

EXECUTIVE DIRECTORS

Mr. Harmiono Judianto (*Chairman*), aged 36, joined the Group in December 1999. He had worked as a marketing manager since 1992 in two cocoa bean trading companies, namely P.T. Anditana Mandiri and later in P.T. Gading Trading Ltd, prior to acquiring the controlling interest in Nataki. Both of these cocoa bean trading companies sold cocoa beans to export customers, and as a result, Mr. Judianto built up contacts with overseas customers. Mr. Judianto controls all key aspects of the Group's operations and is responsible for the overall strategic planning and business development of the Group. He holds a Bachelor degree in Accounting from Wijaya Kusuma University, Indonesia.

Mr. Johanas Herkiamto (*Vice-chairman*), aged 30, joined the Group as president director of Nataki in December 1999 and is responsible for corporate policy formulation, business strategic planning, finance, investors relation, business development and daily management of the Group. Mr. Herkiamto holds a Bachelor degree in Business Administration from Texas A&M University in the US. Mr. Herkiamto has over eight years of experience in the cocoa industry. Mr. Herkiamto worked for Davomas since 1995 where he built up contacts with local cocoa bean trading companies and farmers, and overseas customers of semi-processed cocoa products. In order to avoid potential conflicts of interest, Mr. Herkiamto has recently tendered his resignation as president director of Davomas, further details of which are set out under the paragraph headed "Information on Davomas".

Mr. Rudi Zulfian, aged 34, joined the Group as a director of Nataki in December 1999 and is responsible for overseeing the daily operations and finance matters of the Group. Prior to joining the Group, Mr. Zulfian had worked as a finance manager in P.T. Harapan Bersama Trading, a foods trading company which traded cocoa beans, semi-processed cocoa products such as cocoa butter, salt, sugar and coffee beans, since 1995. Mr. Zulfian is a registered accountant and broker dealer in Indonesia. Mr. Zulfian holds a Bachelor degree in Accounting from Andalas University, Indonesia.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Novayanti, aged 29, was appointed as an independent non-executive Director in April 2003. She holds a Bachelor degree in management from the Indonesian Christian University in Indonesia. Ms. Novayanti has been working in the manufacturing-related industry since 1997. She worked for P.T. Tata Niaga, a plastic molding company, from 1997 to 1999 as the assistant manager for exports, P.T. Lancar Usaha Maju, a chemicals company, from 1999 to 2001 as the assistant director responsible for exports, and PT Palawitama Bina, a heavy equipment supplier, as a technical adviser advising management on the strategic trading plan and other matters since 2001.

Mr. Gandhi Prawira, aged 38, was appointed as an independent non-executive Director in October 2003. He holds a Bachelor degree in Economics (Accounting) from Airlangga University, Indonesia. Mr. Prawira has over 13 years of experience in the finance and accounting field. He worked for P.T. Nidesco Jaya, a cocoa trading company, from 1990 to 1995 as the accounting manager, P.T. Bintang Makmur, a construction company, from 1995 to 2001 as the finance and accounting manager, and P.T. Aneka Bumi Kencana, a management consultant company, as the assistant vice president, finance, since 2001.

Ms. Wang Poey Foon, Angela, aged 45, was appointed as an independent non-executive Director in May 2003. Ms. Wang holds an LLB(Hons) degree from the National University of Singapore and a Solicitor in Hong Kong. She is currently a partner of a firm of solicitors in Hong Kong. She is also the independent non-executive director of Vision Century Corporation Limited (stock code: 0535) and the company secretary of e-Kong Limited (stock code: 0524), both being companies listed on the Main Board.

SENIOR MANAGEMENT

Mr. Elfisno, aged 40, is the Group's head of accounting responsible for the accounting, finance and administration functions of the Group. He has 17 years' experience in the finance and accounting field. He was employed by Nataki in September 2002. He graduated from Jayabaya University, Indonesia with a Bachelor degree in Accounting in 1984.

Mr. Tiswan, aged 42, is the Group's head of internal audit responsible for internal audit function. He was employed by Nataki in September 2002. Prior to joining the Group, Mr. Tiswan worked in various public accounting firms and has over 18 years' experience in accounting and auditing. He obtained a Bachelor degree in Economics (Accounting) from the Indonesian Economic Sciences College Jakarta in Indonesia.

Mr. Adi Sucipto, aged 31, is the head of quality control for the Group. He has over eight years' experience working in quality control of foods products. Prior to joining the Group in January 1999, he worked as the assistant to the head of quality control from 1995 in P.T. Rodeco Intana Jaya, a commodity trading company.

Mr. Junaidi, aged 31, is the sales Group's head of sales and marketing manager of the Group. He has over eight years' experience in sales and marketing of foods and related products. Prior to joining the Group in January 1999, he worked for P.T. Putra Sinar Mandiri, an agricultural products supplier, from 1995 to 1997 in the marketing department, and P.T. Eka Pancatama Makmur, a cocoa products trading company, from 1997 to 1998 as a marketing associate. He holds a Bachelor degree in Economics (Management) from Merdeka Malang University in Indonesia.

Mr. Edy Slamet, aged 34, is the purchasing manager for the Group. He has over 11 years' experience in commodities trading. Prior to joining the Group in January 1999, he worked for P.T. Bumi Antarnusa, a commodity trading company, from 1992 to 1995 in the marketing department, P.T. Graha Artic Sejati, a cocoa trading company from 1996 to 1998. He holds a Bachelor degree in Financial Management from Malangkucecwara Malang Economic College in Indonesia.

Mr. Abidin, aged 33, is the warehousing manager for the Group. He has over 10 years' experience in logistics and warehousing. Prior to joining the Group in January 1999, he was the logistics supervisor for P.T. Bahana Laguma Sejahtera, a cocoa-related trading company, from 1993 to 1998.

COMPANY SECRETARY AND QUALIFIED ACCOUNTANT

Casey Mee Huat Lin, ACCA, aged 48, is the Company Secretary and Qualified Accountant of the Group and is responsible for the overall financial management of the Group. He joined the Group in January 2003 and has more than 15 years' experience in the financial services industry. He holds a bachelor degree in accounting from the National University of Singapore and is a member of the Association of Chartered Certified Accountant of Singapore. Mr. Lin worked as an accounting audit partner in Tan & Associates, an accounting firm in Singapore from August 1981 to May 2000, and as a senior financial advisor in Citi Pacific Group, a financial institution in Singapore from June 2000 to December 2002.

COMPLIANCE OFFICER

Mr. Herkiamto

AUDIT COMMITTEE

The Company established an audit committee on 25th June, 2003 with written terms of reference in compliance with Rules 5.23 and 5.25 of the GEM Listing Rules and with Ms. Wang Poey Foon, Angela and Ms. Novayanti as members. The primary duties of the audit committee are to review the Company's annual report and accounts, half-year reports and quarterly reports and to provide advice and comments thereon to the board of Directors. The audit committee is also responsible for reviewing and supervising the Company's financial reporting and internal control procedures. On 20th November, 2003, Ms. Wang Poey Foon, Angela resigned as a member of the audit committee and Mr. Gandhi Prawira was appointed as a member in place of Ms. Wang Poey Foon, Angela. As at the Latest Practicable Date, the audit committee of the Company has two members comprising two independent non-executive Directors, namely Mr. Gandhi Prawira and Ms. Novayanti. Mr. Gandhi Prawira is the chairman of the audit committee.

DIRECTORS' REMUNERATION

For each of the two years ended 31st December, 2002 and the eight months ended 31st August, 2003, the aggregate remuneration paid and benefits in kind granted to the executive Directors were approximately HK\$49,000, HK\$83,000 and HK\$97,000, respectively.

Each of the executive Directors, namely Mr. Judianto, Mr. Herkiamto and Mr. Zulfian, has entered into a service contract with the Company for an initial term of three years commencing from the Listing Date and renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. Each of these executive Directors is entitled to the respective basic salary set out below on a 13-month basis (subject to adjustment at the discretion of the Directors). In addition, for each of the completed year of service, the executive Directors are also entitled to a discretionary bonus, provided that the aggregate amount of the bonuses payable to all the executive Directors in respect of such year may not exceed 10% of

DIRECTORS, SENIOR MANAGEMENT AND STAFF

the audited combined or consolidated profit after taxation and minority interests (and after the payment of such bonus) but before extraordinary items of the Group (if any) for the relevant year (the “Profit”) and provided further that the Profit for such year exceeds HK\$10 million. The current basic annual salaries of the executive Directors are as follows:

Name	Approximate Amount
Mr. Judianto	HK\$45,000
Mr. Herkiamto	HK\$57,000
Mr. Zulfian	HK\$46,000

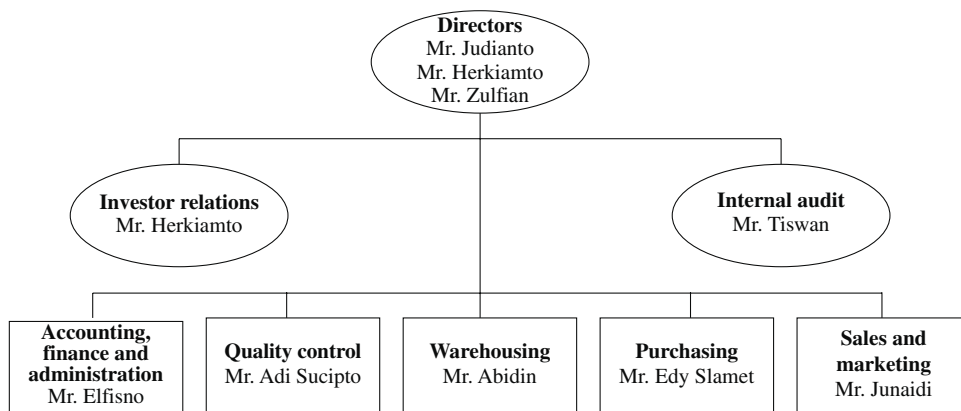
Ms. Novayanti, Ms. Wang Poey Foon Angela and Mr. Gandhi Prawira being the independent non-executive Directors, have not entered into service contracts with the Company and will receive annual remuneration of approximately HK\$46,000, HK\$120,000 and HK\$50,000, respectively.

STAFF

As at the Latest Practicable Date, the Group had 69 staff, of which 68 were based in Indonesia. A breakdown of the Group’s workforce by activity is as follows:

Management	9
Sales and marketing	19
Purchasing	8
Warehouse and quality control	27
Finance and administration	6
Total number of staff	69

The organisation chart of the Group by functions is as follows:



BENEFITS

The Group provides insurance for its employees under the JAMSOSTEK program in Indonesia which is a statutory program providing for mandatory occupational accident, old age and death coverage.

PRE-IPO SHARE OPTION SCHEME AND SHARE OPTION SCHEME

The Company has conditionally adopted the Pre-IPO Share Option Scheme and conditionally granted “Pre-IPO” share options thereunder to subscribe for an aggregate of 56,000,000 Shares to a number of grantees, including full time employees and executive directors of the Group. A summary of the main terms of the Pre-IPO Share Option Scheme and particulars of the options granted are set out in the paragraph headed “A summary of the principal terms of the Pre-IPO Share Option Scheme” in Appendix V to this prospectus. No further options will be granted under the Pre-IPO Share Option Scheme.

These options to subscribe for 56,000,000 Shares in aggregate, representing 7% of the issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (assuming the Over-allotment Option is not exercised) at an exercise price equal to the par value of the Share have been conditionally granted by the Company at a consideration of HK\$1.00 per grant under the Pre-IPO Share Option Scheme.

Particulars of the outstanding options granted are set out below:

Name and address of grantee	Position	Percentage of the options granted over the issued capital of the Company as at the Listing Date assuming the Over-allotment Option is not exercised	Subscription Price per Share (HK\$)	Number of Shares to be issued upon exercise of options
Johanas Herkiamto	Director	2%	0.01	16,000,000
Rudi Zulfian	Director	2%	0.01	16,000,000
Elfisno (<i>Note</i>)	Head of Accounting	1.5%	0.01	12,000,000
Tiswan (<i>Note</i>)	Head of Internal Audit	1.5%	0.01	12,000,000

Note: Tiswan and Elfisno have assisted Mr. Judianto in greatly expanding and further developing the business of Nataki into its current position. They have therefore been granted options under the Pre-IPO Share Option Scheme in recognition of their past contribution to the growth of the Group.

Under the terms of the grant of the options under the Pre-IPO Share Option Scheme, such outstanding options may not be exercised within the twelve-month period following the Listing Date. After such time, the outstanding options under the Pre-IPO Share Option Scheme may be exercised in accordance with the rules of the Pre-IPO Share Option Scheme.

The Shares held in the public hands immediately upon listing of the Shares on GEM would represent approximately 43.0% of the issued share capital of the Company. Assuming that all of the outstanding options granted under the Pre-IPO Share Option Scheme were exercised in full on the Listing Date, the shareholding interest of the public would be reduced from approximately 43.0% to approximately 40.1% of the issued share capital of the Company, taking no account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option, or options granted under the Share Option Scheme or any Shares which may be issued by the Company pursuant to the general mandate.

Each of the holders of options granted under the Pre-IPO Share Option Scheme has severally undertaken to the Company, the Sponsor and the Stock Exchange that he/she will not exercise his/her options granted under the Pre-IPO Share Option Scheme if such exercise would result in the percentage of the securities of the Company held in public hands falling below 25%.

Save as disclosed above, no other options have been granted or agreed to be granted under the Pre-IPO Share Option Scheme or by the Company under the Share Option Scheme. No further options will be granted under the Pre-IPO Share Option Scheme after the Listing, but the provisions of the Pre-IPO Share Option Scheme shall remain in all other respects in full force and effect in respect of any options granted during the life of the Pre-IPO Share Option Scheme which may continue to be exercisable in accordance with their terms of issue.

The Company has also conditionally adopted the Share Option Scheme, a summary of the main terms of which is set out in the paragraph headed “A summary of the principal terms of the Share Option Scheme” in Appendix V to this prospectus. Under the Share Option Scheme, eligible participants may be granted options which entitle them to subscribe for Shares representing up to a maximum of 10% of the issued capital of the Company as at the Listing Date, provided that the limit of the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company (including the Pre-IPO Share Option Scheme) must not exceed 30% of the number of Shares in issue from time to time.

No options have yet been granted under the Share Option Scheme.