

Asia World Company's Human Rights Policy

Corporate Policies and Procedures: Human Rights

January 2015

“At Asia World Company it is our belief that the advancement of democratic civil society, and the private sector’s role in constructing infrastructure to facilitate that advancement, will improve the quality of life and human rights for all the people of Myanmar. We believe that in relation to human rights, we must take a long-term view. For that reason we have created this human rights policy.”

--Htun Myint Naing, Chairman of Asia World Company

This Asia World Company (“AWC”) Human Rights Policy memorializes our commitment to uphold and respect human rights for all people. AWC seeks to implement this policy to ensure compliance with contemporary standards for business conduct and human rights, and to provide a foundation by which AWC can identify and manage its human rights impacts, mitigate risks and maximize opportunities for the advancement of human rights, and in order to further collaborative and transparent engagement with the global community. Formalizing, adopting, and communicating this formal human rights policy demonstrates support for democratic civil society, reduces the potential for negative reputational risks, and presents opportunities for engagement and collaboration with human rights advocates. Any organizations of investors inquiring as to AWC’s approach to human rights, particularly those seeking to learn how AWC evaluates human rights measures to mitigate risk throughout its operations and moderate any negative impacts with regard to AWC’s projects, can look to this policy for guidance.

AWC is committed to respect for, and upholding of, human rights for all people. Human rights are considered to be those fundamental rights, freedoms, and standards of treatment adhered to by governments, the private sector, and private citizens all around the world. AWC seeks to promote the advancement of human rights in accordance with the principles contained in the United Nations Universal Declaration of Human Rights (“UDHR”), the eight Core Labor Conventions developed by the International Labor Organization (“ILO”), the United Nations Global Compact (“UNGC”), and the United Nations Guiding Principles on Business and Human Right (“Guiding Principles”). In particular, The Guiding Principles, clarify corporate responsibilities to respect human rights, as well as the joint responsibility of business and government to address and combat human rights abuses whenever they may occur.

This Human Rights Policy applies to AWC, the entities that it owns, the entities in which it holds a majority interest, and the facilities that it manages. AWC is committed to

working with and encouraging its partners to uphold the principles of this policy and to adopt similar policies within their businesses.

Following substantial research, and benchmarking of industry best practices, AWC has developed a formalized approach to human rights. Although, respect for and advancement of human rights have always been integral to AWC's operations and business relationships, this policy is designed to supplement already existing ethics, anti-fraud, and anti-corruption policies.

AWC's stance on human rights is based upon the documents identified above, and is founded on the approach set forth in the Guiding Principles. The Guiding Principles, adopted by the United Nations in 2011, seek to provide a global standard and framework for preventing and addressing the human rights impacts of commercial activity. Many companies, including AWC, have sought to follow the Guiding Principles by developing human rights frameworks to assess and mitigate known risks, and mechanisms to report and remedy any issues should they occur. AWC is fully committed to adhering to such an approach over the long-term.

The Guiding Principles state that:

“In order to meet their responsibility to respect human rights, business enterprises should have in place policies and processes appropriate to their size and circumstances, including:

- (a) A policy commitment to meet their responsibility to respect human rights;
- (b) A human rights due diligence process to identify, prevent, mitigate and account for how they address their impacts on human rights;
- (c) Processes to enable the remediation of any adverse human rights impacts they cause or to which they contribute.

Business enterprises need to know and show that they respect human rights. They cannot do so unless they have certain policies and processes in place.”

The Guiding Principles also instruct companies to integrate human rights assessment processes into their operations, and to take appropriate action in response to their findings. Further, the Guiding Principles direct businesses to conduct stakeholder engagement to assist in identification and mitigation of potential risks, and development of positive opportunities for impacted communities.¹

¹ United Nations Human Rights Office of the High Commissioner, *Guiding Principles on Business and Human Rights: Implementing the United Nations 'Protect, Respect, and Remedy' Framework* (New York and Geneva:

Table of Contents

| | | |
|----|--|-------|
| 1. | Purpose..... | 4-5 |
| 2. | Scope..... | 5-7 |
| 3. | Definition..... | 7-8 |
| 4. | Policy Requirements..... | 8 |
| 5. | Audits..... | 8 |
| 6. | Interaction With Other Corporate Policies..... | 8 |
| 7. | Waiver | 9 |
| 8. | Discipline..... | 9 |
| 9. | Related Policies and Processes..... | 9 |
| | Appendix A: Frequently Asked Questions..... | 10-15 |

1. PURPOSE

Asia World Company's (together with its subsidiaries, "AWC" or the "Company") has adopted this human rights policy (the "Policy") in order to provide guidance to AWC's employees, contractors, partners and vendors regarding their human rights responsibilities, and to instruct those parties on the implementation of the AWC Human Rights Policy.

This Policy is designed to ensure respect for the human rights of all AWC employees and third parties impacted by the Company's operations, and to ensure compliance with applicable laws and relevant AWC rules.

With respect to this Policy, AWC operations include any aspect of the operations of the Company or its affiliates and subsidiaries.

Under this Policy, a "contractor" or "third party service provider" is defined as an entity or individual providing, and receiving payment for, services or goods related to AWC operations. This definition includes subcontractors.

1.1. Human rights

For purposes of this Policy, the term "human rights" includes rights to:

- Life;
- Physical safety;
- Property;
- Fair treatment in the workplace and in society, including protection of children;
- Fair legal representation and equal treatment before the justice system;
- Associate with others for lawful purposes;
- Practice one's culture, nationality, and religion;
- Nondiscrimination based on gender, sexuality, religion, or race;
- Maintain individual thoughts and reasonable expression;
- Privacy and familial rights; and
- Any other rights outlined in other relevant AWC policies.

AWC and its employees are required to respect, support and promote the human rights as described in the Universal Declaration of Human Rights.² As such, AWC's employees, contractors, partners, and vendors must:

² Universal Declaration of Human Rights, G.A. Res. 217 (III) A, U.N. Doc. A/RES/217(III) (Dec. 10, 1948).

- 1) Commit to business practices that protect human rights including by evaluating the impact of business activities on human rights, and by adopting a governance structure with process and mechanisms to appropriately address questions regarding human rights impact.
- 2) Avoid human rights abuses through compliance with applicable laws and ongoing assessment of human rights risks.
- 3) Protect privacy and security of data for AWC's customers.
- 4) Promote technologies that support freedom of expression in order to foster connection and communication amongst private citizens.
- 5) Support diversity promotion and employee engagement.
- 6) Support social programs addressing critical human needs (food, water, shelter, and disaster relief), healthcare, education, and economic empowerment.
- 7) Transparently report on AWC's human rights initiatives and performance.
- 8) Openly engage on issues that impact human rights.
- 9) Contribute to the development of international and domestic standards with respect to human rights in the infrastructure sector, particularly in impacted areas.

This AWC Human Rights Policy demands full compliance. Non-compliance will be addressed by AWC's senior management or their designees. Employees, suppliers, partners or any other stakeholders can communicate human rights concerns through the same channels as they would with respect to any other ethical issue.

2. POLICY REQUIREMENTS

AWC respects the human rights of all individuals impacted by its operations, including both employees and external stakeholders. This Policy requires that all AWC employees (including affiliate or subsidiary employees) and third party services providers adhere to its requirements. External stakeholders include residents of communities in which AWC operations take place, employees of third party service providers, and other non-employees whose human rights may be directly impacted by the Company's operations. AWC is also committed to creating economic opportunity and fostering goodwill in the communities in which it operates, and will seek to do so through various initiatives.

