



# Feytech Holdings Berhad

Registration No. 202301013791 (1507713-V)

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## Related Party Transactions

### Policy & Guidelines

Adopted by Board: 13<sup>th</sup> September 2023

POLICY and PROCEDURE			
Ref No:	EXT/BLP		
Applicable To:	All directors and employees of Feytech Holdings Berhad and its subsidiaries		
Revision No:	Version 1.0	Effective Date:	13 <sup>th</sup> September 2023

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## 1. INTRODUCTION

As a public listed company, Feytech Holding Berhad (“**the Company**”) and its subsidiaries (collectively, “**Group**”) would, in the ordinary course of business, enter transactions of revenue or trading in nature with a related party(ies).

In formulating this policy, the Company has considered the requirements contained in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**MMLR**” or “**the Listing requirement**”) to ensure compliance with the obligations imposed.

## 2. OBJECTIVE

The objective of this Policy is to provide an avenue for employees to understand the policies and procedures that need to be adhered to in identifying and treating Related Party Transaction (“**RPT**”) to ensure compliance with the MMLR and other applicable laws.

## 3. SCOPE AND APPLICATION

3.1 This policy outlines the framework and the processes for purposes of identifying, monitoring, evaluating, reporting and approving the RPTs (including recurrent related party transactions (“**RRPTs**”). It also serves as a guide to the Audit & Risk Management Committee (“**ARMC**”) and Board of Directors (“**Board**”) of the Company in discharging their role, by providing oversight over RPTs the Group.

3.2 The Policy applies to all directors of the Company and each of its subsidiaries.

3.3 This policy covers:

- (a) the principles to be adopted in relation to the conduct of a RPT between the Company and/or its subsidiaries with a related party(ies);
- (b) the interpretation and application of those principles;
- (c) the standard practices and procedures relating to the conduct of RPTs; and
- (d) the basis of proper disclosure of such RPTs.

3.4 It is the policy of the Company to table all RPTs for review by the ARMC on quarterly basis in accordance with the guidelines set forth herein.

## 4. SAFEGUARDS

The Finance Department is to be contacted and/or consulted, whenever in doubt as to whether the proposed transaction is a RPT.

Although a RPT may give rise to a conflict of interest, such RPT is allowed under the law, provided that the RPT is entered into in the best interest of the Company and complies with the applicable laws.

In view of the sensitivity of a RPT, the transacting department/subsidiary should ensure that no preference is given to a related party prior to initiating the transaction. Where practicable, it may be appropriate for the transacting department/subsidiary to obtain an independent review of the RPT. In any event, there should be proper documentation relating to the basis under which the RPT was undertaken.

## 5. DEFINITIONS

5.1 “Chief Executive” in relation to a corporation, means the principal executive officer of the corporation for the time being, by whatever name called, and whether or not he is a Director.

5.2 “CMSA” means the Capital Markets and Services Act 2007.

5.3 “Director” has the meaning given in section 2(1) of the CMSA and includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon:

(a) a Director of the listed issuer, its subsidiary or holding company; or

(b) a Chief Executive of the listed issuer, its subsidiary or holding company.

5.4 “Family” in relation to a person means such person who falls within any one of the following categories:

(a) spouse;

(b) parent;

(c) child including an adopted child and step-child;

(d) brother or sister; and

(e) spouse of the person referred in items (c) and (d) above.

5.5 “Major Shareholder(s)” means a person who has an interest or interests in one (1) or more voting shares in a corporation and the number or aggregate number of those shares, is:

(a) 10% or more of the total number of voting shares in the corporation; or

(b) 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Companies Act 2016.

5.6 “Person Connected” in relation to any person (referred to as “said person”), means such person who falls under any one of the following categories:

- (a) a family member of the said person;
- (b) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which the said person, or a family member of the said person, is the sole beneficiary;
- (c) a partner of the said person;
- (d) a person or where the person is a body corporate, the body corporate or its directors, who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the said person;
- (e) a person or where the person is a body corporate, the body corporate or its directors, in accordance with whose directions, instructions or wishes the said person is accustomed or is under an obligation, whether formal or informal, to act;
- (f) a body corporate in which the said Person, or persons connected with the said Person are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
- (g) a body corporate which is a related corporation of the said person.

