

RELATED PARTY TRANSACTION COMMITTEE CHARTER

PURPOSE

The RPT Committee shall assist the Board in ensuring that ---

1. Transactions with related parties are handled in a sound and prudent manner, with integrity and in compliance with applicable laws and regulations to protect the interest of its clients, creditors and other stakeholders; and
2. RPTs are conducted on an arm's length basis and that no stakeholder is unduly disadvantaged.

MEMBERSHIP

The RPT Committee shall be composed of at least three (3) non-executive members of the Board of Directors, two (2) of whom shall be independent directors, including the chairman.

FREQUENCY AND CONDUCT OF MEETINGS

The RPT Committee shall meet whenever necessary to discuss and agree on matters to be endorsed to the Board of Directors for approval and confirmation.

If any member of the Committee has a personal interest in the transaction to be reviewed, the concerned Board member shall abstain from the discussion and endorsement to the Board of such transaction.

Committee members may attend meetings in person or by electronic or tele/video communication means, provided that reasonable efforts are made to have all members of the Committee participate.

COMMITTEE RESPONSIBILITIES

- (a) Conduct continuous evaluation and monitoring of existing relations among counterparties to ensure that all related parties are identified, RPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, RPTs and changes in relationships should be reflected in the relevant reports to the Board and the SEC;
- (b) Evaluate all material RPTs to ensure that these are transacted on an arm's length basis and that no corporate or business resources of the company are misappropriated or misapplied, and to determine any potential reputational risk issues that may arise as a result of or in connection with the transactions. In evaluating RPTs, the Committee may take into account the following:
 - i. The related party's relationship to the Corporation and interest in the transaction;
 - ii. The material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - iii. The benefits to the Corporation of the proposed RPT;
 - iv. The availability of other sources of comparable products or services; and

- v. An assessment of whether the proposed RPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The company should have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs.
- (c) Ensure that appropriate disclosure is made to the regulating and supervising authorities relating to the Corporation's RPT exposures, and policies on conflicts of interest or potential conflicts of interest;
- (d) Report to the Board on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
- (e) Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process; and
- (f) Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures.

COMMITTEE SELF-ASSESSMENT

The Committee shall conduct a self-assessment of its performance at least once a year, as prescribed by and in accordance with the Revised Corporate Governance Manual.