

GENESIS FINANCE COMPANY LIMITED

CODE OF CONDUCT OF BOARD

FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors (the "Board") and the senior management of GENESIS FINANCE COMPANY LIMITED ("GENESIS FINANCE") subscribe to the following Code of Conduct adopted by the Board. They would:

1. use due care and diligence in performing their duties of office and in exercising their powers attached to that office;
2. act honestly and use their powers of office, in good faith and in the best interests of GENESIS FINANCE as a whole;
3. not make improper use of information nor take improper advantage of their position as a Director;
4. not allow personal interests to conflict with the interests of GENESIS FINANCE;
5. recognise that their primary responsibility is to GENESIS FINANCE' shareholders as a whole but they should (where appropriate) have regard for the interests of all stakeholders of GENESIS FINANCE;
6. not engage in conduct likely to bring discredit upon GENESIS FINANCE; and
7. be independent in judgment and actions, and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors;
8. ensure the confidentiality of information they receive whilst being in the office of the Director and is only disclosed if authorised by the company, or the person from whom the information is provided, or as required by law;

Besides, the Code of Ethics and Business Policies of GENESIS FINANCE apply to Directors holding executive positions and executives in senior management.

Duties of Independent Directors

The independent director shall:

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;

4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.