5.7 “Related Party” means a director, major shareholder or person connected with such director or major shareholder.

5.8 “Related Party Transaction” means a transaction entered into by the Company or its subsidiaries, which involves the interest, direct or indirect, of a related party.

5.9 “Recurrent Related Party Transaction” means a related party transaction which is recurrent, of a revenue or trading nature and which is necessary for day-to-day operations of the Company or its subsidiaries.

5.10 “Transaction” has the same meaning as set out in the Listing Requirements, which includes:

- (a) the acquisition, disposal or leasing of assets;
- (b) the establishment of joint ventures;
- (c) the provision of financial assistance;
- (d) the provision or receipt of services; or
- (e) any business transaction or arrangement entered into, by the Company or its subsidiaries but excludes transaction entered into between the Company (or any of its wholly-owned subsidiaries) and its wholly-owned subsidiary.

## 6. IDENTIFICATION

### Register of Related Parties

The register of related parties shall be kept by the Finance Department.

As the register may change from time to time, the Finance Department shall update the subsidiaries/departments on the latest Directors and major shareholders' interest on quarterly basis. In the event that the proposed transaction is to be entered with any of the parties identified as a related party in the list of related parties, the proposed transaction shall be deemed a RPT, provided it fulfills the requirements stated in the MMLR.

The relevant Head of Department or officer-in-charge of the Company/Group is required to report such proposed transaction to the Finance Department.

## 7. DISCLOSURE REQUIREMENTS

### **7.1 Related Party Transaction (“RPT”)**

The disclosure requirements of RPT as prescribed by the MMLR are governed by percentage ratio threshold. The computation of the percentage ratios is provided for in Part 8 of this Policy. The disclosure requirements are as follows:

- 7.1.1 The Company must make an immediate announcement to Bursa Malaysia Securities Berhad (“**Bursa Securities**”) of a RPT, where any one of the percentage ratios is 0.25% or more after the terms of the transaction has been agreed upon provided that the value of the consideration of the transaction is RM500,000 or more and it is not a Recurrent Related Party Transaction.
- 7.1.2 If any one of the percentage ratios for the RPT is 5% or more and provided that the exemption in paragraph 10.08(9) of the MMLR is not applicable, the Company must:
  - (a) send a circular to the shareholders;
  - (b) obtain shareholder's approval of the RPT in general meeting; and
  - (c) appoint an independent adviser who is permitted to carry on the regulated activity of advising on corporate finance under the CMSA.
- 7.1.3 If any one of the percentage ratios for the RPT is 25% or more, the Company must in addition to 7.1.2 above, appoint a main adviser, who is recognised Principal Adviser under the Securities Commission Malaysia’s Licensing Handbook. The Principal Adviser must:
  - (a) advise the Company whether such transaction is carried out on fair and reasonable terms and conditions and not to the detriment of minority shareholders of the Company;

- (b) ensure that such transaction complies with the relevant laws, regulations or guidelines, where applicable;
  - (c) ensure full disclosure of all information required to be disclosed in the announcement and circular; and
  - (d) confirm to Bursa Securities after the completion of the transaction and all the necessary approvals have been obtained, that it has discharged its responsibility with due care in regard to the transaction.
- 7.1.4 The Company must also ensure that a director with interest, direct or indirect, must abstain from Board deliberation and voting on the relevant resolution in respect of the RPT. In a general meeting to obtain shareholders' approval, a director or major shareholder with any interest, direct or indirect, or person connected to them must not vote on the resolution approving the transaction.
- 7.1.5 RPT entered by a subsidiary with another person where any one of the percentage ratios is 5% or more, and the only related party having an interest in such transaction is not a related party to the Company, only immediate announcement is required, subject to the Board of the Company:
- (a) approves the transaction before the terms of transaction are agreed upon; and
  - (b) ensures that the transaction is fair and reasonable and is in the best interests of the Company.
- 7.1.6 The percentage ratios shall be calculated in accordance with formulas as set out in the MMLR (reproduced in Part 8). The formula to be used depends on the type of contract/transaction. At times, one transaction may involve calculation of the percentage ratios based on several of the formulas as stated in Part 8. Therefore, all formulas must be tested as the relevant obligations under the MMLR will be invoked if any one of the figures of the percentage ratios breaches the relevant thresholds prescribed in the MMLR.

## **7.2 Transactions not regarded as RPT**

The following transactions are not normally regarded as RPT, as set out under paragraph 10.08(11) of the Listing Requirements, which include, among others:

- 7.2.1 The issue of securities by the Company for cash (subject to paragraph 6.06 of the Listing Requirements), the issue of securities by way of a bonus issue, the grant of options and the issue of securities arising from the exercise of options under the Share Issuance Scheme, subscription of securities on a pro rata basis, subdivision of shares, consolidation of shares or payment of dividend;

- 7.2.2 A transaction between the Company or its subsidiaries and another person where there are no other interested relationships except for common directorships provided that the directors who have common directorships have shareholdings in the other person which is less than 5% other than via the Company. Also, there is no other interest such as commission or other kinds of benefits received from the Company or its subsidiaries or the other person in relation to the said transaction;
- 7.2.3 An acquisition or disposal by the Company or its subsidiaries from or to a third party of an interest in another corporation, where the related party holds less than 10% in that other corporation other than via the Company;
- 7.2.4 The provision or receipt of financial assistance or services upon normal commercial terms and in the ordinary course of business by a licensed institution whose activities are regulated by written law and are subject to supervision by Bank Negara Malaysia or an equivalent foreign regulatory authority as Bursa Securities deems appropriate;
- 7.2.5 Director's fees and remuneration, and employment remuneration;
- 7.2.6 Insurance coverage and indemnities for Directors as permitted under the Companies Act 2016;
- 7.2.7 A transaction between the Company or its subsidiaries, and another person for the provision or receipt of goods and services which are considered exempted transactions where:
- (a) the goods or services are purchased, sold or rendered based on a non-negotiable fixed price or rate which is published or publicly quoted; and
  - (b) all material terms including the prices or charges are applied consistently to all customers or classes of customers.
- (the definition of goods, classes of customers and exempted transactions is as per the MMLR).
- 7.2.8 The entry into or renewal of tenancy of properties of not more than three (3) years, the terms of which are supported by an independent valuation;
- 7.2.9 A contract that is awarded by or on behalf of the Government or State Government provided an immediate announcement of the same is made to Bursa Securities;
- 7.2.10 A contract that is awarded by way of public tender;
- 7.2.11 A transaction between the Company or any of its subsidiaries and another person which involves the sharing of services or facilities provided by one or more of such parties or other similar arrangements whereby the consideration merely involves reimbursement or sharing of costs in proportion to the utilisation of the services or facilities.

Reference shall be made to the Listing Requirements for a complete list of the exempted transactions.

### **7.3 Recurrent Related Party Transaction (“RRPT”)**

7.3.1 Under paragraph 10.09 of the Listing Requirements, a company with share capital of RM60 million and above, must immediately announce a RRPT if:

- (a) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1 million or more; or
- (b) the percentage ratio of the RRPT is 1% or more,

whichever is higher.

7.3.2 However, the Company may seek a mandate from its shareholders for RRPTs subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- (b) the shareholders’ mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold;
- (c) the Company’s circular to shareholders for the shareholders’ mandate includes the information as prescribed by Bursa Securities. The draft circular must be submitted to Bursa Securities together with a checklist showing compliance with such information;
- (d) in a meeting to obtain the shareholders’ mandate, the relevant interested related party, must not vote on the resolutions approving the transactions. An interested Director or interested major shareholder must ensure that persons connected to him abstain from voting on the resolutions approving the transactions; and
- (e) the Company must immediately announce to Bursa Securities when the actual value of the RRPT entered by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement; and

Where the Company has procured the shareholders’ mandate, the provisions of Paragraph 10.08 on the RPT shall not apply.

