

FURTHER INFORMATION ABOUT THE COMPANY**Incorporation of the Company**

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 16th October, 2002. The Company has established a place of business in Hong Kong at 26th Floor, Citicorp Centre, 18 Whitfield Road, Causeway Bay, Hong Kong. The Company was registered as an oversea company in Hong Kong under Part XI of the Companies Ordinance on 26th August, 2003, and has appointed Angela Wang & Co as the authorised representative of the Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong at 24th Floor, Entertainment Building, 30 Queen's Road Central, Hong Kong. As the Company is incorporated in the Cayman Islands, it operates subject to the Companies Law and its constitution which comprises a memorandum of association and articles of association. A summary of various parts of its constitution and relevant aspects of the Companies Law is set out in Appendix IV to this prospectus.

Changes in share capital

As at the date of incorporation of the Company, its initial authorised share capital was HK\$100,000 divided into 10,000,000 Shares. On 16th October, 2002, one Share was allotted and issued at par, credited as fully paid, to the initial subscriber, and such Share was subsequently transferred to Mr. Judianto on 12th December, 2002.

On 23rd June, 2003, the authorised share capital of the Company was increased from HK\$100,000 divided into 10,000,000 Shares to HK\$15,000,000 divided into 1,500,000,000 Shares by the creation of an additional 1,490,000,000 Shares.

On 23rd June, 2003, the Company allotted and issued an aggregate of 99,999 Shares, credited as fully paid at par, to Mr. Judianto and the Investors in proportion to their then shareholdings in Dickinson as consideration for the acquisition of 10,781,000 ordinary shares of US\$1.00 each in the share capital of Dickinson, representing the then entire issued share capital of Dickinson.

Assuming that the Placing becomes unconditional and the issue of the Placing Shares and the Capitalisation Issue mentioned herein are made but taking no account of any Shares which may be issued upon the exercise of the Over-allotment Option, the options which have been conditionally granted under the Pre-IPO Share Option Scheme or any options which may be granted under the Share Option Scheme, the authorised share capital of the Company will be HK\$15,000,000 divided into 1,500,000,000 Shares and the issued share capital of the Company will be HK\$8,000,000 divided into 800,000,000 Shares fully paid or credited as fully paid, with 700,000,000 Shares remaining unissued. Other than pursuant to the exercise of the Over-allotment Option, any options which have been conditionally granted under the Pre-IPO Share Option Scheme, or any options which may be granted under the Share Option Scheme, and save as otherwise disclosed herein, there is no present intention to issue any part of the authorised but unissued share capital of the Company and, without the prior approval of the Shareholders in general meeting, no issue of Shares will be made which would effectively alter the control of the Company.

Save as aforesaid, there has been no alteration in the share capital of the Company since the date of its incorporation.

Written resolutions of all the Shareholders passed on 25th June, 2003 and 20th November, 2003

Pursuant to the written resolutions passed by the Shareholders on 25th June, 2003, the new amended and restated memorandum and articles of association of the Company were adopted and in substitution for and to the exclusion of the then existing articles of association of the Company.

Pursuant to the written resolutions passed by the Shareholders on 20th November, 2003:

- (a) conditional on (i) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of any such option under the Pre-IPO Share Option Scheme and (ii) the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) thereunder) and not being terminated in accordance with the terms of that agreement or otherwise, the rules of the Pre-IPO Share Option Scheme were approved and adopted, and the Directors were authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any options which may be granted under the Pre-IPO Share Option Scheme and to take all such steps as they consider necessary or desirable to implement the Pre-IPO Share Option Scheme;
- (b) conditional on (i) the GEM Listing Committee of the Stock Exchange granting approval of the Share Option Scheme and the granting of any options thereunder and the listing of, and permission to deal in, any Shares which may fall to be issued pursuant to the exercise of any such option under the Share Option Scheme, and (ii) the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) thereunder) and not being terminated in accordance with the terms of that agreement or otherwise, the rules of the Share Option Scheme were approved and adopted, and the Directors were authorised, at their absolute discretion, to grant options to subscribe for Shares thereunder and to allot, issue and deal with Shares pursuant to the exercise of subscription rights under any options which may be granted under the Share Option Scheme and to take all such steps as they consider necessary or desirable to implement the Share Option Scheme;
- (c) conditional on the GEM Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares in issue and the Shares to be issued as mentioned in this prospectus of the Company (including any Shares which may be made available pursuant to the Capitalisation Issue, the exercise of the Over-allotment Option, the exercise of any options granted or to be granted under the Pre-IPO Share Option Scheme and/or the Share Option Scheme) and on the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any conditions(s) thereunder) and not being terminated in accordance with the terms of that

agreement or otherwise, in each case on or before 24th December, 2003 (or such later date as CASH and the Lead Manager, for itself and on behalf of the Underwriters, may agree), the Placing and the Over-allotment Option were approved and the Directors were authorised to allot and issue the Placing Shares and the Shares which may be required to be issued if the Over-allotment Option is exercised;

- (d) conditional on the share premium account being credited as a result of the allotment and issue of the Placing Shares under the Placing, the Directors were authorised to capitalise HK\$5,599,000 standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 559,900,000 Shares for allotment and issue to holders of Shares whose names appear on the register of members of the Company at the close of business on 27th June, 2003 (or as they may direct) in proportion (as nearly as possible without involving fractions) to their then existing holdings; and
- (e) a general unconditional mandate was given to the Directors to allot, issue and deal with, otherwise than by way of rights or an issue of shares upon the exercise of any subscription rights attached to any warrants of the Company or pursuant to the exercise of any options which may be granted under the Pre-IPO Share Option Scheme, the Share Option Scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons to acquire Shares or any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company or a specific authority granted by the shareholders of the Company in general meeting, Shares with an aggregate nominal value not exceeding 20% of the aggregate of (i) the total nominal value of the share capital of the Company in issue immediately following completion of the Placing and the Capitalisation Issue, and (ii) the total nominal value of share capital of the Company which may be issued pursuant to the exercise of the Over-allotment Option, such mandate to remain in effect until whichever is the earliest of:
 - (A) the conclusion of the next annual general meeting of the Company;
 - (B) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws of the Cayman Islands to be held; or
 - (C) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing such mandate.

Corporate reorganisation

The companies comprising the Group underwent a reorganisation to rationalise the Group's structure in preparation for the listing of the Shares on GEM. As a result, the Company became the holding company of the Group. The Reorganisation involved the following:

- (a) Pursuant to an agreement dated 3rd June 2002, the aggregate 95% interests held by Mr. Judianto and the Investors in Nataki were transferred to Dickinson in consideration for the issue and allotment of 990 shares of US\$1.00 each in the capital of Dickinson on 8th August, 2002, which was then held as to approximately 81.5% and 18.5% by Mr. Judianto and the Investors respectively.
- (b) On 27th January, 2003, Setimuly acquired from Dickinson 95,950,000 shares of IDR1,000 each in Nataki, representing 95% of the issued share capital of Nataki, in consideration of which Setimuly issued to Dickinson 999 shares of US\$1.00 each in Setimuly.
- (c) On 23rd June, 2003, the Company acquired from Mr. Judianto and the Investors the entire issued share capital of Dickinson, in consideration of which the Company issued to Mr. Judianto and the Investors an aggregate of 99,999 Shares in proportion to their then shareholdings in Dickinson.

Further information in relation to the development and organisation of the Company is contained in the section headed "Statement of Active Business Pursuits" of this prospectus.

Changes in the share capital of subsidiaries of the Company

The Company's principal subsidiaries are referred to in the accountants' report, the text of which is set out in Appendix I to this prospectus. In addition to those mentioned in the section headed "Corporate reorganisation" in this Appendix, the following alterations in the share capital of the Company's subsidiaries have taken place within the two years preceding the date of this prospectus:

- (a) On 8th August, 2002, the shareholders of Nataki passed a resolution to increase the authorised share capital of Nataki from IDR4,000,000,000 to IDR101,000,000,000 by the creation of an additional 97,000,000 shares of IDR1,000 each. On the same day, 95,000,000 shares and 5,000,000 shares of IDR1,000 each in Nataki were issued to Dickinson and Mr. Mulya respectively.
- (b) On 8th August, 2002, an aggregate of 990 shares of US\$1 each in the capital of Dickinson were issued to Mr. Judianto and the Investors in satisfaction of the consideration of IDR950,000,000 in respect of the transfer of 950,000 shares in Nataki to Dickinson as to:

805 shares to Mr. Judianto;
15 shares to Rori Indra;
15 shares to Trianawati;
14 shares to Hosea Hadeli;
14 shares to Lina Kurniawan;

14 shares to Yenni;
13 shares to Ahsanil Gusnawati;
13 shares to Elvin Tjandra;
13 shares to Soleh Mamun;
13 shares to Basir B. Nasikun;
12 shares to Ari Surya;
12 shares to Nurochim;
11 shares to Syahrul;
10 shares to Ewik Hendri;
9 shares to Shinta Sanjaya Ismael; and
7 shares to Hazriyandi.

- (c) On 16th August, 2002, the authorised share capital of Dickinson was increased from US\$50,000 to US\$10,781,000 by the creation of an additional 10,731,000 shares of US\$1 each in the capital of Dickinson. On the same day, an aggregate of 10,780,000 shares of US\$1 each in the capital of Dickinson were issued to Mr. Judianto and the Investors for cash at par as to:

8,785,700 shares to Mr. Judianto;
161,700 shares to Rori Indra;
161,700 shares to Trianawati;
150,920 shares to Hosea Hadeli;
150,920 shares to Lina Kurniawan;
150,920 shares to Yenni;
140,140 shares to Ahsanil Gusnawati;
140,140 shares to Elvin Tjandra;
140,140 shares to Soleh Mamun;
140,140 shares to Basir B. Nasikun;
129,360 shares to Ari Surya;
129,360 shares to Nurochim;
118,580 shares to Syahrul;
107,800 shares to Ewik Hendri;
97,020 shares to Shinta Sanjaya Ismael; and
75,460 shares to Hazriyandi.

- (d) On 15th January, 2003, one incorporation share of par value US\$1.00 each in the capital of Setimuly, a company incorporated in Mauritius with limited liability, was allotted and issued to the initial subscriber at par, and such share was subsequently transferred to Mr. Judianto on 23rd January, 2003.
- (e) On 27th January, 2003, the incorporation share held by Mr. Judianto was transferred to Dickinson at par. On the same day, 999 new shares of par value of US\$1 each in the capital of Setimuly was allotted and issued to Dickinson in consideration of the transfer of 95,950,000 shares of IDR 1,000 each in the capital of Nataki held by Dickinson to Setimuly.

Save as aforesaid, there has been no alteration in the share capital of the subsidiaries of the Company within the two years preceding the date of this prospectus.

FURTHER INFORMATION ABOUT THE BUSINESS

Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of the Group within the two years preceding the date of this prospectus and are or may be material:

- (a) an agreement dated 3rd June, 2002 between Mr. Judianto and Dickinson whereby Dickinson purchased 950,000 shares of IDR1,000 each in Nataki held by Mr. Judianto (for himself and on behalf of the Investors) at a consideration of IDR950,000,000;
- (b) a joint statement between Mr. Judianto, Mr. Mulya and the Investors dated 5th November, 2002 whereby the parties thereto agreed and acknowledged that in relation to the sale of interest in Nataki pursuant to the agreement mentioned in paragraph (a) above, Mr. Judianto was acting for himself and on behalf of the Investors;
- (c) a supplemental agreement between Mr. Judianto, the Investors and Dickinson dated 12th December, 2002 whereby the parties thereto agreed and acknowledged that the consideration for the sale of interest in Nataki in the amount of IDR950,000,000 as contemplated under the agreement mentioned in paragraph (a) above was satisfied by the issue and allotment of 990 shares of US\$1.00 each in the capital of Dickinson on 8th August, 2002;
- (d) an agreement dated 27th January, 2003 between Dickinson and Setimuly whereby Setimuly acquired the 95,950,000 shares of IDR1,000 each in Nataki held by Dickinson, in consideration of the allotment and issue of 999 shares of US\$1.00 in Setimuly, credited as fully-paid to Dickinson;
- (e) an agreement dated 23rd June, 2003 between the Company and the then shareholders of Dickinson, whereby the Company acquired the entire issued share capital of Dickinson from the then shareholders of Dickinson in consideration of the allotment and issue of 99,999 Shares in aggregate credited as fully paid to Mr. Judianto and the Investors in proportion to their then shareholdings in Dickinson;
- (f) an agreement dated 14th October, 2003 between Nataki, Rudi Suryadi and Tjia Herman Setiadi whereby Nataki agreed to transfer to Rudi Suryadi all of its rights and obligations under the agreements dated 12th July, 2000 and 26th July, 2000 respectively relating to a plot of land located in the Special Capital Region of Jakarta Province, Jakarta Pusat Municipality, Kecamatan Sawah Besar, Kelurahan Mangga Dua Selatan, for a cash consideration of IDR1,200,000,000;

- (g) an agreement dated 14th October, 2003 between Nataki, Mersy Yakub and Willy Setiadi whereby Nataki agreed to transfer to Mersy Yakub all of its rights and obligations under the agreements dated 21st December, 1999 and 26th July, 2000 respectively relating to certain plots of land all located in West Java Province, Serang, Desa Sentul, for a cash consideration of IDR8,240,700,000;
- (h) an agreement dated 14th October, 2003 between Nataki, Yati Kustiati and Tjia Herman Setiadi whereby Nataki agreed to transfer to Yati Kustiati all of its rights and obligations under the agreements dated 21st December, 1999 and 9th July, 2000 respectively relating to a plot of land located in West Java Province, Serang, Desa Sentul, for a cash consideration of IDR286,000,000;
- (i) an agreement dated 14th October, 2003 between Nataki, Josephine Budiwati Handjaja and Sakti Budiman whereby Nataki agreed to transfer to Josephine Budiwati Handjaja all of its rights and obligations under the agreements dated 21st December, 1999 and 9th July, 2000 respectively relating to certain plots of land located in West Java Province, Serang, Desa Sentul, for a cash consideration of IDR7,147,140,000;
- (j) a deed of indemnity dated 24th November, 2003 and given by each of the executive Directors and Mr. Mulya in favour of the Company and its subsidiaries being the deed of indemnity containing indemnities in respect of, inter alia, Hong Kong estate duty and other taxation referred to in the subsection headed “Estate duty and tax indemnities” in this Appendix;
- (k) the Underwriting Agreement dated 24th November, 2003; and
- (l) a sponsor’s agreement dated 24th November, 2003 referred to in the paragraph headed “Sponsor’s agreement” under the section headed “Further information about Directors, senior management and staff”.

