ROBINSONS LAND CORPORATION

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RELATED PARTY TRANSACTION COMMITTEE

This Related Party Transaction Committee Charter (this "Charter") establishes the purpose, qualifications and membership, structure and operations, duties and responsibilities of the Related Party Transaction Committee (the "Committee") of Robinsons Land Corporation (the "Company"), and the procedures which guide the conduct of its functions.

1. PURPOSE

The purpose of the Related Party Transaction (RPT) Committee is to ensure that there is group-wide policy and system governing Material Related Party Transactions (MRPTs), particularly those that breach the materiality threshold. The policy shall include the appropriate review and approval of MRPTs and ensure that all Related Party Transactions (RPT) are conducted with transparency, fairness, and accountability, on arm's length, and in the best interests of the Company, its subsidiaries or affiliates, and all shareholders.

2. ORGANIZATION

2.1. **Reporting Responsibility**. The RPT Committee shall report directly to the Board.

2.2. **Composition**. The RPT Committee shall be composed of at least three (3) Non-Executive Directors, at least one (1) of whom shall always be an Independent Director. The Board may consider Independent Directors to comprise majority membership of the RPT Committee. The Board shall ensure that the members of the RPT Committee are appropriately qualified to discharge their responsibilities.

2.3. **Committee Membership**. The Board shall appoint the members of each Board Committee annually.

2.4. **Committee Members Qualifications**. Each member of the Committee shall have the qualifications and none of the disqualifications of a Director, as set out in the Corporate Governance Manual. The Board shall ensure that the members of the RPT Committee are appropriately qualified to discharge their responsibilities.

2.5. **Committee Chairmanship**. The Board shall appoint an Independent Director as Chairman, of the RPT Committee.

3. STRUCTURE AND OPERATIONS

3.1. Meetings. The RPT Committee shall meet as many times as the Committee deems necessary.

3.2. **Notice of Meeting**. The notice and agenda for each meeting shall be circulated to all RPT Committee members at least five (5) business days before each meeting.

3.3. **Chairman**. The Committee Chairman shall preside in all meetings of the Committee. In his absence, the members present shall elect from among themselves one member to preside over the particular meeting.

3.4. **Quorum**. A quorum shall be present as long as an Independent Director is present or if at least a majority of the members of the Committee is present. No business shall be transacted at any meeting unless a quorum is present.

3.5. **Voting**. RPT Committee resolutions shall be carried consistent with Material Related Party Transaction Policy.

3.6. **Record of Meetings**. The RPT Committee shall cause proper records of its proceedings to be kept. Members may nominate a member or some other person to be the Committee Secretary to record and keep minutes of meetings and other proceedings.

3.7. **Other Attendees**. The RPT Committee may invite other Directors and Management Officers to attend any meeting.

4. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follow:

4.1. Establish policy on MRPTs that promotes transparency and ensure that transactions occur under conditions that protect the rights of all stakeholders.

4.2. Evaluate on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, MRPTs are monitored, and subsequent changes in relationships with counterparties (from non-related to related and vice versa) are captured. Related parties, MRPTs and changes in relationships should be reflected in the relevant reports to the Board and regulators/supervisors;

4.3. Evaluate all MRPTs to ensure that these are not undertaken on more favorable economic terms (e.g. price, commissions, interest rates, fees, tenor, collateral requirements) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate 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 MRPTs, the Committee takes into account, among others, the following:

- The related party's relationship to the company and interest in the transaction;
- The material facts of the proposed MRPT, including the proposed aggregate value of such transaction;
- The benefits to the corporation of the proposed MRPT;
- The availability of the other sources of comparable products or services; and
- An assessment of whether the proposed MRPT is on terms and conditions that are comparable to the terms generally available to an unrelated party under similar circumstances. The company shall have an effective price discovery system in place and exercise due diligence in determining a fair price for RPTs;

4.4. Ensure that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating the company's MRPT exposures reviewed and approved during the year including unusual or infrequently occurring transactions, and policies on conflicts of interest or potential conflicts of interest. The disclosure shall include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and

conflicts that could arise as a result of the company's affiliation or transactions with other related parties;

4.5. Report to the Board of Directors 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;

4.6. Ensure that transactions with related parties, including write-off of exposures are subject to periodic independent review or audit process;

4.7. Oversee the implementation of the system for identifying, monitoring, measuring, controlling and reporting MRPTs, including periodic review of RPT policies and procedures;

4.8. Ensure that all RPTs are conducted on an arm's length basis and are in the best interests of the Corporation and its shareholders. The Committee shall evaluate the terms and conditions of such transactions to ensure that they are fair, reasonable, and in compliance with applicable laws, rules, and regulations; and

4.9. If needed, appoint an independent party to evaluate the fairness of the transaction price on the acquisition and disposal of assets, particularly those passing a materiality threshold determined by the RPT Committee.

5. REPORTING PROCESS

5.1. The Chairman of the Committee shall render a report apprising the Board of Directors of the results of the Committee's activities following each meeting.

5.2. The Committee shall prepare an annual report of its activities to the Board for inclusion in the Company's annual report.

6. PERFOMANCE ASSESSMENT

6.1. The members of the Committee shall evaluate its performance based on best practices and expectations set-out in this Charter and in related SEC Memorandum Circulars and the ASEAN Corporate Governance Scorecard concerning RPT Committee.

6.2. The Committee shall obtain and subject itself to an independent assessment by the Board of Directors based on best practices and relative to its performance in the discharge of its responsibilities as set out in this charter.

6.3. Based on the results of the performance assessment, the Committee shall formulate and implement plans to improve its performance. These may include the identification of relevant training needs intended to keep the members up to date with corporate governance best practices, accounting and auditing standards, as well as specific areas of concern.

7. AMENDMENT

This Charter shall not be amended, altered or varied unless such amendment, alteration or variation shall have been approved by a resolution of the Board.