TPV Anti-Bribery & Corruption Policy

TPV ANTI-BRIBERY & CORRUPTION POLICY

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TPV ANTI-BRIBERY & CORRUPTION POLICY

CHAPTER ONE: POLICY STATEMENT

Article 1: TPV is committed to upholding high standards of business integrity, honesty and transparency in all its business dealings. TPV strictly prohibits any form of bribery or corruption, and is committed to the prevention, deterrence, detection and investigation of all forms of bribery and corruption.

Article 2: The Board is accountable to the implementation of TPV's anti-bribery and corruption efforts (including values, code of conduct, risk management, internal controls, communication and training, oversight and monitoring). Directors and management of TPV are responsible for ensuring the effective implementation and the monitoring of any material bribery or corruption activities committed within TPV. The Group's Audit Committee has the oversight of any investigation in accordance with the internal policies.

Article 3: Bribery or corruption damages a Company's reputation and undermines its relationship with its employees, regulators, customers, business partners and competitors. It may lead to criminal prosecution of or regulatory action against a Company or its employees, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage a Company's business. The definition of bribery and corruption is defined as:

- Bribery involves giving or offering to give any advantage, directly or indirectly, to any employee of a Company, private individual or other person connected with a business as an inducement or reward for or otherwise on account of such person's conduct in relation to their employer's affairs, or any improper advantage in obtaining or retaining business. It also involves soliciting or accepting bribes.
- Corruption is a form of dishonesty or a criminal offense that is undertaken by a person or an organisation that is entrusted in a position of authority to acquire illicit benefits or abuse power for one's gain.

Article 4: This Policy applies to all directors, officers and employees of TPV (which for these purposes includes temporary or contract staff) (the "Employees"), as well as its Third Party Representatives, where appropriate.

Article 5: All Employees are required to adhere to this Policy, as well as any additional requirements set by local law (which may be stricter than those set out in this Policy), the breach of which may lead to disciplinary action that might ultimately result in termination of employment and/or personal civil or criminal sanctions.

Article 6: This Policy sets out the minimum standards of conduct to which all Employees are required to adhere in respect of anti-bribery and corruption.

Article 7: Questions in relation to this Policy should be directed to local HR (if this could not be resolved locally, to Corporate HR or the Group Internal Auditor).

CHAPTER TWO: BRIBERY PROHIBITION

Article 8: TPV shall conduct its business in strict compliance with applicable laws and regulations, including national and international anti-bribery laws, and expects the same from its business partners. Bribes are illegal payments or other types of compensation made to influence and gain profit from an individual, Company or government official.

Article 9: Employees shall not, and shall not attempt to, influence government policy or obtain or retain business or an advantage in the conduct of its business by offering or accepting illegal payments, bribes, kickbacks or other illegal methods. Anti-bribery laws - including national laws adopted pursuant to the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions (hereinafter: OECD Convention), the US Foreign Corrupt Practices Act (hereinafter: FCPA) and the UK Bribery Act 2010 (hereinafter: UK Bribery Act) - prohibit, in general, the payment, offer or authorised gift of anything of value, either directly or through a Third Party (for example, a distributor, agent, consultant, or any other person who performs services on behalf of TPV), to other persons or to government officials, political parties, politicians, or political candidates, public officers in state-owned enterprises, officials of a public international organisation or holders of a legislative, administrative or judicial position of any kind (hereinafter: Government Officials) with the intent to obtain or retain business, direct business to any person, obtain an improper business advantage or influence an official act or decision of such other person or Government Official. These anti-bribery provisions apply not only to Companies but also to individuals, such as employees. Violations of anti-bribery provisions can result in severe penalties and even jail time.

Article 10: If an Employee has actual knowledge of bribery or if bribery is suspected, it is mandatory to report such information to local HR (if required, to Corporate HR). Not actually paying the bribe does not clear an employee from liability. Engaging in transactions that one suspects involving improper payments may lead to liability. Conscious disregard of, willful blindness to or deliberate ignorance of the facts may be sufficient to establish a violation. If it is deemed reasonably apparent that an unusual or extraordinary payment or discount to a Third Party would be used to bribe a Governmental Official, such disregard or ignorance will constitute a violation. Even if an Employee believes that a small payment or gift is minor in nature, allowed by local law and practice, and consistent with the practices of competitors, the Employee should not unilaterally depart from this policy but instead consult with the local HR (if required, to Corporate HR).

Article 11: No Employee may solicit or accept any advantage (which includes money, gift, loan, fee, reward, employment, contract, services and favor, etc.) from any person having business dealings with TPV (e.g. clients, suppliers, contractors). However, they are allowed to accept any advertising or promotional gifts of a nominal value and non-cash value, or gifts of modest value given on festivals or special occasions (e.g., gift baskets, flowers, etc.) offered voluntarily.

Article 12: Employee who receives or is offered a gift of value more than RMB500 (The applicable exchange rate is determined by the location where the incident takes place) must declare the details on the Business Entertainment/Gift - Declaration Form (refer TPV Code of Conduct) and seek approval from the local HR (if required, to Corporate HR). The declaration should be submitted to local HR (if required, to Corporate HR) as soon as practicable and in any

event within one month from the date of receipt. A proper disposal method should then be reviewed and authorised.

Article 13: Employees must reject any offer for entertainment or meals which is inappropriate (too lavish and frequent) from any party which has business relation with TPV. If the Employee has received invitation for inappropriate entertainment of value more than RMB1,000 conducted in Europe or of value more than RMB500 in places other than Europe (The applicable exchange rate is determined by the location where the incident takes place), he must declare the details on the Business Entertainment/Gift - Declaration Form (refer TPV Code of Conduct) and submit the declaration to local HR (if required, to Corporate HR) for approval as soon as practicable and in any event within one month from the date of invitation or when he/she becomes aware of the incommensurate nature of the entertainment.

Article 14: Employees are required to exercise good judgment and practice moderation in giving or receiving business gifts and entertainment to or from anyone (e.g. clients, suppliers, contractors) to avoid any possibility of compromising, or appearing to compromise, the objectivity of business decisions.

Article 15: Under no circumstances may an Employee offers an advantage to any person or Company for the purposes of influencing such person or Company in any business dealings. It is also prohibited to offer an advantage to a public servant to influence any contract, tender or auction in relation to the public body concerned. Any advantage given in the conduct of the Company's business should be in accordance with the Company's prevailing policies on such matters and prior written approval of the Company should be obtained.

Article 16: Employee who conducts business on behalf of the Company in another jurisdiction must abide by the laws of that jurisdiction, including laws and regulations on anti-corruption, and all other laws and regulations pertaining to ethical business conduct.

CHAPTER THREE: POLITICAL AND CHARITABLE CONTRIBUTIONS AND SPONSORSHIPS

Article 17: TPV Companies shall not pay advisory fees, make payments or donations, in money or in kind, to political parties, political organisations or individual politicians. In addition, no Employee may make any political contribution as a representative of TPV or create the impression that he or she is acting as a representative of TPV. Subject to applicable laws and regulations, exceptions to this prohibition may be made, where legally permissible, only if explicitly approved by local HR (if required, by Corporate HR). In those exceptional cases where payments or donations are made, all requirements regarding public disclosure of such payments or donations shall be complied with in full. Employees shall be cautious that charitable donations and sponsorships may in some circumstances constitute a disguised form of bribery. Should an Employee have any doubt on the genuineness of a charitable donation/sponsorship request, it should be referred to local HR (if required, to Corporate HR).

CHAPTER FOUR: MODERATION IN GIFTS AND ENTERTAINMENT

Article 18: Employees should exercise good judgment in giving and receiving business gifts and entertainment. Employees should decline an offer of a gift if acceptance of it could affect their objectivity in conducting the Company's business, or induce them to act against the interest of the Company, or lead to allegations of impropriety.

Article 19: When making gifts, it is preferred that the gifts be given to the recipient's Company rather than to a specific individual. Gifts bearing the Company's logo are also preferred.

Article 20: In the cases of making gifts or entertaining, they must be offered only in connection with the legitimate business interests and purposes. Employees must decline to accept and refrain from issuing invitations to meals or entertainment that are excessive or too frequent.

Article 21: It should be noted that any free trips or traveling expenses are considered as "advantages". Without prior consent of the Company, acceptance of these advantages is strictly prohibited.

Article 22: Proper use of budget, approval, record-keeping and documentation procedures must be made when expensing business gifts and hospitality. The record must expressly state the nature, purpose, value (if known) and date of the business courtesy and also details of the giver/receiver of the business courtesy. Such records must be preserved. Employee who receives entertainment or is offered a gift inappropriately must report the details on the Business Entertainment/Gift - Declaration Form (refer TPV Code of Conduct) and seek approval from local HR (if required, to Corporate HR). The declaration should be submitted to local HR (if required, to Corporate HR) as soon as practicable and in any event within one month from the date of receipt. A proper disposal method (of the gift) should then be reviewed and authorised.

Article 23: Employees have an obligation to ensure agents or others providing gifts or entertainment on TPV's behalf follow our guidelines. When dealing with organisations that have more restrictive limits or prohibitions against accepting business gifts and entertainment, we must abide by their standards.

Article 24: TPV has formulated the "Policies and Guidelines on Gifts and Entertainment" (refer to TPV Code of Conduct). Should you have any queries, please contact your direct supervisor or the Group Internal Auditor.

CHAPTER FIVE: AVOIDANCE OF CONFLICTS OF INTEREST

Article 25: A conflict of interest situation arises when the private interest of Employees competes or conflicts with the interest of the Company. Private interest includes both the financial and personal interests of Employees and those of their connections. Connections include family members, relatives and close personal friends.