AWC values the diversity of its employees and those it works with. AWC maintains a strong commitment to equal opportunity, and is dedicated to the establishment of a work environment free of discrimination or harassment on the basis of race, sex, color, national or social origin, religion, age, disability, sexual orientation, political opinion, or any other status protected by applicable law. The basis for recruitment, hiring, placement, training, compensation, and advancement within AWC is determined solely upon qualification, performance, skills, and experience.

AWC will not tolerate violations of human rights committed by the Company's employees, affiliates, or any other third party acting on its behalf. As such, AWC does not tolerate the use of child labor, prison labor, bonded labor, slavery, or servitude, and requires adherence to the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. Further, AWC does not tolerate disrespectful or inappropriate behavior, unfair treatment, or retaliation of any kind.

AWC also does not tolerate discrimination against any party on the basis of race, color, gender, religion, political opinion, nationality, or social origin, or harassment of its employees on these bases. AWC acknowledges and respects the freedom of all parties to join, or refrain from joining, any legally authorized associations or organizations.

In its relationships with the government, contractors and third party service providers, AWC will take all necessary steps to avoid direct or indirect involvement in any action that adversely impacts human rights.

AWC also seeks to provide a safe and healthy workplace, and complies with all applicable safety and health laws, regulations, and procedures. In establishing a productive work place, AWC seeks to minimize accident, injury, and other health risks, and is committed to engaging its employees to continually improve health and safety in the workplace.

AWC is committed to establishing a work environment free from violence, harassment, intimidation, and other disruptive or dangerous conditions caused by internal and external threats. Safeguards will be established that maintain and respect employee privacy and dignity.

AWC competitively compensates its employees within the industries and local markets in which it operates. In doing so AWC operates in full compliance with applicable wage, work hour, and benefit laws. AWC prohibits the hiring of employees under 18 years of age for positions in which hazardous work is required.

To effect this Policy:

- a) Training on AWC's commitment to human rights and the requirements of this Policy will be provided to all current and new employees who, by virtue of their positions, may have a role in activities that may impact human rights.
- b) AWC will conduct appropriate due diligence to determine the actual and potential human rights impacts of its operations, and undertake reasonable measures to mitigate any such impacts.
- c) AWC will implement procedures and mechanisms specifying how employees and stakeholders may report human rights concerns, and how reports will be

investigated. The company will endeavor to protect all employees reporting such concerns from retribution.

- d) AWC will monitor human rights reporting related to its operations to identify potential control failures. Further, the Company will produce periodic internal reports about human rights allegations and investigations. Certain portions of those reports or related human rights information may be made public.
- e) AWC will engage with local stakeholders in the geographic locations where it operates to address human rights concerns.
- f) AWC will approach local communities in which it operates taking into account their cultures, customs and values, in order to identify the impact that the Company's operations may have on that region, and to implement sustainable community development programs to mitigate any adverse impact arising from those operations.
- g) AWC will consider the Voluntary Principles on Security and Human Rights in its interactions with private and public security providers, local communities, and those at risk of being victims of human rights violations.
- h) AWC will perform reasonable due diligence on third party service providers, will include human rights terms and conditions in future contracts, and will require periodic human rights reporting and certifications. The Company will inform third party service party providers of this Policy and the AWC Code of Ethics, and advise them that compliance with both policies is mandatory. In certain circumstances, third party service providers may be required to receive human rights training.
- i) AWC will take reasonable measures to work with the government to promote and protect human rights. The Company will make efforts to contribute to public discussions about human rights issues, support adherence to international standards and agreements, encourage reporting of human rights violations, and identify opportunities to constructively engage on human rights issues relevant to AWC's operations.
- j) If AWC determines that its employees affiliates, or third parties acting on its behalf have caused adverse human rights impacts, it will seek to mitigate and remediate those impacts. If violations by employees are proven to have been willful, AWC will take appropriate remedial action with respect to both its employees and any victims.

3. SCOPE

This Policy is applicable to every AWC employee, including senior executive and financial officers, and members of the AWC Board of Directors. The requirements in relation to reporting under this Policy are also applicable to AWC's contractors and suppliers.

