



Samling Global Limited

三林環球有限公司*

(a company incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

Stock code 股份代號: 3938



*For identification purposes only
僅供識別

中期報告 2006
Interim Report



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Corporate Information 公司資料

Registered office

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office

Wisma Samling
Lot 296, Jalan Temenggong Datuk Oyong Lawai Jau
98000 Miri
Sarawak
Malaysia

Place of business in Hong Kong

Room 2205, 22nd Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

Joint company secretaries

Yau Chung Fat (ACIS, ACS)
Veronica Lin Siu Mui (ACS, ACIS,
FCIS(ICSA), FCS(HKICS))

Compliance adviser

CIMB-GK Securities (HK) Limited
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28 Queen's Road Central
Hong Kong

Principal share registrar and transfer office

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65 Front Street
Hamilton
HM 12
Bermuda

註冊辦事處

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2 Church Street
Hamilton HM 11
Bermuda

總辦事處

Wisma Samling
Lot 296, Jalan Temenggong Datuk Oyong Lawai Jau
98000 Miri
Sarawak
Malaysia

香港營業地點

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灣仔
港灣道25號
海港中心
22樓2205室

聯席公司秘書

Yau Chung Fat (ACIS, ACS)
Veronica Lin Siu Mui (ACS, ACIS,
FCIS(ICSA), FCS(HKICS))

規章顧問

聯昌國際證券(香港)有限公司
香港
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中匯大廈25樓

主要股份過戶登記處

Butterfield Fund Services (Bermuda) Limited
65 Front Street
Hamilton
HM 12
Bermuda

Corporate Information (continued) 公司資料 (續)

Hong Kong branch share registrar and transfer office

Computershare Hong Kong Investor Services Limited
Shops 1712–1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Principal bankers

AmBank Berhad
ANZ Investment Bank
Bank Muamalat Malaysia Berhad
CIMB Bank Berhad
Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
RHB Bank Berhad
The Hongkong and Shanghai Banking Corporation Limited
United Overseas Bank (Malaysia) Berhad

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712–1716號舖

主要往來銀行

AmBank Berhad
ANZ Investment Bank
Bank Muamalat Malaysia Berhad
CIMB Bank Berhad
Malayan Banking Berhad
OCBC Bank (Malaysia) Berhad
RHB Bank Berhad
香港上海滙豐銀行有限公司
United Overseas Bank (Malaysia) Berhad

Chairman's Statement 主席報告書

Dear Shareholders,

On behalf of the Board of Directors (the "Board"), I wish to welcome you as an investor of Samling Global Limited ("SGL" or the "Company") which was successfully listed on the Main Board of The Stock Exchange of Hong Kong Limited ("SEHK") on March 7, 2007. We wish to thank all shareholders for the overwhelming response received, before and since the first day of trading.

As part of the on-going governance and compliance measure in accordance with Chapter 13 of the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules"), we are pleased to present the interim financial report for the six months ended December 31, 2006 to all shareholders.

Business Review

The Company and its subsidiaries (the "Group") continued to achieve strong financial results in the six months ended December 31, 2006 benefiting from robust demand for logs, plywood and veneer from China, Japan & India, coupled with upward price trends experienced in the timber industry. For the six months ended December 31, 2006, the Group recorded turnover and gross profit of US\$298.3 million and US\$89.2 million respectively, representing an increase of 58.8% and 282.1% respectively over the same period last year. Profit before taxation was US\$80.4 million as compared to US\$7.2 million for the same period last year. On earnings before net financing cost, tax, depreciation and amortization and gain or loss from changes in fair value of plantation assets less estimated point-of-sales costs basis, the Group achieved US\$112.6 million which was 187.5% higher than that of the same period last year, with margin of 37.8%. Profit attributable to equity holders of the Company reached US\$46.1 million.

The Group has approximately 4 million hectares of forest resources situated in different regions around the world and has invested in production facilities which have a total wood processing capacity of approximately 1.4 million cubic metre ("m³") per annum. With a highly integrated forest resource as well as developed infrastructure and logistics support systems to manage the vertically integrated operations, the Group is able to maximize the use and value of the wood resources by converting logs into a wide range of other wood products. The complementary nature of operations and wood products further strengthened the value, cost efficiencies and competitiveness of the Group.

親愛的股東：

本人謹代表董事會（「董事會」）歡迎閣下成為三林環球有限公司（「三林環球」或「本公司」）之投資者。本公司成功於二零零七年三月七日於香港聯合交易所有限公司（「聯交所」）主板上市。吾等謹此感謝全體股東於首個交易日之前及其後對本公司之鼎力支持。

作為根據聯交所證券上市規則（「上市規則」）第13章持續實施管治及合規措施之一部分，吾等欣然向全體股東提呈截至二零零六年十二月三十一日止六個月之中期財務報告。

業務回顧

截至二零零六年十二月三十一日止六個月，本公司及其附屬公司（「本集團」）受惠於中國、日本及印度對原木、膠合板及單板之殷切需求，以及木材業價格上升趨勢而持續錄得強勁之財務業績。截至二零零六年十二月三十一日止六個月，本集團分別錄得298,300,000美元及89,200,000美元之營業額及毛利，相比去年同期分別增長58.8%及282.1%。除稅前溢利為80,400,000美元，而去年同期則為7,200,000美元。按照除財務成本淨額、稅項、折舊及攤銷及人工林資產公允價值變動扣除估計銷售點成本後所產生之收益或虧損基準計算，本集團錄得溢利112,600,000美元，較去年同期增長187.5%，而利潤率為37.8%。本公司之股權持有人應佔溢利達46,100,000美元。

本集團於全球多個地區擁有約4,000,000公頃之林木資源，並投資於木材加工總產能每年約為1,400,000立方米（「立方米」）之生產設施。憑藉高度整合之林木資源，以及用作管理垂直綜合業務之先進基礎建設及物流支援系統，本集團能透過將原木製成其他各種各類之木製品而充分發揮木材資源之用途及價值。業務與木製品之間能互相補足，進一步加強本集團之價值、成本效益及競爭力。

Chairman's Statement (continued)

主席報告書 (續)

The Group's business is divided into upstream and downstream timber operations. The upstream operations comprise timber harvesting and management of natural forest concessions in Malaysia and Guyana, and tree plantations in New Zealand and Malaysia. The downstream operations comprise the manufacturing, marketing and distribution of wood products, namely plywood, veneer, sawn timber and other value-added products such as fiberboard, door facings and housing products.

The Group has diversified sales in upstream and downstream products, with log sales and plywood and veneer sales to external parties contributing respectively 31.4% and 58.6% of the total turnover achieved. The strong results from the log sales were mainly driven by the improved production level and upward price trends. The average exported hardwood log achieved for the six months ended December 31, 2006 was US\$168.76 per m³ as compared to US\$136.13 per m³ over the same period last year. Similarly, plywood and veneer sales also recorded positive returns from increases in production level with the new veneer mills in operation as well as a surge in export market prices of plywood & veneer, principally due to the recovery of housing starts in Japan which reached 1.29 million units in the year 2006, an increase of 4.6% from the year 2005.

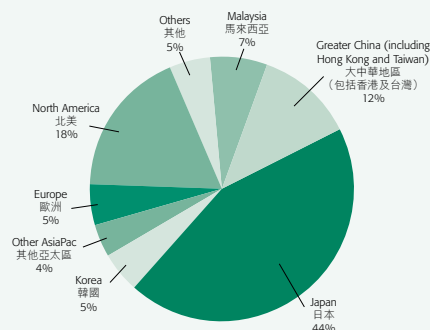
Japan continues to be the Group's top market for plywood and veneer, accounted for 44% of this segment for the six months ended December 31, 2006, followed by North America with 18%, Greater China with 12% and Europe with 5%. On the other hand, log sales went primarily to developing markets around the Asia-Pacific region, with Greater China heading the list and accounting for 37% of this segment, followed by Malaysia with 17%, India and Pakistan with 17%, and Japan with 17%.

本集團之業務分為上游和下游木材業務。上游業務包括砍伐木材及管理於馬來西亞及蓋亞那之天然樹林特許地區及於新西蘭及馬來西亞之人工林。下游業務包括製造、營銷及分銷木製品，即膠合板、單板、鋸成木及如纖維板、門飾面及住宅建築產品等增值產品。

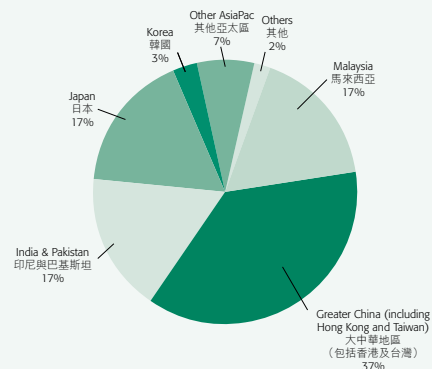
本集團已將上游及下游產品之銷售多元化，原木銷售以及膠合板及單板之對外銷售分別佔本集團錄得之總營業額之31.4%及58.6%。原木銷售表現理想主要受產量提升及價格上升趨勢所帶動。截至二零零六年十二月三十一日止六個月，硬木原木之平均出口價格為每立方米168.76美元，而去年同期則為每立方米136.13美元。膠合板及單板之銷售亦錄得理想回報，原因是新單板工廠投入營運令產量上升，以及膠合板及單板出口市價主要因日本之住房建築開始復甦而急升，於二零零六年之新建房屋為1,290,000間，較二零零五年增加4.6%。

截至二零零六年十二月三十一日止六個月，日本繼續為本集團最大之膠合板及單板市場，佔此分部之44%，其次，北美、大中華地區及歐洲分別佔18%、12%及5%。另一方面，原木主要銷往亞太區一帶之發展中市場，大中華地區為當中之最大市場，佔此分部之37%，其次，馬來西亞、印度與巴基斯坦及日本同樣佔17%。

Plywood & Veneer Export Sales
6 months ended December 2006
膠合板及單板出口銷售
二零零六年十二月止六個月



Log Export Sales
6 months ended December 2006
原木出口銷售
二零零六年十二月止六個月



Chairman's Statement (continued) 主席報告書 (續)

The Group's cost of sales recorded an increase of US\$44.5 million (or 27.1%) to US\$209.0 million for the six months ended December 31, 2006 as compared to US\$164.5 million for the same period last year. The increase in cost of sales was in line with the increase in production volumes as favorable weather condition at the logging areas in Sarawak, Malaysia allowed for higher timber extraction. Changes in the Group's cost of sales are also affected by increases in fuel, labor costs and depreciation charges. The Group will continuously monitor its cost containment programs to ensure that it remains competitive in a globalized environment.

Sustainable Forest Management

The Group recognizes the importance of sustainable forest management practices to ensure the long term supply of its forest resources. As such, the Group has implemented and will continue to implement various programs that embrace and adopt sustainable forest management practices and are committed to extending the certifications for its wood products in future. The process towards forest management certification takes time and the Group has been working to achieve certification for many years. Directly resulting from these efforts, the Group has achieved certifications for several of its forest resources, namely in Malaysia, New Zealand and Guyana.