FURTHER INFORMATION ABOUT DIRECTORS, SENIOR MANAGEMENT AND STAFF

Disclosure of interests

- (a) Save as disclosed herein and in the paragraph headed “Summary of material contracts” in this Appendix, none of the Directors or the experts named in the paragraph headed “Consents of experts” in this Appendix has any direct or indirect interest in the promotion of the Company or in any assets acquired or disposed of by or leased to any member of the Group or is proposed to be acquired or disposed of by or leased to any member of the Group within the two years immediately preceding the date of this prospectus.
- (b) Save as disclosed in the paragraph headed “Summary of material contracts” in this Appendix, none of the Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group.

Particulars of service contracts

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 sole 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 bonuses payable to all the Directors in respect of such year may not exceed 10% of 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 | Amount |
|---------------|--|
| Mr. Judianto | IDR48,750,000 (equivalent to approximately HK\$45,000) |
| Mr. Herkiamto | IDR62,400,000 (equivalent to approximately HK\$57,000) |
| Mr. Zulfian | IDR49,920,000 (equivalent to approximately HK\$46,000) |

Directors' remuneration

- (i) Remuneration and benefits in kind of approximately HK\$49,000, HK\$83,000 and HK\$130,000 in aggregate were paid and granted by the Group to the Directors in respect of the financial years ended 31st December, 2001 and 31st December, 2002 and the eight months ended 31st August, 2003 respectively.
- (ii) Under the current arrangements, the Directors will be entitled to receive remuneration which, for the year ending 31st December, 2003, is expected to be approximately HK\$224,000, excluding the discretionary bonuses payable to the Directors (if any).
- (iii) Each of Ms. Novayanti, Ms. Wang Poey Foon Angela and Mr. Gandhi Prawira, being the three independent non-executive Directors, is currently proposed to be paid a director's fee of IDR49,920,000 (equivalent to approximately HK\$46,000), HK\$120,000 and IDR54,600,000 (equivalent to approximately HK\$50,000) per annum respectively. Save for the aforementioned director's fee, the three independent non-executive Directors are not entitled to receive any other remuneration for their respective offices of independent non-executive Directors.

Disclosure of interests

- (a) *Interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations*

Immediately following the completion of the Placing and the Capitalisation Issue and assuming that the Over-allotment Option is not exercised, no Director or chief executive of the Company, save

as disclosed below, will have an interest or short position in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interest and/or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules relating to the securities transactions by Directors which are to be notified to the Company and the Stock Exchange, once the Shares are listed:

(i) Long position in Shares:

| Name of Director | Capacity | Number of Shares | Approximate shareholding percentage |
|-------------------------|------------------|-------------------------|--|
| Mr. Judianto | Beneficial owner | 456,400,000 | 57.05% |

(ii) Short position in Shares:

| Name of Director | Nature of Interest | Capacity | Number of Shares | Approximate shareholding percentage |
|-------------------------|---------------------------|------------------|-------------------------|--|
| Mr. Judianto | Personal | Beneficial owner | 36,000,000 (Note 1) | 4.5% |

(iii) Long position in underlying Shares of equity derivatives of the Company:

| Name of Director | Capacity | Description of equity derivatives | Number of underlying Shares |
|-------------------------|------------------|--|------------------------------------|
| Mr. Herkiamto | Beneficial owner | share option (Note 2) | 16,000,000 |
| Mr. Zulfian | Beneficial owner | share option (Note 2) | 16,000,000 |

Notes:

1. These Shares are the subject of the share lending agreement entered into between the Lead Manager and Mr. Judianto.
2. The share options were granted under the Pre-IPO Share Option Scheme.

(b) *Substantial shareholder*

Immediately following the completion of the Placing and the Capitalisation Issue and assuming that the Over-allotment Option is not exercised, and so far as is known to the Directors, no person (other than a Director and chief executive of the Company whose interests are disclosed above) will have, or be deemed or taken to have, an interest or short position in the Shares and underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10 per cent. or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any subsidiary of the Company or has any option in respect of such capital.

Personal guarantees

The Directors have not provided any guarantees in favour of banks for debts and liabilities due by members of the Group.

Agency fees or commission

The Underwriters will receive an underwriting commission. The Sponsor will receive a financial advisory fee and a documentation fee as mentioned in the paragraph headed “Commission and expenses” in the section headed “Underwriting” of this prospectus.

Save as disclosed in this prospectus, within the two years preceding the date of this prospectus, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries.

Sponsor’s agreement

The Sponsor has entered into a sponsor’s agreement (which is a material contract as referred to in the paragraph headed “Summary of material contracts” in this Appendix) with the Company in compliance with the requirements of the GEM Listing Rules and will charge a sponsor’s fee for its services provided thereunder.

