

DIRECTORS CODE OF ETHICS

1) Principles

The principles on which the Company Directors' Code of Ethics ("Code") rely are those that concern transparency, integrity, accountability and corporate social responsibilities.

2) Objective

The Code is formulated to enhance the standard of corporate governance and corporate behavior with a view to achieving the following objectives:

- a) To establish standard of ethical conduct for directors based on acceptable belief and values one upholds.
- b) To uphold the spirit of social responsibility and accountability in line with the legislations, regulation and guidelines governing a company.

3) Definition

In the context of the Code, a company director means any person occupying the position of director of a corporation by whatever name called, and include a person in accordance with whose directions and instructions the directors of a corporation are accustomed to act, and an alternate or substitute director. A director also includes both executive and non-executive director as well as executive and non-executive chairman

4) Code of Conduct

In the performance of his duties, a director should at all times observe the following codes:

- a) Should have a clear understanding of the aims and objectives, capabilities and capacity of the company;
- b) Should devote time and effort to attend meeting and to know what is required on the board and each of its directors, and to discharge those functions;

- c) Should ensure at all times the company is properly managed and effectively controlled;
- d) Should stay abreast of the affairs of the company and be kept informed of the company's compliance with relevant legislations and contractual requirements;
- e) Should insist on being kept informed on all matters of importance to the company in order to be effective in corporate management;
- f) Should at all times exercise his powers for the purpose they were conferred for the interest of the company.
- g) Should disclose immediately all contractual interests whether directly or indirectly with the company.
- h) Should neither divert to his own advantage any business opportunity that the company is pursuing, nor may he use confidential information obtained by reason of his office for his own advantage or that of others; and
- i) Should at all times act with utmost good faith towards the company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties.