TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) : NON RELATED PARTY TRANSACTIONS TIEN WAH PRESS HOLDINGS BERHAD ("TWPH" OR "THE COMPANY") - SHARE SALE AGREEMENT BETWEEN TWPH, TIEN WAH PROPERTIES SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY AND ASIA REGAL ENTERPRISES LIMITED

TIEN WAH PRESS HOLDINGS BERHAD

Type	Announcement
Subject	TRANSACTIONS (CHAPTER 10 OF LISTING REQUIREMENTS) NON RELATED PARTY TRANSACTIONS
Description	TIEN WAH PRESS HOLDINGS BERHAD ("TWPH" OR "THE COMPANY") - SHARE SALE AGREEMENT BETWEEN TWPH, TIEN WAH PROPERTIES SDN. BHD., A WHOLLY-OWNED SUBSIDIARY OF THE COMPANY AND ASIA REGAL ENTERPRISES LIMITED

The Board of Directors ("Board") of TWPH wishes to announce that the Company and its wholly-owned subsidiary, Tien Wah Properties Sdn. Bhd. ("TWP"), had on 28 August 2026 entered into a Share Sale Agreement ("SSA") with Asia Regal Enterprises Limited ("AREL") for the proposed disposal of 100% of the issued share capital of Tien Wah Press Services Sdn. Bhd. ("TWPS"), a wholly-owned subsidiary of TWP, comprising one (1) ordinary share ("Sale Share"), for a cash consideration of RM1.00 only ("Disposal Consideration"), subject to the terms and conditions as stipulated in the SSA (the "Proposed Disposal").

Please refer to the attached file for further details of the Proposed Disposal.

This announcement is dated 28 August 2026.

Please refer attachment below.

Attachments

Proposed Disposal - Share Sale Agreement.pdf
386.8 kB

Announcement Info

Company Name	TIEN WAH PRESS HOLDINGS BERHAD
Stock Name	TIENWAH
Date Announced	28 Aug 2026
Category	General Announcement for PLC
Reference Number	GA1-24082026-00075

TIEN WAH PRESS HOLDINGS BERHAD ("TWPH" OR "THE COMPANY")
NON-RELATED PARTY TRANSACTION
- **Share Sale Agreement between TWPH, Tien Wah Properties Sdn. Bhd., a wholly-owned subsidiary of the Company and Asia Regal Enterprises Limited**

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1. INTRODUCTION

The Board of Directors of TWPH (the "**Board**") wishes to announce that TWPH and Tien Wah Properties Sdn. Bhd. ("**TWP**" or "**Vendor**"), a wholly-owned subsidiary of the Company, had on 28 August 2026 entered into a Share Sale Agreement ("**SSA**") with Asia Regal Enterprises Limited ("**AREL**" or "**Purchaser**") for the proposed disposal of 100% of the issued share capital of Tien Wah Press Services Sdn. Bhd. ("**TWPS**"), a wholly-owned subsidiary of TWP, comprising one (1) ordinary share ("**Sale Share**"), for a cash consideration of RM1.00 only ("**Disposal Consideration**"), subject to the terms and conditions as stipulated in the SSA (the "**Proposed Disposal**").

(TWP and AREL are hereinafter referred to separately as "**Party**" and collectively referred to as "**Parties**".)

The Proposed Disposal forms part of the strategic decision of TWPH and its subsidiaries ("**Group**") to exit the banquet and events business undertaken by TWPS, which has adversely affected the Group's financial performance. The Proposed Disposal will facilitate the recovery of the cost incurred for the renovation and fit-out works of the banquet business amounting to Ringgit Malaysia Fourteen Million One Hundred Forty Thousand Four Hundred Eighty-Six and Thirty-Seven Cent (RM14,140,486.37) (the "**Existing Indebtedness**").

Upon completion of the Proposed Disposal, TWPS will cease to be an indirect wholly-owned subsidiary of TWPH and its financial results will no longer be consolidated into the financial statements of the TWPH Group.

2. THE PROPOSED DISPOSAL

2.1 <u>Information on TWP</u>

TWP was incorporated in Malaysia on 23 April 1997 and is principally engaged in:

- investment holding and investment property holding;
- to carry on such other incidental/auxiliary activities as may be necessary in connection with event management; and
- to manufacture, produce, process, import, export and sell a wide range of food and beverage products.

The issued share capital of TWP is RM2.00. The directors of TWP are Yen Wen Hwa and Lee Chee Whye. TWP is a wholly-owned subsidiary of TWPH.

TWP had entered into a tenancy agreement dated 16 August 2024 with Toyoma Aluminium Foil Sdn. Bhd. [Registration No. 197801007075 (44110-D)] in respect of the property bearing postal address at Level 6, Pacific Grand Ballroom, New Ocean World Fine Food City, No. 15, Jalan 19/1, Seksyen 19, 46300 Petaling Jaya, Selangor, Malaysia ("**Pacific Grand Ballroom**"), for the period commencing from 16 August 2024 to 31 July 2030 ("**Tenancy Agreement**"). TWP has subsequently assigned all its rights, title, interest, benefits, property, claims and demands whatsoever in and under the Tenancy Agreement, as the tenant, to TWPS pursuant to a deed of assignment dated 24 December 2024 entered into with TWPS.