AWC seeks to establish a work environment where open and honest communications among all employees are valued and respected. Any employee concerns, including if employees believe there to be a conflict between this Policy and local laws, customs, and practices, if employees have questions about the Policy, or if employees seek to report potential violations of this Policy, should be raised through existing processes. Every effort will be made to maintain confidentiality.

Further, employees may ask questions or report potential violations to local management, Human Resources, or the Legal Department. No reprisal or retaliation will be taken against employees raising such concerns. AWC has made a commitment to investing, addressing, and responding to the concerns of its employees and remediating any potential human rights issues.

This Policy is not intended to supplant any applicable laws, rules, or other corporate policies, but rather, to supplement them.

4. DEFINITION

Human rights are those rights to which all human beings are entitled. Such rights are defined, recognized, and identified international conventions.

In relation to this Policy, a human right shall be one recognized by the International Bill of Human Rights, or otherwise identified or described in this Policy or its relevant implementing procedures. Human rights violations may also violate domestic laws, including criminal, labor, property, civil rights, or other legal provisions.

5. AUDITS

Human rights compliance audits may be conducted on a periodic basis to ensure that the terms of this Policy and related procedures and guidelines are being met. Audits may be conducted both internally by AWC, or externally by third parties. Recommendations for improvement shall be included within reports or documents arising from these audits.

6. INTERACTION WITH OTHER CORPORATE POLICIES

Respect for human rights also requires adherence to other relevant Company policies, including but not limited to the AWC Code of Ethics and Anti-Fraud and Corruption Policy.

7. **WAIVER**

There will be no waiver of this Policy.

8. **DISCIPLINE**

Any employee involved in human rights violations, or other violations of law, may face termination of employment. Any employee who has direct knowledge of human rights violations by other employees, or by third party suppliers or contractors, but fails to report such violations, may face termination. Any employee involved in impairing an investigation into human rights violations may face termination.

Third party contractors involved in human rights violations, or other violations of law, who fail to report such acts, or who impair an investigation into human rights violations, will be expected to take remedial actions and/or may have their contracts terminated, depending on the circumstances.

9. **RELATED POLICIES AND PROCESSES**

Human rights is a broad subject matter encompassing numerous issues. Therefore, this Policy is supported by other AWC policies including but not limited to those on privacy, bribery and corruption, health and safety, diversity, harassment and other labor issues. For example, see also:

Asia World Company Limited Code of Ethics³

Asia World Company Limited Anti-fraud and Corruption Policy⁴

³ Asia World Company Limited, *Code of Ethics (December 31, 2014)*

<http://www.asiaworldcompany.com/pdf/Code-Ethics.pdf>.

⁴ Asia World Company Limited, *Anti-Fraud and Corruption Policy (December 31, 2014)*

<http://asiaworldcompany.com/pdf/Anti-fraud.pdf>.

HUMAN RIGHTS POLICY- APPENDIX A FREQUENTLY ASKED QUESTIONS

1. What are “human rights”?

For purposes of this Policy, the term “human rights” includes rights to:

- Life;
- Physical safety;
- Property;
- Fair treatment in the workplace and in society, including protection of children;
- Fair legal representation and equal treatment before the justice system;
- Associate with others for lawful purposes;
- Practice one’s culture, nationality, and religion;
- Nondiscrimination based on gender, sexuality, religion, or race;
- Maintain individual thoughts and reasonable expression;
- Privacy and familial rights; and
- Any other rights outlined in other relevant AWC policies.

2. What constitutes a human rights violation?

Human rights violations vary greatly in scope and can include murder, extrajudicial killing, and physical abuse such as torture, beatings, rape, assault, kidnapping, or attacking others. Violations of legal rights include abuse in prison, arbitrary arrest, or the denial of a fair trial, while labor rights violations include child labor, forced labor, prison labor, slave labor, military labor, indentured labor, or any form of human labor trafficking, as well as certain workplace conditions. All of these examples can constitute human rights violations. Human rights violations can also include property related issues, such as evictions, denial of the right to own property, or denial of access to water in certain situations. Finally, prevention of the free practice of religion or the right to marry and to found a family, or discrimination on the basis of nationality, sex, race, or other characteristics can also violate human rights.

