45	-	(2,028)	-	-
Transfer to assets held for sale (Note 14)	(101,599)	-	(161,633)	(1,410)	-	(3,285)	-	(392,338)	-	(660,265)
Disposals	-	-	-	-	-	(67)	(1,500)	-	(3,341)	(4,908)
Write offs	-	-	-	-	(1,570)	-	-	-	(53,879)	(55,449)
Effect of movements in exchange rates	-	-	-	-	-	25	-	336	35,964	36,325
Adjustment	-	-	678	431	-	11,000	1,251	-	-	13,360
At 31 December 2022/1 January 2023	36,870	7,475	57,921	6,569	10,754	193,192	8,751	-	3,010,598	3,332,130
Additions	-	-	3,686	415	-	14,490	1,089	-	257,442	277,122
Reclassification	-	-	(6)	6	-	(93)	-	-	(93)	-
Disposals	-	-	-	(8)	-	(2,059)	(230)	-	(1,395)	(3,692)
Write offs	-	-	(7,888)	(2,801)	(113)	(5,213)	-	-	(25,393)	(41,408)
Effect of movements in exchange rates	-	-	-	-	-	101	-	-	43,983	44,084
At 31 December 2023	36,870	7,475	53,713	4,181	10,641	200,418	9,610	-	3,285,328	3,608,236

3. Property, plant and equipment (continued)

Group	Freehold land RM'000	Leasehold land RM'000	Building and improve-ments RM'000	Office equipment, furniture and fittings RM'000	Loose tools RM'000	Computer systems RM'000	Motor vehicles RM'000	Data centre equipment RM'000	Tele-communi-cation network RM'000	Total RM'000
Depreciation and impairment loss										
At 1 January 2022										
Accumulated depreciation	-	7,469	38,186	6,454	12,309	107,567	5,920	122,993	1,471,759	1,772,657
Accumulated impairment losses	2,101	-	-	-	-	-	-	-	-	2,101
	2,101	7,469	38,186	6,454	12,309	107,567	5,920	122,993	1,471,759	1,774,758
Depreciation for the year	-	2	6,198	323	5	16,837	561	23,752	118,490	166,168
Global bandwidth assets charged out	-	-	-	-	-	-	-	-	9,038	9,038
Transfer to assets held for sale (Note 14)	-	-	(8,288)	(1,367)	-	(3,194)	-	(146,818)	-	(159,667)
Disposals	-	-	-	-	-	(7)	(1,455)	-	(872)	(2,334)
Write offs	-	-	-	-	(1,570)	-	-	-	(52,753)	(54,323)
Effect of movements in exchange rates	-	-	-	-	-	2	-	73	12,724	12,799
Adjustment	-	-	678	431	-	11,000	1,251	-	-	13,360
At 31 December 2022/1 January 2023										
Accumulated depreciation	-	7,471	36,774	5,841	10,744	132,205	6,277	-	1,558,386	1,757,698
Accumulated impairment losses	2,101	-	-	-	-	-	-	-	-	2,101
	2,101	7,471	36,774	5,841	10,744	132,205	6,277	-	1,558,386	1,759,799

3. Property, plant and equipment (continued)

Group	Freehold land RM'000	Leasehold land RM'000	Building and improve-ments RM'000	Office equipment, furniture and fittings RM'000	Loose tools RM'000	Computer systems RM'000	Motor vehicles RM'000	Data centre equipment RM'000	Tele-communi-cation network RM'000	Total RM'000
Depreciation and impairment loss										
Depreciation for the year	-	2	3,368	308	5	19,876	657	-	146,949	171,165
Global bandwidth assets charged out	-	-	-	-	-	-	-	-	8,935	8,935
Disposals	-	-	-	(8)	-	(1,907)	(230)	-	(363)	(2,508)
Impairment	-	-	-	-	-	-	-	-	47,994	47,994
Write offs	-	-	(7,888)	(2,801)	(113)	(5,211)	-	-	(20,539)	(36,552)
Effect of movements in exchange rates	-	-	-	-	-	(25)	-	-	12,836	12,811
At 31 December 2023										
Accumulated depreciation	-	7,473	32,254	3,340	10,636	144,938	6,704	-	1,706,204	1,911,549
Accumulated impairment losses	2,101	-	-	-	-	-	-	-	47,994	50,095
	2,101	7,473	32,254	3,340	10,636	144,938	6,704	-	1,754,198	1,961,644
Carrying amounts										
At 1 January 2022	100,368	6	146,966	849	15	51,413	808	169,195	1,351,133	1,820,753
At 31 December 2022/1 January 2023	34,769	4	21,147	728	10	60,987	2,474	-	1,452,212	1,572,331
At 31 December 2023	34,769	2	21,459	841	5	55,480	2,906	-	1,531,130	1,646,592

3. Property, plant and equipment (continued)

3.1 Telecommunication network

	Group	
	2023	**2022**
	RM'000	**RM'000**
Network cost:		
Commissioned network	3,126,676	2,864,077
Network-in-progress	158,652	146,521
	3,285,328	3,010,598
Less: Accumulated depreciation	(1,754,198)	(1,558,386)
Net book value	1,531,130	1,452,212

Included in cost of commissioned network is global bandwidth assets of RM172,202,000 (2022: RM169,694,000). The carrying amount for the said assets at the reporting date was RM30,219,000 (2022: RM59,117,000).

3.2 Write offs

During the financial year, the Group wrote off certain items within property, plant and equipment because they were no longer in use and already decommissioned with costs totalling RM41,408,000 (2022: RM55,449,000) of which RM36,552,000 (2022: RM54,323,000) was written off against accumulated depreciation. The remaining amount of RM4,856,000 (2022: RM1,126,000) was charged to statement of profit or loss and other comprehensive income.

3.3 Impairment loss

The Group had undertaken an impairment test on certain submarine cables and global bandwidth assets. The Group recognised an impairment loss of RM47,994,000 (2022: nil) due to losses incurred from certain submarine cables owner entities during the financial year.

The recoverable amounts of the respective assets were based on its value in use ("VIU"), which were determined by discounting the estimated future cashflows expected to be generated from those assets. The key assumptions used in the VIU calculations are as follows:

(i) The VIU cash flow projections were based on the remaining useful lives of the assets. The cash flow projections were based on three-years financial plan approved by the Board. The cash flows beyond the three-year period were projected to the end of useful lives using a steady growth rate.

(ii) Revenue growth rate is 7.6% (2022: nil).

(iii) Post-tax discount rates of 7.3% (2022: nil). In accordance with the requirements of MFRS 136 "Impairment of Assets", this translates into a pre-tax discount rate of 7.4% (2022: nil). The discount rates used reflect specific risks relating to the assets.

3. Property, plant and equipment (continued)

3.3 Impairment loss (continued)

Based on the sensitivity analysis performed, the Board of Directors concluded that no reasonable change in the base case assumptions would cause the carrying amount of the assets to exceed its recoverable amount.

3.4 Review of useful life

During the financial year ending 31 December 2023, the Group undertook a review of asset valuation methodologies, which have led to a change in the useful life of certain categories of telecommunication network assets. Previously, certain network cards in the Group's submarine cable assets were depreciated in accordance with the remaining useful life of specific submarine cables which range from 7 years to 14 years. The Group has reassessed and adjusted the useful life of these assets to 7 years from their acquisition dates to align with the Group's continuous advancement and upgrade of technology in submarine cables. As a result of this exercise, depreciation expenses will be recognised at an accelerated pace, resulting in a notable impact on the asset's carrying value. The change to this accounting estimate is applied prospectively from 1 January 2023 and as a result, the depreciation charge for the financial year had increased by RM12,298,000. Based on the sensitivity analysis performed, any change in depreciation charge by increasing or decreasing 1 year to the adjusted useful life is not significant to the Group.

3.5 Leasehold land

The carrying amount of leasehold land with unexpired lease periods of less than 50 years amounted to RM2,000 (2022: RM4,000).

3.6 Other assets

Included in the following asset categories in the current financial year were a portion under construction:

	Group	
	2023 RM'000	**2022 RM'000**
Buildings and improvements	1,221	2,175
Data centre equipment (a)	-	10,754
Computer systems	4,756	934
	5,977	13,863

(a) In the previous financial year, data centre equipment included borrowing cost of RM3,310,000. The entire data centre equipment of RM500,598,000 was transferred to assets held for sale in the financial year ended 31 December 2022.

3. Property, plant and equipment (continued)

3.7 Security

Included in property, plant and equipment RM18,591,000 (2022: RM142,624,000) were charged to the banks as security for banking facilities granted to the Group (Note 17.1(ii) and Note 17.1 (iii)).

Company

	Freehold land RM'000	Building and improvements RM'000	Office equipment, furniture and fittings RM'000	Computer systems RM'000	Total RM'000
Cost					
At 1 January 2022/31 December 2022/1 January 2023/31 December 2023	8,113	357	60	7,656	16,186
Depreciation					
At 1 January 2022/31 December 2022/1 January 2023/31 December 2023	-	357	60	7,656	8,073
Carrying amounts					
At 1 January 2022/31 December 2022/1 January 2023/31 December 2023	8,113	-	-	-	8,113

Included in property, plant and equipment of the Group and of the Company are fully depreciated assets which are still in use, with cost amounting to RM925,683,000 (2022: RM959,989,000) and RM8,073,000 (2022: RM8,073,000) respectively.

4. Investment property

	Group RM'000
Cost	
At 31 December 2022	1,512
31 December 2023	1,512
Depreciation	
At 1 January 2022	34
Depreciation for the year	33
At 31 December 2022/1 January 2023	67
Depreciation for the year	34
At 31 December 2023	101
Carrying amounts	
At 31 December 2022	1,445
At 31 December 2023	1,411

The investment property has been pledged as collateral and charged to the banks as security for banking facilities granted to the Group (Note 17.1 (iv)). This loan was fully repaid during the year.

The following was recognised in the profit or loss:

	Group	
	2023 RM'000	2022 RM'000
Lease income	24	46
Direct operating expenses arising from investment property	18	22
The operating lease payments to be received are as follows:		
Less than one year	78	72
One to two years	78	48
Two to three years	65	-
Total undiscounted lease payments	221	120

4. Investment property (continued)

Fair value information

Level 3 fair value

The fair value of the building was determined at RM1,490,500 (2022: RM1,490,500) as at 31 December 2023 based on valuation report issued on 13 January 2022. The Group obtains independent valuations for its investment property at least every five years. The valuation method used is the comparison method of valuation which determines the value of property by comparing sale evidence involving other similar properties in the vicinity. All resulting fair value estimates for properties are included in Level 2. The level 2 fair value of the properties is derived using the current prices of similar properties. The key inputs under this approach is the price per square metre from current year sales of comparable lots of land in the area (location and size).

5. Right-of-use assets

Group	**Wayleave RM'000**	**Others* RM'000**	**Total RM'000**
At 1 January 2022	89,939	50,530	140,469
Additions	1,185	2,909	4,094
Transfer to assets held for sale (Note 14)	-	(27,630)	(27,630)
Depreciation	(6,140)	(14,390)	(20,530)
Effect of movements in exchange rates	-	(1,246)	(1,246)
At 31 December 2022/1 January 2023	84,984	10,173	95,157
Additions	899	11,815	12,714
Modification	(2,258)	(5,034)	(7,292)
Depreciation	(5,957)	(6,069)	(12,026)
Effect of movements in exchange rates	-	111	111
At 31 December 2023	77,668	10,996	88,664

* Others includes lease of cabin, room and right of way.

5.1 Amortisation term

The Group amortises right-of-use assets based on the contracts term. The contract terms are as follows:

- Wayleave — up to 20 years
- Others — 2 to 20 years

During the financial year, short term leases and low-value assets are charged directly to statement of profit or loss.

5. Right-of-use assets (continued)

5.2 The following amounts relating to leases are disclosed in the Statement of profit or loss and other comprehensive income:

	Group	
	2023 RM'000	**2022 RM'000**
Depreciation of right-of-use assets	12,026	10,495
Interest expense on lease liabilities	4,533	4,410
Expense related to short-term lease and low-value-assets	10,162	5,939

6. Intangible assets

Group	**Computer software RM'000**	**Development expenditure RM'000**	**Goodwill RM'000**	**Total RM'000**
Cost				
At 1 January 2022	6	8	251,978	251,992
Transfer to assets held for sale (Note 14)	-	-	(111,858)	(111,858)
At 31 December 2022/1 January 2023	6	8	140,120	140,134
At 31 December 2023	6	8	140,120	140,134
Amortisation				
At 1 January 2022	1	2	-	3
Amortisation for the year	2	2	-	4
At 31 December 2022/1 January 2023	3	4	-	7
Amortisation for the year	1	2	-	3
At 31 December 2023	4	6	-	10
Carrying amounts				
At 1 January 2022	5	6	251,978	251,989
At 31 December 2022/1 January 2023	3	4	140,120	140,127
At 31 December 2023	2	2	140,120	140,124

6. Intangible assets (continued)

6.1 Impairment testing for cash-generating unit ("CGU") containing goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's operating units which represent the lowest level within the Group at which the goodwill is monitored for internal management reporting purposes.

The goodwill is represented by the smallest group of assets combined from the fibre optics network, international wholesale and global bandwidth together that generates cash flows from continuing use, called Global bandwidth services and Cloud Business.

	Group	
	2023	**2022**
	RM'000	**RM'000**
Global bandwidth services	102,101	102,101
Cloud business	38,019	38,019
	140,120	140,120

Global bandwidth services

The recoverable amount of the Global bandwidth services CGU was determined based on its value in use. The recoverable amount of the CGU was determined to be higher than its carrying amount. The key assumptions used in the VIU calculations are as follows:

(i) The VIU cash flow projections were based on the three-year financial plan approved by the Board.

(ii) Average revenue growth per annum and EBITDA margin of 11% and 42% respectively;

(iii) Post-tax discount rate of 7.3% (2022: 8.6%). In accordance with the requirements of MFRS 136 "Impairment of Assets", this translates into a pre-tax discount rate of 9.1%. The discount rates used reflect specific risks relating to the CGU; and

(iv) Terminal growth rate of 1% (2022: 3%) represents growth rate applied to extrapolate pre-tax cash flow beyond the three (2022: three) year financial plan period.

Based on the sensitivity analysis performed, the Board of Directors concluded that no reasonable change in the base case assumptions would cause the carrying amount of the Global bandwidth services CGU to exceed its recoverable amount.

6. Intangible assets (continued)

6.1 Impairment testing for cash-generating unit ("CGU") containing goodwill (continued)

Cloud Business

The recoverable amount of the Cloud Business CGU was determined based on its value-in-use calculations. The recoverable amount of the CGU was determined to be higher than its carrying amount. The key assumptions used in the VIU calculations are as follows:

(i) The VIU cash flow projections were based on the three-year financial plan approved by the Board.

(ii) Average revenue growth per annum and EBITDA margin of 7% and 24% respectively;

(iii) Post-tax discount rate of 7.3% (2022:7.7%). In accordance with the requirements of MFRS 136 "Impairment of Assets", this translates into a pre-tax discount rate of 11%. The discount rates used reflect specific risks relating to the CGU; and

(iv) Terminal growth rate of 1% (2022: 3%) represents growth rate applied to extrapolate pre-tax cash flow beyond the three (2022: three) year financial plan period.

Based on the sensitivity analysis performed, the Board of Directors concluded that no reasonable change in the base case assumptions would cause the carrying amount of the Cloud Business CGU to exceed its recoverable amount.

7. Investments in subsidiaries

		Company	
	Note	**2023 RM'000**	**2022 RM'000**
7(a) Unquoted shares, at cost			
At 1 January		419,675	509,539
Addition		-	232,918
Disposal		-	(82,880)
		419,675	659,577
Transfer to asset held for sale	14	-	(239,902)
Investments in subsidiaries		419,675	419,675
7(b) Amounts due from subsidiaries (non-current)			
At 1 January		54,600	54,600
Addition		546,509*	-
		601,109	54,600
At 31 December		1,020,784	474,275

* These amounts were presented within trade and other receivables in the prior year.

7. **Investments in subsidiaries (continued)**

7(b) Amounts due from subsidiaries (non-current) (continued)

In previous financial year

RM54,600,000 of non-current amount due from subsidiaries are advances which are unsecured and subject to interest rate of 3.55% (2022: 3.55%) per annum. The amount is repayable after 12 months.

Details of subsidiaries are as follows:

Name of subsidiary	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest 2023 %	2022 %
TT dotCom Sdn. Bhd.	Malaysia	Provision of voice, data, video and image communication services through its domestic and international network	100	100
Planet Tapir Sdn. Bhd.	Malaysia	Investment holding	100	100
TIME dotCom Japan K.K.*	Japan	Provision of telecommunication services, co-location and other related services	100	100
TIME dotCom Global Services Sdn. Bhd.	Malaysia	Provision of telecommunication and related services	100	100
Global Transit (Hong Kong) Limited*	Hong Kong	Provision of management services	100	100
Global Transit Singapore Pte. Ltd.*	Singapore	Wholesale of telecommunication equipment and related services	100	100
Global Transit Limited	Labuan, Malaysia	Engaged in the business of telecommunication services and trading bandwidth capacity	100	100
Global Transit 2 Limited	Labuan, Malaysia	Engaged in the business of telecommunication services and trading bandwidth capacity	100	100
Global Transit 3 Limited	Labuan, Malaysia	Engaged in the business of telecommunication services and trading bandwidth capacity	100	100

7. Investments in subsidiaries (continued)

Details of subsidiaries are as follows: (continued)

Name of subsidiary	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest 2023 %	Effective ownership interest 2022 %
Global Transit 5 Limited	Labuan, Malaysia	Engaged in the business of telecommunication services and trading bandwidth capacity	100	100
TIME Fibre Sdn. Bhd.***	Malaysia	Provision of voice, data, video and image communication services and other consumer home services	100	-
TIME Energy Sdn. Bhd.***	Malaysia	Provision of development, installation and maintenance services in relation to solar photovoltaic system	100	-
TIME dotCom International Sdn. Bhd.	Malaysia	Investment holding	100	100
AVM Cloud Sdn. Bhd.##	Malaysia	Development and sale of computer software and provision of information technology services	60	60
AIMS Data Centre Holding Sdn. Bhd.*^	Malaysia	Investment holding, provision of value added network services, information services, system integration services, operation of data networks and network-based applications for corporations and building management	-	100
Subsidiary of TIME dotCom International Sdn. Bhd.				
TIME dotCom (Cambodia) Co., Ltd.*	Cambodia	Provision of telecommunication and related services	100	100

7. Investments in subsidiaries (continued)

Details of subsidiaries are as follows: (continued)

Name of subsidiary	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest 2023 %	2022 %
Subsidiaries of AVM Cloud Sdn. Bhd.				
Integrated Global Solutions Sdn. Bhd.##	Malaysia	Marketing of computer hardware and software; and provision of consultancy and support services related to computer programmes	60	60
Zeus Ventures Sdn. Bhd.##	Malaysia	Investment holding	60	60
AVM Cloud (Thailand) Limited##	Thailand	Provision of cloud services, developing and selling computer software and hardware and the provision of information technology services	60	60
Subsidiaries of AIMS Data Centre Holding Sdn. Bhd.				
AIMS Cyberjaya Sdn. Bhd.*^	Malaysia	Provision of value added network services, information services, system integration services, operations of data networks and network based applications for corporations	-	100
AIMS Data Centre Sdn. Bhd.*^	Malaysia	Provision of value added network services, information services, system integration services, operation of data networks and network based applications for corporations and building management	-	100
AIMS Data Centre Pte. Ltd.*^	Singapore	Provision of communications, telecommunications and data centre related services	-	100

7. Investments in subsidiaries (continued)

Details of subsidiaries are as follows: (continued)

Name of subsidiary	Principal place of business/ Country of incorporation	Principal activities	Effective ownership interest 2023 %	Effective ownership interest 2022 %
Subsidiaries of AIMS Data Centre Holding Sdn. Bhd. (continued)				
AIMS Data Centre (Thailand) Limited*^	Thailand	Provision of server co-location services, data back-up services, data retrieval services for disaster recovery, provision of consultation and training, data centre operations and related services	-	51**

* Not audited by member firms of PwC Malaysia

** The Company had an effective ownership interest of 51% in AIMS Data Centre (Thailand) Limited. The remaining 49% effective ownership interest was held by Symphony Communication Public Company Limited ("SYMC").

*** On 2 May 2023, the Company incorporated a wholly-owned subsidiary, TIME Fibre Sdn Bhd. with issued share capital of RM500,000. The principal activities of TIME Fibre Sdn Bhd are provision of voice, data, video and image communication services and other consumer home services. On 27 September 2023, the Company incorporated a wholly-owned subsidiary, TIME Energy Sdn Bhd. with issued share capital of RM1,000,000. The principal activities of TIME Energy Sdn Bhd are provision of development, installation and maintenance services in relation to solar photovoltaic system.

^ Changes to shareholding In AIMS Data Centre Holding Sdn Bhd and its subsidiaries ("AIMS")

On 20 April 2023, the Company had completed the partial disposal of AIMS. Upon disposal, AIMS is no longer deemed as subsidiary of the Company and Is classified as a jointly controlled entity of the Company (Note 9) from that date. Details of the disposal is disclosed in Note 14 of the financial statement.

Arising from the above, the proposed disposal group is presented separately as disclosed in Note 14 to the financial statements.

The Company had an effective ownership interest of 60% in AVM Cloud Sdn. Bhd. ("AVM"). The remaining 40% effective ownership interest was held by the founding shareholders of AVM. The Company had an effective ownership interest in both Integrated Global Solutions Sdn. Bhd. and Zeus Ventures Sdn. Bhd. via 100% ownership held by AVM. The Company had an effective ownership interest in AVM Cloud (Thailand) Limited via 100% ownership held by AVM and its subsidiaries.

7. Investments in subsidiaries (continued)

The financial information of TIME dotCom Japan K.K., Global Transit (Hong Kong) Limited, Global Transit Singapore Pte. Ltd., TIME dotCom (Cambodia) Co., Ltd., AVM Cloud Sdn. Bhd. and its subsidiaries are consolidated into the Group financial statement based on management accounts as they are individually and in aggregate deemed immaterial to the statement of financial position, statement of profit or loss and other comprehensive income and statement of cash flows of the Group.

7.1 Non-controlling interests in subsidiaries

The Group's subsidiaries that have non-controlling interests ("NCI") are as follows:

2023	**AVM Cloud Sdn. Bhd. and subsidiaries RM'000**
NCI percentage of ownership interest and voting interest	40%
Carrying amount of NCI	36,009
Profit allocated to NCI	7,848
Summarised financial information before intra-group elimination	
As at 31 December	
Non-current assets	29,963
Current assets	88,767
Non-current liabilities	(2,421)
Current liabilities	(26,231)
Net assets	90,078
Year ended 31 December	
Revenue	124,732
Profit for the year	19,617
Total comprehensive income	19,617
Cash flows from operating activities	42,360
Cash flows used in investing activities	(7,789)
Cash flows used in financing activities	(17,410)
Net change in cash and cash equivalents	17,161
Dividends paid to NCI	1,963

7. Investments in subsidiaries (continued)

7.1 Non-controlling interests in subsidiaries (continued)

The Group's subsidiaries that have non-controlling interests ("NCI") are as follows: (continued)

2022	AIMS Data Centre (Thailand) Limited RM'000	AVM Cloud Sdn. Bhd. and subsidiaries RM'000	Total RM'000
NCI percentage of ownership interest and voting interest	49%	40%	
Carrying amount of NCI	(4,181)	30,124	25,943
(Loss)/Profit allocated to NCI	(4,909)	8,609	3,700
Summarised financial information before intra-group elimination			
As at 31 December			
Non-current assets	40,485	34,775	
Current assets	5,502	95,472	
Non-current liabilities	(43,158)	(10,121)	
Current liabilities	(11,319)	(44,806)	
Net (liabilities)/assets	(8,490)	75,320	
Year ended 31 December			
Revenue	2,356	129,968	
(Loss)/Profit for the year	(10,018)	21,523	
Total comprehensive (loss)/income	(10,018)	21,523	
Cash flows (used in)/from operating activities	(4,607)	11,970	
Cash flows used in investing activities	(63)	(15,091)	
Cash flows from financing activities	4,466	4,574	
Net change in cash and cash equivalents	(204)	1,453	

8. Investments in associates

	Note	Group 2023 RM'000	Group 2022 RM'000
At cost			
Unquoted shares outside Malaysia	8.1	114,077	111,809
Quoted shares outside Malaysia	8.1	290,730	290,730
		404,807	402,539
Share of post-acquisition results and reserves		119,932	84,242
Total investment in associates		524,739	486,781
Share of market value of quoted shares outside Malaysia		212,033	159,161

8.1 Details of associates are as follows:

Name of entity	Principal place of business/ Country of incorporation	Nature of the business	Effective ownership interest and voting interest 2023 %	Effective ownership interest and voting interest 2022 %	Financial year end
Symphony Communication Public Company Limited ("SYMC")+$	Thailand	Provision of telecommunication services and related services in Thailand	46.8	46.8	31 December
CMC Telecommunication Infrastructure Corporation ("CMC")+#	Vietnam	Provision of telecommunication and related services in Vietnam	45.3	45.3	31 March

+ The Group's share of profit and loss is based on the latest unaudited financial statements for the year ended 31 December 2023.

During the financial year, CMC had declared dividend in specie amounting to VND11,753,590,000 (RM2,268,443 equivalent).

$ During the financial year, SYMC had issued cash dividend amounting to THB 18,993,945 (RM2,518,042 equivalent).

8. Investments in associates (continued)

8.1 Details of associates are as follows: (continued)

The following table summarises the information of the Group's material investments in associates, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates.

Group	**2023**		
Summarised financial information As at 31 December	**SYMC RM'000**	**CMC RM'000**	**Total RM'000**
Non-current assets	469,199	287,407	756,606
Current assets	118,666	280,879	399,545
Non-current liabilities	(6,505)	(67,560)	(74,065)
Current liabilities	(192,787)	(251,924)	(444,711)
Net assets	388,573	248,802	637,375
Year ended 31 December			
Revenue	258,407	469,741	728,148
Profit for the year	31,070	30,965	62,035
Other comprehensive income for the year	505	-	505
Reconciliation of net assets to carrying amount as at 31 December			
Group's share of net assets	182,008	112,633	294,641
Goodwill	159,335	56,749	216,084
Effect of foreign exchange	1,755	12,259	14,014
Carrying amount in the statement of financial position	343,098	181,641	524,739
Group's share of results for the year ended 31 December			
Group's share of profit	14,553	14,018	28,571
Group's share of other comprehensive income	8,982	2,923	11,905
Group's share of total comprehensive income	23,535	16,941	40,476
Other information			
Dividend received by the Group	2,518	2,268	4,786

8. Investments in associates (continued)

8.1 Details of associates are as follows: (continued)

The following table summarises the information of the Group's material investments in associates, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the associates.

Group	2022		
Summarised financial information **As at 31 December**	**SYMC** **RM'000**	**CMC** **RM'000**	**Total** **RM'000**
Non-current assets	461,828	288,826	750,654
Current assets	79,739	223,813	303,552
Non-current liabilities	(79,330)	(87,803)	(167,133)
Current liabilities	(123,934)	(198,319)	(322,253)
Net assets	338,303	226,517	564,820
Year ended 31 December			
Revenue	213,117	443,063	656,180
Profit for the year	19,488	30,584	50,072
Other comprehensive income for the year	191	-	191
Reconciliation of net assets to carrying amount as at 31 December			
Group's share of net assets	158,461	102,544	261,005
Goodwill	159,335	56,749	216,084
Effect of foreign exchange	4,285	5,407	9,692
Carrying amount in the statement of financial position	322,081	164,700	486,781
Group's share of results for the year ended 31 December			
Group's share of profit	9,128	13,845	22,973
Group's share of other comprehensive income	2,105	677	2,782
Group's share of total comprehensive income	11,233	14,522	25,755
Other information			
Dividend received by the Group	1,912	6,928	8,840

8. Investments in associates (continued)

8.2 Impairment assessment on investment in SYMC

The Group had undertaken an impairment test on its investment in SYMC following an impairment indicator arising from the lower market value of quoted shares as compared to carrying amount of investment in SYMC and lower actual results as compared to budgeted results.

The recoverable amount from the investment in SYMC was based on its value in use. The recoverable amount from the investment was determined to be higher than its carrying amount.

The following assumptions have been applied in the calculation:

(i) Cash flow projections were based on five-year financial plan.

(ii) Average revenue growth of 14% per annum.

(iii) Discount rate of 9.2% (2022: 7.7%). The discount rate used reflect specific risks relating to the investment; and

(iv) Terminal growth rate of 3% (2022: 3%) represents growth rate applied to extrapolate discounted cash flow beyond the five (2022: five) year financial plan period.

There are no reasonably possible changes in any of the key assumptions that would result in any impairment losses in SYMC except for 3% decrease in average revenue growth rate per annum (with all variables being held constant) which could indicate an impairment loss of RM38.7 million.

8.3 Impairment assessment on investment in CMC

The Group had undertaken an impairment test on its investment in CMC following an impairment indicator arising from the lower actual results as compared to budgeted results.

The recoverable amount from the investment in CMC was based on its value in use. The recoverable amount from the investment was determined to be higher than its carrying amount.

The following assumptions have been applied in the calculation:

(i) Cash flow projections were based on four-year financial plan.

(ii) Average revenue growth per annum and EBITDA margin of 22% and 19% respectively.

(iii) Discount rate of 10.50% (2022: 8.82%). The discount rate used reflect specific risks relating to the investment; and

(iv) Terminal growth rate of 3% (2022: 3%) represents growth rate applied to extrapolate pre-tax cash flow beyond the four (2022: five) year financial plan period.

8. Investments in associates (continued)

8.3 Impairment assessment on investment in CMC (continued)

There are no reasonably possible changes in any of the key assumptions that would result in any impairment losses in CMC except for 1% decrease in average revenue growth rate per annum (with all variables being held constant), which could indicate an impairment loss of RM53.0 million, decreased of 2% in EBITDA margin (with all other variables are being held constant), which could indicate an impairment of RM2.1 million (2022: Nil), increased of 3% in discount rate (with all other variables are being held constant), would indicate an impairment loss of RM0.9 million.

9. Investments in jointly controlled entity

	Group and Company	
	2023 RM'000	**2022 RM'000**
Fair value of retained interest at initial recognition	680,000	-
Share of post-acquisition results and reserves	5,001	-
Total investment in jointly controlled entity	685,001	-

The fair value of its effective residual 30% stake in AIMS is premised upon the market approach, taking into consideration recently completed transaction with DigitalBridge Group Inc., traded earnings multiples of comparable companies and an adjustment reflecting its equity stake.

9.1 Details of jointly controlled entity are as follows:

Name of entity	Principal place of business/ Country of incorporation	Nature of the business	Effective ownership interest and voting interest 2023 %	Effective ownership interest and voting interest 2022 %	Financial year end
AIMS Data Centre Holding Sdn. Bhd.	Malaysia	Investment holding, provision of value-added network services, information services, system integration services, operation of data networks and network-based applications for corporations and building management	30*	100	31 December

* Upon completion of Proposed Transactions on 20 April 2023, the Group held a 30% effective interest of AIMS Data Centre Holding Sdn. Bhd. The Group has joint control over AIMS as unanimous decision from both shareholders are required on shareholder reserved matters that affect the relevant activities of AIMS. Details of the disposals are disclosed in Note 14.

9. Investments in jointly controlled entity (continued)

9.1 Details of jointly controlled entity are as follows: (continued)

On 9 May 2023, the Company entered into a share sale and purchase agreement with AIMS and DBAPL to divest the remaining 30% of the issued shares of AIMS TH to AIMS for RM4,821,600 only, which had been satisfied via the allotment and Issuance of 3,000 ordinary shares of AIMS at an issue price of RM1,607.20 per ordinary share to the Company. Consequently, AIMS TH became a wholly owned subsidiary of AIMS.

The following table summarises the information of the Group's material investments in jointly controlled entity, adjusted for any differences in accounting policies and reconciles the information to the carrying amount of the Group's interest in the jointly controlled entity.

Group and Company	**2023 RM'000**
Summarised financial information	
As at 31 December	
Non-current assets	741,996
Current assets	120,970
Non-current liabilities	(449,790)
Current liabilities	(108,793)
Net assets	304,383
Profit from date of acquisition to 31 December 2023	
Revenue	160,760
Profit for the period	16,671
Reconciliation of net assets to carrying amount as at 31 December	
Group's share of net assets	94,363
Goodwill	590,638
Carrying amount in the statement of financial position	685,001
Group's share of results for the year ended 31 December	
Group's share of profit	5,001

10. Other investments

Group	2023 RM'000	2022 RM'000
<u>Non-current</u>		
Fair value through other comprehensive income ("FVOCI")		
At 1 January	55,027	41,731
Addition	441	-
Fair value (loss)/gain	(451)	13,296
At 31 December	55,017	55,027
<u>Current</u>		
FVOCI		
At 1 January	-	2,000
Proceeds from maturity of investment	-	(2,000)
At 31 December	-	-
Total unquoted equity securities at FVOCI	55,017	55,027

Company		
<u>Current</u>		
FVOCI		
At 1 January	-	2,000
Proceeds from maturity of investment	-	(2,000)
At 31 December	-	-

The Group and the Company designated the investments shown above as equity securities at fair value through other comprehensive income because these equity securities represent investments that the Group and the Company intend to hold for long-term strategic purposes.

The fair value of other investments are disclosed in Note 34.6.

Dividend income recognised in profit of loss of the Group during the year is RM125,000 (2022: RM192,000).

11. Deferred tax assets/(liabilities)

The recognised tax benefit of unabsorbed capital allowances, unutilised tax losses, lease liabilities and other deductible temporary differences are based on projected probable future taxable profits. Assumptions about the generation of future taxable profits are dependent on management's projection of future profitability of the entities concerned. These assumptions include estimation of future revenue, profit margins, operating and administrative expenditure and non-amendments of income tax legislation. Actual results could be significantly different from the Directors' estimate of future profitability since anticipated events may not occur as expected and the variation could be material.

Deferred tax assets and liabilities are attributable to the following:

	Assets		**Liabilities**		**Net**	
Group	**2023 RM'000**	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Property, plant and equipment	64	-	(240,849)	(181,637)	(240,785)	(181,637)
Right-of-use assets	-	-	(21,272)	(22,594)	(21,272)	(22,594)
Other deductible temporary differences	119,488	74,976	(877)	(114)	118,611	74,862
Lease liabilities	17,758	18,130	-	-	17,758	18,130
Unabsorbed capital allowances	35,131	18,159	-	-	35,131	18,159
Unutilised tax losses	601	28,316	-	-	601	28,316
Tax assets/(liabilities)	173,042	139,581	(262,998)	(204,345)	(89,956)	(64,764)
Set-off of tax	(141,694)	(112,007)	141,694	112,007	-	-
Net tax assets/(liabilities)	31,348	27,574	(121,304)	(92,338)	(89,956)	(64,764)

	Net Assets/(Liabilities)	
Company	**2023 RM'000**	**2022 RM'000**
Other deductible temporary differences	(876)	-
Unutilised tax losses	601	2,775
	(275)	2,775

11. Deferred tax assets/(liabilities) (continued)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	Group	
	2023 RM'000	2022 RM'000
Other deductible temporary differences	17,235	9,212
Unabsorbed capital allowances	107,060	57,259
Unutilised investment allowances	34,096	65,596
Unutilised tax losses	125,747	116,799
	284,138	248,866

The unutilised investment allowances will be disregarded in YA 2026 under the current tax legislation subject to no substantial changes to the Income Tax Act 1967 and guidelines issued by Ministry of Finance. Unabsorbed capital allowances do not expire under the current tax legislation.

The unutilised tax losses will be disregarded up to following years under the current tax legislation in Malaysia, Cambodia, Hong Kong and Singapore.