Disclaimers

Save as disclosed in this prospectus:

- (a) none of the Directors or chief executive of the Company has any interest or short positions in the shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (or any interest or short positions which he will be taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which will be required, pursuant to Rules 5.40 to 5.58 of the GEM Listing Rules relating to the securities transactions by Directors which are, to be notified to the Company and the Stock Exchange once the Shares are listed;

- (b) save as disclosed in the paragraph headed “Particulars of service contracts” above, there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (c) none of the Directors nor any of the persons whose names are listed in the paragraph headed “Consents of experts” under the section headed “Other information” in this Appendix has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (d) none of the Directors is materially interested in any contract or arrangement subsisting as at the date of this prospectus which is significant in relation to the business of the Group taken as a whole;
- (e) taking no account of Shares which may be taken up under the Placing and the Capitalisation Issue or any options which may be granted under the Share Option Scheme and the Pre-IPO Share option Scheme, none of the Directors knows of any person (not being a Director or chief executive of the Company) who will immediately following completion of the Placing and the Capitalisation Issue be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group; and
- (f) none of the experts named in the paragraph headed “Consents of experts” in this Appendix has any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

SHARE OPTION SCHEMES

A summary of the principal terms of the Share Option Scheme

Summary of terms

The following is a summary of the principal terms of the Share Option Scheme conditionally approved by a written resolution passed by all the Shareholders on 20th November, 2003:

(a) Purpose

The purpose of the Share Option Scheme is to enable the Company to grant options to subscribe for Shares to any part-time or full-time employee, executive, officer or director (including executive and non-executive) of any members of the Group (“Employees”) or any supplier, customer, joint venture partner, professional adviser or consultant of any members of

the Group who, in the sole opinion of the Board, has made or will make contributions which are or may be beneficial to any members of the Group (collectively, the “Eligible Participants”) as incentives or rewards for their contribution or potential contribution to any members of the Group.

(b) Who may join

The Board may, at its discretion, offer any Eligible Participant options to subscribe for such number of new Shares as the Board may determine at an exercise price to be determined in accordance with paragraph (e) below. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

(c) Maximum number of Shares

The maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company must not exceed 10% of the Shares in issue as at the Listing Date. Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of such share option scheme(s) will not be counted for the purpose of the 10% limit.

Subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting and/or such other requirements prescribed under the GEM Listing Rules from time to time, the Board may:

- (i) refresh this limit at any time to 10% of the Shares in issue as at the date of the approval by the Shareholders in general meeting (options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such schemes or exercised options) will not be counted for the purpose of calculating the limit as refreshed; and/or
- (ii) grant options beyond the 10% limit to Eligible Participants specifically identified by the Board whereupon the Company shall send a circular to the Shareholders containing, amongst others, a generic description of the specified participants who may be granted such options, the number and terms of the options to be granted and the purpose of granting options to the specified participants with an explanation as to how the options serve such purpose.

Notwithstanding the foregoing, the 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 at any time shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of any member of the Group if this will result in the 30% limit being exceeded.

(d) Maximum number of options to any one individual

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised, cancelled and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed one (1) per cent of the number of Shares in issue as at the date of grant.

Any further grant of options in excess of this one (1) per cent limit shall be subject to the issue of a circular by the Company and the approval of the Shareholders in general meeting with such Eligible Participant and his associates abstaining from voting and/or other requirements prescribed under the GEM Listing Rules from time to time.

(e) Price of Shares

The exercise price for a Share in respect of any particular option granted under the Share Option Scheme (which shall be payable upon exercise of the option) shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of (i) the official closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a business day (and for this purpose shall be taken to be the date of the Board meeting at which the Board resolves to grant the options); (ii) the average of the official closing prices of the Shares as stated in the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

(f) Granting options to connected persons

Any grant of options to a director, chief executive, management shareholder (as defined in the GEM Listing Rules) or substantial shareholder of the Company or any of their respective associates is required to be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the options).

If the Company proposes to grant options to a Substantial Shareholder or any independent non-executive Director or their respective associates which will result in the number of Shares issued and to be issued upon exercise of all options granted and to be granted (including options exercised, cancelled and outstanding) to such person under the Share Option Scheme and any other share option scheme(s) of the Company in the 12-month period up to and including the date of the offer of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue on the date of the offer; and
- (ii) having an aggregate value in excess of HK\$5 million, based on the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the date of each offer,

such further grant of options will be subject to, in addition to the approval of the independent non-executive directors of the Company, the issue of a circular by the Company to its shareholders and the approval of the Shareholders in general meeting on a poll at which all connected persons (as defined in the GEM Listing Rules) of the Company shall abstain from voting, and/or such other requirements prescribed under the GEM Listing Rules from time to time. A connected person (as defined in the GEM Listing Rules) of the Company will be permitted to vote against the grant only if his intention to do so has been stated in the circular.

(g) Restrictions on the time of grant of options

A grant of options may not be made after a price-sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price-sensitive information has been announced pursuant to the requirements of the GEM Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting for the approval of the Company's results for any year, half-year or quarter-year period; and (ii) the deadline for the Company to publish such results announcement under the GEM Listing Rules and ending on the date of actual publication of the results announcement.

(h) Rights are personal to grantee

An option is personal to the grantee and the grantee may not in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt to do so.

(i) Time of exercise of option

The period during which an option may be exercised will be determined by the Board at its absolute discretion, save that no option may be exercised more than 10 years after it has been granted. There is no general requirement that an option must be held for any minimum period before it can be exercised but the Board is empowered to impose at its absolute discretion any such minimum period at the time of grant of any particular option.

(j) Life of the Share Option Scheme

Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of 10 years commencing on the date on which the Share Option Scheme is adopted by resolution of the Shareholders, after which no further options will be offered but the provisions of the Share Option Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise.

(k) Performance target

The Board has the absolute discretion to require any particular grantee to achieve certain performance targets specified at the time of grant before any option granted under the Share Option Scheme can be exercised.

(l) Rights on termination of employment or business relationship

- (i) If the grantee (being an Employee) ceases to be an Eligible Participant for any reason other than his or her death, ill-health, injury, disability or the termination of his or her employment on one or more of the grounds specified in paragraph (p)(v) below, the grantee may exercise the option up to his or her entitlement at the date of cessation of his or her employment (to the extent not already exercised) within the period of two months (or such longer period as the Board may determine) following the date of such cessation, which date shall be the last actual working day with the Company or its relevant subsidiary (as the case may be) whether salary is paid in lieu of notice or not;
- (ii) if the grantee (being an individual) ceases to be an Eligible Participant by reason of death, ill-health, injury or disability (in each case evidenced to the satisfaction of the Board) and none of the events which would be a ground for termination of his or her relationship with the Company or its relevant subsidiary (as the case may be) under paragraph (p)(v) below has occurred, the legal personal representative(s) of the grantee shall be entitled to exercise the option in full (to the extent not already exercised) on or before the earlier of (i) the last day of the 12-month period commencing from the date of such grantee ceasing to be an Eligible Participant; and (ii) the relevant expiry date of the option; and
- (iii) if the grantee (not being an Employee) ceases, in the absolute opinion of the Board, to be an Eligible Participant by reason of termination of his or her business relation with the Company or its relevant subsidiary (as the case may be) and none of the events which would be a ground for termination of his or her relationship with the Company or its relevant subsidiary (as the case may be) under paragraph (p)(v) arises, the grantee may exercise the option (to the extent not already exercised) within the period of one month from the date on which the Board notifies such grantee in writing of the relevant termination.

(m) Rights on winding-up

In the event of an effective resolution being passed by the Shareholders for the voluntary winding-up of the Company or an order of the Court is made for the winding-up of the Company, the grantee of an option (or his or her legal personal representative(s)) may by notice in writing to the Company within 21 days after the date of such resolution or order elect to be treated as if his or her option (to the extent not already exercised) had been exercised immediately before the date of such resolution or order either to its full extent or to the extent specified in the notice and shall accordingly be entitled to receive out of the assets available in the liquidation *pari passu* with the holders of Shares such sum as would have been received in respect of the Shares the subject of such election reduced by an amount equal to the exercise price which would otherwise have been payable in respect thereof.

(n) Rights on takeover

If a general offer is made to all the Shareholders (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert

with the offeror) and such offer becomes or is declared unconditional during the period within which the relevant option may be exercised, the grantee (or his or her legal personal representative(s)) shall be entitled to exercise his option in full (to the extent not already exercised) at any time within 14 days after the date on which such general offer becomes or is declared unconditional.

(o) Rights on an arrangement

If a general offer by way of a scheme of arrangement is made to all the Shareholders and the scheme has been approved by the necessary number of Shareholders at the requisite meetings, the grantee (or his or her legal personal representatives) may, thereafter (but before such time as shall be notified by the Company and in any case, before the scheme becomes effective) exercise the option to its full extent or to the extent specified in such notice.

(p) Lapse of the options

An option will lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (i) the expiry date relevant to that option;
- (ii) the expiry of any of the periods referred to in paragraphs (l) and (n) above;
- (iii) the date of commencement of the winding-up of the Company (as determined in accordance with the applicable law) as referred to in paragraph (m) above;
- (iv) subject to the scheme of arrangement becoming effective, the expiry of the period referred in paragraph (o);
- (v) the date on which the grantee ceases to be an Eligible Participant by reason of the termination of his or her relationship with the Company and/or any of its subsidiaries on any one or more of the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or is unable to pay his or her debts or has become insolvent or has made any arrangement or has compromised with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty (where applicable) or, in case the grantee is an Employee, on any other ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Company or its relevant subsidiary (as the case may be). A resolution of the Board or the board of directors of the relevant subsidiary (as the case may be) to the effect that the relationship of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive;

- (vi) the date on which the grantee commits a breach of the prohibitions specified in paragraph (h) above or the options are cancelled in accordance with paragraph (t) below; or
- (vii) the date on which the grantee (being an Employee) ceases to be so employed by the Company and/or any of its subsidiaries during the 12-month period following the date on which his relevant option is deemed to be granted and accepted in accordance with the terms of the Share Option Scheme.