2.2 Information on the Purchaser

AREL is a company incorporated in Hong Kong on 1 December 2004 and is principally engaged in wholesale of general merchandise and investment holdings. The issued and paid-up share capital of AREL is US$1,290.00 (US$ = United States Dollar) divided into 10,000 ordinary shares. The sole director and shareholder of AREL is Tan Meng Jong.

2.3 Information on TWPS

TWPS was incorporated in Malaysia on 13 December 2024 and is principally engaged in food and beverages, event management and investment holding. The issued share capital of TWPS is RM1.00. The directors of the TWPS are Lee Chee Whye and Lim Wei Mun. TWPS is a wholly-owned subsidiary of TWP.

The original cost of investment by TWP in TWPS is RM1.00.

TWPS is in the net liabilities position of approximately RM5 million.

3. DETAILS OF THE PROPOSED DISPOSAL

The salient terms and conditions of the SSA include, amongst others, the following:

3.1 Consideration

The Parties hereby agree and acknowledge the aggregate purchase consideration for the sale, purchase and transfer of the Sale Share shall be Ringgit Malaysia One (RM1.00) only, based on a willing buyer and willing seller basis ("**Disposal Consideration**").

The Disposal Consideration shall be paid or satisfied by the Purchaser on the Completion Date. Completion shall take place after three (3) Business Days from the issuance of the notices of the stamp duty ("**Completion Date**").

3.2 Acknowledgement of Debt and Repayment

The Purchaser hereby irrevocably and unconditionally acknowledges and agrees that, as at the date of the SSA, TWPS is indebted to TWPH in the amount of the Existing Indebtedness.

The Purchaser covenants and undertakes that the Purchaser shall and/or shall procure TWPS to repay the Existing Indebtedness in full and free of interest in accordance with the payment milestones as set out below:

Milestone	Payment Period	Amount (RM)
First Instalment	On execution of the SSA	1,200,000.00
Second Instalment	On or before the seventh (7th) day of June 2027	2,000,000.00
Third Instalment	On or before the seventh (7th) day of December 2027	2,000,000.00
Fourth Instalment	On or before the seventh (7th) day of June 2028	2,000,000.00
Fifth Instalment	On or before the seventh (7th) day of December 2028	2,000,000.00
Sixth Instalment	On or before the seventh (7th) day of June 2029	2,000,000.00
Seventh Instalment	On or before the seventh (7th) day of December 2029	2,940,486.37
Total		14,140,486.37

3.3 Vendor's Covenant

The Vendor shall bear all rental payable in respect of the Pacific Grand Ballroom for the period from 16 January 2026 up to the Completion Date.

3.4 Purchaser's Covenants

Fuji Paper Manufacturing Co., Ltd (Registration No. 3700621590) ("**Fuji**") is a private company incorporated under the laws of Vietnam and is an indirect wholly-owned subsidiary of the Purchaser, held through Benline Investment Holdings Pte. Ltd. (Registration No. 200412188G) ("**Benline**"), a private company incorporated under the laws of Singapore and a direct wholly-owned subsidiary of the Purchaser.

Fuji is the registered land user for all that piece of leasehold land located at Plot No. 1084, Binh Hoa Ward, Thuan An City, Binh Duong Province ("**Vietnam Land**").

The Purchaser hereby irrevocably covenants and undertakes to TWPH that, until the Existing Indebtedness has been repaid in full and shall procure that Benline and Fuji, as the case may be:-

(1) not repay or otherwise discharge, whether in part or in full, any amount owing by the Purchaser to any of its subsidiaries (including, without limitation, Benline and Fuji), associate companies or any of its related parties;

(2) not, directly or indirectly, sell, transfer, mortgage, charge, encumber, dispose of, or otherwise deal with its shareholdings or other equity interests in Benline,

(3) not, directly or indirectly, sell, transfer, mortgage, charge, encumber, dispose of, or otherwise deal with its shareholdings or other equity interests in Fuji; and

(4) not, directly or indirectly, sell, transfer, mortgage, charge, encumber, dispose of, or otherwise deal with the Vietnam Land.

4. BASIS OF ARRIVING AT THE DISPOSAL CONSIDERATION

The Disposal Consideration was arrived at on a willing-buyer willing-seller basis after taking into consideration of the following:

(a) TWPH's strategic decision to exit the banquet and events business operated through TWPS;

(b) The financial and operational risks associated with continuing the business; and

(c) the fact that TWPH will retain its rights to recover the Existing Indebtedness amounting to RM14,140,486.37 pursuant to the repayment obligations and undertakings provided by the Purchaser under the SSA.

Accordingly, the Board is of the view that the value attributable to the Proposed Disposal should be assessed together with the debt recovery arrangements and not solely based on the nominal Disposal Consideration of RM1.00.

5. RATIONALE AND BENEFITS OF THE PROPOSED DISPOSAL

The Proposed Disposal will enable the Group to:

(a) exit the underperforming banquet and events business;

(b) reduce future operational and financial exposure arising from the business;

(c) streamline the Group's business focus and resources; and

(d) facilitate the recovery of the Existing Indebtedness through the repayment arrangements agreed with the Purchaser.

6. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors, major shareholders and/or persons connected with a Director and major shareholder of TWPH Group has any interest, direct or indirect, in the Proposed Disposal.

7. STATEMENT BY THE BOARD

The Board of the Company, having reviewed and considered all aspects of the Proposed Disposal, are of the opinion that the Proposed Disposal is in the best interest of TWPH.

This is a voluntary announcement under Paragraph 10.05(2) of the MMLR of Bursa Securities.

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