	Group	
	2023 RM'000	2022 RM'000
2023	-	4,580
2024	3,621	8,825
2025	9,175	6,323
2026	6,563	15,830
2027	8,826	7,328
2028	4,250	-
2029	79,950	65,606
2030	7,785	4,838
2031	-	3,172
2032	5,280	-
No expiry	297	297
	125,747	116,799

Deferred tax assets have not been recognised in respect of these items because it is not probable that sufficient future taxable profits will be available against which the Group and/or the Company can utilise the benefits therefrom.

11. Deferred tax assets/(liabilities) (continued)

Movement in temporary differences during the year

Group	At 1.1.2022 RM'000	Recognised in profit or loss (Note 26) RM'000	Included in disposal group held for sale (Note 14) RM'000	At 31.12.2022/ 1 .1.2023 RM'000	Recognised in profit or loss (Note 26) RM'000	At 31.12.2023 RM'000
Property, plant and equipment	(209,176)	(7,651)	35,190	(181,637)	(59,148)	(240,785)
Right-of-use assets	(28,262)	3,107	2,561	(22,594)	1,322	(21,272)
Other deductible temporary differences	89,683	(11,916)	(2,905)	74,862	43,749	118,611
Unutilised investment tax allowance	2,736	24,592	(27,328)	-	-	-
Lease liabilities	25,098	(4,306)	(2,662)	18,130	(372)	17,758
Unabsorbed capital allowances	50,074	(11,944)	(19,971)	18,159	16,972	35,131
Unutilised tax losses	108,030	(79,714)	-	28,316	(27,715)	601
	38,183	(87,832)	(15,115)	(64,764)	(25,192)	(89,956)

Company	At 1.1.2022 RM'000	Recognised in profit or loss (Note 26) RM'000	At 31.12.2022/ 1.1.2023 RM'000	Recognised in profit or loss (Note 26) RM'000	At 31.12.2023 RM'000
Other deductible temporary differences	518	(518)	-	(876)	(876)
Unutilised tax losses	3,588	(813)	2,775	(2,174)	601
	4,106	(1,331)	2,775	(3,050)	(275)

12. Trade and other receivables

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Non-current					
Trade					
Prepayments		1,649	1,814	-	-
Non-trade					
Other receivables	12.6	126,743	-	-	-
Less: Allowance for impairment losses	12.4	(23,308)	-	-	-
		103,435	-	-	-
Total trade and non-trade receivables		105,084	1,814	-	-
Contract costs asset, net of amortisation	12.3	25,834	-	-	-
Total non-current receivables		130,918	1,814	-	-
Current					
Trade					
Trade receivables	12.2	213,368	205,119	-	-
Less: Allowance for impairment losses	12.4	(30,349)	(26,818)	-	-
		183,019	178,301	-	-
Amounts due from related parties	12.2	55,118	47,881	-	-
Deposits		82	78	-	-
Prepayments		10,534	12,825	-	-
Total trade receivables		248,753	239,085	-	-
Contract costs asset, net of amortisation	12.3	85,924	104,516	-	-
		334,677	343,601	-	-
Non-trade					
Amounts due from related parties	12.2	3,803	-	-	-
Amounts due from subsidiaries	12.1	-	-	363,677	990,569
Less: Allowance for impairment losses		-	-	(59,000)	-
		-	-	304,677	990,569
Amounts due from associates	12.5	1,533	1,533	-	-
Less: Allowance for impairment losses		(1,353)	(1,353)	-	-
		180	180	-	-
Other receivables	12.6	39,493	161,388	8,269	40
Deposits		980	986	91	91
Prepayments	12.7	39,276	27,573	3,189	4,550
		83,732	190,127	316,226	995,250
		418,409	533,728	316,226	995,250

12. Trade and other receivables (continued)

Other than prepayments, the above trade and other receivables are categorised as amortised cost.

12.1 Amounts due from subsidiaries

Included in the current amounts due from subsidiaries are advances amounting to RM68,256,000 which are unsecured, subject to interest rate of 1.55% per annum and repayable on demand. The remaining amounts due from subsidiaries in current amount due from subsidiaries are unsecured, interest free and repayable on demand. The balances arise mainly from inter-company advances and expenses paid on behalf.

The Company considers amounts due from subsidiaries to have low credit risk as the subsidiaries have capacity to meet their contractual cash flow obligations in the near term and adverse changes in economic and business conditions may, but will not necessarily, reduce the ability of the subsidiaries to fulfil its contractual cash flow obligations. The Company does not specifically monitor the ageing of amounts due from subsidiaries as the Company is able to determine the timing of payments of the subsidiaries' balances when they are payable.

The amounts due from subsidiaries in current amount due from subsidiaries are unsecured, interest free and repayable on demand. The balances arise mainly from inter-company advances and expenses paid on behalf.

The Company considers amounts due from subsidiaries to have low credit risk as the subsidiaries have capacity to meet their contractual cash flow obligations in the near term and adverse changes in economic and business conditions may, but will not necessarily, reduce the ability of the subsidiaries to fulfil its contractual cash flow obligations. The Company does not specifically monitor the ageing of amounts due from subsidiaries as the Company is able to determine the timing of payments of the subsidiaries' balances when they are payable.

12.2 Trade receivables and amount due from related parties

The credit period granted for sales/services rendered ranges from 30 to 90 days (2022: 30 to 90 days).

12.3 Contract costs asset, net of amortisation

Cost to obtain a contract primarily comprises incremental commission fees paid to intermediaries as a result of obtaining contracts and equipment cost incurred for installation at customer premises during activation and they are recoverable.

12. Trade and other receivables (continued)

12.3 Contract costs asset, net of amortisation (continued)

Contract costs are amortised when related revenues are recognised.

	Group	
	2023 **RM'000**	**2022** **RM'000**
As at 1 January	104,516	74,180
Additions	162,617	151,106
Amortised to profit or loss	(155,375)	(120,770)
As at 31 December	111,758	104,516

12.4 Allowance for impairment losses

The impairment losses relate entirely to trade receivables. There were no impairment in relation to outstanding trade balances due from related parties.

12.5 Non-trade amounts due from associates

Amount due from associates are unsecured, interest free, non trade in nature and repayable on demand, included in the amounts due from associates are shareholder advances amounting to RM1,353,000 (2022: RM1,353,000).

12.6 Other receivables

Included in the Group's other receivables are wayleave deposits paid to local councils amounting to RM113,184,000 (2022: RM132,857,000) for the construction of telecommunications network assets.

12.7 Prepayment

Included in the Group and Company prepayment is an escrow account of RM3,000,000 (2022: RM4,500,000) for deferred consideration held in trust by a trustee for the acquisition of AVM Cloud Sdn. Bhd.

13. Cash and bank balances

		Group		Company	
	Note	**2023 RM'000**	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Cash and bank balances		293,952	177,543	13,885	6,124
Deposits placed with licensed banks	13.2	941,089	307,092	558,042	69,910
Cash and cash equivalents		1,235,041	484,635	571,927	76,034
Deposits placed with licensed banks maturing more than three months	13.2	300,000	-	300,000	-
Restricted cash	13.1	1,349	4,161	36	36
		1,536,390	488,796	871,963	76,070

Cash and bank balances are categorised as amortised cost.

13.1 Restricted cash

Restricted cash are amounts withheld by licensed financial institutions as security for bank facilities granted to subsidiaries.

The cash and bank balances of the Group do not include bank balances amounting to RM1,576,000 (2022: RM5,660,000) held by the Group, in trust for consortium members of a submarine cable system to pay the turnkey supplier under the terms of supply contract.

13.2 Deposits placed with licensed banks

Deposits of the Group and of the Company have maturities of 7 - 366 days (2022: 7 – 90 days) and 14 - 186 days (2022: 30 – 90 days). Bank balances are deposits held at call with banks. The interest rates for the deposits and bank balances of the Group and of the Company were 2.45% - 4.94% (2022: 1.90% - 3.92%) and 2.45%- 4.00% (2022: 2.00% - 3.45%) respectively.

14. Discontinued operation

On 22 November 2022, the Company announced the proposed strategic partnership for the AIMS data centre business via the partial divestment by the Company of shares in AIMS Data Centre Holding Sdn Bhd ("AIMS") and AIMS Data Centre (Thailand) Limited ("AIMS TH") to DB Arrow Pte Limited ("DBAPL"), part of Digitalbridge Group Inc., by entering into the following agreements on 21 November 2022.

(a) a conditional share sale and purchase agreement with DBAPL for the proposed divestment of 49% of the issued ordinary shares and 100% of the irredeemable convertible preference shares of AIMS ("Proposed transaction 1");

14. Discontinued operation (continued)

(b) a conditional share sale and purchase agreement with DBAPL and Symphony Communication Public Company Limited ("SYMC") (being an associate of the Company, and the other seller) for the proposed divestment of the Company's 21% of the issued shares of AIMS TH ("Proposed transaction 2"),

collectively as "Proposed Transactions".

On 15 February 2023, the proposed strategic partnership with DBAPL was approved in the Company's Extraordinary General Meeting.

On 20 April 2023, the Company announced the completion of the Proposed Transactions and a total consideration of RM2,029.28 million was received on even date.

On 19 October 2023, an additional consideration of RM10.34 million was received. Thus, total final consideration received for the divestment amount to RM2,039.62 million. The irredeemable convertible preference shares of AIMS entitle the holder to present ownership interest in AIMS. Accordingly, pursuant to the disposal, the Company has 30% effective interest remaining in AIMS despite its 51% legal ownership of the ordinary shares in AIMS. As the Group no longer controls AIMS and AIMS TH respectively pursuant to the disposal, the assets and liabilities of AIMS and AIMS TH have been deconsolidated from that date.

On 21 November 2022, the Company entered into a Shareholders' Agreement ("SHA") with DBAPL. Based on the SHA, the Group has joint control over AIMS as unanimous decision from both shareholders are required on shareholder reserved matters that affect relevant activities of AIMS. As such, the Group accounts for the retained interest in AIMS as an investment in jointly controlled entity from the date of disposal. The Group therefore presents and discloses the financial results of AIMS Group up to 20 April 2023 as discontinued operations. The financial performance and cash flow information of the discontinued operations up to 20 April 2023 are as follows:

(a) Financial performance

Profit attributable to the discontinued operations up to 20 April 2023 was as follows:

	Group		Company	
	1 January – 30 April 2023 RM'000	**1 January – 31 December 2022 RM'000**	**1 January – 30 April 2023 RM'000**	**1 January – 31 December 2022 RM'000**
Operating revenue	60,929	120,992	-	-
Operating expenses	(41,851)	(61,168)	-	-
Profit before tax	19,078	59,824	-	-
Tax expense	(5,657)	7,643	-	-
Profit for the period	13,421	67,467	-	-
Gain on divestment of subsidiaries (refer to (i))	2,269,692	-	2,439,520	-
Profit from discontinued operations	2,283,113	67,467	2,439,520	-
Currency translation difference	2,545	-	-	-
Total comprehensive income from discontinued operations	2,285,658	67,467	2,439,520	-

14. Discontinued operation (continued)

(a) Financial performance (continued)

(i) Details of the gain on divestment of subsidiaries:

	Group RM'000	Company RM'000
Consideration received up to 31 December 2023	2,039,621	2,039,621
Expenses directly attributable	(40,199)	(40,199)
Total net divestment consideration	1,999,422	1,999,422
Retained interest in joint venture	680,000	680,000
Carrying amount of net asset disposed (refer to (ii))	(407,185)	(239,902)
Reclassification of foreign currency translation reserve	(2,545)	-
Net gain on divestment of subsidiaries	2,269,692	2,439,520
Net gain on divestment of subsidiaries includes the following:		
Gain on disposed interest	1,679,054	1,831,503
Gain on measuring retained interest at fair value	590,638	608,017
	2,269,692	2,439,520

(ii) The carrying amount of assets and liabilities as at 20 April 2023 were:

	RM'000
Assets	
Property, plant and equipment	502,923
Right-of-use assets	24,426
Intangible assets	111,858
Trade and other receivables	80,195
Deferred tax assets	14,948
Tax recoverable	390
Restricted cash	268
Cash and cash equivalents	48,976
	783,984
Liabilities	
Loans and borrowings	(88,676)
Lease liabilities	(22,305)
Trade and other payables	(270,965)
Provision for taxation	(857)
	(382,803)

14. Discontinued operation (continued)

(a) Financial performance (continued)

(ii) The carrying amount of assets and liabilities as at 20 April 2023 were: (continued)

	RM'000
Total net asset disposed	401,181
Less: Non-controlling interest	6,004
Total net assets disposed attributable to the owners of the Company	407,185

(b) Cash flows from the discontinued operations up to 20 April 2023 was as follows:

	Group	
	1.1.2023 to 20.4.2023	**1.1.2022 to 31.12.2022**
	2023 RM'000	**2022 RM'000**
Cash flows from discontinued operation		
Net cash (to)/from operating activities	(17,815)	184,327
Net cash used in investing activities		
- AIMS Group investing activities	(21,394)	(152,184)
- Gross proceeds from disposal of AIMS Group*	2,029,621	-
Net cash from/(used in) financing activities	47,935	(16,991)
Effect of exchange rate	(105)	140
Effect on cash flows	2,038,242	15,292

* Excludes directly attributable expenses in relation to divestment of AIMS.

14. Discontinued operation (continued)

In the previous year, financial statement of the disposal group is presented as a disposal group held for sale.

	Note	Group 2022 RM'000	Company 2022 RM'000
Assets classified as held for sale			
Property, plant and equipment	3	500,598	-
Right-of-use assets	5	27,630	-
Intangible assets	6	111,858	-
Investments in subsidiaries	7	-	239,902
Trade and other receivables		56,447	-
Deferred tax asset	11	15,115	-
Tax recoverable		397	-
Restricted cash		311	-
Cash and cash equivalents		40,355	-
		752,711	239,902
Liabilities classified as held for sale			
Loans and borrowings	17	90,615	-
Lease liabilities	18	24,900	-
Trade and other payables		55,877	-
Provision for tax		1,832	-
		173,224	-

The carrying value of property, plant and equipment of the disposal group is the same as its carrying value before it was being reclassified to current asset.

15. Share capital

	Group and Company			
	Amount 2023 RM'000	Number of shares 2023 '000	Amount 2022 RM'000	Number of shares 2022 '000
Issued and fully paid shares with no par value classified as equity instruments:				
Ordinary shares				
At 1 January	1,418,562	1,836,586	1,379,148	1,825,619
Issuance of new ordinary shares pursuant to the share grant plan and share option plan	48,862	10,252	39,414	10,967
At 31 December	1,467,424	1,846,838	1,418,562	1,836,586

During the financial year, the issued share capital of the Company was increased from 1,836,586,103 (2022: 1,825,618,888) ordinary shares to 1,846,838,643 (2022: 1,836,586,103) ordinary shares by way of:

(i) the issuance of 1,980,000 (2022: Nil) new ordinary shares pursuant to the Company's share options;

(ii) the issuance of 8,272,540 (2022: 10,967,215) new ordinary shares pursuant to the Company's share grant plan; and

The new ordinary shares issued shall rank pari passu with the existing ordinary shares of the Company.

16. Reserves

		Group		Company	
	Note	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
FVOCI reserve	16.1	38,645	39,096	-	-
Foreign currency translation reserve	16.2	44,921	29,610	-	-
Share grant reserve	16.3	31,593	-	31,593	-
Share option reserve	16.4(a), (b)	(53,422)	3,114	1,566	3,114
Hedging reserve		(52)	(84)	-	-
Retained earnings		2,610,465	1,611,489	1,378,747	364,476
		2,672,150	1,683,225	1,411,906	367,590

16. Reserves (continued)

16.1 Fair value through other comprehensive income ("FVOCI") reserve

The FVOCI reserve comprises the cumulative net change in the fair value of equity investments at fair value through other comprehensive income until the investments are derecognised upon sale or impaired.

During the year, the net change in the fair value of FVOCI has resulted in a loss of RM451,000 (2022: gain of RM13,296,000).

16.2 Foreign currency translation reserve

The translation reserve comprises cumulative foreign currency differences arising from the translation of the financial statements of foreign operations.

16.3 Share grant reserve

The share grant reserve represents the cumulative value of share-based payments granted to eligible employees of the Group. When shares, pursuant to the share grant, are issued to eligible employees, the value of such shares are transferred from share grant reserve to share capital.

Details of the share grant plan are as follows:

	Fair value at grant date	At 1 January 2023	Granted but not vested during the year	Vested and issued	Forfeited	At 31 December 2023
2023 Awards	RM5.11	-	15,226,415	(8,272,540)	(1,225,175)	5,728,700
2023 Awards (Provision)	RM4.95	-	7,340,899	-	-	7,340,899
Total		-	22,567,314	(8,272,540)	(1,225,175)	13,069,599

Shares granted will vest only upon the fulfilment of vesting conditions which include achievement of financial performance targets set by the Group and achievement of a minimum grading by the entitled employee in accordance with the performance management system adopted by the Group.

On 31 October 2022, the Company announced that the Share Grant Plan ("SGP") which was implemented on 2 November 2012 for a period of 10 years, expired on 1 November 2022 pursuant to the By-Laws of the SGP. Accordingly, any Award Shares granted which had yet to be vested was deemed cancelled and be null and void.

16. Reserves (continued)

16.3 Share grant reserve (continued)

On 18 April 2023, the Company announced the proposed establishment of a SGP of up to ten percent (10.0%) of the issued ordinary shares in the Company (excluding treasury shares, if any). The shareholders of the Company approved the SGP at the Extraordinary General Meeting held on 15 June 2023 and the effective date for the implementation of the SGP was 22 June 2023.

The salient features of the SGP are, inter alia, as follows:

(a) Maximum number of ordinary shares (“TDC Shares” or “Shares”) available under the SGP.

The maximum number of TDC Shares which may be made available under the SGP shall not exceed, in aggregate, 10% of the total number of issued TDC Shares (excluding treasury Shares, if any) at any point in time during the duration of the SGP (“Maximum TDC Shares Available”). The Scheme Committee appointed by the Board has the sole and absolute discretion to implement and administer the SGP in accordance with the By-Laws.

