

FOREIGN CORRUPT PRACTICES ACT

Acknowledgement and Certification

Greenheck Fan Corporation, GFC its subsidiaries (including but not limited to Greenheck Kunshan Co., Greenheck Asia Pacific Pte. Ltd., Greenheck Middle East FZE, Greenheck India Pvt Ltd and Greenheck Fan S. De R.L. De C.V.), employees and any person or entity acting on its behalf must exercise due diligence at all times and take all necessary precautions to ensure that business relationships are formed only with reputable and qualified partners, agents and representatives. In negotiating any business relationship, GFC requires all persons and entities acting on GFC's behalf to provide Foreign Corrupt Practices Act ("FCPA") compliance certification. The GFC Foreign Corrupt Practices Policy (the "Policy") is set forth in the attachment to this document.

By signing this agreement the Recipient:

1. Acknowledges and covenants not to make or cause to be made any unlawful offer, promise, or payment to a foreign public official and not to do anything that would cause GFC to be in violation of the FCPA.
2. Agrees to fully indemnify GFC for any FCPA violation, including all costs for the underlying investigation.
3. Agrees to fully cooperate with any ethics and compliance investigation, specifically including the review of bank accounts relating to GFC's transactions and communications.
4. Agrees not to hire any agent, subcontractor or consultant on terms that would be in violation of the Policy and the FCPA.
5. Acknowledges the applicability of the FCPA to the potential business relationship as well as all country or regional anti-corruption or anti-bribery laws which apply to either the Recipients or GFC.

I have received and read the Foreign Corrupt Practices Act Policy statement. I am familiar with the requirements of the Policy and I understand the provisions of the FCPA and the consequences of its violation. I also understand the Policy prohibits activity in violation of the FCPA, and I agree to abide by such Policy.

Dated: _____

By: _____

Authorized Signer's Title:

GREENHECK FAN CORPORATION FOREIGN CORRUPT PRACTICES ACT POLICY

I. Purpose

The purpose of this Policy is to ensure compliance by GFC, its subsidiaries (including but not limited to Greenheck Kunshan Co., Greenheck Asia Pacific Pte. Ltd., Greenheck Middle East FZE, Greenheck India Pvt Ltd and Greenheck Fan S. De R.L. De C.V.) and its directors, officers,

employees, agents, consultants and representatives with the US Foreign Corrupt Practices Act (“FCPA”) and related laws of other countries in which GFC does or intends to do business. GFC reserves the right to amend, rescind, or replace this Policy at any time.

II. FCPA

1. Anti Bribery. The FCPA is a US Federal Statute prohibiting US companies and their officers, directors, employees and agents from: giving, promising or offering anything of value, whether directly or indirectly, to any foreign official (including an official of a public international organization) with the intention of obtaining or retaining business or obtaining an improper business advantage. For the avoidance of doubt, the elements of forbidden conduct under the anti-bribery provisions are as follows:

- Knowingly paying, offering, promising, or authorizing to pay
- Money or anything of value
- Directly or indirectly
- To any foreign official or political party
- With the intention of influencing
- The obtaining or retaining of business or otherwise securing any improper business advantage

All of the elements must exist for the FCPA to have been breached.

2. Record Keeping and Internal Accounting Controls. The FCPA also requires US companies such as GFC to keep books and records that accurately reflect transactions and dispositions of assets and to maintain a system of internal accounting controls.

3. Penalties for Breach. Where the anti-bribery provisions of the FCPA are breached, the following penalties may be imposed: Fines of up to US \$2 million against the company Prison terms of up to five years and fines of up to US \$100,000 per violation for individuals involved. The Securities and Exchange Commission (“SEC”) may seek further civil penalties. Where the record-keeping and accounting provisions of the FCPA are breached, SEC penalties for violation of securities laws may be invoked. Willful violations of the record-keeping provisions may result in up to 20 years imprisonment and US \$5 million fines for individuals and up to US \$25 million for companies.