7.3.3 The following transactions are not regarded as RRPTs and therefore, the shareholders’ mandate does not apply:

- (a) the acquisition or disposal of land or land-based property except in the circumstances set out in paragraph 3.3(a) of the Practice Note 12 of the Listing Requirements;
- (b) the acquisition or disposal of vessels, air craft and plants;
- (c) the entry into a lease of:
  - (i) a property for a period exceeding three (3) years; or
  - (ii) such other assets,which involve payments of rental or such consideration on a lump sum basis (i.e. other than on an equal pro-rated monthly or annual installments);
- (d) the provision of financial assistance pursuant to paragraph 8.23 of the Listing Requirements;
- (e) the acquisition or disposal of securities except in the circumstances set out in paragraph 3.3(b) of the Practice Note 12<sup>1</sup> of the Listing Requirements;
- (f) the entry into joint ventures;
- (g) the grant or exercise of an option in relation to matters set out in subparagraph (a), (b), (c) and (e) above; and
- (h) such other transactions as may be determined by Bursa Securities from time to time.

## 8. PERCENTAGE RATIOS

Percentage ratios are figures, expressed as a percentage, used to determine the materiality of RPT resulting from each of the following calculations:

- (a) The value of the assets which are the subject matter of the transaction  
Net Assets of the listed issuer
- (b) (Net profits of the assets which are the subject matter of the transaction  
Net profits attributable to the owners of the listed issuer  
*(i.e. before other comprehensive income or loss)*
- (c) The aggregate value of the consideration given or received in relation to the transaction  
Net assets of the listed issuer

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<sup>1</sup> 3.3 of the Practice Note 12: Notwithstanding paragraph 3.2 above – (b) a listed issuer under paragraph 9.20(2)(a), (b) and (c) of the Listing Requirements may procure a Mandate for acquisition or disposal of securities which is a Recurrent Related Party Transaction.

- (d) The number of shares issued by the listed issuer as consideration for an acquisition  
Total number of shares previously in issue (excluding treasury shares)
- (e) The aggregate value of the consideration given or received in relation to the transaction  
Market Value of all the Ordinary Shares of the listed issuer (excluding treasury shares)
- (f) The total assets which are the subject matter of the transaction  
Total assets of the listed issuer
- (g) (i) In respect of joint ventures, business transactions or arrangements:  
  
The total project cost attributable to the listed issuer  
Total assets of the listed issuer
- (ii) In respect of a joint venture corporation being incorporated as a result of the joint venture:  
  
The total equity participation of the listed issuer in the joint venture corporation  
(based on the eventual issued capital of the joint venture corporation)  
Net assets of the listed issuer
- (h) in the case of a disposal and where the acquisition of the subject matter took place within last 5 years:  
  
The aggregate original cost of investment of the subject matter of transaction  
Net assets of the listed issuer

## 9. REPORTING PROCESS

The Company has established a process for all RPTs and RRPTs reporting, given as follows:

### 9.1 RPT

- 9.1.1 Before entering into a commercial contract/agreement/transaction, the originator/buyer must identify and check for RPT element and contract value. To obtain verification from the Finance Department of the Company, where necessary.
- 9.1.2 If it involves RPT, to notify and furnish the contract/agreement/transaction to the Finance Department and Company Secretary of the Company.
- 9.1.3 The Finance Department will compute the percentage ratios applicable for the RPT and determine whether:
- a) announcement is required to be prepared;
  - b) Independent Adviser and/or Principal Adviser is/are required to be appointed; or

- c) Circular to shareholders is required to be prepared to obtain the Company's shareholders' approval.

