



DIRECTOR’S FIT & PROPER POLICY

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DOCUMENT AUTHORISATION

The enclosed document has been reviewed and approved by the Board of Director of TDM Berhad on 25 April 2022 and authorised the following person for the document authorisation:

TDM Berhad

NAME	POSITION	SIGNATURE	DATE
Haji Najman bin Kamaruddin	Executive Director	 _____	<u>25 April 2022</u>

DOCUMENT REGISTER

No.	Date	Reason	Chapter	Version	Initials
1.	25 April 2022	Original Release	All	1.0	<i>Company Secretary</i>

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1. POLICY STATEMENT

TDM Berhad and its group of companies (“TDM Group or Company”) are committed to build sustainable value for shareholders by providing strategic leadership to the Company. In understanding the importance of driving objectives and meritorious, the Company has developed this Directors’ Fit and Proper Policy (“Policy”) in assessing fitness and propriety and take into account all relevant matters including competence and capability, honesty, integrity, fairness, ethical behaviour and financial soundness of its Board of Directors.

By drawing attention to the fit and proper requirement, the Company hoped that the boards are in a position to proactively consider the fit and proper attributes as opposed to merely assuming such attributes.

2. SCOPE AND APPLICATION

2.1 Where there is a conflict between the contents of this Policy and the authoritative promulgations, the relevant enumerations contained in the said authoritative promulgations or the Company’s Constitution shall prevail.

2.2 This Policy shall be read together with the relevant enumerations encapsulated in the following authoritative promulgations: -

- a) Malaysian Code of Corporate Governance (“MCCG”);
- b) Corporate Governance Guide by Bursa Malaysia Securities Berhad (“CG Guide”); and
- c) Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“MMLR”)

2.3 The internal reference documents which are to be referred to for this Policy include but are not limited to the following: -

- a) Board Charter;
- b) Terms of Reference (“TORs”) of Board Committees;
- c) Code of Business Ethics & Business Conducts (“CoBE”);
- d) Anti-Bribery & Corruption Policy.

3. ROLES AND RESPONSIBILITIES

The Board and Nomination & Remuneration Committee (“NRC”) are responsible for the application of this Policy and for conducting the fit and proper assessments.

3.1 Board of Directors.

The Board is primarily responsible to ensure that the fit and proper assessment set out in this Policy are carried out for all Board members. The Boards shall ensure that all Directors are fit and proper and have the necessary character, experience, integrity, competence and time to effectively discharge his or her role as stipulated in *Paragraph 2.20 and 15.01(A) of the MMLR*.

3.2 Nomination & Remuneration Committee (“NRC”)

The NRC is responsible for leading the review of the appropriate skills (including but not limited to professional skills, where applicable), experiences and characteristics required of Board members through set procedures, in the context of the needs of TDM Group.

The NRC shall complete an evaluation based on the dimensions listed in section 5 of this Policy to assess the candidates’ ability to discharge their duties effectively before the appointment of new Directors.

4. PURPOSE

4.1 This Policy set out the fit and proper criteria for the appointment and re-appointment of Directors on the Boards of TDM Berhad and its subsidiaries.

4.2 To ensure that each of the Directors has the character, experience, integrity, competence and time to effectively discharge his/her role as a Director of TDM Berhad and its subsidiaries.

4.3 Serve as a guide to the Nomination & Remuneration Committee (“NRC”) and the Board in their review and assessment of candidates that are to be appointed to the Board as well as Directors who are seeking election or re-election.

5. CRITERIA

This section outlines the baseline criteria for the fit and proper assessment. The Board together with the NRC shall assess individual Directors with due regard to the consideration listed in this section.

The assessment of fit and proper criteria for the Directors during the appointment stage shall be performed via diligence or screening as well as declarations from the concerned individuals.

Meanwhile, for the re-election, the assessment shall be performed based on a review of the Board Evaluation Form.

5.1 The fit and proper criteria of a Director include but are not limited to the following:

5.1.1 Character and Integrity

In assessing the personal qualities such as honesty, integrity, diligence, independence of mind and fairness of Directors, the Company should consider the following:-

- (i) Probity
 - The individual is compliant with legal obligations, regulatory requirements and professional standards.
 - The individual has not been obstructive, misleading or untruthful in dealings with regulatory bodies or a court.