If the aggregate number of TDC Shares made available under the SGP exceeds the Maximum TDC Shares Available as a result of the Company purchasing its own Shares or reducing its total number of issued Shares in accordance with the provisions of the Companies Act 2016 and/or undertaking any other corporate proposal(s) resulting in the reduction of the Company’s total number of issued Shares, all offers and grants made prior to the said variation of the total number of issued Shares of the Company shall remain valid and may be vested as if that purchase or reduction and/or corporate proposal(s) had not occurred. However, no further offers and/or grants shall be made unless the total number of TDC Shares and/or treasury Shares (if any) which may be issued or transferred under the SGP falls below or is equal to the Maximum TDC Shares Available, as the case may be.

In the case of a transfer of treasury Shares and/or existing TDC Shares to the grantees under the SGP, the Scheme Committee will use all reasonable efforts to ensure that the Company and/or the appointed trustee have sufficient treasury Shares and/or TDC Shares, as the case may be, to satisfy the grants made during the duration of the SGP.

(b) Basis of allocation and maximum allowable allotment

The aggregate number of TDC Shares that may be allocated to an eligible employee under the SGP at any time shall be determined at the sole and absolute discretion of the Scheme Committee after taking into consideration, among others, the objective of the SGP, the Group’s and such eligible employee’s performance, and/or such other allocation criteria as the Scheme Committee may deem relevant (subject always to the By-Laws and any applicable laws).

16. Reserves (continued)

16.3 Share grant reserve (continued)

(b) Basis of allocation and maximum allowable allotment (continued)

Notwithstanding the foregoing and any adjustment as may be required, as well as subject to any applicable laws, the allocation to any individual eligible employee who, either singly or collectively through persons connected with the said eligible employee, holds 20% or more of the total number of issued Shares (excluding treasury Shares, if any), shall not be more than 10% of the Maximum TDC Shares Available ("Maximum Limit for Eligible Employee").

The Executive Directors and senior management of the Group as well as members of the Scheme Committee shall not participate in any deliberation or discussion and/or shall abstain from making/voting on any resolution on their own respective allocations and/or allocations to persons connected with them under the SGP.

The Company may, during the duration of the SGP, make one or more offers and/or grants to any eligible employee, whom the Scheme Committee may at its sole and absolute discretion decide. Subject to the Maximum Limit for Eligible Employee, each offer and/or grant made by the Company to any eligible employee shall be separate and independent from any previous or later offer and/or grant made by the Company to that eligible employee.

(c) Eligibility

Any employee in the Group (including Executive Directors) whose employment with the Group has been confirmed and has fulfilled any other eligibility criteria which has been determined by the Scheme Committee at its sole and absolute discretion from time to time, as the case may be, shall be eligible to be considered for an offer under the SGP.

Subject to applicable laws, the Scheme Committee may determine any other eligibility criteria and/or vary or revise or waive any of the eligibility criteria set out in the By-Laws at any time and from time to time, at its sole and absolute discretion.

Eligibility for consideration under the SGP does not confer any eligible employee with any claim or any other right whatsoever under the SGP, and such eligible employee does not acquire or have any right over, or in connection with, any grant.

(d) Duration of the SGP

The SGP shall be in force for a duration of 10 years commencing from the Effective Date. All unvested TDC Shares comprised in any grant shall forthwith cease to be capable of vesting upon expiration of the SGP.

The vesting period for each grant under the SGP is three-years and the fair value of shares granted has taken into account the expected dividend yield and share price volatility.

16. Reserves (continued)

16.3 Share grant reserve (continued)

The Group recognised share grant expenses in profit or loss totalling to RM73,609,000 (2022: RM35,676,000) in the current year. The Company recognised share grant expenses of RM7,370,000 (2022: RM6,280,000) in the current year.

On 26 July 2023, the Company issued 8,272,540 new ordinary shares to eligible employees under the SGP. The closing share price on the vesting date of 7 August 2023 was RM5.36 per share. The vesting of the shares under the SGP was subject to the Group achieving certain financial targets and upon the eligible employees meeting the minimum grading criteria in accordance with the performance management system adopted by the Group.

16.4 Share option reserve

(a) Share option of an Executive Director

On 20 June 2019, the Company granted an option to an Executive Director ("ED Share Option") of the Company to subscribe for up to 3,300,000 new ordinary shares in the Company. The option exercise price was fixed at RM7.95, which represented a discount of approximately 10% to the 5-day volume weighted average market price of the Company's shares immediately preceding the date on which the option was granted. The option may be exercised by the Executive Director at any time and from time to time during the 5 year option period up to a maximum of 20% of the total option shares per annual period. Unexercised options may be carried forward to the next period without reducing the maximum exercisable portion in the next period.

The option exercise price was adjusted pursuant to a special dividend paid by the Company in the following year:

Dividend paid date	Revised option price
31 March 2020	7.835
31 March 2021	7.761
22 December 2021	2.540
23 March 2022	2.526
27 September 2022	2.438
24 March 2023	2.428
26 May 2023	2.194
15 September 2023	2.130

On 6 August 2021, the Company issued bonus shares on the basis of two bonus shares for every one existing ordinary share held. The Executive Director's remaining option shares of 2,850,000 was adjusted to 8,550,000 option shares at an adjusted price of RM2.587 per share (from RM7.761 per share previously).

16. Reserves (continued)

16.4 Share option reserve (continued)

(a) Share option of an Executive Director (continued)

The fair value of services received in return for share options granted is based on fair value of share options granted, measured using Black-Scholes model, with the following inputs:

	Options granted on 20 June 2019
Fair value at grant date	RM2.43
Adjusted fair value of share options pursuant to special dividends paid	RM0.87
Weighted average share price	RM2.62
Option life	5 years

The Executive Director of the Company exercised 450,000, 4,590,000, 1,980,000 share options granted to him on 5 April 2021, 1 September 2021 and 16 January 2023 respectively. The Group received proceeds totalling RM3,492,450, RM11,874,330 and RM4,827,240 respectively as a result of the said exercise of share options.

The Group and the Company recognised share option costs in profit or loss totalling to RM471,000 (2022: RM901,000).

(b) Put option over shares held by NCI in AVM Cloud Sdn. Bhd.

In conjunction with the acquisition of AVM Cloud Sdn. Bhd. and its subsidiaries ("AVM Cloud") in the financial year ended 31 December 2021, the Group granted the non-controlling individual shareholders, a put option which requires the Group to purchase all shares held by the non-controlling individual shareholders, at a price determined to be nine-times the consolidated after profit of AVM Cloud based on the last audited financial statements. The put option is exercisable on any of the following:

- three months period commencing from the third anniversary of the effective date of agreement;
- in the event that any individual shareholders have attained the age of sixty years, within three months commencing from the third anniversary of the effective date of agreement;
- in the event of the death of the individual shareholders; or
- three months period commencing from the fifth, sixth and seventh anniversary of the effective date of agreement.

17. Loans and borrowings

	Note	Group 2023 RM'000	Group 2022 RM'000
Non-current			
Term loans (secured)	17.1	-	8,040
Revolving credit	17.2	-	4,625
		-	12,665
Current			
Term loans (secured)	17.1	6,288	9,635
Revolving credit	17.2	4,625	7,300
		10,913	16,935
		10,913	29,600

Loans and borrowings are categorised as amortised cost.

Reconciliation of movement of liabilities to cash flows arising from financing activities

Group	Note	At 1 January 2022 RM'000	Net changes from financing cash flows RM'000	Transfer to liabilities held for sale (Note 14) RM'000	Foreign exchange movement RM'000	Transaction cost capitalised RM'000	At 31 December 2022/ 1 January 2023 RM'000
Term loans	17.1	130,486	(23,239)	(90,615)	836	207	17,675
Revolving credit	17.2	-	11,925	-	-	-	11,925
		130,486	(11,314)	(90,615)	836	207	29,600

Group	Note	At 31 December 2022/ 1 January 2023 RM'000	Net changes from financing cash flows RM'000	Foreign exchange movement RM'000	Transaction cost capitalised RM'000	At 31 December 2023 RM'000
Term loans	17.1	17,675	(11,350)	(58)	21	6,288
Revolving credit	17.2	11,925	(7,300)	-	-	4,625
		29,600	(18,650)	(58)	21	10,913

17. Loans and borrowings (continued)

17.1 Term loans

Term loan of the Group comprise the following:

(i) In the previous financial year, USD denominated term loan amounting to RM6,377,000 which was secured/covered against:

(a) legal charge over all the assets of a subsidiary company;
(b) an assignment over a subsidiary company's present and future sales proceeds and an Earnings and Debt Service Reserve Account; and
(c) a corporate guarantee by the Company.

This loan was fully repaid during the year.

(ii) Term loan amounting to RM6,305,000 (2022: RM8,810,000) is secured against a legal charge over an office building (Note 3.7).

(iii) In the previous financial year, term loan amounting to RM566,000 was secured/covered against a legal charge over a building (Note 3.7). This loan was fully repaid during the year.

(iv) In the previous financial year, term loan amounting to RM246,000 was secured/covered against a legal charge over an investment property (Note 4). This loan was fully repaid during the year.

17.2 Revolving credit

This is a secured RM denominated revolving credit facility.

18. Lease liabilities

The movements in lease liabilities are as follows:

	Group	
	2023 RM'000	**2022 RM'000**
1 January	76,701	123,648
Additions	13,164	5,956
Interest expense	4,533	5,558
Repayment	(19,060)	(33,586)
Transfer to assets held for sale (Note 14)	-	(24,900)
Currency translation difference	(23)	25
At 31 December 2023	75,315	76,701
Non-current	63,767	66,826
Current	11,548	9,875
	75,315	76,701

19. Trade and other payables

	Note	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Current					
Trade					
Trade payables	19.1	40,958	77,061	-	-
Amount due to related parties	19.1	17,559	729	-	-
Accrued expenses	19.2	37,281	30,563	-	-
Deposit payables		25,125	19,727	-	-
Payable for Universal Service Provision		136,187	65,577	-	-
Provisions		-	1,495	-	-
		257,110	195,152	-	-
Non-trade					
Other payables		1,635	2,221	-	15
Amount due to related parties	19.3	315	-	930	-
Accrued expenses	19.4	97,307	78,776	15,468	6,043
Deferred consideration	19.5	3,584	3,815	3,584	3,815
Provisions		2,180	1,947	-	-
		105,021	86,759	19,982	9,873
		362,131	281,911	19,982	9,873

The above trade and other payables are categorised as amortised cost except for provisions.

19.1 Trade payables and amount due to related parties

The average credit period granted to the Group for trade purchases ranges from 30 to 90 days (2022: 30 to 90 days).

19.2 Trade accrued expenses

Included in trade accrued expenses are mainly accruals made for telecommunication maintenance charges.

19.3 Amounts due to related parties

The amounts due to related parties are advances which were unsecured, interest free and repayable on demand.

19. Trade and other payables (continued)

19.4 Non-trade accrued expenses

Included in accrued expenses are mainly accruals made for staff related expenses.

19.5 Deferred consideration

Deferred consideration represents the discounted amount payable in relation to the acquisition of AVM.

20. Revenue

(a) Disaggregation of the Group's and the Company's revenue

	Continuing operations		Discontinued operation (Note 14)		Total	
Group	**2023 RM'000**	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Revenue from contracts with customers						
Data	1,352,919	1,189,823	-	-	1,352,919	1,189,823
Cloud and other services	185,075	209,040	60,929	120,637	246,004	329,677
Voice	50,218	53,547	-	-	50,218	53,547
Others	2,738	2,424	-	355	2,738	2,779
	1,590,950	1,454,834	60,929	120,992	1,651,879	1,575,826

Company	**2023 RM'000**	**2022 RM'000**
Revenue from contracts with customers		
Management fee from subsidiary companies	9,330	13,263
Other revenue		
Dividend income from subsidiaries	205,322	461,644
	214,652	474,907

20. Revenue (continued)

(a) Disaggregation of the Group's and the Company's revenue (continued)

Group	Continuing operations 2023 RM'000	Continuing operations 2022 RM'000	Discontinued operation 2023 RM'000	Discontinued operation 2022 RM'000	Total 2023 RM'000	Total 2022 RM'000
Timing of revenue recognition						
At a point in time	82,991	100,296	-	31,832	82,991	132,128
Over time	1,507,959	1,354,538	60,929	88,849	1,568,888	1,443,387
Revenue not within the scope of MFRS 15	-	-	-	311	-	311
	1,590,950	1,454,834	60,929	120,992	1,651,879	1,575,826

Company	2023 RM'000	2022 RM'000
Timing of revenue recognition		
Over time	9,330	13,263
Revenue not within the scope of MFRS 15	205,322	461,644
	214,652	474,907

(b) Contract assets

Contract assets mainly represents unbilled portion entered by the Group with customers whereby the terms of payment have been mutually agreed.

	2023 RM'000	2022 RM'000
As at 1 January	30,109	18,976
Transfer to receivables	(73,444)	(43,774)
Additions due to revenue recognised during the year	96,718	54,907
As at 31 December	53,383	30,109

20. Revenue (continued)

(c) Contract liabilities

Contract liabilities mainly represents consideration received in advance for services or products that have yet to be rendered or provided.

	2023 RM'000	2022 RM'000
As at 1 January	405,017	378,858
MFRS 15 adjustment	(2,751)	(3,527)
Amount billed in advance for services yet to be delivered	1,004,445	830,835
Revenue realised from receipts in advance of supply goods or services	(949,197)	(804,571)
Effects of movement in exchange rates	10,232	3,422
As at 31 December	467,746	405,017

The information that reflects the typical transactions of the Group is disclosed in Note 2(p).

The aggregate amount of the transaction price allocated to the performance obligations that are partially unsatisfied at the end of the reporting period is RM1,952,079,000 (2022: RM1,715,913,000). The Group expects to recognise this amount over the remaining contract duration up to 17 years (2022: 18 years).

The Group applies the following practical expedients:

- exemption on disclosure of information on remaining performance obligations that have original expected durations of one year or less.
- exemption not to adjust the promised amount of consideration for the effects of a significant financing component when the period between the transfer of a promised good or service to a customer and when the customer pays for that good or service is one year or less.

21 (a). Other operating costs

	Group		Company	
	2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Amortisation of contract costs assets				
- Dealer commissions	32,455	28,183	-	-
- Direct installation costs	122,920	92,587	-	-
Interconnect charges	2,639	1,344	-	-
Telecommunication maintenance charges	56,283	37,675	-	-
Network and leased line charges	92,358	62,284	-	-
Universal service obligation	71,089	60,072	-	-
Internet service provider costs	4,589	4,334	-	-
Data centre costs	95,472	139,236	-	-
Other cost of sales	22,183	15,587	-	-
Short term rental of:				
- offices	1,329	812	-	-
- equipment	310	128	-	-
- site and customer premises	16,789	11,261	-	-
Impairment of property, plant and equipment	47,994	-	-	-
Write off of property, plant and equipment	4,856	1,126	-	-
Write off of inventories	2,589	-	-	-
Others	120,065	94,217	6,020	6,591
	693,920	548,846	6,020	6,591

Others include:				
Auditors' remuneration				
Audit fees:				
- PwC Malaysia	649	66	194	-
- Other auditors	99	646	-	170
Non-audit fees:				
- PwC Malaysia	79	-	-	-
- Other auditors	-	1,024	-	855
	827	1,736	194	1,025

21 (b). Depreciation and amortisation

	Group	
	2023 RM'000	2022 RM'000
Depreciation of property, plant and equipment	171,165	139,008
Depreciation of investment property	34	33
Depreciation of right-of-use asset	12,026	10,495
Amortisation of intangible assets	3	4
	183,228	149,540

21 (c). Personnel costs

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Salaries, allowances and others	246,457	207,079	25,742	7,640
Contributions to Employees Provident Fund	28,381	28,448	164	593
Share grant expenses	73,609	35,676	7,370	6,280
Share option expenses	471	901	471	901
	348,918	272,104	33,747	15,414

22. Net loss on impairment of financial instruments

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Net impairment/(write-back):				
- Trade receivables	3,531	13,314	-	-
- Amounts due from subsidiaries	-	-	59,000	-
- Construction deposits	-	1,577	-	-
- Bad debt written off	6,505	79	-	-
- Bad debt recovered	(1,128)	(1,523)	-	-
	8,908	13,447	59,000	-

23. Other operating income (net)

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Gain on disposal of property, plant and equipment	50	1,530	-	-
Gain on foreign exchange	25,533	28,283	3,274	3,628
Gain on divestment of subsidiaries	-	-	-	150,038
Others	2,564	1,862	-	-
	28,147	31,675	3,274	153,666

24. Income from investments

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest income from financial assets that are not at fair value through profit or loss:				
- Interest income from short term deposit	40,000	9,599	29,352	1,606
- Interest income from advances to a fellow subsidiary	-	-	2,095	3,915
- Dividend income	125	192	-	-
	40,125	9,791	31,447	5,521

25. Finance costs

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Interest expense of financial liabilities that are not at fair value through profit or loss:				
- Interest on borrowings	2,063	1,730	-	-
- Amortisation of borrowing costs	22	103	-	-
- Lease liabilities	4,533	4,410	-	-
- Other interest expense	15,791	11,809	269	260
	22,409	18,052	269	260

26. Tax expense

Recognised in profit or loss

	Group		Company	
	2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Total tax expense	143,619	131,141	10,210	2,656
Current tax expense:				
- Current year	118,180	39,299	7,547	1,325
- Under/(Over) provision in prior year	247	4,010	(387)	-
	118,427	43,309	7,160	1,325
Deferred tax expense:				
- Origination of temporary differences	26,351	91,674	2,711	1,340
- Under/(Over) provision in prior year	6,401	(3,842)	339	(9)
- Recognition of previously unrecognised investment allowance	(7,560)	-	-	-
	25,192	87,832	3,050	1,331
	143,619	131,141	10,210	2,656

