



## Anti-Corruption and Bribery Policy

**The Staffs of Cuchi Shipping Co., Ltd. have adopted the following Code of Conduct with respect to all of their commercial transactions, whether local or international:**

**LOCAL AND FOREIGN LAWS:** No officer, employee or representative of Cuchi Shipping Co., Ltd. may, directly or indirectly, break or seek to evade the laws or regulations of any country in, through or with which it seeks to do business. That an illegal act is a “customary business practice” in any country is not sufficient justification for violation of this provision.

**BRIBERY and FACILITATING PAYMENTS:** No officer, employee or representative of Cuchi Shipping Co., Ltd. may, directly or indirectly, offer or provide a bribe and all demands for bribes must be expressly rejected.

Bribery includes any offer, promise, or gift of any pecuniary or other advantage, whether directly or through intermediaries, to a public official, political party, political candidate or party official or any private sector employee, in order that the official or employee act or refrain from acting in relation to the performance of their duties, in order to obtain or retain business or other business advantage.

Cuchi Shipping Co., Ltd. and its officers, employees and representatives shall not offer or make facilitating payments to government officials in order to encourage them to expedite a routine governmental task that they are otherwise required to undertake. Cuchi Shipping Co., Ltd. shall have discretion to deviate from this prohibition if the government action sought is an urgent matter concerning health or safety. Cuchi Shipping Co., Ltd. recognizes that extortion is widespread and that participation by the business community increases demand for facilitating payments.

**KICK-BACKS:** No officer, employee or representative of Cuchi Shipping Co., Ltd. may “kick-back” any portion of a contract payment to employees of other parties to a contract or use other vehicles such as subcontracts, purchase orders or consulting agreements to channel payments to government officials, political candidates, employees of other parties to a contract, their relatives or business associates.

A “kickback” is a particular form of bribe which takes place when a person entrusted by an employer or public function has some responsibility for the granting of a benefit and does so in a way that secures a return (kickback) of some of the value of that transaction or benefit for that person without the knowledge or authorization of the employer or public body to which the person is accountable.



**CONFLICTS OF INTEREST:** Officers, employees and representatives of Cuchi Shipping Co., Ltd. shall avoid any relationship or activity that might impair, or appear to impair, his or her ability to render objective and appropriate business decisions in the performance of his or her job.

**POLITICAL CONTRIBUTIONS:** Neither Cuchi Shipping Co., Ltd. nor any of its officers, employees or representatives may make a political contribution in order to obtain an unlawful business advantage. Cuchi Shipping Co., Ltd. shall comply with all public disclosure requirements.

**PHILANTHROPIC CONTRIBUTIONS:** Cuchi Shipping Co., Ltd. and its officers, employees and representatives may make contributions only for *bona fide* charitable purposes and only where permitted by the laws of the country in which the contribution is made. Contributions made in order to obtain an unlawful business advantage are prohibited.

**EXTORTION:** Cuchi Shipping Co., Ltd. and its officers, employees and representatives shall reject any direct or indirect request by a public official, political party, party official, or private sector employee for undue pecuniary or other advantage, to act or refrain from acting in relation to his or her duties.

**GIFTS, HOSPITALITY AND ENTERTAINMENT:** Cuchi Shipping Co., Ltd. and its officers, employees and representatives shall avoid the offer or receipt of gifts, meals, entertainment, hospitality or payment of expenses whenever these could materially affect the outcome of business transactions, are not reasonable and *bona fide* expenditures, or are in violation of the laws of the country of the recipient.

**REPORTING REQUIREMENT:** Officers, employees and representatives of Cuchi Shipping Co., Ltd. who find themselves subjected to any form of extortion or who are asked to participate in any way in a bribery scheme shall promptly report these occurrences to senior corporate management, without fear that their employment will be adversely affected.

**COMPANY RESPONSE:** No employee will suffer demotion, penalty, or other adverse consequences for not paying bribes even when Cuchi Shipping Co., Ltd... may lose business as a result of the employee's refusal to do so. Employees are encouraged to report alleged violations of this Code of Conduct to senior management and no employee will suffer demotion, penalty or adverse consequences for reporting.

Cuchi Shipping Co., Ltd. will, where appropriate, sanction employees, suppliers or business partners for violations of this Code of Conduct.

**COMPANY ACCOUNTS:** Cuchi Shipping Co., Ltd. shall maintain complete and accurate financial records, ensuring that all transactions are properly, accurately and fairly recorded in a single set of books.

**COMMUNICATIONS AND TRAINING:** Cuchi Shipping Co., Ltd. will make annual training available for all principals, key employees involved in sales, marketing and procurement.



(Signature)

A handwritten signature in blue ink, appearing to be 'Nguyen Duc Tuan', is written on a light blue background. The signature is fluid and cursive, with a long, sweeping stroke extending from the end of the name towards the top right corner of the image.

Mr. Nguyen Duc Tuan

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(Printed or Typed Name)

President & CEO

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(Title)

August 15<sup>th</sup>, 2006

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(Date)