- (ii) Personal integrity
 - The individual has not perpetrated or participated in any business practices which are deceitful, oppressive, improper (whether unlawful or not), or which otherwise reflect discredit on his professional conduct.
 - The individual's service contract (i.e., in the capacity of management or Director) had not been terminated in the past due to concerns on personal integrity.

- The individual has not abused other positions (i.e., political appointment) to facilitate government relations for the Company in a manner that contravenes the principles of good governance.
- (iii) Financial integrity
- The individual has managed personal debts or financial affairs satisfactorily.
 - The individual demonstrates the ability to fulfill personal financial obligations as and when they fall due.
 - The individual has not filed for bankruptcy or been adjudicated as bankrupt or had assets sequestered in any jurisdictions.
- (iv) Reputation
- The individual is of good repute in the financial and business community.
 - The individual has not been the subject of civil or criminal proceedings or enforcement action, in managing or governing an entity for the past 10 years.
 - The individual has not been substantially involved in the management of a business or Company which has failed, where that failure has been occasioned in part by deficiencies in that management.

5.1.2 Experience and competence

In order to perform his/her role in an effective capacity, the Board member must demonstrate the experience and competence requirements to understand TDM Group's nature of business, inherent risks and the management process. The Company should consider matters, but not limited to the following:-

- (i) Qualifications, training and skills
- The individual possesses education qualification that is relevant to the skill set that the Director is earmarked to bring to bear onto the boardroom (i.e., a match to the board skill set matrix).

- The individual has a considerable understanding on the business and workings of a corporation.
 - The individual possesses general management skills as well as an understanding of corporate governance and sustainability issues.
 - The individual keeps knowledge current based on continuous professional development.
 - The individual possesses leadership capabilities and a high level of emotional intelligence.
- (ii) Relevant experience and expertise
- The individual possesses relevant experience and expertise with due consideration given to the past length of service, nature and size of business, responsibilities held, number of subordinates as well as reporting lines and delegated authorities.
- (iii) Relevant past performance or track record
- The individual had a career of occupying a high-level position in a comparable organisation, and was accountable for driving or leading the organisation's governance, business performance or operations
 - The individual possesses a commendable past performance record as gathered from the results of the board effectiveness evaluation.

5.1.3 Time and commitment

- (i) Ability to discharge role having regard to other commitments
- The individual is able to devote time as a board member, having factored in other outside obligations including concurrent board positions held by the Director across listed issuers and non-listed entities (including not-for-profit organisations)
- (ii) Participation and contribution in the board or track record
- The Director demonstrates a willingness to participate actively in board activities

- The Director demonstrates a willingness to devote time and effort to understand the businesses and exemplifies readiness to participate in events outside the boardroom;
- The Director manifests passion in the vocation of a Director;
- The Director exhibits ability to articulate views independently, objectively and constructively; and
- The Director exhibits open mindedness to the views of others and the ability to make a considered judgment after hearing the views of others.

6. THE ASSESSMENT

- 6.1 The NRC will assess each person for a new appointment or re-appointment of Directors based on the criteria set under item 2.1 before recommending to the Board for approval. The Board Evaluation Form is set out in **Annexure 1** (The questionnaires are based on the Corporate Governance Guide 4th Edition).
- 6.2 For the appointment of a new Director, the person is required to complete the Prospective Directors Information as set out in **Annexure 2**.
- 6.3 The results of the assessments are part of the Company's internal documents and shall not be disclosed or provided to any other party.
- 6.4 The Director shall sign the Directors' Service Contract in accordance with section 231 of the Companies Act 2016, as set out in **Annexure 3**.

7. REVIEW OF THE POLICY

- 7.1 The NRC shall recommend any change to the Policy as the NRC deems appropriate to the Board for approval. The terms of the Policy shall be assessed, reviewed and updated where necessary to be in line with legislative promulgations i.e., when there are changes to the Malaysian Code on Corporate Governance, Listing Requirements of Bursa Malaysia Securities Berhad or any other regulatory requirements.