III. Policy

1. Prohibition of Bribery of Foreign Official. Under no circumstance shall any GFC director, officer, employee, agent, consultant, vendor, or representative (each of whom is covered herein by the term “GFC person”) give, pay, offer, promise to pay, or authorize the giving or payment of money or other thing of value to any foreign official or to any person while knowing or being aware of a probability that the payment or promise to pay is being made to or will be passed on to a foreign official.

2. Prohibition of Payment or Gift in Violation of Local Law.

Under no circumstance shall any GFC person make, offer, promise, or authorize any payment or gift in violation of local law in any country.

3. Prohibition of Circumvention of Law. Under no circumstance shall any GFC person enter into any transaction that is intended or designed to circumvent the laws of any country. Any transaction that has the appearance of circumventing the laws of any country must be avoided.

4. Prohibition of Lawful Payment without Prior Approval.

Under no circumstance shall any GFC person offer, pay, promise or give any money or other thing of value to any foreign official without the prior written approval of a President, General Counsel, or Chief Executive Officer of GFC (“Authorized Approver”). While facilitation payments for routine, non-discretionary government functions are allowed by the FCPA, it is strict GFC policy that no such payment shall be made without the prior written approval of an Authorized Approver. Similarly, no political contribution or donation allowed by the FCPA shall be made by any GFC person without the prior written approval of an Authorized Approver.

5. Clarification of Uncertainty. Without prejudice to the foregoing requirement for written approval a GFC person must promptly contact an Authorized Approver when questions arise concerning the FCPA’s anti -bribery provisions including whether: a particular individual or entity must be treated as a “foreign official” whether something qualifies as anything of value whether a proposed payment would be made or seen to be made to obtain, retain or direct business.

6. Due Diligence and Third-Party Certification. To avoid being held liable for corrupt third-party payments, GFC and any GFC person acting on its behalf must exercise due diligence at all times and take all necessary precautions to ensure that business relationships are formed only with reputable and qualified partners, agents and representatives. In negotiating any business relationship, GFC or any GFC person acting on GFC’s behalf requires potential partners, vendors, agents, or representatives to provide FCPA compliance certification. Such certification shall include a covenant by the person providing it not to make or cause to be made any unlawful offer, promise, or payment to a foreign public official and not to do anything that would cause GFC to be in violation of the FCPA.

7. Record Keeping. All transactions involving GFC funds or assets should be recorded accurately and in reasonable detail. The record must completely reflect the transactions and asset dispositions of GFC wherever they take place.

8. Prohibition of Improper Accounting. Direct or indirect participation by any GFC person in any “improper transaction” or deviation from established GFC accounting practices, including omitted or falsified expense reports, is strictly prohibited.

9. Compulsory Compliance. Every GFC person shall comply with this Policy. GFC may require GFC persons to undergo such FCPA-compliance training or to obtain such FCPA-compliance training or to obtain such FCPA- compliance certifications as GFC may deem necessary from time to time.

10. Chief Compliance Officer. The General Counsel is the Chief Compliance Officer of GFC on FCPA matters. Any question regarding activities under consideration with regard to the FCPA or this Policy should be promptly directed to the General Counsel.

11. Sanction for Breach. This Policy is an integral part of GFC’s Compliance Program. Any breach of this Policy by a GFC person may result in disciplinary action, termination, disengagement, civil proceedings, criminal prosecution or such other remedial or punitive action as shall be appropriate in the circumstances. Such action may be taken or initiated by GFC, governmental authority or other competent body. GFC will not directly or indirectly pay any fine imposed on any individual as a result of breach of the FCPA or of this Policy.

12. Zero Tolerance. GFC will not tolerate any GFC person that achieves or purports to achieve results for GFC in violation of law or by acting dishonestly. Conversely, GFC will fully support any GFC person who declines an opportunity or advantage, the securing of which would place GFC's ethical principles and reputation at risk of compliance (including the loss of business) diminishes the responsibility to comply with the FCPA. It is imperative therefore that each and every GFC person becomes familiar with the FCPA's provisions.