

TEXWINCA HOLDINGS LIMITED

(the “Company”)

Anti-Corruption Policy

1. Policy Statement

1.1 Texwinca Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to conducting business honestly, ethically and with integrity. In line with such commitment, this Anti-corruption Policy (the “**Policy**”) sets out the responsibilities of all business units and employees of the Group to comply with the applicable anti-corruption laws, rules and regulations. The Group adopts a zero-tolerance principle against any corruption practices.

1.2 All employees are prohibited from soliciting, accepting or offering advantages from or to clients, suppliers or any person having any kind of business dealings of any kind with the Group. Anti-corruption practices are extended to the supply chain of the Group through its procurement procedures.

1.3 Definition

“**Advantage**” means:

- Any gift, loan, fee, reward or commission consisting of money or in kind;
- Any office, employment or contract;
- Any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- Any other service, or favour (other than entertainment);
- The exercise or forbearance from the exercise of any right or any power or duty; and
- Any offer, undertaking or promise of any advantage within the meaning of the above mentioned items.

“**Conflict of interest**” occurs when, in the discharge of his/her duties, the individual private interest of a director or an employee interferes or appears to interfere, in any way with the interests of the Company or any Group Company.

“**Private interest**” includes both financial and personal interests of a director or an employee and his/her connections.

“**his/her connections**” include immediate family members and other relations, close personal friends, the clubs and societies to which he/she belongs, and any person to whom he/she owes a favour or obligated in any ways, where appropriate.

“**Immediate family members**” means spouse, parents, child and other dependents of a director or an employee.

2. Scope

- 2.1 This Policy applies to the Group covering all directors, officers and employees (including full time, part time and temporary staff) (collectively, the “**Employees**”), and the Group’s business partners, agents, joint venture partners, associated companies’ representatives, contractors and suppliers are encouraged to abide by the principles of this Policy.
- 2.2 Corruption and bribery include any illicit advantage offered or accepted as an inducement to or a reward for performing or abstaining from performing any duties. Items considered as bribes include cash, cash equivalents, loans, commissions, benefits in kind or other advantages, but excluding advertising or promotional gifts of nominal value given during festive seasons.
- 2.3 Fraud generally involves any deceptive conduct with the intention of making some form of financial or personal gain or causing another person to suffer a loss, and includes money laundering, obstruction of justice, deception, bribery, forgery, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion.
- 2.4 In carrying out the Group’s business, the Employees are required to comply with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) (“**POBO**”) and all relevant laws, rules and regulations applicable in the jurisdictions where the Group operates.

3. Soliciting Advantages

- 3.1 Without written approval from the director or department head of the Group, Employees and his/her connections are not permitted to take advantage of their duties, powers or positions in the Group to receive, solicit or demand of any gifts, loans, moneys, rewards, occupations, contracts, services, advantages or any private or similar benefits from customers, suppliers, companies or other person(s) in connection with the corporate affairs of the Group (hereafter the “business partners”).
- 3.2 Employees should avoid accepting any benefits by way of cash or non-cash from business partners, including any private gifts or Red Packets or participating in meals or entertainments from the business partners at any times.
- 3.3 Employees are required to report to the Administration Department by written notice within two working days when Employees become aware of the relevant event if such refusal could be treated as unsociable or impolite. The board of directors of the Company (the “**Board**”) will evaluate the situation of the incident and further provide instructions on how to handle it.
- 3.4 If Employees violate the above regulations, such violator of the above will be subject to summary dismissal without notice or payment in lieu and the Group reserves the right to claim for damages resulted therefrom.

4. Offering Advantages

- 4.1 All Employees are prohibited from offering advantages to any director, staff member or agent of another company or organisation, for the purpose of influencing such person in any dealing, or any public official, whether directly or indirectly through a third party, when conducting the Group's business. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his/her employer/principal to accept it under the relevant circumstance before the advantage is offered.
- 4.2 If Employees violate the above regulations, such violator of the above will be subject to summary dismissal without notice or payment in lieu and the Group reserves the right to claim for damages resulted therefrom.