Reconciliation of tax expense

	Group 2023 RM'000	Group 2022 RM'000	Company 2023 RM'000	Company 2022 RM'000
Profit for the year	291,792	386,143	145,128	609,173
Total tax expense	143,619	131,141	10,210	2,656
Profit before tax	435,411	517,284	155,338	611,829
Tax at statutory tax rate of 24%	104,499	124,148	37,281	146,839
Effect of tax in foreign jurisdictions	(167)	342	-	-
Non-deductible expenses	33,689	36,624	31,837	2,630
Non-taxable income	(10,535)	(9,460)	(58,860)	(146,804)
Recognition of previously unrecognised temporary differences	718	(530)	-	-
Deferred tax assets (recognised)/not recognised	16,025	(20,286)	-	-
Recognition of previously unrecognised unutilised investment allowance	(7,560)	-	-	-
Exchange differences	302	135	-	-
Under/(Over) provision in prior year				
- current tax	247	4,010	(387)	-
- deferred tax	6,401	(3,842)	339	(9)
	143,619	131,141	10,210	2,656

27. Earnings per ordinary share

The calculation of basic earnings per ordinary share was based on the profit attributable to ordinary shareholders and a weighted average number of ordinary shares outstanding, calculated as follows:

Group	Continuing operations RM'000	Discontinued operation RM'000	Total RM'000
2023			
Profit for the year attributable to owners of the Company	283,944	2,284,936	2,568,880
2022			
Profit for the year attributable to owners of the Company	377,533	72,377	449,910

	Group	
	2023 '000	2022 '000
Weighted average number of ordinary shares at 31 December	1,841,956	1,830,335

	Group	
	2023 sen	2022 sen
From continuing operations	15.42	20.63
From discontinued operation	124.05	3.95
Basic earnings per ordinary share	139.47	24.58

The calculation of diluted earnings per ordinary share was based on the net profit attributable to owners of the Company and the weighted average number of ordinary shares outstanding after adjusting for the effects of all dilutive potential ordinary shares, calculated as follows:

Group	Continuing operations RM'000	Discontinued operation RM'000	Total RM'000
2023			
Profit for the year attributable to owners of the Company	283,944	2,284,936	2,568,880
2022			
Profit for the year attributable to owners of the Company	377,533	72,377	449,910

27. Earnings per ordinary share (continued)

	Group 2023 '000	Group 2022 '000
Weighted average number of ordinary shares at 31 December (basic)	1,841,956	1,830,335
Effect of ED Share Option, if exercised	1,190	1,828
Effect of share grant reserve	2,468	-
Weighted average number of ordinary shares at 31 December (diluted)	1,845,614	1,832,163

	Group 2023 Sen	Group 2022 Sen
From continuing operations	15.38	20.61
From discontinued operation	123.80	3.95
Diluted earnings per ordinary share	139.18	24.56

28. Dividends

During the financial year, Company paid an ordinary interim and a special interim tax exempt (single tier) dividends of 12.33 sen and 2.36 sen per ordinary share respectively, for the financial year ended 31 December 2022 on 24 March 2023 amounting to RM270,086,000.

The Company paid a special interim tax exempt (single tier) dividend of 54.40 sen per ordinary share for the financial year ended 31 December 2023 on 26 May 2023 amounting to RM1,000,180,000.

The Company paid an additional special interim tax exempt (single tier) dividend of 16.25 sen per ordinary share for the financial year ended 31 December 2023 amounting to RM300,111,000.

In the previous financial year, the Company paid an ordinary interim and a special interim tax exempt (single tier) dividends of 10.86 sen and 2.29 sen per ordinary share respectively for the financial year ended 31 December 2021 on 23 March 2022 totalling to RM240,069,000.

In the previous financial year, the Company paid an additional special interim tax exempt (single tier) dividend of 16.34 sen per ordinary share for the financial year ended 31 December 2022 on 22 September 2022 totalling to RM300,098,000.

Subsequent to the end of the reporting period, the following dividends were declared by the Directors. These dividends will be recognised in subsequent financial period.

28. Dividends (continued)

	2023 Sen per share	2022 Sen per share
Ordinary Interim (Single Tier)	8.25	12.33
Special Interim (Single Tier)	6.90	2.36

29. Directors' remuneration

	Group	
	2023 RM'000	**2022 RM'000**
Executive Directors:		
- Emoluments	9,761	7,869
- Share grant expenses	7,282	8,659
- Share options expenses	471	901
- Other emoluments and expenses	1,101	327
Non-Executive Directors:		
- Fees	897	948
- Other emoluments and expenses	653	855
	20,165	19,559

	Company	
	2023 RM'000	**2022 RM'000**
Executive Directors:		
- Emoluments	2,799	4,802
- Share grant expenses	-	8,659
- Share options expenses	471	901
- Other emoluments and expenses	112	182
Non-Executive Directors:		
- Fees	897	948
- Other emoluments and expenses*	652	855
	4,931	16,347

* Included the estimated monetary value of benefits-in-kind received and receivable by Directors of TIME dotCom Berhad other than in cash from the Group and the Company amounted to RM64,396 (2022: RM71,153).

29. Directors' remuneration (continued)

Details of Directors' remuneration of the Company during the financial year are as follows:

	Fee RM'000	Meeting allowance RM'000	Salaries RM'000	Bonus RM'000	Other emoluments RM'000	Benefits-in-kind RM'000
2023						
Non-Executive Directors						
Elakumari Kantilal	180	95	-	-	-	3
Mark Guy Dioguardi	153	120	-	-	-	2
Hong Kean Yong	66	65	-	-	-	1
Koh Cha-Ly	55	55	-	-	-	1
Datuk Azailiza Mohd Ahad	120	90	-	-	-	-
Low Kim Fui	120	90	-	-	-	-
Kuan Li Li	156	90	-	-	-	-
Ir. Dr. Mohd Shahreen Zainooreen Bin Madros	47	40	-	-	-	-
Executive Directors						
Afzal Abdul Rahim	-	-	940	477	275	2
Patrick Corso	-	-	750	418	517	3
	897	645	1,690	895	792	12
2022						
Non-Executive Directors						
Elakumari Kantilal	140	140	-	-	-	2
Ronnie Kok Lai Huat	66	50	-	-	-	12
Mark Guy Dioguardi	144	140	-	-	-	2
Hong Kean Yong	142	130	-	-	-	2
Koh Cha-Ly	120	135	-	-	-	2
Datuk Azailiza Mohd Ahad	120	85	-	-	-	-
Datuk Zainal Amanshah bin Zainal Arshad	109	75	-	-	-	-
Low Kim Fui	52	50	-	-	-	-
Kuan Li Li	55	50	-	-	-	-
Selvendran Katheerayson	-	-	-	-	-	-
Executive Directors						
Afzal Abdul Rahim	-	-	1,064	459	290	5
Patrick Corso	-	-	1,003	402	963	4
Lee Guan Hong	-	-	993	437	8,933	1
	948	855	3,060	1,298	10,186	30

The Directors did not receive any additional remuneration for services rendered in the subsidiaries.

30. Key management personnel remuneration

The key management personnel remuneration is as follows:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Directors:				
Fees	926	1,959	897	948
Other short-term benefits				
- Salaries, allowances and bonuses	8,619	6,300	2,691	4,540
- Contributions to Employees Provident Fund	1,381	844	214	445
- Share options	471	901	471	901
- Share grant	7,282	8,658	-	8,658
- Others	1,486	926	658	885
	20,165	19,588	4,931	16,377

Other key management personnel:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Employee benefits	17,705	14,638	1,367	-
Share grant	24,810	12,637	7,282	-
Other key management compensation	3,231	867	91	-
	45,746	28,142	8,740	-

Other key management personnel comprise persons other than the Directors of the Company, having authority and responsibility for planning, directing and controlling the activities of the entities within the Group either directly or indirectly.

31. Operating segments

Operating segments are components in which separate financial information is available that is evaluated by the Chief Executive Officer in deciding how to allocate resources and in assessing performance of the Group. The Group has identified the business of telecommunications as its sole operating segment.

Performance is measured based on revenue derived from the various products sold and consolidated profit before tax of the Group as included in the internal management reports that are reviewed by the Chief Executive Officer. The Group's segment assets and liabilities, as disclosed in the Group's statement of financial position (as represented by total assets and liabilities), is also reviewed by the Chief Executive Officer. Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment.

Information about reportable segment and reconciliation of reportable segment revenue, profit and other material items

	Group	
	2023 **RM'000**	**2022** **RM'000**
Revenue from external customers		
Data	1,352,919	1,189,823
Cloud and other services	185,075	209,040
Voice	50,218	53,547
Others	2,738	2,424
	1,590,950	1,454,834
Operating expenses		
Depreciation and amortisation of property, plant and equipment and right-of-use assets	(183,228)	(149,540)
Other operating expense	(1,051,746)	(834,397)
Other operating income	28,147	31,675
Profit from operations	384,123	502,572
Income from investments	40,125	9,791
Finance costs	(22,409)	(18,052)
Share of profits from associates and jointly controlled entity, net of tax	33,572	22,973
Segment profit	435,411	517,284
Tax expense	(143,619)	(131,141)
Profit from continuing operations	291,792	386,143
Profit from discontinued operation, net of tax	2,283,113	67,467
Profit for the year	2,574,905	453,610
Additions to property, plant and equipment		
Property, plant and equipment (Note 3)	277,122	240,708
Assets to held for sale (Note 14)	-	166,848
	277,122	407,556

31. Operating segments (continued)

Information about reportable segment and reconciliation of reportable segment revenue, profit and other material items (continued)

Geographical information

Revenue and non-current assets (excluding financial instruments, equity-accounted investments and deferred tax assets) of the Group by geographical location of the entity are as follows:

	Revenue		Non-current assets	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Malaysia	1,520,391	1,395,596	1,581,004	1,359,190
Outside Malaysia	70,559	59,238	426,705	451,684
	1,590,950	1,454,834	2,007,709	1,810,874
Discontinued operation	60,929	120,992	-	640,086
	1,651,879	1,575,826	2,007,709	2,450,960

Major customers

There were no significant concentrations on transactions with customers and revenues from transactions with a single external customer (or group of entities known to be under common control which are deemed to be a single customer) that contributed to 10% or more of the Group's revenues.

32. Capital commitments

	Group	
	2023 RM'000	2022 RM'000
Capital expenditure commitments		
Property, plant and equipment		
Authorised but not contracted for	88,627	501,589
Contracted but not provided for	218,614	249,143

33. Related parties

Identity of related parties

For the purposes of these financial statements, parties are considered to be related to the Group if the Group or the Company has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group or the Company and the parties are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group and certain members of senior management of the Group.

The Group has related party relationships with its subsidiaries, associates and jointly controlled entities, Directors, key management personnel and related parties in which a substantial shareholder has an interest and companies in which Directors have significant financial interest.

Significant related party transactions

The significant related party transactions of the Group and of the Company are shown below:

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Subsidiary companies				
Dividend income	-	-	205,322	461,644
Management fees income	-	-	9,330	13,263
Interest income from subsidiaries	-	-	2,095	3,915
Advances to subsidiaries	-	-	(4,552)	-
Advances from a subsidiary	-	-	60,000	11,116
Payment from subsidiary related to share grant	-	-	25,934	-
Repayment of advances to a subsidiary	-	-	(30,000)	-
Share grant expenses charged to a subsidiary	-	-	66,239	29,296
Jointly controlled entity				
Repayment of advances from AIMS Group	212,349	-	112,020	-
Advances to AIMS Group	-	-	(31,360)	-
Revenue from data, voice and other services	2,620	-	-	-
Revenue from rental, support services and others	9	28	-	-
Leased line and infrastructure costs	(12,274)	-	-	-
Interest on advances	(304)	-	-	-

33. Related parties (continued)

Significant related party transactions (continued)

The significant related party transactions of the Group and of the Company are shown below: (continued)

	Group		Company	
	2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Associates				
Shareholder loan from an associate	1,894	3,107	-	-
Related parties				
Revenue from data, voice and other services	87,874	79,428	-	-
Sales of IT related services	64,052	68,959	-	-
Interconnect revenue	1,034	1,355	-	-
Fee for wayleave and right of use of telecommunications facilities	(10,149)	(10,149)	-	-
Interconnect charges	(685)	(955)	-	-
Leased line and infrastructure costs	(76,320)	(50,392)	-	-
Network maintenance	(4,696)	(2,474)	-	-
Training expenses	(269)	(461)	-	-
Rental of office	(119)	(117)	-	-
Professional fees	(495)	(439)	(495)	(439)
Marketing services	(506)	(313)	-	-
Provision of data analytics services	-	(226)	-	-
Interest on advances	-	(706)	-	-
Companies in which Directors have significant financial interests				
Revenue from rental, support services and others	-	12	-	-

The Directors of the Group and the Company are of the opinion that the above transactions have been entered into the normal course of business and have been established under negotiated terms.

The outstanding balances due from and due to the related parties of the Group and the Company are disclosed in Notes 12 and 19 respectively.

Directors' remuneration and key management personnel remuneration are disclosed in Notes 29 and 30 respectively.

34. Financial instruments

34.1 Net gains and losses arising from financial instruments

	Group		Company	
	2023 RM'000	2022 RM'000	2023 RM'000	2022 RM'000
Net gains/(losses) on:				
Equity instruments designated at FVOCI				
- recognised in other comprehensive income	(451)	13,296	-	-
Financial assets at amortised cost	54,490	25,189	(24,279)	9,196
Financial liabilities at amortised cost	(6,618)	(11,510)	(269)	(260)
	47,421	26,975	(24,548)	8,936

34.2 Financial risk management

The Group and the Company have exposure to the following risks from its financial instruments:

- Credit risk
- Liquidity risk
- Market risk

34.3 Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from its receivables from customers (including related parties) and deposits with financial institutions. The Company's exposure to credit risk arises principally from advances to subsidiaries and associate, deposits with financial institutions and financial guarantees given to banks for credit facilities granted to subsidiaries. There are no significant changes as compared to prior periods.

Trade receivables and contract assets

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are required to be performed on all new customers. Depending on the nature of the transaction, the Group may require upfront deposits as collateral.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

34. Financial instruments (continued)

34.3 Credit risk (continued)

Trade receivables and contract assets (continued)

Risk management objectives, policies and processes for managing the risk (continued)

The gross carrying amounts of credit impaired trade receivables are written off (either partially or fully) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables and contract assets are represented by the carrying amounts in the statements of financial position.

Management has taken reasonable steps to ensure that receivables that are neither past due nor impaired are stated at their realisable values. A significant portion of these receivables are regular customers that have been transacting with the Group. The Group manages its exposure to credit risk by the application of credit approvals, credit limits and monitoring procedures on an ongoing basis. The Group uses ageing analysis to monitor the credit quality of the receivables.

The Group assesses the risk of loss of each customer individually based on their financial information, past trend of payments and external credit rating where applicable, except for consumer market.

For consumer market, invoices which are past due 90 days will be considered as credit impaired.

The Group has a lower exposure to international credit risk as most of its receivables are concentrated in Malaysia.

Concentration of credit risk

The exposure of credit risk for trade receivables of the Group as at the end of the reporting period by geographical region was:

	Group	
	2023 **RM'000**	**2022** **RM'000**
Malaysia	279,608	348,027
Outside Malaysia	11,994	12,858
	291,602	360,885

At reporting date, there were no significant concentrations of credit risk.

34. Financial instruments (continued)

34.3 Credit risk (continued)

Trade receivables and contract assets (continued)

Impairment losses

The following table provides information about the exposure to credit risk and ECLs for trade receivables and contract assets (including trade amounts due from related parties, trade deposits and accrual of global bandwidth revenue) as at the end of the reporting period.

Group	Gross RM'000	Loss allowance RM'000	Net RM'000
2023			
Not past due	59,784	(377)	59,407
Past due 1 - 30 days	58,767	(461)	58,306
Past due 31 - 120 days	84,036	(1,298)	82,738
Past due more than 120 days	119,364	(28,213)	91,151
	321,951	(30,349)	291,602
2022			
Not past due	176,555	(644)	175,911
Past due 1 - 30 days	52,336	(379)	51,957
Past due 31 - 120 days	63,242	(2,001)	61,241
Past due more than 120 days	95,570	(23,794)	71,776
	387,703	(26,818)	360,885

The allowance account in respect of the trade receivables is used to record impairment losses. Unless the Group is satisfied that recovery of the amount is possible, the amount considered irrecoverable is written off against the receivable directly.

ECL represents a probability-weighted estimate of the difference between present value of cash flows according to the contracts and present value of cash flows the Group and the Company expect to receive, over the remaining life of the financial instruments.

34. Financial instruments (continued)

34.3 Credit risk (continued)

The measurement of ECL reflects:

(i) an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
(ii) the time value of money; and
(iii) reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions and forecasts of future economic conditions.

At each reporting date, the Group and the Company measure loss allowance at an amount equal to twelve (12) months ECL if credit risks of the financial assets have not increased significantly since initial recognition. For all other financial instruments, a loss allowance at an amount equal to lifetime ECL is required.

General 3-stage approach for all other financial assets

The Group and the Company assesses the effect of the current and adjusts the historical loss rate if it is material. The Group has low concentration of credit risk as most of their trade receivables and contract assets are due from local customers and ongoing repayments made by the customers, the effect from forward looking information is immaterial.

The movement in the loss allowance for trade receivables and contract assets (including trade amounts due from related parties) during the financial year were as follows:

	Group	
	2023 RM'000	**2022 RM'000**
At 1 January	26,818	20,142
Impairment loss written off	(6,184)	(6,434)
Net allowance	9,715	13,367
Transfer to held for sale	-	(257)
At 31 December	30,349	26,818

Deposits with financial institutions and other financial assets

Risk management objectives, policies and processes for managing the risk

The Group's and the Company's cash and bank balances are deposited with licensed financial institutions.

34. Financial instruments (continued)

34.3 Credit risk (continued)

Deposits with financial institutions and other financial assets (continued)

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk is represented by the carrying amounts of cash and bank balances in the statement of financial position. Management does not expect any counterparty to fail to meet its obligations in respect of these deposits.

