

CODE OF BUSINESS CONDUCT AND ETHICS

BUSINESS CONDUCT AND ETHICS	DIRECTORS	SENIOR MANAGEMENT	EMPLOYEES
a. Conflict of Interest	It is a Company's policy that employees and others acting on the Company's behalf must be free from conflicts of the interest that could adversely influence their judgment, objectivity or loyalty to the Company in conducting Company's business activities and assignments. The Company recognizes that employees may take part in legitimate financial, business, charitable and other activities outside their jobs with the company, but any potential conflict of interest raised by those activities must be disclosed promptly to management.		
b. Conduct of Business and Fair Dealings	<p>No director, executive officer or any employee shall:</p> <ul style="list-style-type: none"> • Compete with the Company by providing service to a competitor as an employee, officer or director or in a similar capacity; • Profit, or assist others to profit, from confidential information or business opportunities that are available because of service to the Company; • Improperly influence or attempt to influence any business transaction between the Company and another entity in which a director or executive officer has a direct or indirect financial interest or acts as an employee, officer or director or in a similar capacity; or • Take unfair advantage of any customer, supplier, competitor or other person through manipulation, concealment, misrepresentation of material facts or other unfair dealing practice. 		
c. Compliance with laws and regulations	It is a Company policy that employees and others acting on Company's behalf must comply with all laws and Company's Business Conduct Policies. Employees also are expected to help company management promptly address suspected violations by bringing the concerns to the attention of management or using the reporting options available in the Company. Supervisors and managers are expected to escalate suspected violations that come to their attention by centrally reporting them in accordance with company policy.		
d. Respect for trade secrets / use of non-public information	Employees and others acting on Company's behalf are responsible for protecting the Company's confidential information, including trade secrets, from unauthorized disclosure whether internal or external, deliberate or accidental. Employees and others acting on Company's behalf must know:		



	<ul style="list-style-type: none"> ➤ The information classification of the company information they create or have access to (public, internal, confidential or regulated). Any of these classifications other than Public may represent a company trade secret. ➤ The security precautions that apply to company information, and ➤ How long to retain company information, and how to properly dispose of it. <p>Just as we expect others to respect our Company's confidential information, the Company respects the confidential information of other parties. It is a Company's policy to use only legal and ethical means to collect and use business and market information in order to better understand our markets, customers and competitors. The company will not collect or use another party's confidential information without that party's permission.</p>
<p>e. Use of Company funds, assets and information</p>	<p>Each director, executive officer and employee shall protect the Company's funds, assets and information and shall not use the company funds, assets or information to pursue personal opportunities or gain. No company funds, assets or information shall be used for any unlawful purpose. No undisclosed or unrecorded fund or asset shall be established for any purpose. No false or artificial entries shall be made in the books and records of the Company for any reason, and no director or executive officer shall engage in any arrangement that results in such prohibited act.</p>
<p>f. Employment and labor laws and policies</p>	<p>Our most important resource is our employees. It is our policy to comply with all applicable laws and regulations, including those concerning hours, compensation, opportunity, human rights and working conditions. The Company strictly prohibits discrimination or harassment against any employee because of the individual's race, color, religion, gender, sexual orientation, national origin, disability, veteran's status or any status protected by law. In addition to local laws and regulations, the Company's Policy on the employment of young persons prohibits the employment of people under the age of 18 in the conduct of any of our businesses. Forced or compulsory labor of any workers is also prohibited. It is our policy that all employees work in a clean, orderly and safe environment. The Company requires full compliance with applicable workplace safety and industrial hygiene standards mandated by law.</p>
<p>g. Disciplinary action</p>	<p>It is the policy of the company that all employees should achieve and maintain agreed standards of conduct, attendance and performance and that everything within reason will be done to help all employees achieve these standards. If these</p>



	<p>standards are not achieved and disciplinary action has to be taken against employees it should:</p> <ul style="list-style-type: none">• Be undertaken only in cases where good reason and clear evidence exist;• Be appropriate to the nature of the offence that has been committed;• Be demonstrably fair and consistent with previous action in similar circumstances;• Take place only when employees are aware of the standards that are expected of them or the rules with which they are required to conform;• Allow employees the right to be accompanied by a representative or colleague of their choice during any formal proceedings;• Allow employees the right to know exactly what charges are being made against them and to respond to those charges;• Allow employees the right of appeal against any disciplinary action through the personal grievance procedure
h. Whistle blower	<p>It is Company's policy that all individuals working at all levels within the company, including directors, officers, employees, and contract employees to disclose any information that relates to suspected wrongdoing or dangers at work. This may include:</p> <ul style="list-style-type: none">• criminal activity;• miscarriages of justice;• danger to health and safety;• damage to the environment;• failure to comply with any legal or professional obligation or regulatory requirements;• bribery;• financial fraud or mismanagement;• negligence• breach of our internal policies and procedures;• conduct likely to damage the Company's reputation;• unauthorized disclosure of confidential information;• any conduct that may have a detrimental effect on the well-being of staff or the Company; and• the deliberate concealment of any of the above matters. <p>All concerns raised will be treated in confidence and every effort will be made not to reveal the identities of the whistle blower if this is his/her wish. However, in certain cases, it may not be possible to maintain confidentiality if the whistle blower is required to come forward as a witness. Once the claim of malpractice or misconduct is made, the manager, senior manager or the designated executive will respond to</p>



	<p>the whistleblower within 10 working days setting out the intended investigation plan. An investigation may include internal reviews, reviews by the external auditors or lawyers or some other external body. If the claim of malpractice or misconduct is substantiated, appropriate disciplinary action will be taken against the responsible individual(s) up to and including termination of employment. The malicious use of the whistle blowing policy will result in disciplinary action against the whistle blowing complainant, up to and including termination of employment.</p>
<p>i. Conflict resolution</p>	<p>The Company encourages its employees, management and directors to resolve any issues or concerns that they may have at the earliest opportunity. It is important that as issues do arise, they are dealt with in a fair and timely manner. While some conflicts will be resolved by an informal discussion between the parties, others will need a process for successful resolution. If the conflict cannot be resolved to the satisfaction of both parties through informal processes, then mediation or a formal complaint's process will need to occur. Principles to be followed:</p> <ul style="list-style-type: none"> • Respect for another's point of view; • Commitment to resolving the issue; • Willingness to compromise; • Confidentiality; • Impartiality; • Respect; • Prompt action; • Freedom from repercussions
<p>j. Related Party Transaction</p>	<p>It is Company's policy that all transactions between the Company and Related Parties are done in "fair and at arm's length" terms and inures to the benefit and best interest of the Company and its shareholders as a whole, considering relevant circumstances. All transactions with Related Parties shall be conducted in accordance with the principles of transparency and fairness, and in this regard shall be properly approved and disclosed in accordance with this Policy.</p>
<p>k. Policy on Board of Director's orientation and continuing education</p>	<p>It is the policy of the Company to provide its Board of Directors with appropriate orientation and training in support of its oversight role of the Company.</p> <p>Scope:</p> <p style="padding-left: 40px;">A. General Orientation for New Directors</p> <p>New directors must be comprehensively oriented in order to be effective members of the Board and help lead the Company towards the right direction. A general orientation shall</p>



commence immediately after the election or appointment of a director and before his/her first board meeting. The orientation includes a meeting with the Chairman of the Board, the Chief Executive Officer and other members of senior management, a tour of the Company premises and facilities and structured orientation sessions.

B. Corporate Governance Orientation

In addition to the general orientation outlined above, all new directors shall attend the Corporate Governance orientation from an accredited training institution. The Company shall immediately disclose to the SEC and ERC the CG orientation attended by such directors.

C. Continuing Education

It is the policy of the Company that its Directors must keep abreast with the latest developments in business, corporate governance principles, best practices, laws and regulations affecting the Company's business and other relevant matters that help them function effectively in the Board and in their respective committees, while directing the Company towards achieving its mission, vision and goals.