

**MATERIAL RELATED PARTY TRANSACTION POLICY OF
F&J PRINCE HOLDINGS CORPORATION**

A. Policy

F&J Prince Holdings Corporation, its subsidiaries and affiliates (herein referred to as “the Group”), strongly adheres to the principles of sound and responsible business ethics and legal standards.

F&J Prince Holdings Corp. (the “Company”), through its Board of Directors (the “Board”), recognizes that transactions between and among relate parties creates strategic financial, commercial, and economic benefits to the Company and its stakeholders. In this regard, related party transactions (“RPT”) are generally allowed provided that when RPTs amount to ten per cent (10%) or higher of the Company’s total consolidated assets, it shall be considered as Material Related Party Transactions (“material – RPT”) and shall be subject to arms-length principle and board approval as herein provided.

B. Purpose

This Material – RPT Policy (herein referred to as “the Policy”) sets forth the rules and guidelines to ensure that material – RPTs involving the Company and its related parties are: (a) handled in a sound and prudent manner, with integrity and in compliance with applicable laws and regulations; (b) done on arm’s-length basis and; (c) approved in accordance with the Policy and without the participation of the concerned directors, officers or related parties.

C. Application

1. Scope

This Policy shall apply to all transactions of the Company with related parties that meet the materiality threshold as herein defined.

2. Definitions

a. Related party covers the following individuals:

Director	Robert Y. Cokeng – President and Chairman Johnson U. Co – Vice President for Administration and Director Mark Ryan K. Cokeng – Treasurer and Director Francisco Y. Cokeng – Vice Chairman and Director Mary K. Cokeng – Director Johnson Tan Gui Yee – Director Rufino B. Tiangco – Director Francis L. Chua – Director Johnny O. Cobankiat – Director
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