(q) Ranking of Shares

The Shares to be allotted upon the exercise of an option will not carry voting rights until completion of the registration of the grantee (or such other person nominated by the grantee) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the other fully-paid Shares in issue on the date of issue.

(r) Effect of alterations to capital

In the event of a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital whilst any option may become or remains exercisable, such corresponding alterations (if any) shall be made in the number of Shares subject to any outstanding options and/or the exercise price of each outstanding option as the auditors of the Company or the independent financial adviser shall certify in writing to the Board to be in their opinion fair and reasonable and in compliance with Rule 23.03(13) of the GEM Listing Rules and the note thereto and/or such other requirements prescribed under the GEM Listing Rules from time to time. Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of the Company for which any grantee of an option is entitled to subscribe pursuant to the options held by him or her before such alteration and the aggregate exercise price payable on the full exercise of any option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

(s) Alteration of Share Option Scheme

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (i) any alteration to the advantage of the grantees or the Eligible Participants (as the case may be) in respect of the matters contained in Rule 23.03 of the GEM Listing Rules; and
- (ii) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of options granted (except any alterations which take effect automatically under the terms of the Share Option Scheme),

shall first be approved by the Shareholders in general meeting provided that if the proposed alteration shall operate to effect adversely the terms of issue of an option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 23 of the GEM Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by Shareholders in general meeting.

(t) Cancellation of options

Any cancellation of options granted but not exercised must be approved by the grantee of the relevant options. Where the Company cancels options and grants new ones to the same grantee, the grant of such new options may only be made under the Share Option Scheme with available unissued options (excluding the cancelled options) within the limit approved by Shareholders.

(u) Termination of the Share Option Scheme

The Company by resolution in general meeting or the Board may at any time resolve to terminate the operation of the Share Option Scheme and in such event no further option shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(v) Condition of the Share Option Scheme

The Share Option Scheme is conditional upon (i) the GEM Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of options granted pursuant thereto; and (ii) the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of waiver of any conditions by the Sponsor on behalf of the Underwriters) and not being terminated in accordance with its terms or otherwise.

(w) Disclosure in annual and half-year reports

The Company will disclose details of the Share Option Scheme in its annual and half-year reports including the number of options, date of grant, exercise price, exercise period, vesting period and (if appropriate) a valuation of options granted during the financial year/period in the annual/half-year reports in accordance with the GEM Listing Rules in force from time to time.

Present status of the Share Option Scheme

As at the Latest Practicable Date, no options have been granted by the Company under the Share Option Scheme.

Application has been made to the GEM Listing Committee for the approval for the listing of, and permission to deal in, any Shares which may be issued and allotted pursuant to the exercise of options in accordance with the terms and conditions of the Share Option Scheme.

A summary of the principal terms of the Pre-IPO Share Option Scheme

The purpose of the Pre-IPO Share Option Scheme is to recognise the contribution of certain employees of the Group to the growth of the Group and/or the listing of the Shares on GEM. The principal terms of the Pre-IPO Share Option Scheme, conditionally approved by a written resolution of all the Shareholders passed on 20th November, 2003 (which is still subject to certain conditions as referred to in the paragraph headed “Written resolutions of all the Shareholders passed on 25th June, 2003 and 20th November, 2003” above) are the same as the terms of the Share Option Scheme except that:

- (a) the eligible persons for taking up options under the Pre-IPO Share Option Scheme are confined to any full-time or part-time employees, executive, officer or director (executive or non-executive), of the Company or any of its subsidiaries;
- (b) the exercise price for a Share in respect of any option granted under the Pre-IPO Share Option Scheme is HK\$0.01;
- (c) the maximum number of Shares subject to the Pre-IPO Share Option Scheme shall not exceed 56,000,000 representing 7% of the number of issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue (assuming the Over-allotment Option is not exercised);
- (d) save for the options which have been granted under the Pre-IPO Share Option Scheme (see below), no further options will be offered or granted under the Pre-IPO Share Option Scheme, as the maximum number of Shares subject to the Pre-IPO Share Option Scheme has been granted and the right to grant options thereunder has been terminated on the day immediately prior to the day on which the Placing takes place; and
- (e) options granted under the Pre-IPO Share Option Scheme can only be exercised by the relevant grantees after the expiry of the 12-month period following the Listing Date.

Application has been made to the GEM Listing Committee for the listing of, and permission to deal on GEM in, the Shares which may be issued pursuant to the exercise of options granted under the Pre-IPO Share Option Scheme.

