

FUDA GROUP (USA) CORPORATION

CODE OF BUSINESS CONDUCT AND ETHICS

The Board of Directors of Fuda Group (USA) Corporation (the "Company") has adopted this Code of Business Conduct and Ethics (this "Code") to:

- promote honest and ethical conduct, including fair dealing and the ethical handling of conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure;
- promote compliance with applicable laws and governmental rules and regulations; ensure the protection of the Company's legitimate business interests, including corporate opportunities, assets and confidential information; and
- help prevent and deter wrongdoing.

This Code of Business Conduct and Ethics applies to all directors, officers and employees of the Company and they are required to be familiar with the Code and to adhere to those principles and procedures set forth in the Code that apply to them.

From time to time, the Company may waive some provisions of this Code. Any waiver of the Code for executive officers or directors of the Company may be made only by the Board of Directors or the Chair of the Audit Committee and must be promptly disclosed as required by Securities and Exchange Commission ("SEC") or NASDAQ rules. Any waiver will not automatically apply to subsequent similar situations; separate approval must be sought and obtained as provided above.

I. Honest and Candid Conduct

Each director, officer and employee owes a duty to the Company to act with integrity. Integrity requires, among other things, being honest and candid. Each director, officer and employee must:

- Act with integrity, including being honest and candid while still maintaining the confidentiality of information where required or consistent with the Company's policies;
- Observe both the form and spirit of laws and governmental rules and regulations, accounting standards and Company policies; and,
- Adhere to a high standard of business ethics.

The Company will not pay any bribe, gratuity, kickback, or any similar payment to anyone, including agents of our customers or members of their families, in connection with the sale of any of our products or services. Should any such payments be requested, the Company's senior management should be contacted immediately.

II. Conflicts of Interest

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. A conflict of interest can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively.

Service to the Company should never be subordinated to personal gain and advantage. Conflicts of interest should, wherever possible, be avoided. In particular, clear conflict of interest situations involving directors, executive officers and other employees who occupy supervisory positions or who have discretionary authority in dealing with any third party specified below may include, but is not limited to, the following:

- any significant ownership interest in any vendor/service provider to the Company or customer/client;
- any consulting or employment relationship with any customer/client, vendor/supplier or competitor;
- any outside business activity that detracts from an individual's ability to devote appropriate time and attention to his or her responsibilities with the Company;
- the receipt of gifts of more than nominal value or excessive entertainment from any company or person with which the Company has current or prospective business dealings;
- being in the position of supervising, reviewing or having any influence on the job evaluation, pay or benefit of any immediate family member; and
- selling anything to the Company or acquiring credit or financial services from the Company, except on the same terms and conditions as comparable directors, officers or employees and persons unaffiliated with the Company are permitted to so acquire or sell.

Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief financial officer or chief legal officer of the Company. Any director, officer, or employee who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel.

Nothing contained herein shall require approval of transactions involving extensions of credit or overdrafts that are in compliance with any applicable regulations, or transactions involving Company stock pursuant to any Company investment, or savings plan, any Employee and Director Stock Purchase program, or any Company Stock Option Plan and the Dividend Reinvestment Plan.

Anything that would present a conflict for a director, officer or employee may also present a conflict if it is related to a member of his or her family.

III. Disclosure

Each director, officer or employee involved in the Company's SEC-mandated disclosure process, including, but not limited to, the Chief Executive Officer and the Chief Financial Officer (the "Senior Financial Officers"), is required to be familiar with and comply with the Company's disclosure controls and procedures and internal controls over financial reporting, to the extent relevant to his or her area of responsibility, so that the Company's public reports and documents filed with the SEC comply in all material respects with the applicable federal and state securities laws and regulations. In addition, each such person having direct or supervisory authority regarding SEC filings or the Company's other public communications concerning its general business, results, financial condition and prospects should, to the extent appropriate within his or her area of responsibility, consult with other Company officers and employees and take other appropriate steps regarding these disclosures with the goal of making full, fair, accurate, timely and understandable disclosure.

Each director, officer, or employee who is involved in the Company's disclosure process, including without limitation the Senior Financial Officers, must:

- Familiarize himself or herself with the disclosure requirements applicable to the Company as well as the business and financial operations of the Company.
- Not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's independent auditors, governmental regulators and self-regulatory organizations.
- Properly review and critically analyze proposed disclosure for accuracy and completeness (or, where appropriate, delegate this task to others).
- In reports and documents files with or submitted to the Securities and Exchange Commission and other regulators by the Company, and in other public communications made by the Company, the directors, officers, and employees involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and information included in those reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

IV. Compliance

Obedying the law, both in letter and spirit, is the foundation of Company's ethical standards. In conducting the business of the Company, directors, officers, and employees shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States and in any non-U.S. jurisdiction in which the Company does business. Although not all directors, officers, and employees are expected to know the details of these laws, it is important to know enough about the applicable local, state, and national laws to determine when to seek advice from supervisor, managers, or other appropriate personnel.

VII. Corporate Opportunities

Directors, officers and employees owe a duty to the Company to advance the Company's business interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking (or directing to a third party) a business opportunity that is discovered through the use of corporate property, information or position, without consent of the Board of Directors. More generally, directors, officers and employees are prohibited from using corporate property, information or position for personal gain and from competing with the Company.

Sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Directors, officers and employees who intend to make use of Company property or services in a manner not solely for the benefit of the Company should consult beforehand with the Code of Ethics Contact Person.

VIII. Confidentiality

In carrying out the Company's business, directors, officers and employees often learn confidential or proprietary information about the Company, its customers/clients or its suppliers/vendors. Directors, officers and employees must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated.

It is very important for all directors, officers and employees to appropriately safeguard the Company's confidential information and that of its customers and to refuse any improper access to confidential information of any other person or company, including our competitors.

In terms of our own confidential information, the following are our guidelines.

- Any Company proprietary information and any customer information to which we may have access should be discussed with others within the Company only on a need-to-know basis.
- If we wish to disclose our own confidential information to any people outside of our Company, it should be done only in conjunction with appropriate confidential information disclosure agreements, which can be provided by the Company's counsel.
- We should always be alert to, and take steps to avoid, inadvertent disclosures that may arise in either social conversations or in normal business relations with our vendors and customers.

Confidential or proprietary information of the Company or our customers, and of other companies or persons, includes any information that is not generally disclosed and that is useful or helpful to the Company and/or which would be useful or helpful to competitors of the Company, as well as any non-public information be harmful to the relevant company or person or useful or helpful to competitors if disclosed. Common examples include such things as financial data, sales figures for individual products or services or groups of products or services, planned new products or services or planned advertising programs, areas where the Company

(or another entity) intends to expand, lists of suppliers, lists of customers, customer deposit or loan data, customer financial statements or credit application information, wage and salary data, capital investment plans, projected earnings, changes in management or policies of the Company (or another entity), communications to or from regulatory authorities, testing data, suppliers' prices to us, or any plans we may have for improving any of our products or services, inquiries that are received with respect to an individual customer or his, her or its account status or activity.

IX. Fair Dealing

We have a history of succeeding through honest business competition. We do not seek competitive advantages through illegal or unethical business practices. Each director, officer and employee should endeavor to deal fairly and ethically with the Company's customers/clients, service providers, vendors/suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice.

X. Protection and Proper Use of Company Assets

All directors, officers and employees should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's equipment should not be used for non-Company business, though incidental personal use is permitted

The obligation of directors, officers, and employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

XI. Significant Accounting Deficiencies

The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning:

- Significant deficiencies in the design or operation of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data.
- Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal control over financial reporting.