DIRECTOR'S EVALUATION FORM



NAME OF DIRECTOR: _____

PERFORMANCE EVALUATION FORM

**INDIVIDUAL DIRECTORS SELF EVALUATION
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

This self-assessment sheet is to be completed by each director on a confidential basis.

The evaluation Form provides rating from one (1) to five (5), with the indicators illustrated below:

Please Tick : 1 = Weak 2 = Need improvement 3 = Adequate 4 = Consistently Good 5 = Excellent

CONTENTS:

SECTION A: FIT AND PROPER

SECTION B: CALIBRE AND PERSONALITY

SECTION C: CONTRIBUTION AND PERFORMANCE

SECTION A: FIT AND PROPER		Rating/Comment
1.	Has not been questioned, of his/her honesty, integrity, professional conduct or business ethics/practices which are deceitful, oppressive or improper and investigated on complaints lodged.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
2.	Has shown willingness to maintain effective internal control systems and risk management practices.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
3.	Possesses relevant qualification. Knowledge, experience and ability to understand the technical requirements, risk and management of the company's business.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
SECTION B: CALIBRE AND PERSONALITY		Rating/Comment
4.	Acts in good faith and with integrity.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
5.	Attends meetings well prepared and adds value to board and/or committee meetings.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
6.	Participate actively in board activities, work constructively with peers, the company secretary and senior management.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
7.	Shares information or insights to matters presented with requisite knowledge and skills.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
8.	Encourages feedback from board and encourages meetings to focus on the agenda.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
9.	Understands individual roles and responsibilities and ensures contribution is contemporary with developments.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
10.	Confront conflicts and participates in finding a resolution.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:

SECTION C : CONTRIBUTION AND PERFORMANCE		Rating/Comment
11.	Probed management to ensure management has taken, and suggest management to take into consideration the varying opportunities and risks whilst developing plan.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
12.	Probes management when there are red flags/concerns which could, amongst others, indicate possible non-compliance of regulatory requirements.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
13.	Provides logical honest opinions on issues presented and is not afraid of expressing disagreement to matters during the meeting, if any.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
14.	Prioritises context of issues to be in line with objectives.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
15.	Provides realism and practical advice to board deliberations.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
16.	Applies analytical and conceptual skills to the decision-making process.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
17.	Communicates persuasively in a clear and non-confrontational manner.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
18.	Facilitate objective-oriented decision-making process.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
19.	Takes initiatives to request for more information and assumptions.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
20.	Defends own stand through constructive deliberations at board and/or committee meetings, where necessary.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
21.	Focuses on accomplishing the objectives.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
22.	Assesses and links short-term issues to the long-term strategy.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:
23.	Ensures performance of financial and human capital, keeping in mind the strategic plan when making investment decisions.	Rating: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3 <input type="checkbox"/> 4 <input type="checkbox"/> 5 Comment:

Comments and Feedback

If you wish, please include comments on any matters you believe are not adequately covered in the questions and any factors that may assist your performance in the areas of competencies, conformance and/or compliance and improve on your effectiveness.



PROSPECTIVE DIRECTORS' INFORMATION

Name of Company: TDM BERHAD (the “Company” or “TDMB”)

Part A: Personal Details

1	Full Name	
2	Date of Birth	
3	NRIC No / Passport No	
4	Citizenship	
5	Permanent Address	
6.	Correspondence Address (if different from above)	
7	Telephone No	
8	Email Address	

Part B: Education Background and Work Experience

No	Questions	Answer
1	Educational Qualification (List all chronologically from the latest qualification)	
2	Work Experience (List all chronologically from the latest experience to the last) (Please use separate paper if required)	
3	What do you consider to be your core area(s) of expertise?	