3. What are the differences between human rights violations and legal violations?

There are a number of differences between human rights violations and legal violations. Human rights violations are defined by international standards and

usually involve the basic freedoms and rights that most countries agree upon. Legal violations are broader in scope than human rights violations. Further, in most cases, conduct that constitutes a human rights violation will also violate domestic laws. Under AWC's policies and procedures, information about possible human rights violations or domestic legal violations must be reported.

4. When is someone complicit in a human rights violation?

Complicity in a human rights violation varies on case by case basis, and as such is dependent on particular circumstances. Typically, knowingly providing assistance to a legal violation would constitute complicity. The same holds true for human rights violations. The Company's overarching goal is to avoid any contribution to, encouragement of, or facilitation of any human rights violations. AWC also seeks to ensure that those acting on its behalf do the same.

5. What penalties exist for human rights violations?

Legal consequences for committing human rights violations vary. Those penalties are defined by law, and thus will depend on the countries whose laws apply, as well as the conduct involved. Most human rights violations have the potential for severe consequences for its perpetrators and for those assisting such perpetrators in the human rights violation. For example, individuals can face lengthy jail terms or harsh monetary fines or both. Companies may face penalties such as fines, loss of licenses, or other measures. Employees complicit in human rights violations or serious criminal acts should expect to be terminated. Further, employees who fail to report human rights violations for which they have direct knowledge, or who impede investigations into human rights violations also should expect to be terminated. Finally, AWC's third party contractors and suppliers are expected to avoid human rights violations, to report such violations upon becoming aware of them, to facilitate human rights investigations, and to undertake remedial measures should they be involved with a human rights violation.

6. How are human rights obligations enforced?

Various enforcement mechanisms may be applicable depending on the specific circumstances. For example, a government may take legal action against the perpetrator. Also, many countries have human rights laws that may apply to conduct engaged in outside their borders. Such laws may allow for the prosecution of parties involved in human rights violations by countries with no direct connection to violations. Further, in certain circumstances, the

international community may take actions against the perpetrator. Finally, AWC can, and will, take action if it discovers that human rights violations have occurred. Such action may include discipline of employees, reevaluation of contracts, or other means.

7. Whom should I contact if I have questions about this Policy or human rights?

AWC will provide guidance on whether a particular action would violate this Policy. You may contact your supervisor, the Human Resources department, or the Legal Department for information. If there are any doubts as to whether human rights as contemplated by this Policy may be implicated, err on the side of caution, and report the issue or concern.

8. How do I know if something constitutes a reportable human rights violation?

You do not need to know for certain that something is, or is not, a human rights violation. Rather, it is important to consider the conduct at issue in determining whether there is a need to report the information. Further, most human rights violations would also implicate domestic laws that govern the Company's operations. If you become aware of any information suggesting that conduct by an employee or a third party violates the AWC Code of Ethics, Human Rights Policy, or any other relevant policies, you must report that conduct regardless of whether you know for a fact that it is a human rights violation. If you become aware of information suggesting that conduct by an employee or third party could be part of a legal violation, or that another party's legal rights were violated, you must report that conduct regardless of whether you know for certain that it is a human rights violation.

9. What information should be reported?

Report any and all factual information known to you about a potential human rights or legal violation. It is particularly important to note the identities of relevant individuals, be they witnesses, victims, or perpetrators. Further, you should provide details regarding any relevant incidents, including times and locations, to facilitate investigation of the potential violations. AWC does not expect reporting parties to identify which rights you may have been violated, but only the information they are aware of, for example what they may have seen, heard, or read.

