

TIEN WAH PRESS HOLDINGS BERHAD

Registration No. 199501011233 (340434-K)

ANTI-BRIBERY & ANTI-CORRUPTION POLICY AND PROCEDURE

1. Introduction

- 1.1. Tien Wah Press Holdings Berhad and its subsidiaries ("**the Group**") are committed to the highest ethical standards in conducting business dealings with integrity and in compliance with all applicable laws.
- 1.2. The Group has adopted a zero-tolerance approach against all forms of bribery and corruption and takes a strong stance against such acts.
- 1.3. This Policy is not intended to provide definitive answers to all questions regarding Bribery and Corruption, but to provide a basic introduction to how the Group combats bribery and corruption in furtherance of its commitment to lawful, fair and ethical behaviour at all times.

2. Definition

Board :	Board of Directors of Tien Wah Press Holdings Berhad.
Bribery :	Bribery is the most common form of corruption and it can be broadly described as the offering, promising, giving, accepting or soliciting of an advantage as an inducement of any action which is illegal or a breach of trust in order to gain personal or other advantage. It can be in the form of cash and other forms including non-cash gifts, lavish entertainment or hospitality, loans, fees or other reward or benefit.
Business Associate :	External party with whom the organisation has, or plans to establish, some form of business relationship. Business associate includes but is not limited to clients, customers, joint ventures, joint venture partners, consortium partners, outsourcing providers, contractors, consultants, sub-contractors, suppliers, vendors, advisors, agents, distributors, representatives, intermediaries and investors, and others performing work or services for or on behalf of the Group.
Corruption :	Corruption is defined as abuse of position for personal gain or misuse of position to help others to improperly enrich themselves.
Facilitation Payment :	A payment or other provision made personally to an individual in control of a process or decision. It is given to secure or expedite a routine or administrative duty or function.

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Definition (Cont'd)

Gratification :	Includes : (a) Money, donation, gift, loan, fee, reward, valuable security, property or interest in property being property of any description whether movable or immovable, financial benefit, or any other similar advantage; (b) Any office, dignity, employment, contract of employment or services, and agreement to give employment or render services in any capacity; (c) Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part; (d) Any valuable consideration of any kind, any discount, commission, rebate, bonus, deduction or percentage; (e) Any forbearance to demand any money or money's worth or valuable thing; (f) Any other service or favour of any description, including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted, and including the exercise or the forbearance from the exercise of any right or any official power or duty; and (g) Any offer, undertaking or promise, whether conditional or unconditional, of any gratification within the meaning of any of the preceding paragraphs (a) to (f).
Top Level Management :	Unless otherwise separately defined in this Policy and Procedure, definition of words such as top level management and those relating to corruption are as specified in Section 17A MACC Act and Guidelines on Adequate Procedures Appendix.
Third Party/Parties :	Person or body that is independent of the organization. All Business Associates are third parties, but not all third parties are Business Associates.

Words denoting the singular number only shall include the plural number and vice versa and the masculine shall include the feminine and neuter genders and vice versa.

3. Purpose

- 3.1. The Policy and Procedure sets out the Group's position on Bribery and Corruption and serves as a guideline on how to deal with Bribery and Corruption which may arise in the course of business.
- 3.2. Failure to comply with this Policy and Procedure, whether intentional or not, may lead to disciplinary action and criminal liability for the individual involved.

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- 3.3. This Policy and Procedure applies to the following (the "Parties"):
- (a) The Directors and employees of the Group;
 - (b) Business Associates associated with the Group (which may include but not limited to contractors, joint venture partners, business associates or any other parties performing services for and on behalf of the Group) including Third Parties who intends to establish a business relationship with the Group; and
 - (c) The Group's business dealings with private and public sector entities, including their Directors, employees and Intermediaries.
- 3.4. In the event of doubt in relation to this Policy and Procedure, the Parties should contact the Group CEO immediately.

4. Responsibilities of the Parties

- 4.1. The Parties are responsible for understanding and complying with this Policy and Procedure which includes the following: -
- (a) Be familiar with the requirements and directives of the Policy and Procedure and communicate them to subordinates;
 - (b) Always raise suspicious transactions to Group CEO for guidance on next course of action;
 - (c) Promptly report violations or suspected violations through appropriate channels; and
 - (d) Attend and all trainings in relation to the Policy and Procedure.

5. Anti-Bribery and Anti-Corruption

- 5.1. All forms of Bribery and Corruption are prohibited. The Parties should not participate in any corrupt or unethical activity such as but not limited to extortion, abuse of power, trading under influence fraud and/or money laundering.
- 5.2. Bribery and Corruption may take the form of exchange of money, goods, services, property, privilege and/or preferential treatment. The Parties shall not, whether directly or indirectly, offer, give, receive or solicit any Gratification, in an attempt to influence decisions or actions of a person in a position in the Group, with an intent (a) to obtain or retain business for the Group; or (b) to obtain or retain an advantage in the conduct of business for the Group.
- 5.3. This Policy and Procedure applies to the Group's business dealings with commercial and government entities, and includes interactions with their Directors, employees, agents and other appointed representatives.
- 5.4. No employee will suffer demotion, penalty or other adverse consequence for refusing to pay or receive bribes or other illicit behavior, even if such refusal may result in the Group losing business or experience a delay in business operations.

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- 5.5. The Group shall conduct regular risk assessments once in every three (3) years, with intermittent assessments conducted, when necessary, in relation to Bribery and Corruption.

6. Conflict of Interest

- 6.1. A situation of conflict of interest arises in situations where a personal interest that might be considered to interfere with a person's objectivity in performing or exercising duties/judgement on behalf of the Group.
- 6.2. The Parties should avoid or deal appropriately with situations in which conflict of interest arise and they must not use their position to gain or to cause disadvantage to the Group.
- 6.3. Should any Parties encounter a conflict-of-interest situation, they are required to disclose the said situation to the Group CEO and be reviewed by the Audit and Risk Committee, if deemed necessary and in cases of contemplated transaction or contract of any actual conflict of interest, potential conflict of interest or perceived conflict of interest related to a Director or Key Senior Management.

7. Business Associate

- 7.1. The Group expects all Business Associate to refrain from Bribery and Corruption. Prior to entering into any formal relationship, the Group shall conduct due diligence on the relevant party.
- 7.2. If suspicion of Bribery and Corruption arises in any collaboration with the Business Associate, the Group shall seek an alternative Business Associate.

8. Gifts, Entertainment, Hospitality, Travel, Donation and Sponsorship ("GEHTDS")

- 8.1. The Group prohibits both the giving and receiving of GEHTDS which may influence business decisions. The intention behind the GEHTDS should always be considered, so that it does not create an appearance of impropriety and should not be misunderstood by others to be a bribe.
- 8.2. The Group should not solicit any GEHTDS from any Business Associate directly or indirectly.
- 8.3. The Group allows appropriate business related GEHTDS if all the following principles are observed: -
- (a) Transparency
Receipt and/or provision of any GEHTDS should be promptly and properly recorded which would be made available for audit purposes.
 - (b) Recipients
Receipt and/or provision of any GEHTDS would not result the Parties to be in a Conflict of Interest position.
 - (c) Ability to Influence
Receipt and/or provision of any GEHTDS should not occur which may detriment the direction of a business decision.

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- (d) Value
Receipt and/or provision of any GEHTDS must be modest and not be so frequent as to place the recipient under an obligation.
- (e) Purpose
Receipt and/or provision of any GEHTDS offered openly in normal course of business to promote good relations and mark special occasions must not be interpreted as to gain unmerited advantage or cause disadvantage to others.

8.4. The Group should not exercise any of its resources to make any direct or indirect political contributions to any political party without the approval from the Board.

8.5. The Group must ensure that all Donation and Sponsorship are given through legal and proper channels. Particular care must be taken in ensuring that the charities or sponsored organisations on the receiving end are valid bodies and are able to manage the funds properly. Steps must be taken to ensure that donations to foreign-based charities or beneficiaries are not disguised illegal payments to government officials nor act as conduit to fund illegal activities in violation of any applicable law.

8.6. When in doubt, employees can escalate the matter to the Group CEO.

9. Facilitation Payments

9.1. The Group adopts a strict stance in disallowing Facilitation Payments.

9.2. In the event of an encounter with any requests for a Facilitation Payments, the Parties are expected to notify the Group CEO. In the event that such payment has been made and the Parties are unsure of the nature, Group CEO must be immediately notified and consulted.

10. Money Laundering

10.1. The Group strongly objects to practice money laundering, including dealing in the proceeds of criminal activities.

10.2. To avoid violating anti-money laundering laws, the Parties are expected to always conduct reasonable due diligence on customers and counterparty to understand the business and background of the prospective business customers and counterparties and to determine the origin and destination of money, property and services.

11. Non-Compliance

11.1. The Group would take immediate action against any party who did not adhere to the Policy and Procedure. This may include but not limited to the termination of employment, business arrangements, initiation of legal action and/or notification to the authorities.

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12. Record Keeping for Managing Documentation

- 12.1. The Group would keep and maintain data, record and documents in accordance with statutory and regulatory requirements. The Group would have appropriate internal controls in place to safe-keep, archival, retrieval, retain and store proper records.
- 12.2. The Group must ensure that all GEHTDS Payments are recorded (including name of provider, name of recipient, reason) in a timely manner.

13. Whistleblowing Channel

- 13.1. The Group has established a Whistle Blower Policy which details the Group's policies and procedures in relation to disclosure of any known malpractices or wrongdoings occurred in the Group.
- 13.2. The Parties who encounter actual or suspected violations of this Policy and Procedure are required to report their concerns. The Parties are responsible to ensure that suspected Bribery and Corruption incidents are reported promptly via the procedures set out in the Whistle Blower Policy which is made available in the Company's website at *www.tienwah.com*.

14. Awareness and Training

- 14.1. The Group is committed in arranging awareness programmes for all Parties in relation to the Policy and Procedure and to continuously promulgate integrity and ethics.

15. Monitoring, Periodic Review and Disclosure

- 15.1. The Group is committed to continually improve the Policy and Procedure and may therefore endeavor to develop further integrity measures.
- 15.2. The Board shall conduct a review on the effectiveness of the implementation of this Policy and Procedure at appropriate intervals, considering its suitability, adequacy and effectiveness.
- 15.3. This Policy shall be reviewed at least once every three (3) years to ensure its effectiveness and consistency with the applicable legislation and regulatory requirements, reputational demands and changes in the business.

This Policy and Procedure are reviewed and approved by the Board on 26 February 2024.

February 2024