5. Records, Accounts and Other Documents

- 5.1 All Employees should ensure that all records, receipts, accounts or other documents they submit to the Group give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Group, regardless of whether there is any gain or advantage involved, may constitute an offence under the POBO.
- 5.2 If Employees violate the above regulations, such violator of the above will be subject to summary dismissal without notice or payment in lieu and the Group reserves the right to claim for damages resulted therefrom.

6. Entertainment / Gambling / Loans

- 6.1 Although entertainment (e.g. provision of food and drink) is an acceptable form of business and social behaviour, Employees should avoid accepting lavish or frequent entertainment from persons with whom the Company has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation.
- 6.2 Employees are advised not to engage in frequent and excessive gambling of any kind, including games of mahjong, with persons having business dealings with the Group. In social games with the business partners, Employees must exercise judgment and withdraw from any high stake games.
- 6.3 Employees and his/her connections should not grant or guarantee a loan to, or accept a loan from or through the assistance of any individual or organization having business dealings with the Group. There is no restriction on normal loans from banks or financial institutions made at the prevailing market interest rates and terms.

7. Outside Employment or Part Time Job

- 7.1 In the employment with the Group, Employees must not be engaged, concerned or interested in any way, whether permanent or temporary position or consulting work, in any outside employment or part time job or business or other activity that would incur the conflict of interest with the Group. Employees wishing to take up part time job should obtain prior written consent from the Group.
- 7.2 If Employees violate the above regulations, such violator of the above will be subject to summary dismissal without notice or payment in lieu and the Group reserves the right to claim for damages resulted therefrom.

8. Conflict of Interest

- 8.1 Employees and his/her connections should avoid any direct or indirect conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Group) or the perception of such direct or indirect conflicts. When actual or potential conflict of interest arises, Employees should immediately report to the director of the Group, Department Head or Human Resources Department. Employees must also make a declaration in writing to the Human Resources Department for processing when they become aware of relevant matters, and then the Board will evaluate the situation of the incident and further provide instructions on how to handle it.
- 8.2 Some common examples of conflict of interest are described below but they are by no means exhaustive:
- (a) A staff member involved in a procurement exercise is closely related to or has financial interest in the business of a supplier who is being considered for selection by the Group.
 - (b) One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the staff member involved in the process.
 - (c) A director of the Company has financial interest in a company whose quotation or tender is under consideration by the Board.
 - (d) A staff member (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.
- 8.3 If Employees violate the above regulations, such violator of the above will be subject to summary dismissal without notice or payment in lieu and the Group reserves the right to claim for damages resulted therefrom.

9. Training and Monitoring

9.1 The Group provides periodic trainings to all Employees, internal monitoring and bribery and corruption risk assessments to ensure bribery and corruption activities are prevented.

10. Responsibilities

10.1 In dealing with the Group's business or affairs, Employees should adhere to the Group's high standards of professional and ethical conduct, and should comply with all applicable laws, rules and regulations in Hong Kong and other applicable jurisdictions, such as the POBO.

10.2 Employees should familiarise themselves with and comply with the requirements of this Policy and other policies and procedures supplementing this Policy issued by the Group from time to time.

11. Reporting

11.1 Every Employee has a duty to timely report any actual or suspected breach of this Policy in accordance with the Group's procedures. For further details on the reporting channels and procedures, please refer to the Whistleblowing Policy of the Company.

11.2 Employees must cooperate fully and openly with any investigation into any alleged breach of this Policy or any suspected corruption or fraudulent activity. Failure to cooperate or to provide truthful information may lead to the Employee being subject to disciplinary action and where applicable, criminal prosecution against the parties concerned.

12. Review of this Policy

12.1 The Group shall review this Policy from time to time to improve its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed by the Audit Committee and approved by the Board.

(This Policy adopted in March 2023 and amended in March 2025)