

Supplier Honesty Agreement

This agreement is between:

Asia Furniture International Ltd. T/A 'Atlas Furniture Asia' (known hereafter as '**Atlas**')
and the Supplier: _____ (known hereafter as '**the Supplier**').

This agreement also extends to any sub-contractor the Supplier chooses to engage in the fulfilment of Atlas contracts / orders.

Atlas is committed to having a good ethical business relationship with the Supplier, its employees (and any sub-contractors, consultants or partners engaged in the fulfilment of Atlas contracts / orders), based on honest, open communication.

The following points will be effective at all time during the business relationship of the two parties.

Without the permission of Atlas, the Supplier is not allowed to conduct the following behaviour or make promise or indication of the following behaviour:

1. During the daily operational business process (including, but not limited to material / services purchasing, product transportation, technical services, quality reviews, sales contract negotiations and other related company transactions) the Supplier must not offer private rebates, gifts and other benefits to any Atlas employees.
2. During signing and fulfilling any service or supply agreements or contracts, the Supplier shall not dismember, divide or subcontract the agreement or contract without prior written approval from Atlas.
3. As an Atlas business partner, the Supplier may not to reveal any Atlas confidential information without authorization to unauthorized persons or companies. Price lists, business plans and order volumes are merely examples. The above are merely examples of situation and the list is not exhaustive.

For the Supplier's information, any of the above activities will - by the Supplier's employees - be informed by written notification to the Board of Directors of Atlas, and any of the above activities will be considered a serious breach of the supplier contract.

If found that there is a dishonest behaviour conducted by the Supplier and this behaviour breaks the rules of this agreement or violates the law, then Atlas will immediately cancel the relationship with the Supplier. Further examples of dishonest behaviour can be seen in the paragraph "Examples of dishonest behaviour".

Further, the Supplier shall bear compensation liability towards Atlas, for any losses which have arisen from such improper behaviour.

If the dishonest behaviour constitutes a crime, the Supplier will be transferred to the judicial authority to investigate his / her criminal responsibilities.

The Supplier has the responsibility to inform Atlas in writing about any disciplinary and illegitimate conduct from the Supplier's employees, such as seeking private gains by using their duties, seeking commissions or conducting reprisals etc.

This honesty agreement forms part of the Master Supplier Agreement between the Supplier and Atlas. The Supplier agrees and acknowledges that they understand the nature of this agreement to conduct business in an honest open and ethical manner.

Examples of dishonest behaviour

- Payment of kickbacks or other pickings.
- Payment of cash gifts, securities or other valuables or reimburse any expense which shall be borne by any individual.
- Provide or purchase communication tools, vehicles, household electrical appliance, high-grade office supplies or other articles.
- Invitations to participate in tourism or other entertainment which may affect him / her to perform his / her duty.
- Provide convenience or financial support in weddings, funerals, job of spouse's children, travel abroad or any other personal activity.
- Negotiate privately or reach a tacit agreement concerning cooperation content between any party involved in fulfilling Atlas contracts / orders, such as project contracting, project expenses, materials, equipment supply, change of project quantity, project inspection, settlement of project quality problem and change of other rights and obligation of the contract.
- Other improper behaviour of either party, which may affect the employee or business partner in impartially performing his/her duty.

Signature – Appendix 2: Honesty Agreement

'The Supplier' (enter company name)

Asia Furniture International Ltd.

t/a 'Atlas Furniture Asia'

Authorised Signature (& stamp)

Authorised Signature (& stamp)

Date (YYYY/MM/DD)

Date (YYYY/MM/DD)

Please initial & stamp all other pages of this agreement.

供应商诚信协议

本协议由以下双方签署:

Asia Furniture International Ltd. T/A 'Atlas Furniture Asia' (以下简称“Atlas”) 和供
应商: _____ 以下简称“供应商”。

本协议同时适用于供应商选择的参与履行 Atlas 合同/订单的任何分包商。

Atlas 致力于与供应商及其员工(以及任何从事履行 Atlas 合同/订单的分包商、顾问或合作伙伴) 在诚实、公开的基础上, 建立良好的商业道德关系。

在双方的业务关系中, 以下几点在任何时候都是有效的。

未经 Atlas 允许, 供应商不得进行下列行为, 或对下列行为作出承诺或指示:

1. 在日常业务过程中(包括但不限于原材料/服务的采购, 产品运输, 技术服务, 质量评审, 销售合同谈判或者其他相关的公司业务), 供应商不允许向 Atlas 员工提供回扣、礼物或者其他利益。
2. 在签署和履行任何服务或供应商协议或合同期间, 未经 Atlas 事先书面同意, 供应商不得支解、分割或分包协议、合同。
3. 作为 Atlas 的业务合作伙伴, 供应商不能在未经 Atlas 授权的情况下向未经授权的其他人员或者公司揭示 Atlas 的保密信息。价格表, 商业计划, 订单情况只是举例子。 以上仅仅只是举例, 在此不详细列出。

致供应商, 任何以上行为, 包含供应商的员工发生行为, 请以书面的形式通知 Atlas 管理层, 并且任何以上行为都将被视为严重违反供应商合同。

如果发现供应商有不诚信的行为, 且该行为违反本协议的规定或法律, 则 Atlas 将立即取消与供应商的业务关系。不诚信行为的更多例子可以在“不诚信行为的例子”一节中看到。

此外, 供应商应向 Atlas 承担因上述不当行为而造成的任何损失的赔偿责任。

如果供应商的不诚信行为构成犯罪, 将移交司法机关调查其刑事责任。

供应商有责任书面通知 Atlas 供应商的员工存在纪律或者不合法的行为, 如利用职务上的便利谋取私利、索取佣金、实施报复等。

本诚信协议构成供应商与 Atlas 之间的总供应商协议的一部分。供应商同意并承认他们理解本协议的性质, 以诚实、公开和合乎道德的方式开展业务。

不诚信行为例子

- 支付回扣或者其他福利
- 支付现金、礼物、有价证券或者其他贵重物品，或者补偿任何个人应当承担的费用。
- 提供或购买通讯工具、车辆、家用电器、高档办公用品或其他物品。
- 邀请参加可能影响其履行职责的旅游或其他娱乐活动。
- 在婚礼、葬礼、配偶子女的工作、出国旅行或任何其他个人活动中提供便利或经济支持。
- 任何履行 Atlas 的合同/订单的一方就关于合作的内容私下进行谈判或达成默契,如工程承包、项目费用、材料、设备供应、项目数量的变化,项目检查,解决工程质量问题和改变其他权利和义务的合同。
- 任何一方的其他不当行为，可能会影响员工或业务伙伴公正地履行其职责

签署——附件 2：诚信协议

供应商（填写公司名称）

Asia Furniture International Ltd.
t/a 'Atlas Furniture Asia'

签名（盖章）

签名（盖章）

Date (YYYY/MM/DD)

Date (YYYY/MM/DD)

Please initial & stamp all other pages of this agreement.