Impairment losses

The Group and the Company did not recognise any loss allowances as the amounts are immaterial.

Financial guarantees

Risk management objectives, policies and processes for managing the risk

The Group and the Company provides unsecured financial guarantees to banks in respect of certain banking facilities granted to certain subsidiaries. The Group and the Company monitors on an ongoing basis the results of the subsidiaries, and repayments made by subsidiaries.

The Group and the Company also provides financial support to certain subsidiaries to enable them to meet their liabilities as and when they fall due.

Exposure to credit risk, credit quality and collateral

The maximum exposure to credit risk of the Group and of the Company amounts to RM29,692,000 (2022: RM17,923,000) and RM39,000 (2022: RM98,047,000) respectively, arises principally from bank guarantees given to suppliers and financial guarantees given to banks for credit facilities granted to subsidiaries.

Impairment losses

As at the end of the reporting period, no subsidiary defaulted on repayment. The Group and the Company did not recognise any loss allowances as the amounts are immaterial.

Inter-company balances

Risk management objectives, policies and processes for managing the risk

The Group and the Company provide unsecured advances to subsidiaries and associates and monitors the results of the subsidiaries/associates regularly.

34. Financial instruments (continued)

34.3 Credit risk (continued)

Inter-company balances (continued)

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by the carrying amounts in the statement of financial position. Advances are only provided to companies in which the Group and the Company has significant influence and/or control. The Group and the Company consider such companies as companies associated with lower credit risk.

Impairment losses

As at the end of the reporting period, there was no indication that the amount due from subsidiaries/ associates are not recoverable other than the amount already provided for as allowances for impairment losses from a subsidiary and an associate, amounted to RM 59,000,000 (2022: RM Nil) and RM1,353,000 (2022: RM1,353,000), respectively. The Group and the Company determined the impairment loss based on internal information available.

Amounts due from subsidiaries

Maximum exposure to credit risk

Generally, the Company considers amounts due from subsidiaries to have low credit risk as the subsidiaries have capacity to meet their contractual cash flow obligations in the near term and adverse changes in economic and business conditions may, but will not necessarily, reduce the ability of the subsidiaries to fulfil its contractual cash flow obligations. The Company does not specifically monitor the ageing of amounts due from subsidiaries as the Company is able to determine the timing of payments of the subsidiaries' balances when they are payable. The Company considers the amount payable to be in default when the subsidiaries are not able to pay when demanded.

Details of the measurement of ECL is shown below:

Category	Company's definition of category	Basis for recognising ECL
Performing	Subsidiaries have a low risk of default and a strong capacity to meet contractual cash flows.	12 month ECL
Under-performing	Subsidiaries for which there is a significant increase in credit risk due to actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the subsidiary's ability to meet its obligations.	Lifetime ECL
None-performing	Subsidiaries for which there are evidence indicating the assets are credit impaired.	Lifetime ECL

34. Financial instruments (continued)

34.3 Credit risk (continued)

Amounts due from subsidiaries (continued)

Maximum exposure to credit risk (continued)

Based on the above, loss allowance is measured on either twelve (12) months ECL or lifetime ECL using a PDx LGD x EAD methodology as follows:

- PD ("probability of default") – the likelihood that the subsidiary would not be able to repay during the contractual period;
- LGD ("loss given default") – the percentage of contractual cash flows that will not be collected if default happens; and
- EAD ("exposure at default") – the outstanding amount that is exposed to default risk.

In deriving at the PD and LGD, the Company considers the historical collection trend and expected future cash flows generated by individual subsidiaries. The Company also identified other relevant factors in relation to the geographical area that the subsidiaries operate in and adjust the loss rates based on the expected changes in these factors. Loss allowance is measured at a probability-weighted amount that reflects the possibility that a credit loss occurs and the possibility that no credit loss occurs.

The ECL is minimal.

The Company provides advances to subsidiaries. The Group monitors on an ongoing basis the results of the subsidiaries and repayments made by the subsidiaries.

Other financial assets at amortised costs

Other financial assets at amortised cost include other receivables, deposits and amounts due from related parties.

As at the end of the reporting period, there was no other receivables defaulted on repayment. The Group and the Company did not recognise any loss allowances as the amounts are immaterial.

34.4 Liquidity risk

Liquidity risk is the risk that the Group and the Company will not be able to meet its financial obligations as they fall due. The Group's and the Company's exposure to liquidity risk arises principally from its various payables and other applicable contractual obligations and commitments. The Group and the Company review and strive to maintain a prudent level of cash and bank balances and banking facilities to ensure working capital requirements are met.

34. Financial instruments (continued)

34.4 Liquidity risk (continued)

Maturity analysis

The table below summarises the maturity profile of the Group's and the Company's financial liabilities as at the end of the reporting period based on undiscounted contractual payments.

Group	Carrying amount RM'000	Contractual interest rate/ Discount rate	Contractual cash flows RM'000	Under 1 year RM'000	1 - 2 years RM'000	3 - 5 years RM'000	Above 5 years RM'000
2023							
Term loans and revolving credit	10,913	4.85% - 5.16%	10,950	10,950	-	-	-
Lease liabilities	75,315	3.55% - 5.26%	128,883	11,606	10,869	15,374	91,034
Trade and other payables*	223,764	-	223,764	223,764	-	-	-
Financial guarantee	-	-	29,692	29,692	-	-	-
2022							
Term loans and revolving credit	29,600	3.50% - 7.20%	30,695	22,110	3,304	4,595	686
Lease liabilities	76,701	3.50% - 3.55%	106,887	13,849	24,654	20,897	47,487
Trade and other payables*	212,892	-	212,892	212,892	-	-	-
Financial guarantee	-	-	17,923	17,923	-	-	-

* The contractual cash flows of trade and other payables exclude unearned revenue and provisions.

34. Financial instruments (continued)

34.4 Liquidity risk (continued)

Maturity analysis (continued)

Company	Carrying amount RM'000	Contractual interest rate	Contractual cash flows RM'000	Under 1 year RM'000
2023				
Trade and other payables	19,982	-	19,982	19,982
Financial guarantee	-	-	39	39
2022				
Trade and other payables	9,873	-	9,873	9,873
Financial guarantee	-	-	98,047	98,047

34.5 Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other prices that will affect the Group's financial position or cash flows.

34.5.1 Currency risk

The Group is exposed to foreign currency risk on receivables, cash and bank balances and payables that are denominated in a currency other than the respective functional currencies of the Group entities. The currency giving rise to this risk is primarily U.S. Dollar ("USD").

Risk management objectives, policies and processes for managing the risk

The Group has a potential currency risk exposure arising from trade transactions entered with companies where the amounts are denominated in currencies other than Ringgit Malaysia. Exposure to foreign currency risk is monitored on an ongoing basis and where considered necessary, the Group may consider using financial instruments to hedge its foreign currency risk. The Company is not significantly exposed to currency risk.

34. Financial instruments (continued)

34.5 Market risk (continued)

34.5.1 Currency risk (continued)

Exposure to foreign currency risk

The Group's exposure to foreign currency risk, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Denominated in USD				
Trade and other receivables	63,234	208,501	249,569	62,918
Cash and bank balances	54,909	111,204	2,328	4,070
Term loans	-	(6,377)	-	-
Trade and other payables	(404)	(115,528)	-	-
Net exposure in the statement of financial position	117,739	197,800	251,897	66,988

Currency risk sensitivity analysis

A 1% strengthening of the Ringgit Malaysia against the USD at the end of the reporting period would have decreased pre-tax profit or loss by the amount shown below. This analysis is based on foreign currency exchange rate variances that the Group and the Company considered to be reasonably possible at the end of the reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant and ignores any impact of forecasted sales and purchases.

	Group		Company	
	2023	**2022**	**2023**	**2022**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Profit or (Loss)				
1% strengthening of RM against USD	(1,177)	(1,978)	(2,519)	(670)

A 1% weakening of the Ringgit Malaysia against the above currency at the end of the reporting period would have had equal but opposite effect on the above currency to the amount shown above, on the basis that all other variables remained constant.

34.5.2 Interest rate risk

The Group's fixed rate borrowings are exposed to a risk of change in their fair value due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short term receivables and payables are not significantly exposed to interest rate risk.

34. Financial instruments (continued)

34.5 Market risk (continued)

34.5.2 Interest rate risk (continued)

Exposure to interest rate risk

The interest rate profile of the Group's and the Company's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period was:

	Group		Company	
	2023 RM'000	**2022 RM'000**	**2023 RM'000**	**2022 RM'000**
Fixed rate instruments				
Deposits with financial institutions	1,241,089	307,092	858,041	69,910
Term loans	(6,288)	(17,675)	-	-
Floating rate instruments				
Revolving credit	(4,625)	(11,925)	-	-

Interest rate risk sensitivity analysis

(i) Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting period would not affect profit or loss.

(ii) Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would have increased/(decreased) pre-tax profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant.

	Profit or (loss)			
	Group		Company	
	100bp Increase RM'000	**100bp Decrease RM'000**	**100bp Increase RM'000**	**100bp Decrease RM'000**
2023				
Floating rate instruments	(46)	46	-	-
2022				
Floating rate instruments	(119)	119	-	-

34. Financial instruments (continued)

34.6 Fair value information

The carrying amounts of cash and bank balances, short term receivables and payables reasonably approximate their fair values due to the relatively short term nature of these financial instruments. Accordingly, the fair values and level of the fair value hierarchy have not been presented for these financial instruments. The table below analyses financial instruments carried at fair value and those not carried at fair value for which fair value is disclosed, together with their fair values and carrying amounts shown in the statement of financial position.

	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value					
Group	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000	Total fair value RM'000	Carrying amount RM'000
2023										
Financial assets										
Unquoted investments	-	-	55,017	55,017	-	-	-	-	55,017	55,017
Financial liabilities										
Term loans	-	-	-	-	-	-	6,013	6,013	6,013	6,288
Revolving credit	-	-	-	-	-	-	4,625	4,625	4,625	4,625
2022										
Financial assets										
Unquoted investments	-	-	55,027	55,027	-	-	-	-	55,027	55,027
Financial liabilities										
Term loans	-	-	-	-	-	-	17,121	17,121	17,121	17,675
Revolving credit	-	-	-	-	-	-	11,925	11,925	11,925	11,925
Company										
2023										
Financial assets										
Unquoted investments	-	-	-	-	-	-	-	-	-	-
2022										
Financial assets										
Unquoted investments	-	-	-	-	-	-	-	-	-	-

34. Financial instruments (continued)

34.6 Fair value information (continued)

Transfers between Level 1 and Level 2 fair values

During the current and previous financial years, there have been no transfers between Level 1 and Level 2 fair values.

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities.

The following table shows the valuation techniques used in the determination of fair values within Level 3, as well as the key unobservable inputs used in the valuation models.

Financial instruments carried at fair value

Type	Description of valuation technique and inputs used
Other investments	The fair value is based on net asset value provided by the investees.

Financial instruments not carried at fair value

Type	Description of valuation technique and inputs used
Term loans and revolving credit	Discounted cash flows using a rate based on the indicative current market rate of borrowing of the respective Group entities at the reporting date.

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period.

The effective interest rates used to discount estimated cash flows, when applicable, are as follows:

	2023	2022
Term loans	4.85%	3.50% - 7.20%
Revolving credit	4.91% - 5.16%	4.07% - 4.49%

35. Capital management

The Group's objectives when managing capital is to maintain an optimal capital structure and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as results from operating activities compared against returns on average invested capital. The Group also maintains a debt to equity ratio that complies with debt requirements required for its banking facilities range from 0.3 times to 0.8 times of debt-to-equity ratio. There were no changes in the Group's approach to capital management during the financial year.

36. Significant events during the year

(i) On 20 April 2023, the Company announced the completion of the transactions below in relation to the strategic partnership for the AIMS Data Centre business via the partial divestment by the Company of shares in AIMS Data Centre Holding Sdn Bhd ("AIMS") and AIMS Data Centre (Thailand) Limited ("AIMS TH") to DB Arrow Pte Limited ("DBAPL"), a portfolio company managed by DigitalBridge Group, Inc. ("DigitalBridge"):

(a) a conditional share sale and purchase agreement with DBAPL ("SPA 1") for the divestment of 49% of the issued ordinary shares ("OS") and 100% of the irredeemable convertible preference shares ("ICPS") of AIMS with the provisional purchase price 1 fixed at RM2,025.79 million ("Transaction 1"). The proceeds have been received from DBAPL (which includes security deposit) on even date;

(b) a conditional share sale and purchase agreement with DBAPL (as the purchaser) and Symphony Communication Public Company Limited ("SYMC") (being an associate of the Company, and the other seller) ("SPA 2"), for the divestment of the Company's 21% of the issued shares of AIMS TH for the provisional purchase price 2 fixed at THB27.30 million (equivalent to RM3.49 million) ("Transaction 2"). The proceeds have been received from DBAPL on even date.

The total purchase price 1 and purchase price 2 above have been updated to actual consideration received of RM2,039.62 million as at 31 December 2023.

The status of the utilisation of proceeds up to 31 December 2023 is as follows:

Purpose	**Timeframe for utilisation from completion of item (a) and (b)**	**Estimated amount as per Circular dated 16 January 2023 (RM'million)**	**Actual amount incurred (RM'million)**	**Balance to utilise (RM'million)**	**Deviation from estimated amount (%)**
Special dividend	within 6 months	1,000.00	1,000.18	(0.18)	0.02%
Capital expenditure	within 36 months	500.00	174.10	325.90	Not fully utilised
General working capital	within 36 months	463.98	463.98	-	Fully utilised
Estimated expenses	within 6 months	45.00	40.20	4.80	Not fully utilised
Total		2,008.98	1,678.46	330.52	

(ii) On 9 May 2023, the Company entered into a share sale and purchase agreement with AIMS and DBAPL to divest the remaining 30% of the issued shares of AIMS TH to AIMS for RM4,821,600 only, which had been satisfied via the allotment and issuance of 3,000 ordinary shares of AIMS at an issue price of RM1,607.20 per ordinary share to the Company. Consequently, AIMS TH became a wholly-owned subsidiary of AIMS.

37. Subsequent events

(i) On 4 January 2024, Mr Patrick Corso exercised 1,980,000 option shares granted to him at the adjusted option exercise price of RM2.130 per share. The Group received proceeds totalling RM4,217,400 as a result of the said exercise.

(ii) On 10 January 2024, the Company completed the First Completion of the Subscription Agreement dated 14 December 2023 between the Company, Thiruchandran A/L Thiruchelvam and Charge N Go Sdn Bhd ("CnG") and the subscription consideration for the First Completion amounted to RM4,187,494. The Company had simulataneously on the same date further completed a Share Sale and Purchase Agreement dated 14 December 2023 between the Company and RWC1 Sdn Bhd in relation to the purchase of 44,643 ordinary shares in CnG by the Company from RWC1 Sdn Bhd at a total purchase consideration of RM812,502. Consequently, CnG became a 51% owned subsidiary of the Company. The Subscription Agreement dated 14 December 2023 in relation to CNG further provides for two further closings of up to RM10 million in subscription consideration into CnG subject to CnG meeting certain performance conditions.

(iii) On 18 January 2024, the Company acquired 76,341 ordinary shares in AVM Cloud Sdn Bhd ("AVM") at a total purchase consideration of RM13,560,430.78 from Choong Yoke Khang @ Choong Yoke Can arising from the exercise of a put option by Choong Yoke Khang @ Choong Yoke Can as provided for in the Shareholders Agreement between the Company, its minority shareholders and AVM dated 7 January 2021. Consequently, the Company's shareholding in AVM had increased from 60% to 67%.

Statement by Directors

pursuant to Section 251(2) of the Companies Act 2016

We, **Afzal Abdul Rahim** and **Patrick Corso**, two of the Directors of TIME dotCom Berhad, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 111 to 225 are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023 and financial performance of the Group and of the Company for the financial year ended 31 December 2023 in accordance with the Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 2016 in Malaysia.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:

....

Afzal Abdul Rahim
Director

....

Patrick Corso
Director

Date: 29 February 2024

Statutory Declaration

pursuant to Section 251(1)(b) of the Companies Act 2016

I, **Shahnaz Farouque bin Jammal Ahmad**, the officer primarily responsible for the financial management of TIME dotCom Berhad, do solemnly and sincerely declare that the financial statements set out on pages 111 to 225 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed Shahnaz Farouque bin Jammal Ahmad, at Kuala Lumpur in Wilayah Persekutuan on 29 February 2024.

....
Shahnaz Farouque bin Jammal Ahmad

Before me:

Alizahwati binti Atan
W811
Commissioner of Oaths
Kuala Lumpur

Independent Auditors' Report

to the members of TIME dotCom Berhad (Incorporated in Malaysia) Registration No. 199601040939 (413292-P)

Report on the Audit of the Financial Statements

Our opinion

In our opinion, the financial statements of TIME dotCom Berhad ("the Company") and its subsidiaries ("the Group") give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and of their financial performance and their cash flows for the financial year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia.

What we have audited

We have audited the financial statements of the Group and of the Company, which comprise the statements of financial position as at 31 December 2023 of the Group and of the Company, and the statements of profit or loss and other comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the financial year then ended, and notes to the financial statements, comprising material accounting policies and other explanatory information, as set out on pages 111 to 225.

Basis for opinion

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the "Auditors' responsibilities for the audit of the financial statements" section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence and other ethical responsibilities

We are independent of the Group and of the Company in accordance with the By-Laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Our audit approach

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements of the Group and of the Company. In particular, we considered where the Directors made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters, consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

We tailored the scope of our audit in order to perform sufficient work to enable us to provide an opinion on the financial statements as a whole, taking into account the structure of the Group and of the Company, the accounting processes and controls, and the industry in which the Group and the Company operate.

Report on the Audit of the Financial Statements (continued)

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the Group and of the Company for the current financial year. These matters were addressed in the context of our audit of the financial statements of the Group and of the Company as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	**How our audit addressed the key audit matters**
<u>Partial divestment of investments in AIMS Data Centre Holding Sdn. Bhd. and AIMS Data Centre (Thailand) Limited</u> *Refer to Note 2(a)(iv), 2(a)(vi) and 2(s) - Material accounting policies: Basis of consolidation - loss of control, jointly controlled entity and discontinued operation, Note 9 - Investments in jointly controlled entity and Note 14 - Discontinued operation in the financial statements.* On 20 April 2023, the Group and the Company completed its partial divestment of investments in AIMS Data Centre Holding Sdn. Bhd. and AIMS Data Centre (Thailand) Limited (collectively known as "the AIMS Group") to DB Arrow Pte Limited ("DBAPL") for total disposal proceeds of RM2,039.6 million. The Group and the Company recognised a net gain on divestment of subsidiaries of RM2,269.7 million and RM2,439.5 million respectively during the financial year ended 31 December 2023. The Group and the Company have accounted for retained investments in AIMS Group as a jointly controlled entity under MFRS 11 Joint Arrangements based on the contractual rights and obligations as stated in the shareholders agreements with other investor in AIMS Group. As at 31 December 2023, the carrying amount of the Group's and the Company's investments in AIMS Group was RM685.0 million and its share of results for the financial year was RM5.0 million. We focused on this area due to the significance of the proceeds and gain recognised in the financial statements of the Group and the Company and significant estimate in the valuation of retained interest of the investments in AIMS Group.	We performed the following audit procedures: • Reviewed share sale and purchase agreements to understand the transactions and its terms and conditions; • Reviewed management's computation of the gain on partial divestment of AIMS Group; • Reviewed the equity accounting of share of results of AIMS Group during the year; • Reviewed the estimated fair value of the retained interest in AIMS Group against recent market transactions; • Involved our valuation experts to assess appropriateness of the methodology adopted by Board of Directors in arriving at the fair value of its retained interests in AIMS Group; and • Reviewed the adequacy of disclosures in the financial statements. Based on the above procedures performed, we did not find any material exceptions.

Independent Auditors' Report

to the members of TIME dotCom Berhad (Incorporated in Malaysia) Registration No. 199601040939 (413292-P)

Report on the Audit of the Financial Statements (continued)

Key audit matters (continued)

Key audit matters	How our audit addressed the key audit matters
<u>Impairment assessments of investments in associates</u> *Refer to Note 2(a)(v) - Material accounting policies: Basis of consolidation – Associates and Note 8- Investments in associates.* As at 31 December 2023, the Group's investments in associates amounted to RM524.7 million. Impairment indicators exist due to lower market value of quoted shares as compared to carrying amount of investment in Symphony Communication Public Company Limited ("SYMC") and lower actual results as compared to budgeted results for SYMC and CMC Telecommunication Infrastructure Corporation. We focused on this area due to the significance of the carrying value of investments in associates. The carrying value of investments in associates represented 10% of total assets of the Group as at 31 December 2023, and the inherent uncertainties and significant estimates of future cash flows, terminal growth rates and discount rates applied in the impairment assessments. The key assumptions and sensitivity analyses are disclosed in Note 8 - Investments in associates in the financial statements.	We performed the following audit procedures: • Assessed the reliability of the Board of Directors' forecast and projections through the review of past trends of actual financial performances against previous forecasted results; • Assessed and discussed key assumptions used in the value-in-use ("VIU") cash flows including the revenue growth rates, discount rates, terminal growth rates and EBITDA margins; • Involved our valuation experts to review the reasonableness of discount rates used, benchmarked against comparable companies in the telecommunications industry, adjusted for business risk and marketability; • Performed sensitivity analysis on key assumptions and assessed the impact on the VIU cash flows; • Tested the mathematical accuracy of the recoverable amounts calculations; and • Reviewed the adequacy of disclosures in financial statements. Based on the above procedures performed, we did not find any material exceptions.

Report on the Audit of the Financial Statements (continued)

Key audit matters (continued)

Key audit matters	How our audit addressed the key audit matters
Impairment assessments of goodwill *Refer to Note 2(f)(i) - Material accounting policies: Intangible assets - goodwill and Note 6 - Intangible assets to the financial statements.* The Group recorded goodwill of RM140.1 million as at 31 December 2023. We focused on this area due to the inherent uncertainties and involvement of significant management estimates of future cash flows, terminal growth rate and discount rate applied. Based on the annual impairment test performed, the Directors concluded that no impairment is required for goodwill. The key assumptions and sensitivity analyses are disclosed in Note 6 – Intangible assets to the financial statements.	We performed the following audit procedures on the value-in-use ("VIU") calculation which are based on cash flow projections that comprising the approved Annual Operating Plan ("AOP") for three-years from 2024 to 2026: • Evaluated the reasonableness of the Board of Directors' assessment in identifying cash generating unit ("CGU") that represents the smallest identified group of assets that generate independent cash flows, by understanding the business model of the Group; • Involved our valuation experts to review the reasonableness of discount rate used, benchmarked against comparable companies in the telecommunications industry, adjusted for business risk and marketability; • Discussed the key assumptions underlying the cash flow projections including the discount rate, terminal growth rate, revenue growth rate and EBITDA margin by comparing those assumptions against historical data and telecommunications industry forecasts; • Assessed the reliability of the Board of Directors' forecast and projections through the review of past trends of actual financial performances against previous forecasted results; • Performed sensitivity analyses on key assumptions and assessed the impact on the VIU cash flows; • Tested the mathematical accuracy of the recoverable amounts calculations; and • Reviewed the adequacy of disclosures in financial statements. Based on the above procedures performed, we did not find any material exceptions.

Report on the Audit of the Financial Statements (continued)

Key audit matters (continued)

Key audit matters	How our audit addressed the key audit matters
<u>Revenue recognition from contracts with customers</u> *Refer to Note 2(p)(i) - Material accounting policies: Revenue and other income and Note 20 - Revenue to the financial statements.* The Group recognised revenue of RM1.6 billion for the financial year ended 31 December 2023 comprised primarily data and cloud and other services of RM1.4 billion and RM0.2 billion respectively. We focused on this area because there is inherent risk around revenue recognised given the complexity of IT systems used by the Group and the impact of various pricing models adopted for different products on revenue recognition. Revenue processing by the billing system is complex and involves voluminous data which consist of individually low value transactions with different pricing and rebates.	We performed the following audit procedures: • Evaluated the relevant IT systems and design of controls, and tested the operating effectiveness of controls over material revenue streams: - capturing and recording of revenue transactions; - accuracy of calculation of amounts billed to customers; and - data reconciliation between the billing system and the general ledger. • Obtained supporting evidences such as customer contracts, invoices and relevant documents to test the accuracy of revenue recognition and measurement on a sampling basis; • Assessed the determination on the identification of performance obligations over material customer contracts and sight to the customer contracts on a test basis; and • Reviewed the adequacy of disclosures of accounting policies on revenue recognition in financial statements. Based on the above procedures performed, we did not find any material exceptions.

Report on the Audit of the Financial Statements (continued)

Information other than the financial statements and auditors' report thereon

The Directors of the Company are responsible for the other information. The other information comprises the Directors' Report and Statement on Risk Management and Internal Control, which we obtained prior to the date of this auditors' report, and the remaining parts of the 2023 Annual Report, which is expected to be made available to us after that date. Other information does not include the financial statements of the Group and of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Group and of the Company does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Group and of the Company, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Group and of the Company or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the financial statements

The Directors of the Company are responsible for the preparation of the financial statements of the Group and of the Company that give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act 2016 in Malaysia. The Directors are also responsible for such internal control as the Directors determine is necessary to enable the preparation of financial statements of the Group and of the Company that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements of the Group and of the Company, the Directors are responsible for assessing the Group's and the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Group and of the Company as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with approved standards on auditing in Malaysia and International Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on the Audit of the Financial Statements (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

(a) Identify and assess the risks of material misstatement of the financial statements of the Group and of the Company, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

(b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and of the Company's internal control.

(c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.

(d) Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's or on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements of the Group and of the Company or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group or the Company to cease to continue as a going concern.

(e) Evaluate the overall presentation, structure and content of the financial statements of the Group and of the Company, including the disclosures, and whether the financial statements of the Group and of the Company represent the underlying transactions and events in a manner that achieves fair presentation.

(f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the financial statements of the Group. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Report on the Audit of the Financial Statements (continued)

Auditors' responsibilities for the audit of the financial statements (continued)

From the matters communicated with the Directors, we determine those matters that were of most significance in the audit of the financial statements of the Group and of the Company for the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act 2016 in Malaysia, we report that the subsidiaries of which we have not acted as auditors, are disclosed in Note 7 to the financial statements.

Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

PRICEWATERHOUSECOOPERS PLT
LLP0014401-LCA & AF 1146
Chartered Accountants

IRVIN GEORGE LUIS MENEZES
02932/06/2024 J
Chartered Accountant

Kuala Lumpur
29 February 2024

Analysis of Shareholdings

as at 20 March 2024

Type of Securities : Ordinary Shares
Issued Shares : 1,848,818,643
No. of Shareholders : 15,355
Voting Rights : One Vote per Ordinary Share

DISTRIBUTION OF SHAREHOLDINGS

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shares Held
Less than 100	686	4.47	22,515	#
100 to 1,000	5,866	38.20	3,502,864	0.19
1,001 to 10,000	6,802	44.30	23,373,502	1.26
10,001 to 100,000	1,462	9.52	43,534,069	2.36
100,001 to less than 5% of issued shares	536	3.49	1,005,508,278	54.39
5% and above of issued shares	3	0.02	772,877,415	41.80
Total	15,355	100.00	1,848,818,643	100.00

Note:
 # Less than 0.01%.

30 LARGEST SHAREHOLDERS BASED ON THE RECORD OF DEPOSITORS AS AT 20 MARCH 2024

No.	Name of Shareholders	No. of Shares	%
1.	Pulau Kapas Ventures Sdn Bhd	463,873,077	25.09
2.	Khazanah Nasional Berhad	195,896,946	10.60
3.	Kumpulan Wang Persaraan (Diperbadankan)	113,107,392	6.12
4.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board	56,455,908	3.05
5.	Lembaga Tabung Haji	48,640,200	2.63
6.	Citigroup Nominees (Tempatan) Sdn Bhd - Exempt An for AIA Bhd	44,964,400	2.43
7.	Amanahraya Trustees Berhad - Public Ittikal Sequel Fund	32,156,700	1.74
8.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Nomura)	23,200,000	1.25
9.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (Islamic)	23,035,145	1.25
10.	Amanahraya Trustees Berhad - Public Smallcap Fund	22,925,680	1.24
11.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (AHAM AM)	18,638,300	1.01
12.	Cartaban Nominees (Tempatan) Sdn Bhd - PBTB for Takafulink Dana Ekuiti	18,439,400	1.00

Analysis of Shareholdings
as at 20 March 2024

No.	Name of Shareholders	No. of Shares	%
13.	Amanahraya Trustees Berhad - Public Islamic Select Treasures Fund	17,627,420	0.95
14.	Cartaban Nominees (Tempatan) Sdn Bhd - PAMB for Prulink Equity Fund	17,503,100	0.95
15.	Cartaban Nominees (Asing) Sdn Bhd - Exempt An for State Street Bank & Trust Company (West CLT OD67)	15,180,400	0.82
16.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Total International Stock Index Fund	15,106,485	0.82
17.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Emerging Markets Stock Index Fund	14,173,780	0.77
18.	CIMSEC Nominees (Tempatan) Sdn Bhd - CIMB for Afzal Bin Abdul Rahim (PB)	14,147,721	0.77
19.	Amanahraya Trustees Berhad - Amanah Saham Bumiputera	14,123,400	0.76
20.	Cartaban Nominees (Tempatan) Sdn Bhd - Prudential Assurance Malaysia Berhad for Prulink Strategic Fund	12,173,800	0.66
21.	Citigroup Nominees (Tempatan) Sdn Bhd - Employees Provident Fund Board (AsianIslamic)	11,749,400	0.64
22.	Amanahraya Trustees Berhad - Amanah Saham Bumiputera 3 - Didik	10,910,000	0.59
23.	Permodalan Nasional Berhad	10,211,000	0.55
24.	Amanahraya Trustees Berhad - Amanah Saham Malaysia	10,000,000	0.54
25.	Maybank Nominees (Tempatan) Sdn Bhd - Pledged securities account – Kuwait Finance House (Malaysia) Berhad for Indera Permai Sdn Bhd (445616)	9,058,824	0.49
26.	Citigroup Nominees (Asing) Sdn Bhd - CBLDN for Pohjola Bank PLC (Client AC-EUR)	8,060,527	0.44
27.	HSBC Nominees (Asing) Sdn Bhd - JPMCB NA for Vanguard Fiduciary Trust Company Institutional Total International Stock Market Index Trust II	7,656,109	0.41
28.	Cartaban Nominees (Tempatan) Sdn Bhd - PAMB for Prulink Dana Unggul	7,626,700	0.41
29.	Citigroup Nominees (Asing) Sdn Bhd - Exempt An for Citibank New York (Norges Bank 19)	7,443,700	0.40
30.	Amanahraya Trustees Berhad - PB Growth Fund	7,190,000	0.39

Analysis of Shareholdings

as at 20 March 2024

SUBSTANTIAL SHAREHOLDERS BASED ON THE REGISTER OF SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS AS AT 20 MARCH 2024

	Direct		Indirect	
Name of Shareholders	**No. of Shares**	**%**	**No. of Shares**	**%**
Pulau Kapas Ventures Sdn Bhd ("PKV")	464,023,077	25.10	-	-
Khazanah Nasional Berhad	155,896,946	8.43	464,023,077[1]	25.10
Employees Provident Fund Board	154,549,681	8.36	-	-
Kumpulan Wang Persaraan (Diperbadankan)	113,753,544	6.15	16,162,501	0.87
Global Transit International Sdn Bhd ("GTI")	-	-	464,023,077[1]	25.10
Megawisra Sdn Bhd ("Megawisra")	4,302,993	0.23	464,023,077[2]	25.10
Megawisra Investments Limited ("Megawisra Investments")	-	-	468,326,070[3]	25.33
Afzal Abdul Rahim	14,147,721	0.77	468,326,070[4]	25.33
Patrick Corso	1,000,000	0.05	468,326,070[4]	25.33

Notes:

[1] *Deemed interested by virtue of its interests held through PKV pursuant to Section 8 of the Companies Act 2016 (the "Act").*

[2] *Deemed interested by virtue of its interests held through PKV via its shareholdings in GTI pursuant to Section 8 of the Act.*

[3] *Deemed interested by virtue of its interests held through PKV, GTI and Megawisra via its shareholdings in Megawisra pursuant to Section 8 of the Act.*

[4] *Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to Section 8 of the Act.*

DIRECTORS' INTERESTS IN SHARES BASED ON THE REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 20 MARCH 2024

	Direct		Indirect	
Name of Directors	**No. of Shares**	**%**	**No. of Shares**	**%**
Afzal Abdul Rahim	14,147,721	0.77	468,326,070[1]	25.33
Patrick Corso	1,000,000	0.05	468,326,070[1]	25.33

Note:

[1] *Deemed interested by virtue of his interests held through PKV, GTI and Megawisra via his shareholdings in Megawisra Investments pursuant to Section 8 of the Act.*

List of Properties

held as at 31 December 2023

TIME DOTCOM BERHAD

Location	Description	Tenure	Area	Existing Use	Approximate Age (Years)	Cost (NBV) (RM)	Date of Acquisition
Lot no. 53 Glenmarie Industrial Park Shah Alam, Selangor	Land Building	Freehold	4,260 sq.m 3,747 sq.m	Office Building	12	8,112,849	11/5/2011

TT DOTCOM SDN BHD

Location	Desription	Tenure	Area	Existing Use	Approximate Age (Years)		Cost (NBV) (RM)	Date of Acquisition	Remarks (Amortisation)
PT 1277, Lorong Nur Siti Hasmah, Cherating, 26080 Kuantan, Pahang	Land	Freehold	8,004.0 sq.m	Operation Cable Landing Station - APG	12		4,200,000	3/12/2012	
Lot no. 43 & 54, Glenmarie Industrial Park Shah Alam, Selangor.	Land	Freehold	2.225 acre	Office Building	27	Cost	3,687,963	27/10/1995	
	Building		8,456.64 sq.m			Cost Depreciation Balance (NBV)	14,717,422 14,717,422 0	27/10/1995	
Lot 26 Jln 225 Petaling Jaya 46100 PJ Selangor	Building	Leasehold	1,486.45 sq.m	Operation site	50	Cost Depreciation Balance (NBV)	5,585,840 2,346,053 3,239,787	26/2/2003	99 years Expire 11/4/2072
	Land		4,577 sq.m						
Lot 6359, Mukim 1, Daerah Seberang Prai, Pulau Pinang	Land	Freehold	2,422.15 sq.m	Operation site	28		1,037,171	29/2/1996	
Lot P.T.D. 3930, Mukim Tebrau, Daerah Johor Bahru, Johor.	Land	Freehold	10,940.91 sq.m	Operation site	26	Cost Land impairment Balance (NBV)	4,946,214 2,101,214 2,845,000	31/1/1999	
102M, Lengkok Kampung Jawa 2, Miel Industrial Estate Bayan Lepas, Pulau Pinang.	Land	Leasehold	881.19 sq.m	Operation site	42	Cost Amortisation Balance (NBV)	1,007,000 1,007,000 0	6/11/1997	60 years from 1981 to 2041
	Building		668.9 sq.m	Office Building		Cost Depreciation Balance (NBV)	200,000 108,000 92,000	27/6/1997	2% Depreciation
Lot 142-A, Semambu Industrial Estate Kuantan, Pahang	Land	Leasehold	2.5 acre (10,940.5 sq.m)	Operation site	43	Cost Amortisation Balance (NBV)	1,535,000 1,534,999 1	16/10/1995	66 years from 1980 to 2046
	Building		1,938 sq.m	Office Building		Cost Depreciation Balance (NBV)	1,065,000 617,700 447,300	16/10/1995	2% Depreciation

List of Properties

held as at 31 December 2023

TT DOTCOM SDN BHD (continued)

