

DIRECTORS' CODE OF CONDUCT

The Board of Ao Shang Hui Consulting (Shanghai) Co., Ltd trading as AustCham Shanghai (the **Company**) aspires to excellence in governance standards. To help realise this aspiration, every Director of the Company is expected to comply with the following standards of conduct:

1. Directors act honestly, in good faith and in the best interests of the Company as a whole. They comply with laws, policies and generally accepted standards of behaviour. They are open and transparent in their dealings.
2. Directors act fairly and impartially. When participating in Board deliberations and decisions or when resolving disputes between Directors, they behave in a manner that is free of favouritism and self-interest.
3. Directors are courteous to others and foster a culture that is free of intimidation and bullying.
4. Directors have a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office. They understand the business of the Company and the role of the Board. They act responsibly, drawing on any knowledge they possess when considering matters before the Board.
5. Directors regularly attend Board and Board Committee meetings, are actively involved in matters before the Board and consider the financial, strategic and other implications of Board decisions.
6. Directors use the powers of office for a proper purpose, in the best interests of the Company as a whole.
7. Directors recognise that the primary responsibility is to the Company as a whole but may, where appropriate, have regard for the interest of other stakeholders of the Company.
8. Directors do not make improper use of information acquired as a Director.
9. Directors do not take improper advantage of the position of Director. They use their position to promote the best interests of the Company. They do not use their position to seek an advantage for themselves or another person or to cause detriment to the Company.
10. Directors properly manage any conflict with the interests of the Company.



11. Directors have an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board of Directors.
12. Directors give proper consideration to matters before the Board. They express their views genuinely, clearly and without ambiguity. They disclose the information or considerations they relied upon in coming to their view. They speak up when a decision or advice is being considered that may be detrimental to the members' interest and vote to record their view.
13. Confidential information received by Directors in the course of the exercise of directorial duties remains the property of the Company and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Company, or the person from whom the information is provided, or is required by law.
14. Directors use the information they gain in the course of their Board duties only for its intended purpose. They do not use the information, including privileged information or commercially sensitive information, to obtain an advantage for themselves or another person or to cause detriment to the Company.
15. Directors do not engage in conduct likely to bring discredit upon the Company.
16. Directors have an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.
17. Directors must maintain sufficient professional development (PD) points with the Australian Institute of Company Directors (AICD) as required to retain AICD membership.
As a part of the Board Induction Program, all new Directors shall complete the "Role of the Director" online course with AICD.

My signature below reflects that I have read and agree to the above statements.

Name:

Date

Signature: