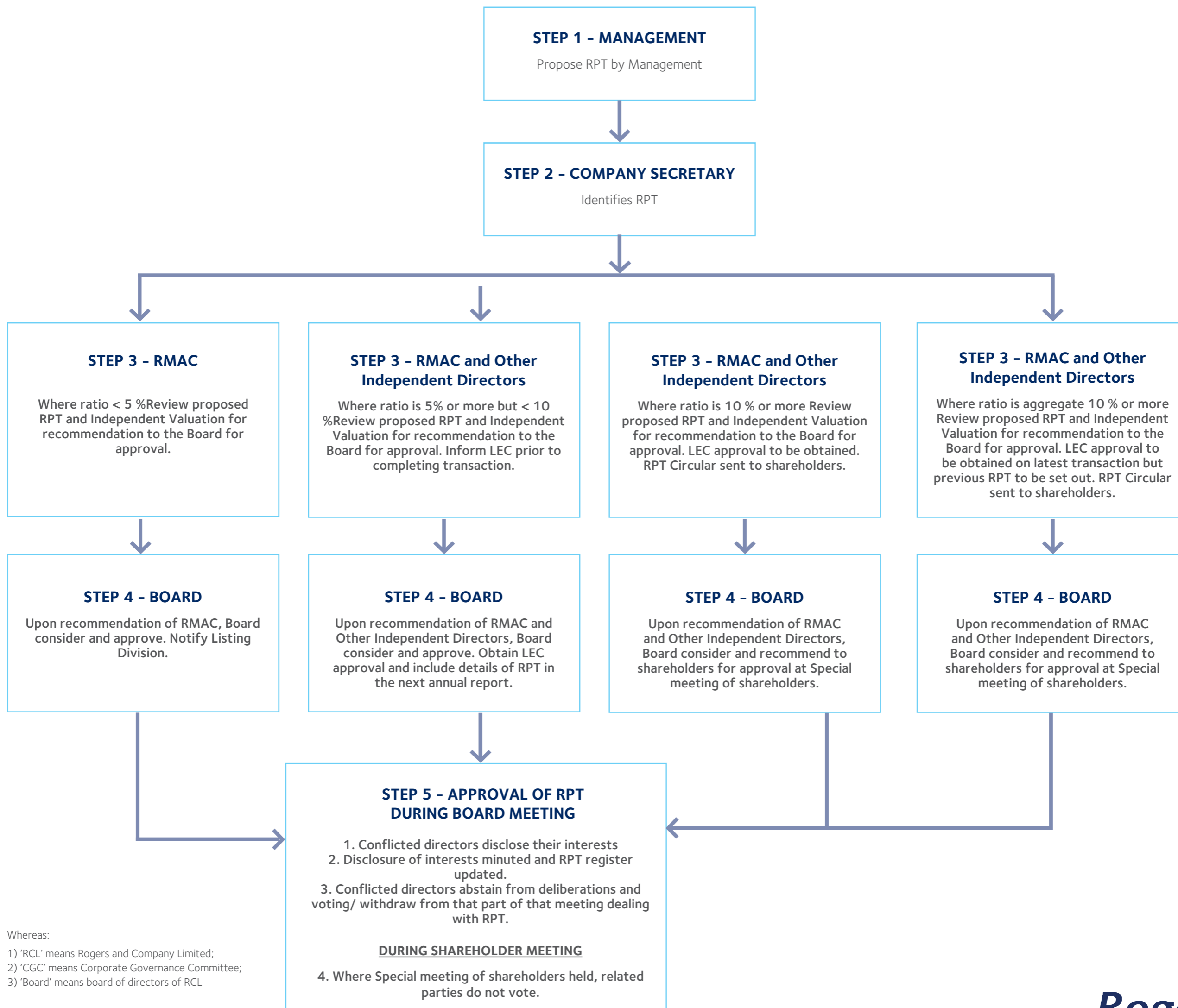


PROCESS FOR PROPOSED RELATED PARTY TRANSACTIONS ('RPT')

(Arising out of ordinary course of business)



Whereas:

- 1) 'RCL' means Rogers and Company Limited;
- 2) 'CGC' means Corporate Governance Committee;
- 3) 'Board' means board of directors of RCL