



MEGAWIDE CONSTRUCTION CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

Megawide Construction Corporation (the "Company") is guided by the highest ethical standards of honesty, integrity, and accountability in the conduct of its business. This Code of Business Conduct and Ethics (this "Code") serves as a statement of the Company's ethical beliefs, values, and commitment, as well as a moral guide to the day-to-day business/professional activities and endeavors of all directors, officers, employees, interns, agents, consultants, sub-contractors, and other persons associated with or representing the Company (collectively hereinafter referred to as "Company Personnel").

This Code covers a wide range of business/professional practices and procedures, but is by no means exhaustive. However, by adhering to this Code, Company Personnel will be able to demonstrate their commitment towards the Company's goal of religiously practicing and implementing its ethical standards.

II. PURPOSE

The purposes of this Code are to:


Set forth the basic principles to guide Company Personnel in their day-to-day business/professional activities as part of the Company;

Promote compliance with applicable laws, rules and regulations;

Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

Promote avoidance of conflicts of interest, including disclosure to an appropriate or authorized person of any material transaction or relationship that could reasonably be expected to give rise to such a conflict;

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Conflicts of interest may not always be clear-cut. For questions or clarifications, Company Personnel should consult with the Chief Human Resources Officer or the Chief Legal Officer of the Company.

The Company's directors should specifically disclose any actual or potential conflicts of interest to the Chairman of the Board of Directors (the "Board"), who shall determine the appropriate resolution or action to be taken. Further, all directors must recuse themselves from any Board discussion or decision affecting their personal, business/professional transactions and interests.


Gifts and Entertainment

Business gifts and entertainment are customary courtesies designed to build goodwill and constructive relationships among business partners. These business courtesies include, but are not limited to, meals and beverages, tickets to sporting or cultural events, discounts not available to the general public, accommodations, and other merchandise. However, a problem may arise when such courtesies compromise, or appear to compromise, the Company's ability to make fair and objective business decisions, or result to unfair advantages in business transactions. Given this,



Honesty and Fair Dealing

The Company does not engage in unethical or illegal practices. When representing the Company, it is important that Company Personnel are: (a) consistent with the law; (b) faithful to this Code; and (c) honest and fair in dealing with the Company's business partners, contractors, suppliers, customers, professional advisors, competitors, and anyone else with whom Company Personnel have contact with in the course of employment or business relationship. Company Personnel should not take any advantage of anyone through actions such as (but not limited to) manipulation, concealment, misappropriation, abuse of confidential information, falsification, misrepresentation



For the avoidance of doubt, intellectual property shall include patent, trademarks, service marks, designs, copyrights, utility models, design rights, inventions, drawings, computer programs, know-how and rights of like nature arising or subsisting anywhere in the world in relation to all of the foregoing, whether registered or unregistered. Any ideas, inventions or other intellectual property which Company Personnel developed or are involved in developing while connected with the Company are considered the property of the Company.

The obligation of Company Personnel to protect the Company's confidential information continues even after separation from the Company, for whatever cause.

Financial Reporting and Records

The Company requires honest and accurate recording and reporting of information to make responsible business decisions. The Company's accounting records are relied upon to produce reports for its stakeholders, directors and management, as well as government agencies, and persons with whom the Company does business. All of the Company's financial statements, books, records, and accounts must appropriately reflect the Company's activities,

Office Security

The Company operates a "clear desk" policy. It is Company Personnel's responsibility to ensure that all documents and papers are locked away in a safe place, and that the means of access (keys and codes) are protected. Company Personnel should take all reasonable measures to minimize the risk of theft, fraud, or loss.

Information Technology

The Company's information technology systems, including computers, e-mail, intranet and internet access, telephones and voice mail are the property of the Company and are to be used primarily for business purposes. The Company's information technology systems may be used for minor or incidental personal messages provided that such use is kept at a minimum, and follows Company policy and this Code.

Electronic documents and messages (including voice-mail, e-mail, and SMS) sent, received, created or modified by Company Personnel are considered Company property, and Company Personnel should recognize that they are not "personal" or "private". Unless prohibited by law, the Company reserves the right to access and disclose (both internally and externally) electronic documents and messages, as well as, to specify, configure and restrict its electronic systems as may be necessary for its business purposes. Company Personnel should use good judgment and not access, send messages, or store any information that they would not want to be seen or heard by others.

Corporate Opportunities

Company Personnel have a duty of loyalty to the Company, which includes a duty to always advance the Company's legitimate interests when the opportunity to do so arises. Accordingly, Company Personnel may not use their position with the Company or the Company's name, property, information or goodwill for personal gain or for the gain of others. Company Personnel are further prohibited from taking advantage of an opportunity that is discovered through the use of any Company property, information, contacts or employment with the Company. All such opportunities, actual or perceived, should be reported to immediate superiors.

Employment of family members in the Company is permissible, but the direct supervision of one family member by another is not permitted unless otherwise authorized by the Chief Human Resources Officer of the Company. Except for summer and co-op students, indirect supervision of a family member by another is also discouraged and requires the prior approval of the Company's Chief Human Resources Officer.

Non-Discriminatory Environment

The Company fosters a work environment in which all individuals are treated with respect and dignity. The Company promotes equal opportunity and does not discriminate against Company Personnel, potential employees, officers or directors on the basis of race, color, religion, sex, national origin, age, sexual orientation, or disability. The Company will only make reasonable accommodations for its Company Personnel in compliance with applicable laws, rules and regulations. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action, and will not tolerate discrimination by Company Personnel. This policy also applies equally to the treatment of the Company's customers/clients.

Harassment-Free Workplace

The Company will not tolerate any form of harassment of Company Personnel, customers or suppliers, which shall include sexual harassment. Sexual harassment is illegal and Company

Resources Officer or the Chief Legal Officer of the Company. Any investigation, when circumstances warrant, conducted by any person, duly authorized for the purpose, shall be subject to the requirements of due process under the law. Specific procedures for the confidential and anonymous reporting of complaints concerning this Code are provided in the Company's Whistleblower Policy.

IX. COMPLIANCE PROCEDURES

Company Personnel must work together to ensure prompt and consistent action against violations of this Code. However, in some situations, it is difficult to know right from wrong. Since it is impossible to anticipate every situation that may arise in relation to this Code, it is important that Company Personnel adhere to the following guidelines:

Make sure to have all the pertinent facts. To