In Sarawak, Malaysia, the Group's Sela'an Linau Forest Management Unit has received the Malaysian Timber Certification Council ("MTCC") forest management certification. The logs harvested from this Forest Management Unit (known as "MTCC certified logs") are used by the plywood manufacturing facility in Sarawak, Malaysia to produce plywood. This fulfills the MTCC chain of custody requirement. In New Zealand, all of the tree plantations have received the Forest Stewardship Council ("FSC") certification. In Guyana, the Group has taken steps over and above the Guyana Forestry Commission Code of Practices for Timber Harvesting to obtain FSC forest certification. The FSC forest certification is voluntary and Barama Company Limited ("Barama"), a subsidiary company of SGL, is the first and only company in Guyana to voluntarily undergo the very rigorous FSC-certification process. Due to the nature of the FSC-certification process, on January 9, 2007, the certification in Guyana was temporarily suspended with five major corrective action requests. As a responsible and responsive company, Barama has proactively assigned the necessary resources to take the necessary corrective actions.

截至二零零六年十二月三十一日止六個月，本集團之銷售成本增加44,500,000美元（或27.1%）至209,000,000美元，而去年同期則為164,500,000美元。由於馬來西亞砂朥越之伐木區天氣良好，適合木材採伐，故銷售成本與產量同步增長。此外，本集團之銷售成本變動亦受燃料、勞工成本及折舊費用增加影響。本集團將持續監察其成本控制計劃，以確保集團於全球化之環境下保持競爭力。

可持續林木管理

本集團深明可持續林木管理措施對確保本集團長期獲得林木資源供應之重要性。因此，本集團已實施及將繼續實施不同項目以採用及採納可持續林木管理措施及致力於未來申取其木製品之認證。申取林木管理認證之過程需時，而本集團多年來努力不懈申取認證。正因本集團所付出之努力，本集團已就多個林木資源，分別在馬來西亞、新西蘭及蓋亞那之林木資源取得認證。

於馬來西亞砂朥越，本集團之Sela'an Linau林木管理單位已獲得馬來西亞木材認證委員會（「馬來西亞木材認證委員會」）林木管理認證。馬來西亞砂朥越之膠合板生產設施會使用於此林木管理單位砍伐之原木（稱為「馬來西亞木材認證委員會認證原木」）生產膠合板。此符合馬來西亞木材認證委員會監管鏈之規定。本集團於新西蘭之所有人工林已獲得森林管理委員會（「森林管理委員會」）認證。於蓋亞那，本集團已採取較蓋亞那林木委員會木材砍伐實務守則（Guyana Forestry Commission Code of Practices for Timber Harvesting）更為嚴謹之步驟，以取得森林管理委員會林木認證。申取森林管理委員會林木認證乃屬自願性質，而三林環球之附屬公司Barama Company Limited（「Barama」）為蓋亞那首間及唯一一間自願接受非常嚴格之森林管理委員會認證程序之公司。由於森林管理委員會認證程序之性質使然，於二零零七年一月九日，Barama之認證工作因須進行五項主要改善行動而暫時中止。作為負責任及反應迅速之公司，Barama已積極調配所需資源，採取必需之改善行動。

Chairman's Statement (continued) 主席報告書 (續)

Corporate Governance

The Board is committed to achieving and maintaining high standards of corporate governance in managing the business and affairs of the Group guided by the principles and best practices as set out in the Code of Corporate Governance Practices in Appendix 14 of the Listing Rules.

Human Resource Development

All employees have played and continue to play an integral part in contributing to the Group's success. The Group continued to place much emphasis on training development to elevate employee knowledge and skills and enhance contribution in their area of work. The Group's incentive scheme ensures that performances which meet or surpass the targets set are recognised and rewarded accordingly.

Outlook

With sustained growth in the demand for wood products in the Asia-Pacific region due to expanding construction, furniture and interior decoration industries, the Group believes that it is well positioned to take advantage of and leverage upon the significant investments made in new logging equipment and infrastructure within its forest resource to increase log extraction capacity as well as expanding its downstream processing capacity. Prices for timber products have also risen to higher levels as log shortages exist and demand continues to be robust. Continued strict enforcement on logging in Indonesia augurs well for timber product prices. In the longer term, prices are expected to stabilize with increasing trend.

Looking forward, the Group will continue to maintain its competitiveness, actively enhance the development of its economies of scale and focus on results. Being an integrated timber Group, it has the ability of being able to adapt more quickly to changes in operating and market environments to maximize returns.

The Group will maintain its efforts in implementing sustainable forest management practices and will proactively obtain forest management certifications to establish a strong brand identity and to meet increasing market demand for certified wood products.

企業管治

董事會致力達致和維持高水平之企業管治，以在上市規則附錄十四企業管治常規守則所載列之原則及最佳實務之指引下管理本集團之業務及事務。

人力資源發展

所有僱員過去及將來均對本集團之成功作出重要貢獻。本集團繼續高度重視培訓發展以提升僱員之知識及技術，及加強彼等在其工作範疇之貢獻。本集團之獎勵計劃確保表現達到或超越所訂目標之僱員會獲得表揚及回報。

展望

隨著亞太區之建築、傢俬及內部裝修業發展蓬勃而令區內對木製品之需求持續增長，本集團相信其處於有利位置，能善用於其林木資源內之新原木砍伐設備及基礎設施作出之重大投資，以增加原木採伐產能及擴展下游加工產能。木材短缺及需求持續殷切，刺激木製品價格上升。印尼繼續嚴格執行與砍伐相關之政策亦有助推高木製品價格。長遠而言，價格預期將會穩步增長。

展望未來，本集團將繼續保持其競爭力，積極加強發展其規模經濟及致力創造理想業績。作為綜合木材集團，本集團擁有能夠迅速適應營運及市場環境轉變以帶來最高回報之能力。

本集團繼續致力實施可持續林木管理守則，並將積極申取林木管理認證，以建立品牌形象及滿足對認證木製品之增長市場需求。

Chairman's Statement (continued) 主席報告書 (續)

Appreciation

On behalf of the Board, I would like to express my gratitude to the Directors, the management and employees for their strong commitment and contribution towards the execution of the Group's strategies and operations. We also wish to thank all customers, business partners, bankers, the Authorities and shareholders for their invaluable support.

Chan Hua Eng

Chairman

Hong Kong, March 26, 2007

致謝

本人謹代表董事會向董事、管理層及僱員為推行本集團之策略及經營業務所付出之熱誠及貢獻致以衷心謝意。吾等謹此鳴謝各客戶、業務夥伴、往來銀行、政府機關及股東之鼎力支持。

主席

Chan Hua Eng

香港，二零零七年三月二十六日

Financial Results 財務摘要

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Consolidated Income Statement

綜合收益表

For the six months ended December 31, 2006 – unaudited
(Expressed in United States dollars)
截至二零零六年十二月三十一日止六個月 — 未經審核
(以美元列示)

		Six months ended December 31, 截至十二月三十一日止六個月	
		2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
Turnover	營業額	298,267	187,849
Cost of sales	銷售成本	(209,048)	(164,499)
Gross profit	毛利	89,219	23,350
Other operating income	其他經營收入	3,611	1,297
Distribution costs	分銷成本	(3,737)	(2,396)
Administrative expenses	行政開支	(11,700)	(7,178)
Other operating expenses	其他經營開支	(79)	(1,056)
Gain/(loss) from changes in fair value of plantation assets less estimated point-of-sale costs	人工林資產公允價值變動扣除估計銷售點成本後所產生之收益/(虧損)	2,809	(2,988)
Profit from operations	經營溢利	80,123	11,029
Financial income	財務收入	7,882	3,104
Financial expenses	財務開支	(10,816)	(7,944)
Net financing costs	財務成本淨額	(2,934)	(4,840)
Share of profit less losses of associates	應佔聯營公司溢利減虧損	2,129	(288)
Share of profit less losses of jointly control entities	應佔共同控制實體溢利減虧損	1,119	1,317
Profit before taxation	除稅前溢利	80,437	7,218
Income tax	所得稅	(14,719)	(2,246)
Profit for the period	期內溢利	65,718	4,972
Attributable to:	下列人士應佔:		
Equity holders of the Company	本公司股權持有人	46,087	3,738
Minority interests	少數股東權益	19,631	1,234
Profit for the period	期內溢利	65,718	4,972

The notes on pages 16 to 40 form part of this interim report.

第16至第40頁之附註構成本中期報告之一部分。

Consolidated Income Statement (continued)**綜合收益表 (續)**

For the six months ended December 31, 2006 – unaudited
(Expressed in United States dollars)
截至二零零六年十二月三十一日止六個月 — 未經審核
(以美元列示)

		Six months ended December 31, 截至十二月三十一日止六個月	
		2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
Dividend attributable to the period:	期內應付股息:		
Interim dividend declared during the period	期內已宣派之中期股息	-	2,368
Final dividend proposed after the balance sheet date	擬於結算日後派付之末期股息	-	-
		-	2,368
Earnings per share (US cents)	每股盈利 (美仙)		
- Basic	- 基本	1.49	0.12

The notes on pages 16 to 40 form part of this interim report.

第16至第40頁之附註構成本中期報告之一部分。

Consolidated Balance Sheet

綜合資產負債表

At December 31, 2006 – unaudited

(Expressed in United States dollars)

於二零零六年十二月三十一日 — 未經審核

(以美元列示)

		Note 附註	At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
Non-current assets	非流動資產			
Property, plant and equipment, net	物業、廠房及設備·淨額	10		
– Investment properties	– 投資物業		9,852	9,581
– Other property, plant and equipment	– 其他物業、廠房及設備		401,404	381,513
Construction in progress	在建工程		1,429	1,963
Lease prepayments	租賃預付款項		27,125	26,504
Timber concession	木材特許權		30,726	31,843
Goodwill	商譽		656	631
Plantation assets	人工林資產	11	200,955	165,299
Interest in associates	於聯營公司之權益		48,155	44,883
Interest in jointly control entities	於共同控制實體之權益		14,397	15,345
Other investment	其他投資		31	30
Deferred tax asset	遞延稅項資產		4,026	3,642
Total non-current assets	非流動資產總值		738,756	681,234
Current assets	流動資產			
Inventories	存貨	12	99,918	83,471
Trade and other receivables	應收貿易賬款及其他應收款	13	96,957	97,261
Tax recoverable	可收回稅項		7,048	9,390
Cash and cash equivalents	現金及現金等價物	14	27,815	21,111
Total current assets	流動資產總值		231,738	211,233
Total assets	總資產		970,494	892,467

The notes on pages 16 to 40 form part of this interim report.

第16至第40頁之附註構成本中期報告之一部分。

Consolidated Balance Sheet (continued)

綜合資產負債表 (續)

At December 31, 2006 – unaudited

(Expressed in United States dollars)

於二零零六年十二月三十一日 — 未經審核

(以美元列示)

			At December 31, 2006	At June 30, 2006
			於二零零六年 十二月三十一日	於二零零六年 六月三十日
		Note 附註	US\$'000	US\$'000
			千美元	千美元
Current liabilities	流動負債			
Bank overdrafts, loans and borrowings	銀行透支、貸款及借款	15	121,035	121,792
Finance lease liabilities	融資租賃負債		27,691	22,790
Trade and other payables	應付貿易賬款及其他應付款	16	146,233	186,258
Tax payable	應付稅項		7,913	1,842
			302,872	332,682
Net current liabilities	流動負債淨額		(71,134)	(121,449)
Total assets less current liabilities	總資產減流動負債		667,622	559,785
Non current liabilities	非流動負債			
Bank loans and borrowings	銀行貸款及借款	15	130,430	129,241
Finance lease liabilities	融資租賃負債		65,825	55,509
Bonds	債券		42,475	40,816
Deferred tax liabilities	遞延稅項負債		55,586	47,899
Total non current liabilities	非流動負債總額		294,316	273,465
Total liabilities	負債總額		597,188	606,147
Equity	權益			
Share capital	股本		979	979
Reserves	儲備		224,751	166,449
Total equity attributable to equity holders of the Company	本公司股權持有人應佔權益總額		225,730	167,428
Minority interests	少數股東權益		147,576	118,892
Total equity	權益總額		373,306	286,320
Total liabilities and equity	負債及權益總額		970,494	892,467

The notes on pages 16 to 40 form part of this interim report.