Outstanding Options under the Pre-IPO Share Option Scheme

As at the Latest Practicable Date, 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 of grantee | Address of the grantees | 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 | Agung Tengah 6 I/4/6A, Sunter Agung, North Jakarta, Indonesia | Director | 2% | 0.01 | 16,000,000 |
| Rudi Zulfian | Malaka Utara Blok D 20 / 3, Malaki Sari, East Jakarta, Indonesia | Director | 2% | 0.01 | 16,000,000 |
| Tiswan (<i>Note</i>) | Jl. Kebon Baru I/10, RT 001, RW 008, Kebon Baru, TEBET, Jakarta Selatan, Indonesia | Head of Accounting | 1.5% | 0.01 | 12,000,000 |
| Elfisno (<i>Note</i>) | Jl. Delima V Blok D No. 287, Jatimulya Tambun, Bekasi, Indonesia | 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 will not exercise his 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 Date 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.

OTHER INFORMATION

Estate duty and tax indemnities

Each of the executive Directors and Mr. Mulya has entered into a deed of indemnity with and in favour of the Group (being the contract referred to in paragraph (j) of the subsection headed “Summary of material contracts” in this Appendix) to provide indemnities on a joint and several basis in respect of, among other things:

- (a) any liability for Hong Kong estate duty which might be incurred by any member of the Group, by reason of any transfer of property (within the meaning of section 35 of the Estate Duty Ordinance) to any member of the Group; and

- (b) any taxation which might be payable by any member of the Group in respect of any income, profits or gains earned, accrued or received on or before the date on which the Placing becomes unconditional, save:
- (i) to the extent that provision has been made for such taxation in the audited accounts of the member of the Group for an accounting period ended on 31st August, 2003;
 - (ii) the liability for such taxation which would not have arisen but for some act or omission of, or transaction entered into by, any member of the Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring) otherwise than in the course of normal day to day trading operations after the date that the Placing becomes unconditional; or
 - (iii) to the extent that such taxation arises or is incurred as a consequence of any change in the law having retrospective effect and which comes into force after the date of the deed of indemnity or to the extent that such taxation arises or is increased by an increase in rates of taxation after the date of the deed of indemnity with retrospective effect (except the imposition of or an increase in the rate of Hong Kong profits tax or any tax of anywhere else in the world on the profits of companies for the current or any earlier financial period).

The Directors have been advised that no material liability for estate duty is likely to fall on the Company or any of its subsidiaries in the Cayman Islands or the British Virgin Islands.

Litigation

No member of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

Sponsor

The Sponsor has made an application on behalf of the Company to the GEM Listing Committee for listing of, and permission to deal in, the Shares in issue and the Shares to be issued as mentioned herein.

Preliminary expenses

The preliminary expenses of the Company are estimated to be approximately US\$5,000 and are payable by the Company.

Promoter

The promoter of the Company is Mr. Judianto.

Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given, or proposed to be paid, allotted or given, to the promoter in connection with the Placing or the related transactions described in this prospectus.

Qualifications of experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this prospectus:

| Name | Qualification |
|----------------------------------|--|
| CASH | A deemed licensed corporation licensed to perform types 1 and 6 regulated activities under the SFO |
| PKF | Certified public accountants |
| American Appraisal China Limited | Chartered surveyors and independent valuers |
| PT. Hutama Penilai | Professional appraisers and consultants |
| Appleby Spurling & Kempe | Cayman Islands attorneys-at-law |
| Dewi Soeharto Maramis & Partners | Indonesian lawyers |

Consents of experts

Each of CASH, PKF, American Appraisal China Limited, PT. Hutama Penilai, Appleby Spurling & Kempe and Dewi Soeharto Maramis & Partners has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or valuation certificate and/or the references to its name included herein in the form and context in which they are respectively included.

Binding effect

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance insofar as applicable.

Miscellaneous

- (a) Save as disclosed in this prospectus, within the two years preceding the date of this prospectus:
- (i) no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;

- (ii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no founders or management or deferred shares of the company or any of its subsidiaries have been issued or agreed to be issued; and
 - (iv) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of the Company or any of its subsidiaries.
- (b) The Directors have confirmed that, save as disclosed herein, there has been no material adverse change in the financial position or prospects of the Group since 31st August, 2003 (being the date to which the audited combined financial statements of the Group were made up).
- (c) None of CASH, PKF, American Appraisal China Limited, PT. Hutama Penilai, Appleby Spurling & Kempe or Dewi Soeharto Maramis & Partners:
- (i) is interested beneficially or non-beneficially in any shares in any member of the Group;
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any shares in any member of the Group.
- (d) No security of the Group is presently listed or proposed to be listed on any stock exchange or traded on any stock exchange other than the Stock Exchange.
- (e) All necessary arrangements have been made to enable the Shares to be admitted into CCASS for clearing and settlement.