Part C: Directorship

No	Questions	Answer
1	<p>List of Current and Past Directorship</p> <p>(Please use separate paper if required)</p>	

Part D: Declaration

No	Questions	Yes	No
1	Do you have any relationship with any Directors in the TDMB?		
		If yes, please state details:	
2	Do you have any interest, both direct and indirect in the TDMB?		
		If yes, please state details:	
3	Do you have any relatives currently working in the TDMB?		
		If yes, please state details:	

No	Questions	Yes	No
4	Have you ever been committed of any commercial and criminal crimes including but not limited to traffic offence under the Laws of Malaysia?		
		If yes, please state details:	
5	Are you currently and/or the Company where you are a Director been notified of any impending disciplinary or criminal proceedings or of any investigations, which might lead to such proceedings?		
		If yes, please state details:	
6	Have you or the Company where you are a Director contravened any provision made by or under any written law such as the Anti-Money Laundering, Anti-Terrorism Financing and Proceeds of Unlawful Activities Act 2001, the Malaysian Anti-Corruption Commission Act 2009, the Companies Act 2016, Capital Markets and Services Act 2007 and any other applicable laws?		
		If yes, please state details:	

No	Questions	Yes	No
7	Have you or the Company where you are a Director been reprimanded by the regulators namely, Securities Commission Malaysia and Suruhanjaya Syarikat Malaysia?		
		If yes, please state details:	
8	Have you been involved in any business or relationship which could materially pose a conflict of interest or interfere with your judgment when acting as a Director which is disadvantageous to the Company?		
		If yes, please state details:	
8	Are you currently bankrupt?		
		If yes, please state details and steps taken to discharge yourself from the liability:	

No	Questions	Yes	No
9	Do you hold a post in any political party?		
		If yes, please state details:	

Part E: OTHERS

No	Questions	Your Answer
1	What kind of time commitments do you have for your current activities?	
2	What would your expectations be for the time necessary for TDMB Board?	

I, (NRIC/Passport No:) hereby declare that the above responses are true and correct, as to the best of my knowledge. I further authorise the Company to conduct background check, if necessary, which may consist of prior employment verification, professional reference checks, education confirmation and/or criminal record and credit checks for the purpose of my appointment as a Director of TDMB.

Signature: _____

Name: _____

Date: _____



DIRECTOR'S SERVICE CONTRACT



DIRECTOR'S SERVICE CONTRACT

DIRECTOR'S SERVICE CONTRACT

THIS DIRECTOR'S SERVICE CONTRACT is made on the date stated as **item 1 in Annexure A**

BETWEEN:

The company whose particulars are stated as **item 2 in Annexure A** (hereinafter referred to as "Company") of the first part; and

The director whose particulars are stated as **item 3 in Annexure A** (hereinafter referred to as "Director" or "you") of the other part.

WHEREAS:

The Company is desirous of appointing the director to serve on the board of directors of the Company.

The appointment of a director is governed by the provisions of the Companies Act 2016 (Act 777) and the constitution of the Company.

The Company, being a public company, is required to keep a copy of every director's service contract, including those of its subsidiaries, for inspection at the registered office of the Company.

IT IS HEREBY AGREED as follows:

1. Appointment as Director

- 1.1 The Company hereby appoints you and you hereby accept the appointment to serve on the board of the company identified as **item 4 in Annexure A**.
- 1.2 Your position on the board is identified as **item 5 in Annexure A**.
- 1.3 Your appointment is made pursuant to the Company's Constitution and Companies Act 2016 contingent on your re-election at forthcoming annual general meeting of the company and on the appointment not otherwise terminating in accordance with Company's Constitution and Companies Act 2016.
- 1.4 You shall serve as director commencing on the appointment date identified as **item 6 of Annexure A**, notwithstanding the date of this director's service contract.
- 1.5 You may resign by giving notice in writing at any time. As provided under the Company's Constitution and Companies Act 2016, your appointment may cease in certain prescribed circumstances. Upon termination or upon your resignation for any reason, duly intimated to the Company, you will not be entitled to any compensation for loss of office. Please note that you will not be an employee of the Company and this contract shall not constitute a contract of employment.