第16至第40頁之附註構成本中期報告之一部分。

Consolidated Statement of Changes in Equity

綜合股權變動表

For the six months ended December 31, 2006 – unaudited
(Expressed in United States dollars)
截至二零零六年十二月三十一日止六個月 — 未經審核
(以美元列示)

Attributable to equity holders of the Company

本公司股權持有人應佔

		Currency		Revaluation reserve	Other reserve	Capital reserve	Retained earnings	Sub-total	Minority interests	Total equity	
		Share capital	Share premium								translation reserve
		股本	股份溢價	匯兌儲備	重估儲備	其他儲備	資本儲備	保留溢利	小計	股東權益	權益總額
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元	千美元
At July 1, 2005	於二零零五年七月一日	50,442	113,753	20,200	6,673	5,031	-	51,689	247,788	207,182	454,970
Currency translation differences	匯兌差額	-	-	(1,403)	-	-	-	-	(1,403)	(2,119)	(3,522)
Profit for the period	期內溢利	-	-	-	-	-	-	3,738	3,738	1,234	4,972
Dividends paid during the period	期內派付之股息	-	-	-	-	-	-	(2,754)	(2,754)	(2,114)	(4,868)
At December 31, 2005	於二零零五年十二月三十一日	50,442	113,753	18,797	6,673	5,031	-	52,673	247,369	204,183	451,552
At July 1, 2006	於二零零六年七月一日	979	72,276	16,596	6,673	(33,102)	40,477	63,529	167,428	118,892	286,320
Currency translation differences	匯兌差額	-	-	12,215	-	-	-	-	12,215	10,137	22,352
Profit for the period	期內溢利	-	-	-	-	-	-	46,087	46,087	19,631	65,718
Dividends paid during the period	期內派付之股息	-	-	-	-	-	-	-	-	(1,084)	(1,084)
At December 31, 2006	於二零零六年十二月三十一日	979	72,276	28,811	6,673	(33,102)	40,477	109,616	225,730	147,576	373,306

The notes on pages 16 to 40 form part of this interim financial report.

第16頁至第40頁之附註構成本中期財務報告之一部分。

Condensed Consolidated Cash Flow Statement

簡明綜合現金流量表

For the six months ended December 31, 2006 – unaudited
(Expressed in United States dollars)
截至二零零六年十二月三十一日止六個月 — 未經審核
(以美元列示)

		Six months ended December 31, 截至十二月三十一日止六個月	
		2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
Net cash generated from operations	經營業務所產生之現金淨額	44,674	39,432
Net income tax paid	支付之所得稅淨額	(2,216)	(4,464)
Net cash generated from operating activities	經營活動所產生之現金淨額	42,458	34,968
Net cash used in investing activities	投資活動所耗之現金淨額	(3,926)	(22,104)
Net cash used in financing activities	融資活動所耗之現金淨額	(31,388)	(30,961)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物之增加／(減少)淨額	7,144	(18,097)
Cash and cash equivalents at the beginning of the period	期初之現金及現金等價物	(17,093)	(4,408)
Effect of foreign exchange rate changes	匯率變動之影響	1,580	200
Cash and cash equivalents at end of the period	期終之現金及現金等價物	(8,369)	(22,305)

The notes on pages 16 to 40 form part of this interim financial report.

第16頁至第40頁之附註構成本中期財務報告之一部分。

Notes to the Condensed Consolidated Interim Financial Statements 簡明綜合中期財務報表附註

1. General information

The Company was incorporated in Bermuda on June 27, 2005 as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). Pursuant to a group reorganisation (the "Reorganisation") of the timber and forestry related businesses of Datuk Yaw Teck Seng, Yaw Chee Ming, Yaw Holding Sdn. Bhd., Samling Strategic Corporation Sdn. Bhd. and companies controlled by them in Malaysia, Guyana and New Zealand which was completed on June 30, 2006, and the acquisitions of equity interests in several companies from third parties in preparation for the listing of the shares of the Company on the Main Board of SEHK, the Company became the holding company of the subsidiaries now comprising the Group. Details of the Reorganisation are set out in Appendix VIII to the Company's prospectus dated February 23, 2007.

The Company's shares were listed on the Main Board of SEHK on March 7, 2007.

2. Basis of preparation

The condensed consolidated interim financial statements (the "interim financial statements") of the Group have been prepared in accordance with the requirements of International Accounting Standard ("IAS") 34 "Interim Financial Reporting" issued by the International Accounting Standards Board ("IASB"). It was authorised for issuance on March 26, 2007.

These interim financial statements have been prepared in accordance with the same accounting policies adopted in the preparation of the Group's financial information for the years ended June 30, 2004, 2005 and 2006 and the three months ended September 30, 2006, as included in the Accountants' Report of the Company dated February 23, 2007 (the "Accountants' Report").

1. 一般資料

本公司於二零零五年六月二十七日在百慕達根據百慕達一九八一年公司法(經修訂)註冊成立為獲豁免有限公司。根據為準備本公司股份於聯交所主板上市而對拿督丘德星、Yaw Chee Ming、Yaw Holding Sdn. Bhd.、Samling Strategic Corporation Sdn. Bhd.及彼等控制之公司在馬來西亞、蓋亞那及新西蘭之木材及林木業相關業務進行之集團重組(「重組」)(重組已於二零零六年六月三十日完成)以及向第三方收購多家公司之股本權益,本公司成為現時組成本集團旗下附屬公司之控股公司。重組之詳情載列於本公司於二零零七年二月二十三日刊發之招股章程附錄八。

本公司之股份於二零零七年三月七日於聯交所主板上市。

2. 編製基準

本集團之簡明綜合中期財務報表(「中期財務報表」)乃根據國際會計準則委員會頒佈之國際會計準則(「國際會計準則」)第34號「中期財務報告」之規定而編製,並已於二零零七年三月二十六日獲授權刊發。

該等中期財務報表乃根據編製本集團截至二零零四年、二零零五年及二零零六年六月三十日止年度及截至二零零六年九月三十日止三個月之財務資料(載入本公司日期為二零零七年二月二十三日之會計師報告(「會計師報告」))所採納之相同會計政策而編製。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註(續)

2. Basis of preparation (continued)

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the financial information for the years ended June 30, 2004, 2005 and 2006 and three months ended September 30, 2006.

The interim financial statements are unaudited, but have been reviewed by KPMG in accordance with Statement of Auditing Standards 700, Engagements to review interim financial reports, issued by the Hong Kong Institute of Certified Public Accountants. KPMG's independent review report to the Board of Directors is included on page 41.

2. 編製基準(續)

在編製中期財務報表時，管理層須就可影響會計政策應用及資產和負債、收入及支出之呈報金額作出判斷、估計和假設。實際結果可能與此等估計有所不同。

於編製該等簡明綜合中期財務報表時，管理層就應用本集團之會計政策而作出之重大判斷以及主要之估計不確定因素，與截至二零零四年、二零零五年及二零零六年六月三十日止年度及截至二零零六年九月三十日止三個月之財務資料所採用者一致。

中期財務報表乃未經審核，惟已經畢馬威會計師事務所根據香港會計師公會頒布之核數準則第700號「審閱中期財務報告的委聘」審閱。畢馬威會計師事務所致董事會之獨立審閱報告載於第41頁。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

3. Segment reporting

Segment information is presented in the condensed consolidated financial statements in respect of the Group's business segments, which are the primary basis of segment reporting. The business segment reporting format reflects the Group's management and internal reporting structure.

3. 分部報告

分部資料呈報在有關本集團業務分部之簡明綜合財務報表中，業務分部是分部報告之主要基準。業務分部報告形式反映了本集團之管理和內部報告架構。

		Six months ended December 31, 2006 截至二零零六年十二月三十一日止六個月					
		Plywood and Logs	Upstream support	Other timber operations	Other operations	Eliminations	Consoli- dated
		原木	上游 輔助業務	其他 木材業務	其他業務	抵銷	綜合
		US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
		千美元	千美元	千美元	千美元	千美元	千美元
Revenue from external customers	來自外部客戶之收入	93,771	174,868	10,098	14,229	5,301	298,267
Inter-segment revenue	分部間收入	45,601	14,707	96,557	1,447	1,169	(159,481)
Total revenue	總收入	139,372	189,575	106,655	15,676	6,470	298,267
Segment result before changes in fair value of plantation assets	人工林資產公允價值變動前之分部業績	30,015	39,763	7,151	(22)	407	77,314
Gain from changes in fair value of plantation assets less estimated point-of-sale costs	人工林資產公允價值變動扣除估計銷售點成本後所產生之收益	2,809	-	-	-	-	2,809
Segment result	分部業績	32,824	39,763	7,151	(22)	407	80,123
Net financing costs	財務成本淨額						(2,934)
Share of profits less losses of associates and jointly control entities	應佔聯營公司及共同控制實體溢利減虧損						3,248
Income tax	所得稅						(14,719)
Profit for the period	期內溢利						65,718

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

4. Turnover

Turnover mainly represents the sales value of goods supplied to customers less returns and discounts and income from provision of timber extraction, river transportation and repairs and re-conditioning of equipment and machineries services. The amount of each significant category of revenue recognised in turnover is as follows:

Sales of goods	銷售貨物
Revenue from provision of services	提供服務所得收入

4. 營業額

營業額主要是指扣除退貨和折扣後向客戶供應貨物之銷售額及提供木材採伐、河流運輸、設備和機器修理及檢修服務所獲得之收入。於營業額確認之各類主要收入之金額如下所示：

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
288,169	175,579
10,098	12,270
298,267	187,849

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

5. Net financing costs

5. 財務成本淨額

		Six months ended December 31, 截至十二月三十一日止六個月	
		2006 二零零六年 US\$'000 千美元	2005 二零零五年 <i>US\$'000</i> 千美元
Interest on loans from banks and other borrowings	銀行貸款及其他借款之利息	(13,864)	(11,152)
Less: Borrowing costs capitalized into plantation assets (note 11)	減:資本化為人工林資產之借款成本(附註11)	4,271	4,503
Interest expense	利息支出	(9,593)	(6,649)
Net loss on change in fair value of financial instruments	金融工具公允價值變動之虧損淨額	(1,223)	-
Foreign exchange losses	匯兌損失	-	(1,295)
Financial expenses	財務開支	(10,816)	(7,944)
Interest income	利息收入	373	2,120
Net gain on change in fair value of financial instruments	金融工具公允價值變動之收益淨額	-	984
Foreign exchange gain	匯兌收益	7,509	-
Financial income	財務收入	7,882	3,104
		(2,934)	(4,840)

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註(續)

6. Profit before taxation

Profit before taxation is arrived at after charging/(crediting):

Depreciation	折舊
Less: Depreciation capitalized as plantation assets (note 11)	減:資本化為人工林資產之折舊(附註11)
Amortization of lease prepayments	租賃預付款項之攤銷
Amortization of timber concessions	木材特許權之攤銷

6. 除稅前溢利

除稅前溢利已扣除/(計入):

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
29,368	23,063
(134)	(84)
29,234	22,979
390	278
2,411	860

7. Income tax

Current tax	本期稅項
Current year	本年度
Under/(over) provision in respect of prior years	以往年度之撥備不足/ (超額撥備)
Deferred tax	遞延稅項
Originating and reversal of temporary differences	臨時差額之產生 及撥回
Reduction in tax rate (note (c))	稅率下調(附註(c))
Total income tax expense in the consolidated income statement	綜合收益表中之所得稅 開支合計

7. 所得稅

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
9,805	2,138
1,315	(280)
11,120	1,858
3,851	388
(252)	—
3,599	388
14,719	2,246

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

7. Income tax (continued)

- (a) Pursuant to the rules and regulations of Bermuda and the British Virgin Islands, the Group is not subject to any income tax in Bermuda and the British Virgin Islands.
- (b) No provision for Hong Kong Profits Tax has been made as the Group did not have assessable profits subject to Hong Kong Profits Tax during the six months ended December 31, 2006 and 2005.
- (c) Pursuant to the income tax rules and regulations of Malaysia, the companies comprising the Group in Malaysia are liable to Malaysian income tax at a rate of 28% during the six months ended December 31, 2005. In September 2006, the Malaysian government announced a reduction in the income tax rate from 28% to 27% for the year of assessment 2007 and from 27% to 26% for the year of assessment 2008. Accordingly, the provision for Malaysian income tax for the six months ended December 31, 2006 is calculated at 27% of the estimated assessable profits for the period.
- (d) The subsidiary in Guyana is liable to Guyana income tax at a rate of 45%. No provision for Guyana income tax has been made as the subsidiary did not have assessable profits subject to Guyana income tax for the six months ended December 31, 2006 and 2005.
- (e) The subsidiaries in New Zealand are liable to New Zealand income tax at a rate of 33%. No provision for New Zealand income tax has been made as the subsidiaries did not have assessable profits subject to New Zealand income tax during the six months ended December 31, 2006 and 2005.
- (f) Pursuant to the approval obtained from the relevant People's Republic of China ("PRC") tax authorities, the subsidiaries in the PRC are entitled to a tax concession period whereby the subsidiaries are fully exempted from PRC enterprise income tax for two years starting from its first profit-making year, followed by a 50% reduction in PRC enterprise income tax for the next three years. The standard income tax rate in the PRC is 33%.

7. 所得稅 (續)

- (a) 根據百慕達和英屬處女群島之規則及規例，本集團毋須在百慕達和英屬處女群島繳納任何所得稅。
- (b) 截至二零零六年及二零零五年十二月三十一日止六個月，本集團並無應繳納香港利得稅之應課稅溢利，故本集團並無作出香港利得稅撥備。
- (c) 根據馬來西亞所得稅規則及規例，截至二零零五年十二月三十一日止六個月，本集團旗下各公司須按照28%之稅率繳納馬來西亞所得稅。於二零零六年九月，馬來西亞政府宣佈二零零七年課稅年度之所得稅率由28%下調至27%，二零零八年課稅年度之所得稅率由27%下調至26%。因此，截至二零零六年十二月三十一日止六個月，馬來西亞所得稅撥備是按照該期間之估計應稅溢利27%計算。
- (d) 位於蓋亞那之附屬公司須按照45%之稅率繳納蓋亞那所得稅。截至二零零六年及二零零五年十二月三十一日止六個月，該附屬公司並無應繳納蓋亞那所得稅之應稅溢利，故該附屬公司並無作出蓋亞那所得稅撥備。
- (e) 位於新西蘭之附屬公司須按照33%之稅率繳納新西蘭所得稅。截至二零零六年及二零零五年十二月三十一日止六個月，該等附屬公司並無應繳納新西蘭所得稅之應稅溢利，故此等附屬公司並無作出新西蘭所得稅撥備。
- (f) 根據自中國有關稅務當局取得之批覆，位於中華人民共和國（「中國」）之附屬公司享有稅項減免，期間該等附屬公司自首個獲利年起計兩年獲豁免繳納所有中國企業所得稅，其後三年獲減免50%之中國企業所得稅。中國所得稅稅率為33%。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

7. Income tax (continued)

The first profit-making year of Foothill LVL & Plywood (Cangshan) Co., Ltd. ("Foothill"), a subsidiary acquired by the Group on June 29, 2006, was 2003. Foothill was fully exempted from PRC enterprise income tax from January 1, 2003 to December 31, 2004 and subject to a preferential tax rate of 15% from January 1, 2005 to December 31, 2007.

Being a production oriented enterprise in the Nantong Economic Development Zone of the PRC, Riverside Plywood Corporation ("Riverside"), a subsidiary acquired by the Group on June 29, 2006, was entitled to a preferential PRC enterprise income tax rate of 15%. The first profit-making year of Riverside was 2004. Riverside was fully exempted from PRC enterprise income tax from January 1, 2004 to December 31, 2005 and subject to a preferential tax rate of 7.5% from January 1, 2006 to December 31, 2008.

8. Dividends

No dividend has been paid or declared by the Company since its incorporation. Dividends for the six months ended December 31, 2005 represent dividends declared by the following subsidiaries of the Company to their then shareholders.

(a) Dividend attributable to the period

Interim dividend declared and paid: 所宣派及派付之中期股息:

Syarikat Samling Timber Sdn. Bhd.
Samling Housing Products
Sdn. Bhd.

7. 所得稅 (續)

魯林木業(蒼山)有限公司(「魯林」)為本集團於二零零六年六月二十九日收購之附屬公司。魯林的首個獲利年度為二零零三年。魯林於二零零三年一月一日至二零零四年十二月三十一日止期間獲全數豁免繳納中國企業所得稅，並於二零零五年一月一日至二零零七年十二月三十一日止期間享有15%之優惠稅率。

由於三林合板有限公司(「三林合板」)(為本集團於二零零六年六月二十九日收購之附屬公司)乃位於中國南通經濟開發區內之生產型企業，三林合板享有15%之優惠中國企業所得稅稅率。三林合板之首個獲利年度為二零零四年。三林合板於二零零四年一月一日至二零零五年十二月三十一日止期間獲全數豁免中國企業所得稅，並於二零零六年一月一日至二零零八年十二月三十一日止期間享有7.5%之優惠稅率。

8. 股息

本公司自註冊成立以來從未派付或宣派任何股息。截至二零零五年十二月三十一日止六個月之股息是指本公司之下列附屬公司向其當時之股東宣派之股息。

(a) 期間股息

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
—	1,316
—	1,052
—	2,368

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

8. Dividends (continued)

(b) Dividend attributable to the previous financial year, approved and paid during the period

Final dividend in respect of the previous financial year, approved and paid during the period	期內批准及派付之前一財政年度之末期股息
-----------------------------------------------------------------------------------------------	---------------------

The rates of dividend and the number of shares ranking for dividends are not presented as such information is not meaningful having regard to the purpose of this report.

The Directors consider that the dividend payments, if any, made for the six months ended December 31, 2006 and 2005 are not indicative of the future dividend policy of the Company.

9. Earnings per share

The calculation of basic earnings per share is based on the net profit attributable to equity holders of the Company for each of the six months ended December 31, 2006 and 2005 and the 3,094,236,830 shares in issue as at February 23, 2007, being the date of the Company's prospectus, as if the shares were outstanding throughout the entire period.

There were no dilutive potential ordinary shares during the six months ended December 31, 2006 and 2005 and, therefore, diluted earnings per share are not presented.

8. 股息 (續)

(b) 期內批准及派付之前一財政年度股息

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
-	2,500

由於股息率和股份數目對編製本報告並無意義，本報告並未載列此等資料。

董事認為截至二零零六年及二零零五年十二月三十一日止六個月派付股息（如有）並非本公司未來股息政策之指標。

9. 每股盈利

截至二零零六年及二零零五年十二月三十一日止各六個月之每股基本盈利乃根據本公司股權持有人應佔溢利淨額及於二零零七年二月二十三日（即本公司之招股章程刊發日期）之3,094,236,830股已發行股份（假設股份於整個有關期間均已發行）。

截至二零零六年及二零零五年十二月三十一日止六個月並無具有潛在攤薄影響之普通股，故並無呈列每股攤薄盈利。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

10. Property, plant and equipment, net

(a) Acquisition and disposal

During the six months ended December 31, 2006, the Group acquired property, plant and equipment with an aggregate cost of US\$38,810,000 (six months ended December 31, 2005: US\$38,816,000). Items of property, plant and equipment with a net book value of US\$7,043,000 were disposed of during the six months ended December 31, 2006 (six months ended December 31, 2005: US\$3,943,000), resulting in a gain on disposal of US\$2,844,000 (six months ended December 31, 2005: US\$553,000).

- (b) Certain items of plant and machinery and equipment are pledged to banks for certain banking facilities granted to the Group as disclosed in note 15.

11. Plantation assets

Included in additions to the Group's plantation assets are interest capitalized of US\$4,271,000 and US\$4,503,000 and depreciation of property, plant and equipment of US\$134,000 and US\$84,000 for the six months ended December 31, 2006 and 2005 respectively.

During the six months ended December 31, 2006 and 2005, the Group harvested approximately 43,425 m³ and 53,758 m³ of wood, which had a fair value less estimated point-of-sale costs of US\$866,000 and US\$590,000 respectively at the date of harvest. The fair value includes any gain or loss on initial recognition of the logs at the point of harvesting.

10. 物業、廠房及設備，淨額

(a) 收購及出售

截至二零零六年十二月三十一日止六個月，本集團收購總成本為38,810,000美元(截至二零零五年十二月三十一日止六個月:38,816,000美元)之物業、廠房及設備。截至二零零六年十二月三十一日止六個月，本集團出售賬面淨值為7,043,000美元(截至二零零五年十二月三十一日止六個月:3,943,000美元)之物業、廠房及設備項目，因而產生一筆為數2,844,000美元(截至二零零五年十二月三十一日止六個月:553,000美元)之出售收益。

- (b) 本集團若干廠房、機器及設備項目已質押予銀行以取得本集團獲授之若干銀行授信，有關詳情於附註15披露。

11. 人工林資產

截至二零零六年及二零零五年十二月三十一日止六個月，已資本化為人工林資產之利息支出分別為4,271,000美元及4,503,000美元，已資本化為物業、廠房及設備之折舊分別為134,000美元及84,000美元。

截至二零零六年及二零零五年十二月三十一日止六個月，本集團約砍伐43,425立方米及53,758立方米木材，於砍伐之日，該等木材公允價值扣除估計銷售點成本分別為866,000美元及590,000美元。公允價值包括於砍伐地點初始確認原木之任何收益或虧損。

Notes to the Condensed Consolidated Interim Financial Statements (continued) 簡明綜合中期財務報表附註 (續)

11. Plantation assets (continued)

The Group's plantation assets in Malaysia and New Zealand were independently valued by Pöyry Forest Industry Pte Ltd ("Pöyry") and Chandler Fraser Keating Limited ("CFK"), respectively. In view of the non-availability of market value for immature trees in New Zealand and Malaysia, both Pöyry and CFK have applied the net present value approach whereby projected future net cash flows, based on their assessment of current timber log prices, were discounted at the rate of 8.5% for plantation assets in New Zealand and 10.2% for plantation assets in Malaysia for each of the period applied to pre-tax cash flows to provide a current market value of the plantation assets.

The discount rate used in the valuation of the plantation assets in New Zealand as at each balance sheet date was determined by reference to published discount rates, weighted average cost of capital analysis, internal rate of return analysis, surveyed opinion of forest valuers practice and the implied discount rate of forest sales transactions mainly in New Zealand over a period of time, with more weight given to the implied discount rate. In the absence of forest sales transactions in Malaysia, the discount rate used in Malaysia was based on the weighted average cost of capital which recognizes the weighted average cost of debt funded capital and equity capital.

The principal valuation methodology and assumptions adopted are as follows:

- A stand-based approach was employed whereby stands are scheduled to be harvested at or near their optimum economic rotation age.
- The cash flows are those arising from the current rotation of trees only. No account was taken of revenues or costs from re-establishment following harvest, or of land not yet planted.
- The cash flows do not take into account income taxation and finance costs.
- The cash flows have been prepared in real terms and have not therefore included inflationary effects.
- The impact of any planned future activity of the business that may impact the pricing of the logs harvested from the forest is not taken into account.

11. 人工林資產 (續)

本集團位於馬來西亞及新西蘭之人工林資產分別由Pöyry Forest Industry Pte Ltd (「Pöyry」)及Chandler Fraser Keating Limited (「CFK」)作獨立估值。鑒於無法取得新西蘭及馬來西亞未長成樹木之市場價值，Pöyry及CFK採用淨現值方法，以上述兩者對現時木材原木價格之評估作基準預測未來淨現金流量，根據8.5%將其位於新西蘭之人工林資產折現，並根據10.2%將其位於馬來西亞之人工林資產折現，各期採用除稅前現金流量以計算人工林資產之現行市場價值。

新西蘭人工林資產估值採用之貼現率乃參考已公佈之貼現率、加權平均成本資本分析、內含回報率分析、林木估值師作出之調查意見，以及期內於新西蘭進行之樹林銷售交易之隱含貼現率（隱含貼現率佔較大比重）而釐定。由於馬來西亞並無樹林銷售交易，馬來西亞人工林所採用之貼現率乃根據加權平均成本資本分析（確認撥付股本及債務資本加權平均成本）計算。

採用之主要估值方法及假設載列如下：

- 採用林分基準方法，當林分處於或接近其最佳經濟輪作期時安排砍伐。
- 現金流量僅依據現時樹木輪伐期計算。砍伐後重新種植新樹木或尚未種植土地之收入或成本並沒有計算在內。
- 現金流量並無考慮所得稅及財務成本。
- 現金流量根據實際條件所編製，故未考慮通脹之影響。
- 本集團並無考慮已規劃可能影響人工林砍伐之原木價格之未來業務活動之影響。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註(續)

11. Plantation assets (continued)

- Costs are current average costs. No allowance has been made for cost improvements in future operations.

Certain plantation assets are pledged to banks for certain banking facilities granted to the Group as disclosed in note 15.

12. Inventories

Timber logs	原木
Raw materials	原材料
Work in progress	在製品
Manufactured inventories	製成品
Stores and consumables	備用品及消耗品

13. Trade and other receivables

Trade receivables	應收貿易賬款
Prepayments, deposits and other receivables	預付款項、按金及其他應收款
Amounts due from related parties	應收關連方款項

11. 人工林資產(續)

- 成本指現時平均成本。並未有計入未來經營成本改善之影響。

本集團若干人工林資產已質押予銀行以取得若干銀行授信，有關詳情已披露於附註15。

12. 存貨

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
28,212	18,916
8,355	6,767
7,887	8,867
25,833	17,849
29,631	31,072
99,918	83,471

13. 應收貿易賬款及其他應收款

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
58,122	47,478
38,835	24,600
-	25,183
96,957	97,261

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

13. Trade and other receivables (continued)

Amounts due from related parties comprise advances, which are unsecured, interest free and recoverable upon demand.

Included in trade receivables are trade receivables due from related parties of US\$13,398,000 and US\$8,954,000 as at December 31, 2006 and June 30, 2006 respectively.

The Group normally allows a credit period ranging from 30 days to 90 days to its customers.

An ageing analysis of trade receivables is as follows:

Within 30 days	30日內
31-60 days	31-60日
61-90 days	61-90日
91-180 days	91-180日
181-365 days	181-365日
1-2 years	1-2年
2-3 years	2-3年

13. 應收貿易賬款及其他應收款 (續)

應收關連方款項為無抵押、免息及按要求收回之墊款。

於二零零六年十二月三十一日及二零零六年六月三十日，列為應收貿易賬款入賬之應收關連方貿易賬款分別為13,398,000美元及8,954,000美元。

本集團一般會給予客戶30日至90日之除賬期。

應收貿易賬款賬齡分析如下：

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
31,318	24,505
9,385	5,192
4,334	5,201
5,563	6,157
4,638	2,673
1,555	3,198
1,329	552
58,122	47,478

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

14. Cash and cash equivalents

Deposits	存款
Cash at bank and in hand	銀行及手頭現金
Cash and cash equivalents in the consolidated balance sheet	於綜合資產負債表中之現金及現金等價物
Bank overdrafts	銀行透支
Fixed deposits and bank balances held as security	已抵押之定期存款及銀行結存
Cash and cash equivalents in the consolidated cash flow statement	於綜合現金流量表中之現金及現金等價物

14. 現金及現金等價物

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
10,216	9,975
17,599	11,136
27,815	21,111
(26,185)	(28,540)
(9,999)	(9,664)
(8,369)	(17,093)

15. Bank and other borrowings

The bank overdrafts, loans and borrowings were secured as follows:

Overdrafts	透支
– unsecured	– 無抵押
– secured	– 有抵押
Bank loans and borrowings	銀行貸款及借款
– unsecured	– 無抵押
– secured	– 有抵押

15. 銀行及其他借款

銀行透支、貸款及借款之抵押如下：

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
11,187	16,435
14,998	12,105
26,185	28,540
88,702	94,121
136,578	128,372
225,280	222,493
251,465	251,033

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

15. Bank and other borrowings (continued)

The carrying values of assets secured for bank loans and borrowings were as follows:

Property, plant and equipment	物業·廠房及設備
Lease prepayments	租賃預付款項
Plantation assets	人工林資產
Cash and cash equivalents	現金及現金等價物

In addition, the Company's bank loan of US\$13,321,000 (June 30, 2006: US\$12,801,000) was secured by the Company's 59.69% equity interests in Lingui Developments Berhad ("Lingui"), a subsidiary of the Company.

The banking facilities of the Group amounted to US\$286,477,000 (June 30, 2006: US\$282,327,000), and were utilized to the extent of US\$251,465,000 (June 30, 2006: US\$251,033,000).

All of the Group's banking facilities are subject to the fulfilment of covenants, as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants, the drawn down facilities would become payable on demand. The Group regularly monitors its compliance with these covenants. As at December 31, 2006 and June 30, 2006, none of the covenants relating to drawn down facilities had been breached.

15. 銀行及其他借款 (續)

為銀行貸款及借款作抵押之資產賬面值如下:

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
35,493	35,634
1,439	1,462
190,875	157,545
9,999	9,664
237,806	204,305

此外·本公司13,321,000美元(二零零六年六月三十日:12,801,000美元)之銀行貸款以本公司於其附屬公司Lingui Developments Berhad(「Lingui」)之59.69%股本權益作抵押。

本集團之銀行融資額度達到286,477,000美元(二零零六年六月三十日:282,327,000美元)·而其中已動用之融資額度為251,465,000美元(二零零六年六月三十日:251,033,000美元)。

誠如一般常見的金融機構借款安排·本集團所有銀行授信均受契約履行之規限·倘若本集團違反契約·則已支取之授信將變成須按要求償還·本集團定期監察契約之合規情況·於二零零六年十二月三十一日及二零零六年六月三十日·並未出現違反有關已支取授信之契約之情況。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

16. Trade and other payables

Trade payables	應付貿易賬款
Other payables	其他應付款
Accrued expenses	預提費用
Amount due to related parties	應付關連方款項

Amounts due to related parties are unsecured, interest free and repayable on demand.

Included in trade payables are trade payables due to related parties of US\$10,482,000 and US\$10,818,000 as at December 31, 2006 and June 30, 2006 respectively.

An ageing analysis of trade payables is as follows:

Within 30 days	30日內
31–60 days	31–60日
61–90 days	61–90日
91–180 days	91–180日
181–365 days	181–365日
1–2 years	1–2年
2–3 years	2–3年

16. 應付貿易賬款及其他應付款

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
54,041	67,824
38,779	32,211
33,765	36,784
19,648	49,439
146,233	186,258

應付關連方款項為無抵押、免息及按要求償還。

於二零零六年十二月三十一日及二零零六年六月三十日，列入應付貿易賬款之應付關連方貿易賬款分別為10,482,000美元及10,818,000美元。

應付貿易賬款賬齡分析如下：

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
11,102	18,070
8,480	8,950
5,158	6,403
8,551	9,978
7,906	13,264
11,306	10,856
1,538	303
54,041	67,824

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

17. Seasonality of operations

In general, the Group's turnover during each financial year historically has been the weakest during the second and third quarters of its financial year as a result of holiday periods celebrated during such quarters by customers in various countries (such as Christmas and the Chinese New Year holiday). In addition, the Group's turnover is also affected by seasonal rainfall (including annual monsoons in Malaysia) and the seasonal timing of commencement of new construction activity in various nations (including Japan).

18. Capital commitments

Authorised and contracted for	已授權及訂約
Authorised but not contracted for	已授權但未訂約

19. Contingent liabilities

Details of the Group's outstanding litigations and claims have been disclosed in note 33(c) to the Accountants' Report. No contingent liabilities has arisen since the last annual balance sheet date.

20. Related party transactions

During the six months ended December 31, 2006 and 2005, transactions with the following parties are considered as related party transactions.

