



Code of Business Conduct and Ethics

FIRST ABACUS FINANCIAL HOLDINGS CORPORATION AND ITS SUBSIDIARIES is fully committed to do business in accordance with the long-held values and ethical standards that have been the foundation for the growth and success of the Company.

This Code of Ethics serves as a guiding principle for the Company's directors, officers and employees in the performance of their duties and responsibilities and in their transactions with investors, creditors, customers, contractors, suppliers, regulators and the public.

The Company's business ethics is founded on its core values of vision, leadership, focus, hard work, integrity, innovation and prudence, which shall guide the Company in the accomplishment of its mission:

- To increase shareholder value for the Company's partners and investors;
- To promote a mutually beneficial relationship with all stakeholders grounded on integrity and respect;
- To be an employer of choice offering career growth opportunities; and

1. COMPLIANCE AND INTEGRITY

a) The Company aims to conduct business in accordance with the highest standards of business ethics. To this end, all business dealings should be compliant with all applicable laws and must not in any way compromise the good name and reputation of the Company.

b) All directors, officers and employees shall act with utmost integrity and shall not engage in unfair dealing practices. The Company prohibits any conflict of interest, unfair competition, breach of trust, insider trading, or any other act inimical to the Company's interest.

c) All directors, officers and employees are required to immediately report all

suspected or actual fraudulent or dishonest acts to management. The Company shall promptly investigate any suspected illegality and pursue appropriate administrative, civil and/or criminal actions.

2. RELATIONSHIP WITH BUSINESS PARTNERS

a) All directors, officers and employees shall at all times observe propriety and act with fairness and transparency in dealing with business partners (i.e., contractors, suppliers, creditors and other entities that engage in business with the Company). They must adhere to the Company's principles of healthy competition, equal opportunity and fair treatment of business partners.

b) The Company prohibits the solicitation or acceptance of gifts in any form from any business partner. However, a director, officer or employee may accept corporate give-aways, tokens or promotional items, provided that the gift is voluntarily given and is of nominal value.

c) All business decisions and actions must be based on the best interests of the Company and not motivated by personal considerations or relationships which may interfere with the exercise of independent judgment. All directors, officers and employees are required to promptly disclose any financial or personal interest in any transaction involving the Company to ensure that potential conflicts of interest are brought to the attention of management.

3. EMPLOYEE WELFARE

a) All officers and employees shall be selected, engaged and compensated based on qualification, merit and performance. They shall be treated fairly and accorded respect and dignity. Their individual and collective rights shall not be violated.

b) The Company shall maintain a safe, productive and conducive workplace and environment and comply with all applicable health, safety and environmental laws. It shall foster harmonious relations among its officers and employees and establish free and honest communication with them.

c) The Company endeavours to provide career advancement through a clearly defined

promotion system based on employees' competencies, major contributions and accomplishments, work attitude and interpersonal relationship. The Company shall also offer its employees continuous learning sessions, seminars and workshops to improve and increase their level of competency, efficiency and general well-being.

4. SHAREHOLDER RIGHTS

- a) The Company respects and protects the rights of its shareholders. The Company shall adopt strategies and plans with the end view of increasing shareholder value.
- b) The Company shall maintain complete and accurate books of accounts and records in accordance with applicable laws and standards. The Company shall also ensure an independent audit of its financial statements by external auditors. The Company shall maintain a system of internal controls to ensure that financial reports present fairly the financial position and operating results of the Company.
- c) Shareholders shall be provided with complete, accurate, material and timely information regarding their investment and the Company's operations. To this end, the Company undertakes to publicly disclose all material information, including its results of operations and financial position.

5. PROTECTION OF COMPANY INFORMATION

- a) All directors, officers and employees shall maintain and safeguard the confidentiality of information relating to the Company. Vital business information, such as financial reports, strategies and plans, shall not be disclosed unless authorized by the Company or required by law. Everyone shall ensure the accuracy of business information and protect the integrity of corporate records and other documents related to the operation of the Company.
- b) All directors, officers and employees are prohibited from trading shares of stock of the Company using material information that has not been disclosed to the public and obtained by reason of position, contact within or other relationship with the Company.

6. CORPORATE SOCIAL RESPONSIBILITY

The Company shall initiate and participate in charitable causes and community organizations to improve the quality of life of the communities where it operates through education, health care and livelihood programs. The Company is committed to the protection of the environment and shall comply with all applicable environmental laws and regulations.