



ANEKA JARINGAN HOLDINGS BERHAD

(Registration No.: 201801030681 (1292707-D))

RELATED PARTY TRANSACTIONS POLICY & PROCEDURES

This Recurrent Related Party Transactions Policy and Procedures statement is for internal use of Aneka Jaringan Berhad group of companies. The Company shall review and update this document from time to time.

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1. DEFINITION

Definition	Description
AJHB or the Company	: Aneka Jaringan Holdings Berhad (Registration No. 201801030681 (1292707-D))
AJHB Group or the Group	: The Company and its subsidiaries, collectively
ARMC	: Audit and Risk Management Committee
The Board	: The Board of Directors of the Company
Bursa Securities	: Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
Director(s)	: Any person who is or was within the preceding 6 months of date of the terms of transaction(s) were agreed upon; a director of the Company or any of its subsidiaries
Family	: Includes any person who falls within any one (1) of the following categories:- <ul style="list-style-type: none">i. Spouse;ii. Parents;iii. Siblings;iv. Child including adopted or step child; orv. Spouse of person referred in points (iii) and (iv)
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities
Major Shareholder(s)	: Includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a major shareholder of Aneka as defined under Rule 1.01 or any other corporation which is its subsidiary or holding company.
Managing Director	: Managing Director of the Company
Persons connected	: Includes any person who falls under any one of the following categories:- <ul style="list-style-type: none">i. A family member of a Director or Major Shareholder;ii. A partner of the Director or Major Shareholder, or a partner of a person connected with the Director or Major Shareholder;iii. A person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the Director or Major Shareholder;iv. A trustee of a trust (other than a trustee for a share scheme for employee or pension scheme) under which the Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;

- v. A body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the Director or Major Shareholder;
- vi. A body corporate or its directors whose directions, instructions or wishes the Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
- vii. A body corporate in which the Director, Major Shareholder or persons connected with him are entitled to exercise, or control the exercise of, not less than 15% of the votes attached to voting shares in the body corporate; or
- viii. A body corporate which is a related corporate

Related Party(ies) : A Director, Major Shareholder or persons connected with such Director or Major Shareholder.

RPT : Related Party Transaction, a transaction entered into by the Group which involve the interests, director or indirect of a related party

RRPT : Recurrent Related Party Transaction, a related party transaction which is recurring of a revenue or trading nature and which is necessary for the day to day operations of the Group.

Transactions : Includes:-

- i. The acquisition, disposal or leasing of assets;
- ii. The establishment of joint ventures;
- iii. The provision of financial assistance;
- iv. The provision of receipts and services; or
- v. Any business transaction or arrangement entered into.

2. INTRODUCTION

2.1. Purpose

2.1.1. Aneka Jaringan Holdings Berhad (“**AJHB**” or “**the Company**”) and its subsidiaries (“**AJHB Group**” or “**the Group**”) ~~would~~ may, in the ordinary course of business enter into transactions with a related party(ies).

2.1.2. This policy is to ensure that all related party transactions (“**RPT**”) in the course of business are made at an arm’s length and at normal commercial terms which are not more favourable to the related party(ies) than those available to the public and these terms are not detrimental to the minority shareholders of the Company who are not part of the transactions.

2.1.3. This policy also helps ~~the~~ staff to identify and provide a guidance on the treatment of such RPTs to ensure that the Group complies with the Listing Requirements (paragraph 10.08 & 10.09 Part E).

2.2. Scope

2.2.1. This policy applies to all employees of the Group and related parties.

3. PROCEDURES

- 3.1. The Company has to assess the pricing, quality, terms, and expertise of any goods or services that the related party offered. These shall be compared to the same goods/services offered by the normal unrelated open market transactions including the appropriate preferential rates and discounts for the same purchases in terms of the commercial terms in the standard industry norm.
- 3.2. For comparison, the Company will procure at least two (2) additional quotations from external non-related third parties for similar products/services, quantities for comparison wherever possible to determine whether the price, terms, and quantities offered by/to the related party(ies) are fair & reasonable.
- 3.3. Due to the nature of the Group's business, there will be cases where such comparative quotations from a non-related third party is not available for same or similar raw materials/services, the transaction prices and commercial terms shall be determined based on the margin transacted for similar products/services that has been agreed with non-related third parties or business practices and policies in line with the industry norms to ensure that the Company is not worse off with the prices quoted by the related party(ies).
- 3.4. The Group shall maintain a record of all the recurrent RPT ("**RRPT**") entered into pursuant to the shareholders' mandate to ensure that the necessary approvals are obtained, and proper review procedures are followed in respect of all these transactions.
- 3.5. All RRPT shall be presented to the Audit and Risk Management Committee ("**ARMC**") for review periodically. The ARMC is to monitor and track all RRPT to ensure that these transactions are within the commercial terms and are not any more favourable to any parties than those available to the general public. The ARMC shall then report to the Board for further action if necessary.
- 3.6. In reviewing these transactions, the ARMC may request for any additional information pertaining to these transactions from professional sources as the ARMC deems fit to ensure that these transactions are within the scope of this policy. The ARMC shall also review the adequacy of the policies and procedures put in place to track and monitor these RRPT to ensure its accuracy.
- 3.7. All Directors and Major Shareholders are required to declare and disclose any transactions in which they are deemed to have interest and give their undertakings that all transactions entered between themselves and/or persons connected with them, and the Group are negotiated and agreed at arm's length basis based on normal commercial terms and are not to the detriment of the minority shareholders of the Company and favourable to the related party(ies).

4. LIMIT

- 4.1. The ARMC shall determine the limit of the RRPT on an annual basis, subject to the provisions in the Listing Requirements and/or Act. If any of the Directors has an interest(s) in the RRPT, he/she shall refrain from the deliberation and voting on the matter.

5. DISCLOSURE

- 5.1. All RRPT shall be disclosed in the Annual Report of the Company and a breakdown of the transactions pursuant to the proposed shareholders' mandate during the financial year and for subsequent financial year in the following manner:-
- i. Aggregate value;
 - ii. Nature/type;
 - iii. Names of the related party(ies) involved; or
 - iv. Relationship of the related party(ies) with the Company.

6. REVIEW OF POLICY

- 6.1. This policy shall be subjected to an annual review by the Board.