Name of party 關連方名稱

Yaw Holding Sdn. Bhd. ("Yaw Holding"),
its subsidiaries and associates
("Yaw Holding Group")
Yaw Holding Sdn. Bhd. (「Yaw Holding」)、
其附屬公司及聯營公司(「Yaw Holding集團」)

17. 營運季節性

一般而言，本集團於過去各財政年度之第二季及第三季均為有關財政年度營業額表現較遜色之時間，此乃因各國客戶於該等季度慶祝節日（例如聖誕節及農曆新年假期）。此外，本集團之營業額亦受季節性降雨（包括馬來西亞每年之雨季）及各國（包括日本）開始建屋之季節性時間所影響。

18. 資本承擔

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
6,325	957
14,846	63,099

19. 或然負債

有關本集團尚未審結之訴訟及索償之詳情於會計師報告附註33(c)披露。自上個年度結算日以來，並無產生或然負債。

20. 關連方交易

於截至二零零六年及二零零五年十二月三十一日止六個月，與以下人士進行之交易被視為關連方交易。

Relationship 關係

Yaw Holding is the ultimate
controlling party of the Company
Yaw Holding乃本公司之最終控制方

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

20. Related party transactions (continued)

Name of party

關連方名稱

Glenealy Plantations (Malaya) Berhad ("Glenealy")
and its subsidiaries ("Glenealy Group")

Glenealy Plantations (Malaya) Berhad (「Glenealy」)
及其附屬公司(「Glenealy集團」)

Sepangar Chemical Industry Sdn. Bhd. ("Sepangar")

Daiken Miri Sdn. Bhd. ("Daiken")

Rimalco Sdn. Bhd. ("Rimalco")

Magna-Foremost Sdn. Bhd. ("Magna-Foremost")

Foremost Crest Sdn. Bhd. ("Foremost Crest")

Samling International Limited ("SIL")
and its subsidiaries ("SIL Group")

Samling International Limited
(「SIL」)及其附屬公司(「SIL集團」)

Perkapalan Damai Timur Sdn. Bhd. ("PDT")

Arif Hemat Sdn. Bhd. ("Arif Hemat")

20. 關連方交易 (續)

Relationship

關係

Glenealy is an associate of the Group

Glenealy乃本集團之聯營公司

Sepangar is an associate of the Group
Sepangar乃本集團之聯營公司

Daiken is an associate of the Group
Daiken乃本集團之聯營公司

Rimalco is an associate of the Group
Rimalco乃本集團之聯營公司

Magna-Foremost is a jointly controlled entity
of the Group
Magna-Foremost乃本集團之共同控制實體

Foremost Crest is a jointly controlled entity
of the Group
Foremost Crest乃本集團之共同控制實體

SIL is controlled by the father of
Mr. Yaw Chee Ming
SIL由Yaw Chee Ming先生之父親控制

PDT is a shareholder of the Company,
and is controlled by Tuan Haji Wan Morshidi bin
Tuanku Abdul Rahman
PDT乃本公司之股東·由Tuan Haji Wan
Morshidi bin Tuanku Abdul Rahman控制

Arif Hemat is controlled by Tuan Haji Wan
Morshidi bin Tuanku Abdul Rahman
Arif Hemat由Tuan Haji Wan Morshidi bin
Tuanku Abdul Rahman控制

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

20. Related party transactions (continued)

Name of party

關連方名稱

3D Networks Sdn. Bhd. ("3D Networks")

Si Khiong Industries Sdn. Bhd. ("Si Khiong")

PT Batamec ("PT Batamec")

Sojitz Building Materials Corporation
(previously known as Sun Building
Materials Corporation) ("Sojitz Building")
Sojitz Building Materials Corporation
(前稱Sun Building Materials Corporation)
(「Sojitz Building」)

SUS Company, LLC ("SUS"), Pi Zhou
Yanglin Woodware Co., Ltd. ("Yanglin")
and Pacific Plywood Co., Ltd.
SUS Company, LLC (「SUS」) · 邳州楊林木業有限公司
(「楊林」) 及徐州加林木業有限公司 (徐州加林)

Yong Joo Sawmill Sdn. Bhd. ("Yong Joo Sawmill")

20. 關連方交易 (續)

Relationship

關係

3D Networks is controlled by
Mr. Yaw Chee Ming
3D Networks由Yaw Chee Ming先生控制

Si Khiong is controlled by the father-in-law of
Mr. Yaw Chee Ming
Si Khiong由Yaw Chee Ming先生之岳父控制

PT Batamec is controlled by the father of
Mr. Yaw Chee Ming
PT Batamec由Yaw Chee Ming先生之父親控制

Sojitz Building is a subsidiary of Sojitz Corporation,
a substantial shareholder of Samling Housing
Products Sdn. Bhd., a subsidiary of the Group
Sojitz Building乃雙日株式會社之附屬公司·
為本集團之附屬公司Samling Housing
Products Sdn. Bhd.之主要股東

SUS, Yanglin and Pacific Plywood are controlled
by Mr. Chia Ti Lin, Colin, a senior management
of the Group
SUS · 楊林及徐州加林由本集團之高級管理
人員Chia Ti Lin, Colin先生控制

Yong Joo Sawmill is an associate of Titimas
Global Agencies Sdn. Bhd., a company
controlled by Mr. Pui Kian Onn, a director of
Riverside, a subsidiary of the Group
Yong Joo Sawmill乃Titimas Global Agencies
Sdn. Bhd. (由本集團之附屬公司三林合板
之董事Pui Kian Onn先生控制) 之聯營公司

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

20. Related party transactions (continued)

Particulars of significant transactions between the Group and the above related parties during the six months ended December 31, 2006 and 2005 are as follows:

(a) Transactions

<i>Sale of goods to:</i>	<i>出售商品予:</i>
Sojitz Building	Sojitz Building
Yaw Holding Group	Yaw Holding集團
Rimalco	Rimalco
SIL Group	SIL 集團
Glenealy Group	Glenealy集團
Daiken	Daiken
Magna-Foremost	Magna-Foremost
SUS	SUS
Pacific Plywood	徐州加林
Yong Joo Sawmill	Yong Joo Sawmill

<i>Provision of services to:</i>	<i>提供服務予:</i>
Yaw Holding Group	Yaw Holding集團
Glenealy Group	Glenealy集團
Daiken	Daiken
Rimalco	Rimalco
Magna-Foremost	Magna-Foremost
Foremost Crest	Foremost Crest

20. 關連方交易 (續)

截至二零零六年及二零零五年十二月三十一日止六個月，本集團與上述關連方進行之重要交易詳情如下：

(a) 交易

Six months ended December 31, 截至十二月三十一日止六個月

2006 二零零六年 US\$'000 千美元	2005 二零零五年 US\$'000 千美元
5,652	6,362
190	192
4,840	1,957
535	796
800	717
20	22
1,235	1,200
10,668	—
177	—
475	—
24,592	11,246
2,122	669
813	78
50	21
2	22
246	11
48	47
3,281	848

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

20. Related party transactions (continued)

(a) Transactions (continued)

20. 關連方交易 (續)

(a) 交易 (續)

		Six months ended December 31, 截至十二月三十一日止六個月	
		2006 二零零六年 <i>US\$'000</i> 千美元	2005 二零零五年 <i>US\$'000</i> 千美元
<i>Rental of properties and equipment to:</i>	<i>租賃物業及設備予:</i>		
Rimalco	Rimalco	136	126
Daiken	Daiken	73	96
Yaw Holding Group	Yaw Holding集團	8	8
3D Networks	3D Networks	20	16
Glenealy Group	Glenealy集團	–	25
Magna-Foremost	Magna-Foremost	9	8
		246	279
<i>Sale of property, plant and equipment to:</i>	<i>出售物業、廠房及設備予:</i>		
Glenealy Group	Glenealy集團	116	–
<i>Purchase of goods from:</i>	<i>從下列關連方購買貨品:</i>		
Sepangar	Sepangar	6,065	5,515
Yaw Holding Group	Yaw Holding集團	2,537	383
Si Khiong	Si Khiong	2,006	1,959
Daiken	Daiken	1,251	1,997
Glenealy Group	Glenealy集團	874	–
Magna-Foremost	Magna-Foremost	–	211
Yanglin	楊林	2,029	–
Pacific Plywood	徐州加林	1,952	–
		16,714	10,065
<i>Purchase of services from:</i>	<i>從下列關連方購買服務:</i>		
Yaw Holding Group	Yaw Holding集團	503	597
Glenealy Group	Glenealy集團	3	3
		506	600
<i>Purchase of property, plant and equipment from:</i>	<i>從下列關連方購買物業、廠房及設備:</i>		
Si Khiong	Si Khiong	11,069	2,972

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

20. Related party transactions (continued)

(a) Transactions (continued)

The directors of the Company are of the opinion that the above related party transactions were conducted on normal terms and were priced with reference to prevailing market prices, and in the ordinary course of business.

(b) Amounts due from related parties

Yaw Holding Group	Yaw Holding集團
PDT	PDT
SIL Group	SIL集團
Rimalco	Rimalco
Arif Hemat	Arif Hemat

As at June 30, 2006, amounts due from related parties are unsecured, interest free and are expected to be recovered within one year. Pursuant to a settlement agreement dated September 30, 2006, the amounts due from and due to related parties as at that date (note 20(c)) were assigned to Samling Strategic Corporation Sdn. Bhd. ("SSC"), the immediate parent of the Company.

20. 關連方交易 (續)

(a) 交易 (續)

本公司董事認為上述關連方交易乃於日常業務過程中按一般條款進行，並參照當時市價定價。

(b) 應收關連方款項

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
-	14,046
-	6,058
-	5,040
-	26
-	13
-	25,183

於二零零六年六月三十日，應收關連方款項為無抵押、免息，並預期將於一年內收回。根據日期為二零零六年九月三十日之清償協議，截至該日應收及應付關連方款項(附註20(c))已出讓予本公司之直接母公司Samling Strategic Corporation Sdn. Bhd. (「SSC」)。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註(續)

20. Related party transactions (continued)

(c) Amounts due to related parties

Yaw Holding Group	Yaw Holding集團
SIL Group	SIL集團
PDT	PDT

Amounts due to related parties are unsecured, interest free and are expected to be repaid within one year.

21. Post balance sheet events

- (a) On February 4, 2007, each of the ordinary shares of the Company of par value US\$1 were subdivided into 10 ordinary shares of US\$0.10 each. A total of 3,084,445,800 ordinary shares of US\$0.10 each were issued to SSC, Tapah Plantation Sdn. Bhd., Perkapalan Damai Timur Sdn. Bhd., Merawa Holding Sdn. Bhd., Mr Yong Nyan Siong, Mr Wong Lee Ung, Datuk Yaw Teck Seng, Samling International Limited and Glory Winner Trading Limited as remaining consideration for acquiring their interests in subsidiaries of the Company and for the capitalization of US\$17,714,000 due to SSC.

On March 7, 2007, 1,050,000,000 additional ordinary shares of US\$0.10 each were issued and offered for subscription at a price of HK\$2.08 per share upon the listing of the Company's shares on the Main Board of SEHK. On March 20, 2007, an additional 157,500,000 shares of US\$0.10 each were issued at HK\$2.08 per share under the over-allotment option.

20. 關連方交易(續)

(c) 應付關連方款項

At December 31, 2006 於二零零六年 十二月三十一日 US\$'000 千美元	At June 30, 2006 於二零零六年 六月三十日 US\$'000 千美元
19,648	47,790
-	16
-	1,633
19,648	49,439

應付關連方款項為無抵押、免息並預期將於一年內償還。

21. 結算日後事項

- (a) 於二零零七年二月四日，本公司每股面值1美元之普通股拆細為十股每股面值0.10美元之普通股。本公司合共3,084,445,800股每股面值0.10美元之普通股發行予SSC、Tapah Plantation Sdn. Bhd.、Perkapalan Damai Timur Sdn. Bhd.、Merawa Holding Sdn. Bhd.、Yong Nyan Siong先生、Wong Lee Ung先生、拿督丘德星、Samling International Limited及Glory Winner Trading Limited，以作為收購彼等於本公司之附屬公司權益之餘下代價及資本化應付SSC之款項17,714,000美元。

於二零零七年三月七日，本公司額外發行1,050,000,000股每股面值0.10美元之普通股，並於本公司股份於聯交所主板上市時以每股2.08港元之認購價提呈認購該等股份。於二零零七年三月二十日，根據超額配股權按發行價每股2.08港元額外發行157,500,000股每股面值0.10美元之股份。

Notes to the Condensed Consolidated Interim Financial Statements (continued)

簡明綜合中期財務報表附註 (續)

21. Post balance sheet events (continued)

The Company's shares were successfully listed on the Main Board of SEHK on March 7, 2007.

- (b) On December 29, 2006, the Standing Committee of the Tenth National People's Congress ("NPC") of the PRC passed a resolution to submit the draft corporate income tax law to the Tenth NPC plenary session for voting. According to the income tax law that was passed at the Tenth NPC plenary session on March 16, 2007, the standard income tax rate is changed from 33% to 25% effective from January 1, 2008.

21. 結算日後事項 (續)

於二零零七年三月七日，本公司之股份成功於聯交所主板上市。

- (b) 於二零零六年十二月二十九日，中國第十屆全國人民代表大會（「全國代表大會」）常務委員會通過決議案提呈企業所得稅法草案於第十屆全國代表大會全體會議投票。根據於二零零七年三月十六日第十屆全國代表大會全體會議上通過之所得稅法例，標準所得稅稅率自二零零八年一月一日起由33%改為25%。

Independent Review Report to the Board of Directors of Samling Global Limited 致三林環球有限公司 董事會之獨立審閱報告



Introduction

We have been instructed by the Company to review the interim financial report set out on pages 10 to 40.

Respective Responsibilities of Directors and Auditors

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of an interim financial report to be in compliance with the relevant provisions thereof and International Accounting Standard 34, Interim financial reporting promulgated by the International Accounting Standards Board. The interim financial report is the responsibility of, and has been approved by, the directors.

It is our responsibility to form an independent conclusion, based on our review, on the interim financial report and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Review Work Performed

We conducted our review in accordance with Statement of Auditing Standards 700, Engagements to review interim financial reports issued by the Hong Kong Institute of Certified Public Accountants. A review consists principally of making enquiries of Group management and applying analytical procedures to the interim financial report and based thereon, assessing whether the accounting policies and presentation have been consistently applied unless otherwise disclosed. A review excludes audit procedures such as tests of controls and verification of assets, liabilities and transactions. It is substantially less in scope than an audit and therefore provides a lower level of assurance than an audit. Accordingly, we do not express an audit opinion on the interim financial report.

引言

吾等受 貴公司委託對載於第10至第40頁之中期財務報告進行審閱。

董事及核數師各自之責任

根據香港聯合交易所有限公司證券上市規則之規定，上市公司必須符合上市規則中相關規定及國際會計準則委員會所頒佈之國際會計準則第34號「中期財務報告」編製中期財務報告。中期財務報告由董事負責，並由董事批准通過。

吾等之責任是根據吾等審閱工作之結果，對中期財務報告作出獨立結論，並按照吾等雙方所協定之聘任條款，僅向整體董事會報告。除此之外，吾等之報告書不可用作其他用途。吾等概不就本報告書之內容，對任何其他人士負責或承擔法律責任。

所進行之審閱工作

吾等是按照香港會計師公會頒佈之核數準則第700號「中期財務報告的委聘」進行審閱。審閱工作主要包括向 貴集團管理層作出查詢及對中期財務報告應用分析程序，並就此評估財務報告中會計政策及呈列方式是否貫徹運用（賬目中另行披露者除外）。審閱工作不包括審核程序中對控制之測試及核實資產、負債和交易。由於審閱工作之範圍遠較審核工作少，所給予之保證程度也較審核低。因此，吾等不會對中期財務報告發表審核意見。

Independent Review Report
to the Board of Directors of Samling Global Limited (continued)
致三林環球有限公司
董事會之獨立審閱報告 (續)

Review Conclusion

On the basis of our review, which does not constitute an audit, we are not aware of any material modifications that should be made to the interim financial report for the six months ended 31 December 2006.

KPMG

Certified Public Accountants
Hong Kong, March 26, 2007

審閱結論

根據這項審閱工作(並不構成審核),吾等並無察覺截至二零零六年十二月三十一日止六個月之中期財務報告須作出任何重大修訂。

畢馬威會計師事務所

執業會計師
香港·二零零七年三月二十六日

Management Discussion and Analysis

管理層討論及分析

Business Review

Turnover

The table below sets out our turnover and percentage of our turnover attributable to our major business segments for six months period ended December 31, 2006 and 2005.

業務回顧

營業額

下表載列本集團於截至二零零六年及二零零五年十二月三十一日止六個月期間之營業額及各主要業務分部應佔營業額之百分比。

		Six months ended December 31, 截至十二月三十一日止六個月			
		2006 二零零六年		2005 二零零五年	
		US\$ in '000	Percentage of Turnover 佔營業額 之百分比	US\$ in '000	Percentage of Turnover 佔營業額 之百分比
		千美元	之百分比	千美元	之百分比
Logs	原木	93,771	31.4%	61,049	32.5%
Plywood and veneer	膠合板及單板	174,868	58.6%	95,424	50.8%
Upstream support	上游輔助業務	10,098	3.4%	12,270	6.5%
Other timber operations	其他木材業務	14,229	4.8%	14,445	7.7%
Non-timber operations	非木材業務	5,301	1.8%	4,661	2.5%
Total	總計	298,267	100.0%	187,849	100.0%

Our turnover increased by US\$110.4 million or 58.8%, from US\$187.8 million for the six months ended December 31, 2005 to US\$298.3 million for the six months ended December 31, 2006, attributable primarily to an increase in revenue from log sales and plywood and veneer sales, due to an increase in selling price and increased volume of such products.

本集團之營業額由截至二零零五年十二月三十一日止六個月之187,800,000美元增加110,400,000美元或58.8%至截至二零零六年十二月三十一日止六個月之298,300,000美元。營業額增加來自原木銷售以及膠合板及單板銷售之收入增加主要是由於原木、膠合板及單板之售價及銷量上升所致。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Logs

Revenue from logs increased by US\$32.7 million, or approximately 53.6%, to US\$93.8 million for the six months ended December 31, 2006 from US\$61.0 million for the six months ended December 31, 2005. This increase in revenue from log sales was primarily the result of a 23.9% increase in the weighted average sales price of exported hardwood logs to US\$168.76 per m³ for the six months ended December 31, 2006 from US\$136.13 per m³ for the six months ended December 31, 2005, together with an increase in hardwood log sales export volumes. We exported 438,000 m³ of hardwood logs in the six months ended December 31, 2006, a 37.7% increase from the 318,000 m³ of hardwood logs exported in six months ended December 31, 2005. The increase in weighted average sales price of exported hardwood logs was mainly due to global supply and demand factors influencing the market price of exported hardwood logs. The increase in volume of our hardwood logs exported was due to us being able to extract greater volumes of hardwood logs, in particular from our forest areas in Sarawak, Malaysia with more favorable weather conditions being experienced during the six months ended December 31, 2006 compared to the six months ended December 31, 2005.

Plywood and veneer

Revenue from plywood and veneer sales increased by US\$79.4 million, or approximately 83.3%, from US\$95.4 million for the six months ended December 31, 2005 to US\$174.9 million for the six months ended December 31, 2006. The increase in revenue from plywood and veneer sales was primarily the result of an increase in the weighted average sales price of exported plywood and an increase in plywood sales export volumes for the six months ended December 31, 2006 compared to the six months ended December 31, 2005.

業務回顧 (續)

原木

本集團來自原木之收入由截至二零零五年十二月三十一日止六個月之61,000,000美元增加32,700,000美元或約53.6%至截至二零零六年十二月三十一日止六個月之93,800,000美元。來自原木銷售收入之增長主要由於出口硬木原木之加權平均售價由截至二零零五年十二月三十一日止六個月之每立方米136.13美元增加23.9%至截至二零零六年十二月三十一日止六個月之每立方米168.76美元，以及硬木原木出口銷量上升所致。截至二零零六年十二月三十一日止六個月，本集團硬木原木出口量由截至二零零五年十二月三十一日止六個月出口之318,000立方米硬木原木上升37.7%至438,000立方米。出口硬木原木加權平均售價上漲，主要是由於全球供求因素帶動影響出口硬木原木市價所致。由於與截至二零零五年十二月三十一日止六個月相比，截至二零零六年十二月三十一日止六個月，本集團位於馬來西亞砂朥越之林區天氣狀況較為有利，令本集團得以採伐更多硬木原木，故令本集團硬木原木出口量上漲。

膠合板及單板

本集團來自膠合板及單板銷售之收入由截至二零零五年十二月三十一日止六個月之95,400,000美元增長79,400,000美元或約83.3%至截至二零零六年十二月三十一日止六個月之174,900,000美元。來自膠合板及單板銷售之收入增長，主要由於截至二零零六年十二月三十一日止六個月出口膠合板加權平均售價上揚及該期間膠合板出口銷量增加所致。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Plywood and veneer (continued)

Revenue from plywood sold in six months ended December 31, 2006 increased by US\$69.6 million, or approximately 86.1%, to US\$150.5 million from US\$80.9 million in the six months ended December 31, 2005. Weighted average prices for exported plywood for the six months ended December 31, 2006 was US\$487.74 per m³, which was approximately 41.5% higher than the weighted average sales prices of US\$344.80 per m³ for the six months ended December 31, 2005. Our volume of plywood export sales increased by approximately 33.3% to 296,900 m³ in the six months ended December 31, 2006 from 222,700 m³ in the six months ended December 31, 2005. The increase in the weighted average sales price of exported plywood was mainly due to global supply and demand factors influencing the market price of exported plywood, principally an increase in new housing starts in Japan. The increase in volume of plywood exported was mainly attributable to us increasing our production of plywood in response to increased sales prices for exported plywood and due to our acquisition of a plywood mill located in Sibuluan, Sarawak which commenced operation in January 2006.

Revenue from veneer sold in the six months ended December 31, 2006 increased by US\$9.8 million, or approximately 67.7%, to US\$24.4 million from US\$14.5 million in the six months ended December 31, 2005. The increase in revenue from veneer was a result of an increase in the weighted average sales price of veneer (both for export sales and local sales) and an increase in sales volume of veneer (both for export sales and local sales). The weighted average sales price for exported veneer for the six months ended December 31, 2006 was US\$336.51 per m³, which was approximately 37.3% greater than the weighted average sales price of US\$245.06 per m³ for the six months ended December 31, 2005. Weighted average local veneer prices for the six months ended December 31, 2006 were US\$293.76 per m³, which were approximately 45.8% higher than the weighted average sales prices of US\$201.47 per m³ for the six months ended December 31, 2005. We exported 45,100 m³ of veneer in the six months ended December 31, 2006, a 10.5% increase from the 40,800 m³ exported in the six months ended December 31, 2005. We sold 31,300 m³ of veneer locally in the six months ended December 31, 2006, a 38.5% increase from the 22,600 m³ sold locally in the six months ended December 31, 2005. The increase in veneer weighted average sales prices was primarily due to increased weighted average sales prices of plywood, for which veneer is an input. The increase in our sales volume for veneer was primarily due to our construction of a new veneer mill located in Layun, Sarawak, which commenced operation in December 2005.

