



CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of Sino Assurance Inc.(the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its shareholders. These Guidelines acknowledge the leadership exercised by the Board and are intended to serve as a framework within which the leadership may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its shareholders or as required by applicable laws and regulations.

THE BOARD

Size of the Board

The number of directors will be fixed from time to time by the Board, but in no event will be more than ten (12). The Board currently has three (3) members. The Board believes that three (3) directors is an appropriate size based on the Company's present circumstances. The Board will periodically review the size of the Board, and determine the size that is most effective in relation to future operations.

Director Qualification Standards

The meeting of stockholders is responsible for reviewing with the Board, on an annual basis, the appropriate characteristics, skills and experience required for the Board as a whole and its individual members. In evaluating the suitability of individual candidates (both new candidates and current Board members), The meeting of stockholders, in recommending candidates for election, and the Board, in approving (and, in the case of vacancies, appointing) such candidates, take into account many factors, including ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, experience in the Company's industry and with relevant social policy concerns, understanding of the Company's business on a technical level, other board service and educational and professional background. Each candidate nominee must also possess fundamental qualities of intelligence, honesty, good judgment, high ethics and standards of integrity, fairness and responsibility. The stockholders evaluates each individual in the context of the Board as a whole, with the objective of assembling a group that can best perpetuate the success of the business and represent shareholder interests through the exercise of sound judgment using its diversity of experience in these various areas. In determining whether to recommend a director for re-election, the meeting of stockholders also considers the director's past attendance at meetings and participation in and contributions to the

activities of the Board.

No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the meeting of stockholders and the Board will take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors and making its recommendations to the Company's shareholders.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in, and determinations of other major issues in respect of, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- reviewing and, where appropriate, approving major changes in, and determinations under the Company's Guidelines, Code of Business Conduct and Ethics and other Company policies;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- reviewing and evaluating the performance of the Chief Executive Officer;
- providing advice and counsel to the Chief Executive Officer and principal senior executives;
- evaluating the overall effectiveness of the Board, as well as selecting and recommending to shareholders qualified candidates for election to the Board;
- ensuring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations; and performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by rules or regulations.

Director Tenure

Director tenure is 3 years and directors of the expiration of the term may be re-elected. Individual director's renomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the meeting of stockholders in connection with each

stockholders nomination recommendation.

Stock Ownership

Subject to the Company's Insider Trading Policy, the Company does not prohibit directors from purchasing shares of the Company. However, the number of shares owned by any director is a personal decision and, at this time, the Board has chosen not to adopt a policy requiring ownership by directors of a minimum number of shares.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report the matter to the Chairman of the Board. Any significant conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director will disclose the interest to the Board, excuse himself or herself from discussion on the matter and not vote on the matter.

Board Orientation and Continuing Education of Board Members

The Company provides new directors with a director orientation program to familiarize them with, among other things, the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, Code of Business Conduct and Ethics, Guidelines.

The Company will make available to directors continuing education programs, and each director is expected to participate in such programs, as management or the Board determines desirable.

Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Management should comply promptly and fully with such requests from directors, and directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

Code of Business Conduct and Ethics

The Board expects all directors, as well as officers and employees, to act ethically at all times and to adhere to the Company's Code of Business Conduct and Ethics.

Board Attendance at Annual Meeting of Shareholders

Directors are invited and strongly encouraged to attend the Company's annual meeting of shareholders.

Annual Self-Evaluation

Following the end of each fiscal year, Shareholders will oversee an annual assessment by the Board of the Board's performance. The Meeting of Shareholders will be responsible for establishing the evaluation criteria and implementing the process for such evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the governance of the Company, as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Guidelines. The purpose of the review will be to improve the performance of the Board as a unit, and not to target the performance of any individual Board member. Shareholders will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

BOARD MEETINGS

Frequency of Meetings

The Board will meet at least two (2) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board. A director who is unable to attend a meeting is expected to notify the Chairman of the Board in advance of such meeting, and, whenever possible, participate in such meeting via teleconference.

Agendas

The Chairman establishes the agenda for each Board meeting with input from the management and, as necessary or desired, from the other directors.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all

materials distributed in advance of any meeting.

LEADERSHIP DEVELOPMENT

Annual Review of Chief Executive Officer

The Board shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the Chief Executive Officer's next annual performance evaluation. At the end of each year, the Chief Executive Officer shall make a presentation or furnish a written report to the Board indicating his or her progress against such established performance criteria. Thereafter, with the Chief Executive Officer absent, the Board shall meet to review the Chief Executive Officer's performance. Factors to be considered in assessing CEO performance include strategic vision and leadership, external representation of the Company and management of external relationships, executive officer leadership development and succession planning, Company financial and operational performance, employee morale and motivation, and rapport with the Board. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the chairman of the Board.

Succession Planning

The Board works on a periodic basis with the Chief Executive Officer to review, maintain and revise, if necessary, the Company's succession plan upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence. The Chief Executive Officer shall report annually to the Board on succession planning for the Chief Executive Officer and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors.

Management Development

The Board will determine that a satisfactory system is in effect for the education, development and orderly succession of senior and mid-level managers throughout the Company.