- 9.1.4 Where required, prepare the announcement in relation to the RPT which complies with the relevant provisions of the Listing Requirements, and the circular to shareholders (if applicable).
- 9.1.5 Seek clearance from the ARMC on the RPT (together with the relevant documents such as announcement and agreement/contract (where applicable)) and ARMC to confirm that the terms and conditions of the RPT are on normal commercial terms that are not more favourable to the Related Parties than those generally available to the public and are in the best interests of the Company, fair, reasonable and not detrimental to the interests of the minority shareholders.
- 9.1.6 Submit the RPT (together with the relevant documents such as announcement and agreement/contract (where applicable)) to the Board for deliberation and approval based on ARMC's recommendation (the Board's approval is not required for RPTs with contract value less than 0.25% and no announcement will be made to Bursa Securities);
- 9.1.7 Signing of agreement/contract by the Company and/or its subsidiaries, where applicable;
- 9.1.8 Immediate announcement by the Company Secretary (where necessary) to Bursa Securities;
- 9.1.9 Update of Register of Related Party by the Finance Department on a quarterly basis;
- 9.1.10 Finance Department of the Company to review all RPTs annually; and
- 9.1.11 Update ARMC on RPT records on quarterly basis.

## **9.2 RRPT**

- 9.2.1 The processes are the same as RPT reporting process under steps 9.1.1 to 9.1.2 above:
  - a) Identification and checking for RRPT element and contract value. To obtain verification from the Finance Department of the Company, where necessary.
  - b) If it is RRPT, to notify and furnish the contract/agreement/transaction to the Finance Department.
- 9.2.2 The Finance Department will:
  - a) update the RRPT records; and
  - b) monitor if RRPT breach the threshold. Immediate announcement will be made if the percentage ratio of a RRPT is 1% or more and the contract value is RM1 million or more, whichever is the higher; or

- c) make immediate announcement when the actual value of RRPT exceeds the estimated value of the RRPT disclosed in the circular by 10% or more.
- d) ensure that at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of produces/services and/or quantities [Paragraph 12, ANNEXURE PN12-A, Practice Note 12, Recurrent Related Party Transactions, Bursa Malaysia Main Market Listing Requirements]

9.2.3 Finance Department of the Company shall review RRPTs on an annual basis.

9.2.4 RRPT records are tabled to the ARMC and Board on a quarterly basis.

## 10. ROLES AND RESPONSIBILITIES

The roles and responsibilities of the Company Secretary in providing the RPT/RRPT information are as follows:

- a) to update Directors and major shareholders of any new items and amendments to the Listing Requirements in relation to RPTs and RRPTs disclosures;
- b) to advise and assist the Board on compliance with the disclosure requirement of the Listing Requirements with respect to RPTs and RRPTs; and
- c) to prepare circular to shareholders and relevant documents for obtaining the shareholders' mandate on the new RRPTs and/or their subsequent renewals.

## 11. GENERAL OBLIGATIONS OF THE TRANSACTING PARTY

- 11.1 The general obligation is to act in the best interests of the Company. This means that the transacting department/subsidiary is required to ensure that the proposed transaction is conducted at arm's length and on normal commercial terms or better.
- 11.2 In originating a report to the ARMC for review, the transacting company/subsidiary should disclose the following:
  - a) appropriate documentation, records or information to justify the transaction;
  - b) the price/value of the transaction;
  - c) rationale for the RPT; and
  - d) any other terms and conditions upon which the RRPT was entered into.

- 11.3 A report by the Finance Department or an independent party on the reasonableness of the terms would be required.

## 12. ADDITIONAL COMPLIANCE

- 12.1 In the event that the proposed transaction requires an immediate announcement to be made, the procedures set out in the Company's Disclosure Policy ("CDP") are to be adhered to.
- 12.2 In the event the proposed transaction requires additional compliance with the Listing Requirements, such as issuance of circular to shareholder or shareholders' approval, the matter shall be referred to the Company Secretary of the Company.