2. Role, Duties and Responsibilities

- 2.1 As a Director, you have a legal duty to strictly and primarily act in the best interest of the Company. You are to make yourself aware of your responsibilities to shareholders and stakeholders for the manner in which the affairs of the Company are managed.
- 2.2 You have the following principal responsibilities in discharging the fiduciary duties and leadership functions of the Company identified in item 5 in Annexure A:
 - i. The Board together with senior management, promote good corporate governance culture within the Group which reinforce ethical, prudent and professional behaviour;
 - ii. Review, challenge and decide on management's proposals for the Group and monitor its implementation by Management;
 - iii. Ensure that the strategic plan of the Group supports long-term value creation and includes strategies on economic, environmental and social considerations underpinning sustainability;
 - iv. Supervise and assess management performance to determine whether the business is being properly managed;
 - v. Ensure that there is a sound framework for internal controls and risk management;
 - vi. Understand the principal risks of the company's business and recognise that business decisions involve the taking of appropriate risks;
 - vii. Ensure that there is an appropriate risk management framework to identify, analyse, evaluate, manage and monitor significant financial and non-financial risks;
 - viii. Establish succession plan including ensuring that senior management has the necessary skills and experience, and there are measures in place to provide for the orderly succession of Board and senior management;
 - ix. Ensure that the Company has in place procedures to enable effective communication with stakeholders;
 - x. Ensure the integrity of the Group's financial and non-financial reporting; and

- xi. Ensure compliance with the principles and recommendations of the Malaysian Code on Corporate Governance and Main Market Listing Requirements (“MMLR”) of Bursa Securities Malaysia Berhad.

2.3 In discharging your fiduciary duties as Director, you are expected to:

- i. Act in good faith and in the best interest of the company identified in item 5 in Annexure A;
- ii. Act with reasonable care, skill and diligence subject to the business judgement rule;
- iii. Avoid conflict of interest with the Group in a personal or professional capacity;
- iv. Ensure Board information, deliberations and decisions that are not publicly known are not used for personal interest;
- v. Disclose and abstain from voting on matter of personal interest;
- vi. Comply with the Companies Act 2016, securities legislation and MMLR of Bursa Securities;
- vii. Devote sufficient time to prepare for and attend Board and Board Committee Meetings and attend Directors’ continuous training program;
- viii. Attend at least 50% of the Board Meeting held in each financial year; and
- ix. Notify the Chairman before accepting any new Directorship on other listed company and to indicate the time expected to be spent on the new appointment.
- x. Not interfere with the duties and responsibilities of the management.

2.4 In the normal course of events, day-to-day management is left to Management. All Directors are expected to take decisions objectively in the interests of the Company. The Board as a whole is collectively responsible for the success of the Company. All Directors, whether non-executive or executive, have the same general legal responsibilities.

2.5 The Board normally meets every quarter and holds additional meetings as and when the occasion requires. In addition to routine Board meetings, you should allow time for committee meetings, preparatory work and travel, and ensure that you are in a position to make the necessary overall time commitment.

3. Remuneration & Expenses

3.1 The Board determines the level of remuneration paid to its Non-Executive members within any limitations approved by shareholders. **The details of your remuneration package are set out in the Directors’ Handbook or as notified to you from time to time.**

4. Committee Involvement

4.1 Board committees are formed when it is efficient or necessary to facilitate effective decision-making. The Board’s present standing committees are as follows:

- i. Audit Committee;
- ii. Nomination & Remuneration Committee;
- iii. Board Risk & Compliance Committee;
- iv. Board Tender Committee; and
- v. Executive Committee.

- 4.2 This service contract refers to your appointment as Director of the company. In the event that you are also asked to serve on one or more Board committees this will be addressed by a separate process setting out any supplemental fees payable and ensuring that you are aware of the committee's terms of reference and the responsibilities involved.

5. Evaluation

- 5.1 Your performance as a Non-Executive Director and that of the Board as a whole, will be subject to the evaluation on an annual basis. The Board should review the performance of the Board, its Committees and each individual Director (including independent director) annually to remain relevant and effective.
- 5.2 The Board via the Nomination & Remuneration Committee shall establish the criteria for the assessment.

6. Induction and Training

- 6.1 After your appointment, the Company will provide a comprehensive, formal and tailored induction. You will be expected to make yourself available. On an ongoing basis, and further to the evaluation process, we will make arrangement for you to develop and fresh your skills and knowledge benefit to you in carrying your duties effectively. You should endeavour to make yourself available for any relevant training session which may be organised for the Board.

7. Independent Advice

- 7.1 With the approval of the Board of Directors, you may seek independent professional advice, at the Company's expense, on any matter connected with the discharge of your responsibilities as a Director. Copies of this advice must be made available to, and for the benefit of, all Board members, unless the Board of Directors otherwise agrees.

8. Conflict of Interest

- 8.1 It is accepted and acknowledged that you may have business interests other than those of the Company. As a condition to your appointment, you are expected to make business decisions in the best interest of the Company and should avoid involving in situations where there is real or apparent conflict of interest between you as individuals and the interest of the Company. You should not use your positions or knowledge gained directly or indirectly in the course of your duties for private or personal advantage. In addition, you as a director shall avoid any situation in which you have an interest in any entity or matter that may influence the Director's judgment in the discharge of responsibilities.
- 8.2 In the event your circumstances likely to change or give rise to conflict of interests, or when applicable, this should be disclosed to both Chairman or the Chief Executive Officer and the Company Secretary as soon as you become aware of them.

9. Company Policies

- 9.1 As a Director of the Company, you will be expected to act at all times in accordance with the Company's Constitution and comply with the Company's corporate policies and procedures that relate to your role as a Director covering such areas as corporate governance, privacy and travel.

10. Confidentiality

- 10.1 In your role as a Director you will be in possession of confidential information about the Company and its affairs. You may only use that information in the proper performance of your duties or as required by law; you must not use it to gain advantage for yourself or others, or to the detriment of the Company.
- 10.2 It is pertinent that all Directors exercise caution and due care to safeguard any information of confidential and sensitive nature relating to the Company which is acquired in the course of their directorship, and are strictly prohibited to disclose to any person, unless the disclosure is duly authorized or legally mandated.

11. Termination

- 11.1 Notwithstanding any other provision of this Director's service contract, if and when any one of the following events occurs, then, and in addition to any other remedy or remedies available to the Company, this Director's service contract shall be immediately and automatically terminated (unless otherwise decided by the board of directors of the Company), and the Company shall not be under any further obligation to you if you:
- i. Commit any breach and/or repeated and/or continual breach of any of Director's obligations under this Director's service contract;
 - ii. Have made any representation or warranty made in this Director's service contract that is untrue or incorrect;
 - iii. Breach, are in breach of, or have breached any covenant in this Director's service contract;
 - iv. Die;
 - v. Become prohibited by any law, regulation, rule, practice direction, or practice rule from taking up the post of director;
 - vi. Become unable to perform your duties under this Director's service contract due to health reasons, disability, or being of unsound mind.
 - vii. Receive a notice in writing giving at least 30 days notice of the Company's intention to terminate this service contract, the notice of which need not disclose any reason for the termination;
 - viii. Guilty of any serious misconduct or serious neglect in the discharge of your duties as the Director's hereunder;
 - a) Any actions or omissions bring the name or reputation of the Company, or any of Company's affiliates, subsidiaries, or parent (each a "Group Member") into serious disrepute or prejudices the business interests of the Company or any Group Member;
 - b) Being sued for criminal liability or convicted of any criminal offence other than an offence which in the reasonable opinion of the board of directors of the Company does not affect the Director's position as a director (bearing in mind the nature of the duties in which the Director is engaged and the capacities in which the Director is engaged); or
 - c) Being sued, fined, penalized, or censured for alleged or actual violation of any securities law or regulation.

To signify their acceptance of the terms of this director's service contract, both parties hereby affix their signatures hereunder

Signed on behalf of the Company

Signed by the Director

Name :
NRIC :
Designation :

Name :
NRIC :
Designation :

ANNEXURE 'A'

No.	Item	Particulars
1.	Date of Director's service contract	
2.	The Company	<p>Name : TDM BERHAD Company No. : 196501000477 (6265-P)</p> <p>Registered Address: Aras 5, Bangunan UMNO Terengganu Lot 3224, Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu.</p> <p>Business Address: Aras 5, Bangunan UMNO Terengganu Lot 3224, Jalan Masjid Abidin 20100 Kuala Terengganu Terengganu.</p>
3.	The Director	<p>Name :</p> <p>NRIC :</p> <p>Address:</p>
4.	The Company	TDM Berhad
5.	The Position	
6.	Commencement of Appointment	