Article 26: Employees should avoid any situation which may lead to an actual or perceived conflict of interest. Employees should disclose in writing and obtain prior authorisation before

engaging in any business, investment or activity that might pose or appear to pose a conflict between individual interests and those of TPV. Failure to do so may give rise to criticism of favoritism, abuse of authority or even allegations of corruption. Employees should report potential conflicts of interest involving the Company, themselves or family members to the Group Internal Auditor or the Chairman of Audit Committee.

Article 27: Employees are prohibited from using confidential or insider information for their own benefit or to benefit or harm others. Accordingly, Employees, without proper authorisation from the Board, should not provide or make available confidential or insider information to anyone outside the Company or to anyone of the Company who does not need to know this information for operational purposes. Besides, they should not circumvent these guidelines by acting through another party to deals with TPV shares on their behalf.

Article 28: With reference to the applicable listing rules and other regulations, restrictions on dealing with securities of the Company and its associates may apply on the Employees of the Company who are in possession of unpublished price-sensitive information in relation to those securities. Employees are required to comply with the internal rules issued by the Company for securities transactions from time to time.

Article 29: If Employees have uncertainty about whether their actions or relationships present a conflict of interest, Employees should contact their supervisor or Group Internal Auditor for guidance.

CHAPTER SIX: PROCUREMENT OF GOODS AND SERVICES BY TPV AND OTHER BUSINESS PARTNERS

Article 30: TPV is committed to dealing with its customers and suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services. TPV conducts its procurement practices in a fair and transparent manner and Employees must act with due care and diligence when evaluating prospective contractors and suppliers. Proper measures will be taken if these suppliers/vendors are found to be in breach of laws and regulations.

Article 31: TPV will not deal with contractors and suppliers and other potential business partners known to be paying bribes and/or engaging in corrupt activity. Appropriate levels of diligence are to be conducted by adequately skilled persons in the selection and renewal of new and existing contractors and suppliers and other business partners (such as a joint venture partner) commensurate with the bribery risk associated with a particular relationship.

CHAPTER SEVEN: THIRD PARTY REPRESENTATIVES

Article 32: Anti-bribery legislation in some countries imposes criminal liability for a Company's failure to prevent bribery by anyone providing services for or on behalf of the Company. TPV is committed to promoting anti-bribery and corruption practices amongst any third party representatives it engages (“Third Party Representatives”). Examples of Third Party

Representatives could include advisers, agents, consultants, and introducers and finders. The prohibitions in this Policy apply to Third Party Representatives engaged to represent TPV's interests, breach of which could result in termination of their engagement.

Article 33: To minimise the risk of Third Party Representatives engaging in inappropriate conduct, TPV Companies should:

- Always act with due care and diligence in selecting Third Party Representatives and in monitoring their activity;
- Ensure that Third Party Representatives are aware of and respect this Policy;
- Consider that the contractual agreements with these Third Party Representatives allow the subject TPV Companies to terminate the agreement should the Third Party Representative breach this Policy;
- Ensure that all fees and expenses paid to Third Party Representatives represent appropriate and justifiable remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the Third Party Representative; and
- Keep accurate financial records of all payments.

CHAPTER EIGHT: COMMUNICATION AND TRAINING

Article 34: Employees should be informed about and understand this Policy, including applicable local procedures and requirements, and that there is a clear escalation procedure for reporting actual or suspected breaches of this Policy and suspicious activity. This Policy is made available to all Employees (whether in hard copy or online). Employees are to receive regular training relating to bribery and corruption risks faced by the Company, as well as compliance with relevant laws, regulations and standards of conduct.

Article 35: It is every Employee's responsibility to counter bribery and corruption by adhering to this Policy.

Article 36: Employees must not pay for business gifts and entertainment, etc. personally as a means of evading the requirements of this Policy.

CHAPTER NINE: BOOKS AND RECORDS

Article 37: The Company should establish a robust financial and accounting control system, including adequate segregation of duties, authorisation controls and logging of entries or changes to ensure the accuracy and completeness of its books of account, as well as to prevent or detect any irregularities. Such system is subject to regular review and monitoring.

Article 38: Accurate records of all Company transactions and business gifts and entertainment, etc. must be kept. All receipts and expenditures must be supported by documents that describe them accurately and properly. The falsification of any book, record or account of any Company within TPV is prohibited.

CHAPTER TEN: REPORTING OF BRIBERY AND SUSPICIOUS ACTIVITY

Article 39: If an Employee becomes aware of any actual or suspected breach of this Policy, he/she must report such incidents to the supervisor or local HR department (if required, to Corporate HR or the Group Internal Auditor).

Article 40: Employees should cooperate fully and openly with any investigation into alleged or suspected corrupt activity or breach of this Policy.