Location	Desription	Tenure	Area	Existing Use	Approximate Age (Years)		Cost (NBV) (RM)	Date of Acquisition	Remarks (Amortisation)
Kg. Sungai Bedaun, Daerah Labuan, Wilayah Persekutuan Labuan.	Land Building	Leasehold	8.0 acre (32,374.9 sq.m) 270 sq.m	Operation site	39	Cost Amortisation Balance (NBV)	4,145,000 4,144,999 1	15/4/1996	99 years from 1984 to 2082
P.T. no 2705, Mukim Ulu Kinta, Daerah Ulu Kinta, Perak	Land	Leasehold	2,162.23 sq.m	Operation site	47	Cost Amortisation Balance (NBV)	350,000 349,999 1	22/4/1996	60 years from 1976 to 2036
Lot 37, Kg. Sungai Bedaun, Settlement scheme, Labuan, WP Labuan	Land	Leasehold	3.0 acre (12,140.6 sq.m)	Operation site	40	Cost Amortisation Balance (NBV)	80,000 79,999 1	4/6/1996	99 years from 1984 to 2082
Lot No. 469, Mukim Batu Burok, Kuala Terengganu, Terengganu	Land	Leasehold	732.4 sq.m	Operation site	48	Cost Amortisation Balance (NBV)	316,703 316,703 0	31/12/1997	99 years from 1975 to 2074
Lot PTD 1474, HS (D) 3432, Mukim Jemaluang, Daerah Mersing, Johor	Land	Leasehold	1,237 sq.m	Operation site	22	Cost Amortisation Balance (NBV)	41,320 39,426 1,894	31/12/2004	60 years from 2001 to 2061
No. Hakmilik 697, Lot 254, Mukim 07, Daerah Seberang Perai Utara, Negeri Pulau Pinang.	Land	Freehold	3,974.0 sq.m	Operation site Cable Landing Station - AAE1	8		1,503,852	6/1/2015	
GRN 215231, Lot 61850 No 12, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park 40150 Shah Alam	Land Building	Freehold	4,251 sq.m	Office building	6	Cost Cost Amortisation Balance (NBV)	11,252,539 7,338,612 767,559 6,571,053	28/12/2018 31/3/2019	
GM 567 Lot 484 & GM 1636 Lot 2453 Mukim Batu, Daerah Kuala Langat	Land	Freehold	19,845 sq.m	Vacant	4	Cost	2,130,416	16/11/2020	

Notice of 27th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting ("**27th AGM**") of TIME dotCom Berhad (the "**Company**") will be held on a fully virtual basis, through live streaming from the broadcast venue at **Time Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia** and entirely using the remote participation and electronic voting ("**RPEV**") facilities, via the meeting platform at **https://meeting.boardroomlimited.my** on **Wednesday, 12 June 2024** at **10.00 a.m.** (Malaysia time) or any adjournment thereof for the purpose of transacting the following businesses:

1. To receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon.

As Ordinary Business:

2. To re-elect the following Directors who retire in accordance with Rule 103 of the Company's Constitution and being eligible, offer themselves for re-election:
   (i) Mark Guy Dioguardi; and **Resolution 1**
   (ii) Afzal Abdul Rahim. **Resolution 2**

3. To re-elect Mohd Shahreen Zainooreen Madros who retires in accordance with Rule 107 of the Company's Constitution and being eligible, offers himself for re-election. **Resolution 3**

4. To approve the payment of Directors' fees amounting up to RM1,540,000 to the Non-Executive Directors from the conclusion of the 27th AGM until the conclusion of the next Annual General Meeting of the Company ("**AGM**"). **Resolution 4**

5. To approve the payment of Directors' benefits to the Non-Executive Directors which include meeting attendance allowance, medical and hospitalisation coverage and other claimable benefits incurred from the conclusion of the 27th AGM until the conclusion of the next AGM. **Resolution 5**

6. To re-appoint PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Directors to fix their remuneration. **Resolution 6**

As Special Business:

To consider and if thought fit, to pass the following resolution:

7. **Ordinary Resolution 7** **Resolution 7**

   Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

   "**THAT** subject to the compliance with the Companies Act 2016 (the "**Act**"), Bursa Malaysia Securities Berhad Main Market Listing Requirements ("**Listing Requirements**"), the Company's Constitution and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company and its subsidiaries to enter into recurrent related party transactions from time to time, which are necessary for day-to-day operations as set out in Section 2.3 of the Circular to Shareholders dated 30 April 2024 which are of a revenue or trading nature and carried out in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the interests of minority shareholders of the Company;

Notice of 27th Annual General Meeting

THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:

(i) the conclusion of the next AGM at which time the mandate will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;

(ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

(iii) the mandate is revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is earlier;

AND THAT authority be and is hereby given to the Board to take such steps and to do such acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company, such documents as the Board may deem fit, necessary, expedient or appropriate in order to implement, finalise and give full effect to the recurrent related party transactions contemplated and/or authorised by this resolution."

8. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

BY ORDER OF THE BOARD

CHEW ANN NEE (MAICSA 7030413) (SSM PC No.: 201908001413)
Company Secretary

30 April 2024
Selangor Darul Ehsan

Notes:

1. The 27th AGM will be conducted on a fully virtual basis, through live streaming and entirely via the RPEV facilities, which are available at **https://meeting.boardroomlimited.my** provided by the Company's poll administrator, Boardroom Share Registrars Sdn Bhd ("**Poll Administrator**"). Please follow the registration procedure set out in the Administrative Details for the 27th AGM ("**Administrative Details**") to register, participate in and vote at the 27th AGM.

2. The main and only venue of the 27th AGM is the broadcast venue which is strictly for the purpose of complying with Section 327(2) of the Act and Rule 59(4) of the Company's Constitution that require the Chairman of the 27th AGM (the "**Chairman**") to be present at the main venue of the 27th AGM. **Shareholders/proxies/corporate representatives/attorneys shall not be physically present nor be admitted at the broadcast venue** on the day of the 27th AGM. Members who wish to participate in the 27th AGM will therefore have to do so remotely via the RPEV facilities provided.

3. A member who is not able to participate in the 27th AGM is encouraged to appoint the Chairman as his/her proxy and indicate the voting instruction in the instrument appointing a proxy.

4. For the purpose of determining a member who shall be entitled to participate in and vote at the 27th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors as at 5 June 2024. Only members whose names appear in the Record of Depositors as at 5 June 2024 shall be entitled to participate in and vote at the 27th AGM or appoint proxy(ies) (not more than 2 proxies) to participate in and vote on his/her/their behalf by returning the proxy form in accordance with the Administrative Details. A proxy may but need not be a member of the Company.

5. Where a member appoints 2 proxies, the appointments shall be invalid unless the proportion of shareholding to be represented by each proxy is specified. If a member has appointed proxy(ies) (not more than 2 proxies) to participate in the 27th AGM and subsequently he/she participates in the meeting himself/herself, the appointment of such proxy shall be null and void, and his/her proxy(ies) shall not be entitled to participate in the 27th AGM.

6. The instrument appointing proxy(ies) shall be in writing and signed by the appointor or by his attorney and in the case of a corporation, either under its common seal or signed by its attorney or officer duly authorised.

7. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint up to 2 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

8. Where a member is an exempt authorised nominee as defined under the SICDA, who holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**Omnibus Account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. The appointment of 2 or more proxies in respect of any particular Omnibus Account shall be invalid unless the exempt authorised nominee specifies the proportion of its shareholding to be represented by each proxy.

9. The instrument appointing proxy(ies) or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office of the Company's Poll Administrator at 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 24 hours before the time for holding the 27th AGM and in default, the instrument of proxy shall not be treated as valid.

Notice of 27th Annual General Meeting

AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

10. The audited financial statements under Agenda 1 are laid before the members for discussion only in accordance with Section 340(1)(a) of the Act. They do not require a formal approval of the members and hence, the matter is not put forward for voting.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESSES

11. **Ordinary Resolutions 1 to 3 – Retirement and Re-election of Directors**

    In accordance with Rule 103 of the Constitution of the Company, 2 Directors namely Mark Guy Dioguardi and Afzal Abdul Rahim are due for retirement by rotation at the 27th AGM and being eligible, have offered themselves for re-election.

    Mohd Shahreen Zainooreen Madros who was appointed to the Board on 9 August 2023, is standing for re-election as Director of the Company and being eligible, has offered himself for re-election at the 27th AGM in accordance with Rule 107 of the Company's Constitution. He has completed the Mandatory Accreditation Programme pursuant to the Listing Requirements.

    The Board is satisfied that following the Nomination and Remuneration Committee's (**"NRC"**) review and based on the results of the evaluation assessment, the Directors standing for re-election will continue to bring their knowledge, experience and skills and contribute effectively to the Board discussions, deliberations and decisions. The Board recommends and supports the re-election of the retiring Directors who have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant NRC and the Board meetings.

    The profiles of the Directors seeking re-election are set out in the Board of Directors section of the Company's Annual Report 2023 and/or the Company's website at **https://www.time.com.my/about-us/our-company/leadership-team**.

12. **Ordinary Resolution 4 – Directors' Fees for Non-Executive Directors**

    The Directors' fees amounting up to RM1,540,000 under Ordinary Resolution 4 is for the payment of fees to the existing Non-Executive Directors for the period from the conclusion of the 27th AGM until the conclusion of the next AGM and to cater for the appointment of 2 additional Non-Executive Directors.

13. **Ordinary Resolution 5 – Benefits payable to Non-Executive Directors**

    The Directors' benefits comprise the allowances and other emoluments payable to the Non-Executive Directors, details of which are as follows:
    (a) Meeting attendance allowance for each Non-Executive Director is RM3,000 per meeting; and
    (b) Other benefits - Medical and hospitalisation coverage and other claimable benefits.

    If the Ordinary Resolution 5 is passed at the 27th AGM, the payment of benefits incurred by the Non-Executive Directors from the conclusion of the 27th AGM until the conclusion of the next AGM will be made by the Company, as and when incurred.

14. **Ordinary Resolution 7 – Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

    The details on the Proposed Shareholders' Mandate for Recurrent Related Party Transactions are set out in the Circular to Shareholders dated 30 April 2024.

PERSONAL DATA PRIVACY

By lodging of a completed Proxy Form to the Company for appointing proxy(ies) and/or corporate representative(s) to participate in and vote at the 27th AGM and any adjournment thereof, a member is hereby:

(i) consenting to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and corporate representatives appointed for the 27th AGM (including any adjournment thereof) and the preparation and compilation of the attendance list, minutes and other documents relating to the 27th AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(ii) warranting that where the member discloses the personal data of the member's proxy(ies) and/or corporate representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or corporate representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or corporate representative(s) for the Purposes ("**Warranty**"); and

(iii) agreeing that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.

For the purposes of this paragraph, "personal data" shall have the same meaning given in section 4 of the Personal Data Protection Act 2010.

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Proxy Form

27th Annual General Meeting

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

No. of Shares Held	CDS Account No.

I/We, ______________________________ NRIC/Passport/Registration No. ______________
(Full Name as per NRIC/Passport/Certificate of Incorporation in Capital Letters)

of ____

____
(Full Address)

Telephone/Mobile No. ______________________ Email Address ______________________

being a member of **TIME dotCom Berhad** (the "**Company**") and entitled to vote hereby appoint:

Full Name (in CAPITAL Letters):	**NRIC/Passport No.:**	**Proportion of Shareholding to be represented by the 1st Proxy:**	
		No. of Shares	**%**
Address:			
Telephone/Mobile No.:			
Email Address:			

*and/or

Full Name (in CAPITAL Letters):	**NRIC/Passport No.:**	**Proportion of Shareholding to be represented by the 2nd Proxy:**	
		No. of Shares	**%**
Address:			
Telephone/Mobile No.:			
Email Address:			

or failing him/her, the Chairman of the Meeting as my/our proxy to participate in and vote for me/us and on my/our behalf at the 27th Annual General Meeting ("**27th AGM**") of the Company to be held on a fully virtual basis, through live streaming from the broadcast venue at **Time Lobby, Ground Floor, No. 14, Jalan Majistret U1/26, HICOM Glenmarie Industrial Park, 40150 Shah Alam, Selangor Darul Ehsan, Malaysia** and entirely using the remote participation and electronic voting ("**RPEV**") facilities, via the meeting platform at **https://meeting.boardroomlimited.my** on **Wednesday, 12 June 2024** at **10.00 a.m.** (Malaysia time) or any adjournment thereof.

Please indicate with an "X" or "√" in the boxes provided below to show how you wish your votes to be cast. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting on the resolutions at his/her/their discretion.

Please take further note that the Company shall accept the vote cast by your proxy as a valid vote whether or not your proxy has acted in accordance with your instructions.

No.	Ordinary Resolutions	For	Against
1	Re-election of Mark Guy Dioguardi as Director		
2	Re-election of Afzal Abdul Rahim as Director		
3	Re-election of Mohd Shahreen Zainooreen Madros as Director		
4	Payment of Directors' Fees to the Non-Executive Directors		
5	Payment of Directors' Benefits to the Non-Executive Directors		
6	Re-appointment of PricewaterhouseCoopers PLT as Auditors		
7	Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

Signed this __________ day of ____________ 2024.

____
Signature/Common Seal of Member

Notes:

1. The 27th AGM will be conducted on a fully virtual basis, through live streaming and entirely via the RPEV facilities, which are available at **https://meeting.boardroomlimited.my** provided by the Company's poll administrator, Boardroom Share Registrars Sdn Bhd ("**Poll Administrator**"). Please follow the registration procedure set out in the Administrative Details for the 27th AGM ("**Administrative Details**") to register, participate in and vote at the 27th AGM.
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Please
Affix Stamp

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Professor Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

Fold Here

6. The instrument appointing proxy(ies) shall be in writing and signed by the appointor or by his attorney and in the case of a corporation, either under its common seal or signed by its attorney or officer duly authorised.
7. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint up to 2 proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
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10. By lodging of a completed Proxy Form to the Company for appointing proxy(ies) and/or corporate representative(s) to participate in and vote at the 27th AGM or any adjournment thereof, the member accepts and agrees to the Personal Data Privacy terms set out in the Notice of 27th AGM dated 30 April 2024.

Group Corporate Directory

TIME

TIME dotCom Berhad [199601040939 (413292-P)]
TT dotCom Sdn Bhd [197901008085 (52371-A)]
No. 14, Jalan Majistret U1/26
HICOM Glenmarie Industrial Park
40150 Shah Alam
Selangor, Malaysia
Tel : +60-3-5039 3000
Fax : +60-3-5032 0183
Website: www.time.com.my

Northern Region
102M, Lengkok Kg. Jawa 2
MIEL Industrial Zone
11900 Bayan Lepas
Pulau Pinang, Malaysia
Tel : +60-4-370 0000
Fax : +60-4-370 0001

Eastern Region
Lot 142-A
Kawasan Perindustrian Semambu
25350 Kuantan
Pahang, Malaysia
Tel : +60-9-556 0692
Fax : +60-9-556 0691

Southern Region
Lot 3930
Jalan Riang 23
Taman Gembira, Off Jalan Tampoi
81200 Johor Bahru
Johor, Malaysia
Tel : +60-7-279 3030
Fax : +60-7-279 3031

East Malaysia
No. 13, Lot 10
Lorong Burung Keleto
Pusat Perindustrian Ngee Lim
Batu 5, Jalan Tuaran
88450 Inanam
Kota Kinabalu
Sabah, Malaysia
Tel : +60-88-433 982
Fax : +60-88-433 984

TIME dotCom Japan K.K. (0100-01-195220)
3-9, Nihonbashimuromachi 4-chome
Chuo-ku, Tokyo 103-0022
Japan

TIME dotCom (Cambodia) Co., Ltd. (00034774)
#66 Vattanac Capital Tower
Unit 8, Floor 8
Preah Monivong Blvd, Phum 1
Sangkat Voat Phnum
Khan Doun Penh
Phnom Penh, Cambodia
Tel : +855-23-963 777
Fax : +855-23-963 778

GLOBAL TRANSIT

TIME dotCom Global Services Sdn Bhd
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Level 4, No. 14 Jalan Majistret U1/26
HICOM Glenmarie Industrial Park
40150 Shah Alam
Selangor, Malaysia
Tel : +60-3-2727 8400
Fax : +60-3-5032 0183
Website: www.globaltransit.net

Global Transit Limited (LL06360)
Global Transit 2 Limited (LL10521)
Global Transit 3 Limited (LL10761)
Global Transit 5 Limited (LL10766)
Lot A020, Level 1, Podium Level
Financial Park, Jalan Merdeka
87000 Labuan
Sabah, Malaysia
Tel : +60-8-742 7745
Fax : +60-8-742 8845

Global Transit Singapore Pte Ltd
(200504384K)
c/o 600 North Bridge Road
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Tel : +65-6336 2828
Fax : +65-6339 0438

Global Transit (Hong Kong) Limited
(963139)
Room 1301, 13/F
Blissful Building
243-247 Des Voeux Road Central
Hong Kong
Tel : +852-2874 2828
Fax : +852-2815 6862

AVM

AVM Cloud Sdn Bhd ("AVM Cloud")
[200901032570 (875681-X)]
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Empire Subang, Jalan SS16/1
47500 Subang Jaya
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Fax : +60-3-5631 0385
Website: www.avmcloud.net

Integrated Global Solutions Sdn Bhd ("IGS")
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Empire Subang, Jalan SS16/1
47500 Subang Jaya
Selangor, Malaysia
Tel : +60-3-5631 2385
Fax : +60-3-5631 0385
Website: www.igsb.com.my

AVM Cloud (Thailand) Limited ("AVM Thailand")
(0105565116375)
1 Empire Tower, M and 27th Floors
Unit 2701-03, 2712-14 (27047)
South Sathorn Road
Yannawa Sub-district
Sathorn District, Bangkok 10120
Tel : +662-098 6215
Website: www.avmcloud.net

HOTLINE

For General or Product Enquiries

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Tel : 1800 18 1818 or +60-3-5021 2122
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Email : cs@time.com.my

Global Transit
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