## 13. MAINTENANCE OF RECORDS

- 13.1 Directors and major shareholders will be required to sign a form of declaration (append herewith in this policy, marked as **Appendix A**) which shall be kept securely by the Finance Department. If there are any RPTs to be disclosed, the brief details of the transaction and the sums involved need to be disclosed by such director or major shareholder. [Practice: RPT declaration to be made annually by Directors]
- 13.2 Finance Department of the Company shall ensure proper maintenance and retention of documentation, to allow the RPTs to be scrutinized by regulators or auditors. Such documentation should be readily accessible to regulators and other interested parties.

## 14. RPT QUARTERLY REVIEW

- 14.1 All RPTs shall be reviewed by the Finance Department from time to time to ensure compliance with the Listing Requirements and any applicable laws. The findings shall then be reported to the BAC and where necessary to the Board.
- 14.2 The ARMC periodically reviews the procedures set by the Company to monitor RPTs to ensure that these transactions are carried out on normal commercial terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company. All reviews by the ARMC are reported to the Board for further action. In its review and approval of such transactions, the ARMC may, as it deems fit, request for additional information pertaining to the transactions from independent sources or professionals.

## 15. RESOURCES

The Finance Department will provide guidance, education and procedures for implementing this policy, including requirements for reporting, monitoring and review.

## 16. MODIFICATIONS

The Company reserves the right to modify or amend this policy at any time as it may deem necessary in order to align the policy with Listing Requirements, Companies Act 2016, Malaysian Code on Corporate Governance and any other applicable laws enforced at the time being.

**RELATED PARTY DECLARATION FORM**

**Company: Feytech Holdings Berhad**

**Form of Declaration**

This form is required to be completed in respect of all directors and key senior management personnel of Feytech Holdings Berhad (including its subsidiaries) who have held office as at **[date]**.

I understand that related party transactions can potentially create conflicts of interest and compromise the best interests of the Feytech group of companies and its stakeholders. By providing this declaration, I commit to upholding the highest standards of ethical conduct and ensuring that any related party transactions are conducted in a fair and transparent manner, without detriment to the company's interests.

I undertake to promptly inform the Company Secretary and the Finance department of any changes in the information provided above and to cooperate fully with any inquiries or assessments related to such transactions.

I, [Your Name], being a director at [The Company/Subsidiary Company Name], hereby declare that to the best of my knowledge and belief, I **do not** hold any interest as a director/shareholder in any other corporations that has a business relationship with the Feytech group of companies during the period from [when] to [when] other than those disclosed below.

1. List of body corporate/person that the director/major shareholder or person connected to the director/major shareholder had transacted and/or likely to have transaction with the Company and/or subsidiaries of Feytech Holdings Berhad for the following periods:

**(a) [the past 12 months]**

Name of company/business/family member	Shareholding (where relevant)	Position held	Nature of transaction(s)	Value of transaction for the period (RM)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

**(b) [the future 12 months]**

Name of company/business/family member	Shareholding (where relevant)	Position held	Nature of transaction(s)	Estimated Value of transaction for the period (RM)
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

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**Definition:**

'Person connected' means such person who falls under any one of the following:

- (a) family member include (i) spouse (ii) parent (iii) child including adopted child and step-child (iv) brother or sister and (v) spouse of child, brother or sister;
- (b) a trustee of a trust (other than an employee share scheme or pension scheme) under which the director or a member of his family is the sole beneficiary;
- (c) a partner of the director or a partner of a person connected with the director;
- (d) a person or a body corporate who is accustomed or under obligation to act in accordance with the directions, instructions or wishes of the director;
- (e) a body corporate where the director or person connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate;
- (f) a body corporate which is a related corporation i.e. subsidiaries; or
- (g) a person or a body corporate in accordance with whose directions, instructions or wishes the director is accustomed or is under an obligation to act.

Note: Please inform the Company in the event any such transaction described in (1) above arises in the future. Please return the completed form to the Company Secretary on or before **[Date]**.

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Signature

Name :

Date :