

## WAIVER FROM STRICT COMPLIANCE WITH RULE 8.12 OF THE LISTING RULES

Pursuant to Rule 8.12 of the Listing Rules, a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong and this normally means that at least two of its executive directors must be ordinarily resident in Hong Kong.

Currently, the board of directors has three executive Directors, namely, Mr. Judianto, Mr. Herkiamto and Mr. Zulfian, who ordinarily reside in Indonesia. Since the operations of the Group are managed and conducted principally in Indonesia and no business activity is carried out in Hong Kong, the Company considers that it would be practically difficult and commercially unnecessary for the Company to either relocate two executive Directors to Hong Kong or to appoint two additional executive Directors who are Hong Kong residents.

For the reasons aforesaid, the Company has applied and the Stock Exchange has granted for a waiver from strict compliance with Rule 8.12 of the Listing Rules. In order to maintain effective communication with the Stock Exchange, the Company has put in place the following measures to ensure that regular communication is maintained between the Stock Exchange and the Company:

- (a) the Company will (i) appoint Mr. Herkiamto and Mr. Zulfian as two authorised representatives; (ii) authorise the two authorised representatives and their alternates to speak on behalf of the Company; (iii) ensure that the authorised representatives and their alternates will comply with the relevant requirements of the Listing Rules at all times; and (iv) provide the Stock Exchange with the contact details of each authorised representatives and their alternates. The authorised representatives and their alternates will have access to the board of directors and senior management of the Company at all times;
- (b) each of the Directors (including the independent non-executive Directors), authorized representatives of the Company and their alternates possesses valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time as and when required;
- (c) Ms. Wang Poey Foon, Angela, one of the independent non-executive Directors of the Company and Mr. Lui Tin Nang, the Company Secretary, each the alternate to the authorised representatives and a Hong Kong resident, will be available to meet with the Stock Exchange on short notice as and when required;
- (d) all the Directors will be readily available by telephone, facsimile, or email; and
- (e) the Company will retain a compliance adviser in accordance with Rule 3A.19 of the Listing Rules which will act as the alternative channel of communication with the Stock Exchange.

**WAIVER FROM STRICT COMPLIANCE WITH RULE 4.04 OF THE LISTING RULES**

Pursuant to Rule 4.04 of the Listing Rules, Listing Document must include the consolidated results of the Group in respect of each of the three financial years immediately preceding the date of Listing Document. The financial year end of the Company falls on 31st December. The Company has applied for and the Stock Exchange has granted a waiver from strict compliance with Rule 4.04 of the Listing Rules on the inclusion of the consolidated results of the Group for the full financial year ended 31st December, 2005 on the grounds that exemption would not prejudice the interest of the investing public and strict compliance with the requirement would be unduly burdensome to the Company.