10. To whom should I report a potential violation and what happens after I report it?

If an AWC employee suspects a human rights violation by another employee or by a contractor of the Company, it must be reported in a manner consistent with the Code of Ethics, through formal channels of communication. Set forth below are the designated contacts to whom employees should report concerns or complaints:

admin@asiaworldcompany.com

Within twenty-four hours of learning of a possible human rights issue, an AWC employee must notify AWC's senior management and legal counsel. This duty to report is also applicable to members of AWC management that report a potential violation of human rights. Any senior management becoming aware of a potential human rights violation should contact legal counsel.

Upon notification of a potential human rights issue, AWC legal counsel will promptly alert the appropriate senior managers and officers. Senior management will assess any received human rights issues reports and commence an investigation under instructions from counsel.

Depending on the nature of the concern, AWC may report the matter to government authorities.

11. What could happen if I fail to report a potential human rights violations?

Employees failing to report a potential human rights violation may face discipline or termination. Contractors failing to report a potential human rights violation will be expected to immediately remediate the issue, but may face termination of their contracts. In certain circumstances, failure to report information related to a crime can itself constitute a crime. It is critical that AWC to be aware of and investigate any human rights concerns, and the consequences to the Company of failing to do so can be severe. AWC will not be excused from its human rights or other legal responsibilities and obligations.

Contractors whose employees commit or assist in human rights violations will have their contracts terminated. If Contractors or their employees fail to report human rights violations, including by third parties, they will be expected to take appropriate remedial actions, and/or may have their contract reevaluated or

terminated.

12. What are the exceptions to the requirement to report potential human rights violations?

There are no exceptions to reporting human rights violations. Employees of AWC, and third parties acting on its behalf, must report all incidents related to potential human rights violations.

13. Will employees reporting potential human rights violations remain anonymous?

Yes, any person who reports a potential human rights violation will remain anonymous. Further, no one who reports a human rights concern will suffer any adverse employment consequences for making a report consistent with this Policy. AWC will also undertake measures to protect individuals making good faith reports of potential violations from reprisals by third parties.

14. How will AWC investigations of human rights concerns be conducted?

AWC's legal counsel will be responsible for investigating any potential human rights violations, and will exercise discretion in bringing any such incidents to the attention of relevant government authorities. AWC's legal counsel will also coordinate with senior management on oversight, input, and support for the investigation. Depending on the nature of the particular case, an investigation may be conducted internally or externally. The findings reports from such investigations will be submitted to AWC's legal counsel, who will in turn brief the Board of Directors and other relevant parties.

15. How will compliance with this Policy be evaluated?

AWC will utilize both internal and external resources to audit compliance with its human rights policies. While some of the auditing may be conducted by AWC staff, external specialists may be utilized to analyze certain elements of human rights compliance. To ensure the Policy's effectiveness, AWC will use a variety of approaches.

16. Who will be trained on human rights issues?

All new employees, and all employees whose work may impact human rights, who may receive reports or complaints on human rights, or who may oversee programs involving human rights, will be trained on this Policy and human rights. These parties will include management, legal personnel, human resources, security personnel, public relations personnel, and those overseeing third parties.

17. Under this Policy, what information will be accounted for and reported?

Collected information will include the type and number of reports related to human rights concerns, how the alleged violation was resolved, the credibility of the report, the duration of time between an initial report and any remedial measures, and other similar factors. This information may be released publicly, in aggregated form, on a periodic basis.

18. How will AWC engage with the government in relation to this Policy?

Any government interaction in relation to potential human rights violations will vary depending on the facts and circumstances of a particular incident. AWC may also interact more generally with the government by seeking human rights training, financial or in-kind support for human rights initiatives, assistance with community relationship-building through local and regional government offices, and to provide input on the drafting of laws and regulations.

19. Are there other AWC policies and procedures relevant to human rights?

The Code of Ethics and Anti-Fraud and Corruption Policy are both relevant to human rights and compliance with this Policy. Additional relevant policies and procedures may also be developed.