

Asian Business Association Ethics Guidelines

1. External Bid Opportunities

Any information of financial benefit or potential financial benefit to ABA or its members received by a board member, or representative of the Board, in his/her capacity as a representative of ABA, must be given to the ABA office within 48 hours of receipt.

Not apply to business received by a Board member through its own efforts and where corporation has stated that opportunity is not intended to be disseminated to ABA members.

2. Disclosure

ABA Board Members must disclose any financial interest in any contract or business with ABA.

3. Financial Interest

No Board Member may have any financial interest in any contract or business with ABA.

4. Conflict of Interest: Awareness and Disclosure

GENERAL POLICY

Members of the Board of Directors and members of all Committees (the “ABA”) must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Asian Business Association organization.

Any duality on the part of any Director shall be disclosed to the Board of Directors, and made a matter of record through an annual procedure and also when the interest becomes a matter of Director action.

Any Director having a duality of interest shall not vote or use his/her personal influence on the matter, and he/she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

Any new Director will be advised of his policy upon entering the duties of his/her office.

A like standard shall apply to members of all Committees. All such policies shall also be applicable to any members of one's immediate family or any person acting on his or her behalf.

Directors and Committee members will be required to attest annually to their familiarity with ABA policies in this regard and to provide information concerning any possible conflict of interest so that disclosure may, if necessary, be made.

Whenever there exists a conflict the matter in question shall be made public by disclosure in the Annual Report unless otherwise directed by the Directors.

SPECIFIC APPLICATION OF GENERAL POLICY

a. Financial Interests:

"Financial interest" for this purpose shall mean any position as owner, officer, board member, partner, employee or other beneficiary. A possible conflict of interest arises when a Director or Committee member holds a financial interest in or will receive any personal benefit from a business firm furnishing services, materials or supplies to the ABA. Assuming that the amount of business done by the ABA with any publicly held company has virtually no effect on the total results of such a company, "financial interest" shall not include the ownership of shares in a publicly held corporation.

b. Use of ABA Services, Property or Facilities:

Another area of potential conflict involves the use of ABA services or facilities. When a Director or Committee member seeks staff assistance or the use of ABA property or facilities they should not expect that such assistance will be rendered to an extent greater than that available to a member of ABA in similar circumstances or with similar needs. To the extent that extraordinary assistance is provided, there should be a clear understanding of how this assistance will benefit the ABA.

c. Privileged Information:

A Director or Committee member must never use the information received while serving the ABA if the personal use of such information would be detrimental in any way to the ABA. Any actions that might impair the reputation of the ABA must also be avoided.

5. Corporate Opportunity

Before a director engages in a transaction which he or she reasonably should know may be of interest to the corporation, the director should disclose the transaction to the board of directors in sufficient detail and adequate time to enable the board to act or decline to act with regard to such transaction.

6. Confidentiality

A director may not, in the regular course of business, disclose information about the corporation's legitimate activities unless they are already known by the public or are of public record.

7. Depriving ABA of Opportunity

A director may not deprive ABA of any opportunity for benefit which is related to any existing or reasonably anticipated activity of ABA, including taking advantage of any opportunity for personal gain that rightfully belongs to ABA (such as by using information or knowledge gained directly or indirectly during the course and scope of service to develop a product or business that could have been developed by ABA or that will compete with or be supplied to ABA.) Until the ABA decision with respect to any activity has been completely executed and publicly announced, directors must refrain from transmitting any knowledge of decisions or any other information pertaining to such activity which might be prejudicial to the interest of ABA, other than as may required in connection with the discharge of their ABA responsibilities.