業務回顧 (續)

膠合板及單板 (續)

來自銷售膠合板之收入由截至二零零五年十二月三十一日止六個月之80,900,000美元增長69,600,000美元或約86.1%至截至二零零六年十二月三十一日止六個月之150,500,000美元。截至二零零六年十二月三十一日止六個月出口膠合板之加權平均價格為每立方米487.74美元，較截至二零零五年十二月三十一日止六個月之每立方米344.80美元上漲約41.5%。本集團膠合板出口銷量由截至二零零五年十二月三十一日止六個月之222,700立方米增加約33.3%至截至二零零六年十二月三十一日止六個月之296,900立方米。出口膠合板之加權平均售價上揚，主要受影響出口膠合板市價之全球供需因素所致，其主要是受日本新建住宅樓宇增加所影響。膠合板出口量上漲主要是由於本集團應出口膠合板價格上升從而相應增產膠合板，加上本集團收購一間位於砂朥越詩巫之膠合板製造廠於二零零六年一月投產所致。

來自銷售單板之收入由截至二零零五年十二月三十一日止六個月之14,500,000美元增加9,800,000美元或約67.7%至截至二零零六年十二月三十一日止六個月之24,400,000美元。由於單板之加權平均售價（出口銷售及本地銷售）上揚及單板銷量（出口銷售及本地銷售）增加影響，因而令來自單板之收入上升。出口單板之加權平均售價由截至二零零五年十二月三十一日止六個月之每立方米245.06美元上漲約37.3%至截至二零零六年十二月三十一日止六個月之每立方米336.51美元。本地單板之加權平均售價由截至二零零五年十二月三十一日止六個月之每立方米201.47美元上漲約45.8%至截至二零零六年十二月三十一日止六個月之每立方米293.76美元。本集團出口之單板出口量由截至二零零五年十二月三十一日止六個月之40,800立方米增加10.5%至截至二零零六年十二月三十一日止六個月之45,100立方米。本集團於本地出售之單板由截至二零零五年十二月三十一日止六個月之22,600立方米增加38.5%至截至二零零六年十二月三十一日止六個月之31,300立方米。單板加權平均售價上揚，主要是由於膠合板加權平均售價上揚所致（單板是生產膠合板之材料之一）。本集團之單板銷量增加，主要是由於本集團於砂朥越Layun新建造之一間單板製造廠於二零零五年十二月投入運作所致。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Upstream support

Revenue from upstream support decreased by US\$2.2 million, or approximately 17.7%, to US\$10.1 million for the six months ended December 31, 2006 from US\$12.3 million for the six months ended December 31, 2005. This decrease reflects our acquisition on June 29, 2006 of Merawa Sdn. Bhd., to which we provide upstream support services. Due to such acquisition, our revenue from the provision of upstream support services to such company is subject to intercompany elimination for the six months ended December 31, 2006, thereby decreasing our revenue from upstream support in the six months ended December 31, 2006 as a result of the required accounting treatment of post-acquisition sales to such company.

Other timber operations

Revenue from other timber operations decreased by US\$0.2 million or approximately 1.5%, to US\$14.2 million in the six months ended December 31, 2006 from US\$14.4 million in the six months ended December 31, 2005. This decrease was primarily due to a decrease in revenue from our housing products.

Non-timber operations

Revenue from non-timber operations increased by US\$0.6 million or approximately 13.7%, to US\$5.3 million in the six months ended December 31, 2006 from US\$4.7 million in the six months ended December 31, 2005. This increase was primarily attributable to an increase in revenue from our production and local sales of glue in China.

Cost of sales

Cost of sales increased by US\$44.5 million or 27.1%, to US\$209.0 million for the six months ended December 31, 2006 from US\$164.5 million for the six months ended December 31, 2005. Cost of sales increased due to increased turnover in the six months ended December 31, 2006. For the six months ended December 31, 2006, as compared to the six months ended December 31, 2005, the principal components of our cost of sales experiencing increase were fuel, personnel and depreciation costs.

業務回顧 (續)

上游輔助業務

來自上游輔助業務之收入由截至二零零五年十二月三十一日止六個月之12,300,000美元下降2,200,000美元或約17.7%至截至二零零六年十二月三十一日止六個月之10,100,000美元，反映了本集團於二零零六年六月二十九日收購Merawa Sdn. Bhd.，本集團向該公司提供上游輔助服務。由於進行有關收購，截至二零零六年十二月三十一日止六個月，本集團來自向該公司提供上游輔助服務之收入須作公司間對銷，而由於對有關公司於收購後所進行之銷售作出之會計處理方法，故本集團截至二零零六年十二月三十一日止六個月來自上游輔助業務之收入減少。

其他木材業務

來自其他木材業務之收入由截至二零零五年十二月三十一日止六個月之14,400,000美元減少200,000美元或約1.5%至截至二零零六年十二月三十一日止六個月之14,200,000美元。收入減少，主要是由於來自本集團住宅建築產品之收入減少所致。

非木材業務

來自非木材業務之收入由截至二零零五年十二月三十一日止六個月之4,700,000美元增加600,000美元或約13.7%至截至二零零六年十二月三十一日止六個月之5,300,000美元。收入增加，主要是由於本集團來自在中國生產及本地銷售膠水之收入增加所致。

銷售成本

銷售成本由截至二零零五年十二月三十一日止六個月之164,500,000美元增加44,500,000美元或27.1%至截至二零零六年十二月三十一日止六個月之209,000,000美元。銷售成本增加，主要是由於截至二零零六年十二月三十一日止六個月之營業額增加所致。與截至二零零五年十二月三十一日止六個月相比，於截至二零零六年十二月三十一日止六個月上漲之主要銷售成本為燃料、員工及折舊成本。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Cost of sales (continued)

Our cost of sales as a percentage of turnover was 70.1% for the six months ended December 31, 2006, as compared with 87.6% for the six months ended December 31, 2005. This decrease in cost of sales as a percentage of turnover was primarily due to an increase in turnover as a result of an increase in the weighted average selling price for, logs, plywood and veneer for the six months ended December 31, 2006.

Gross profit and gross profit margin

Gross profit increased by US\$65.9 million, or approximately 282.1%, to US\$89.2 million for the six months ended December 31, 2006 from US\$23.4 million for the six months ended December 31, 2005. This increase was primarily attributable to the increase in average sales prices of logs, plywood and veneer sold and increase in volume of exported logs, plywood and veneer sold.

Gross profit margin for the six months ended December 31, 2006 increased to 29.9%, as compared to a gross profit margin of 12.4% for the six months ended December 31, 2005, primarily as a result of increased margins from log, plywood and veneer sales.

Other operating income

Other operating income increased by US\$2.3 million, or approximately 178.4%, from US\$1.3 million for the six months ended December 31, 2005 to US\$3.6 million for the six months ended December 31, 2006, primarily due to disposals of property, plant and equipment during the six months ended December 31, 2006 primarily consisting of used logging equipment sold to third parties.

Distribution costs

Distribution costs increased by US\$1.3 million, or approximately 56.0%, from US\$2.4 million for the six months ended December 31, 2005 to US\$3.7 million for the six months ended December 31, 2006 due to increased volumes of plywood and veneer sold in the six months ended December 31, 2006, primarily reflecting an increase in inland transportation costs for bringing our downstream wood products to port.

業務回顧 (續)

銷售成本 (續)

截至二零零六年十二月三十一日止六個月，本集團之銷售成本佔營業額之百分比為70.1%，而截至二零零五年十二月三十一日止六個月則佔87.6%。銷售成本佔營業額之百分比下降，主要是由於截至二零零六年十二月三十一日止六個月，原木、膠合板及單板之加權平均售價上升，令原木、膠合板及單板之營業額增加所致。

毛利及毛利率

毛利由截至二零零五年十二月三十一日止六個月之23,400,000美元增加65,900,000美元或約282.1%至截至二零零六年十二月三十一日止六個月之89,200,000美元。毛利增加，主要是由於所銷售原木、膠合板及單板之平均售價上漲，以及出口原木及所銷售膠合板及單板之銷量均見增加所致。

毛利率由截至二零零五年十二月三十一日止六個月之12.4%增至截至二零零六年十二月三十一日止六個月之29.9%，主要是由於原木、膠合板及單板銷售之利潤增加。

其他經營收入

其他經營收入由截至二零零五年十二月三十一日止六個月之1,300,000美元增加2,300,000美元或約178.4%至截至二零零六年十二月三十一日止六個月之3,600,000美元，主要是由於截至二零零六年十二月三十一日止六個月向第三方出售物業、廠房及設備（主要包括二手砍伐原木設備）。

分銷成本

分銷成本由截至二零零五年十二月三十一日止六個月之2,400,000美元增加1,300,000美元或約56.0%至截至二零零六年十二月三十一日止六個月之3,700,000美元。分銷成本增加，是由於截至二零零六年十二月三十一日止六個月內膠合板及單板之銷量增加，主要反映了本集團將下游木製品運往港口之內陸運輸成本增加。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Administrative expenses

Administrative expenses increased by US\$4.5 million, or 63.0%, to US\$11.7 million for the six months ended December 31, 2006 from US\$7.2 million for the six months ended December 31, 2005, primarily as a result of us making a provision for increased incentives to employees during the six months ended December 31, 2006 in the amount of approximately US\$3.3 million.

Other operating expenses

Other operating expenses decreased by US\$1.0 million, or 92.5%, to US\$0.1 million for the six months ended December 31, 2006 from US\$1.1 million for the six months ended December 31, 2005. For the six months period ended December 31, 2005, we recognised an inventory loss net of insurance compensation arising from a fire at one of our veneer warehouses in Malaysia.

Gain/(loss) from changes in fair value of plantation assets less estimated point-of-sale costs

Unrealized gain from changes in fair value of plantation assets less estimated point-of-sale costs increased by US\$5.8 million, or approximately 194.0%, to an unrealized gain of US\$2.8 million for the six months ended December 31, 2006 from an unrealized loss of US\$3.0 million for the six months ended December 31, 2005. Our US\$2.8 million unrealized gain in changes in fair value of plantation assets less estimated point-of-sale costs for the six months ended December 31, 2006 was primarily due to an increase in prevailing market sales price for softwood logs for the six months ended December 31, 2006 as compared to the financial year ended June 30, 2006. By comparison, our US\$3.0 million unrealized loss in changes in fair value of plantation assets less estimated point-of-sale costs for the six months ended December 31, 2005 was primarily due to a decrease in assumed average log prices used to make such calculation offset in part by a decrease in the relevant discount factor (reflecting changes in implied discount rates of recent forest sales transactions).

業務回顧 (續)

行政開支

行政開支由截至二零零五年十二月三十一日止六個月之7,200,000美元增加4,500,000美元或63.0%至截至二零零六年十二月三十一日止六個月之11,700,000美元。主要是由於截至二零零六年十二月三十一日止六個月內對員工獎勵之撥備增加約3,300,000美元。

其他經營開支

其他經營開支由截至二零零五年十二月三十一日止六個月之1,100,000美元減少1,000,000美元或92.5%至截至二零零六年十二月三十一日止六個月之100,000美元。於截至二零零五年十二月三十一日止六個月期間，本集團確認於馬來西亞之一間單板貨倉起火所引致之存貨損失(扣除保險賠償)。

人工林資產公允價值變動扣除估計銷售點成本所產生之收益／(虧損)

人工林資產公允價值變動扣除估計銷售點成本之收益由截至二零零五年十二月三十一日止六個月之未變現虧損3,000,000美元增加5,800,000美元或約194.0%至截至二零零六年十二月三十一日止六個月之未變現收益2,800,000美元。截至二零零六年十二月三十一日止六個月，本集團錄得人工林資產公允價值變動扣除估計銷售點成本所產生之未變現收益2,800,000美元。乃主要由於截至二零零六年十二月三十一日止六個月之軟木原木當前之市場售價較截至二零零六年六月三十日止財政年度增加所致。相比之下，本集團於截至二零零五年十二月三十一日止六個月之人工林資產公允價值扣除估計銷售點成本之變動所得之未變現虧損為3,000,000美元。錄得虧損主要是由於計算時使用之假定平均原木價格有所減少。惟部分為相關貼現因素減少(反映最近林木銷售交易之引申貼現率變動)所抵銷。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Profit from operations and operating margin

Primarily as a result of the increase in average sales price of logs, plywood and veneer sold and increases in volume of exported logs, and of plywood and veneer, sold, profits from operations increased by US\$69.1 million, or approximately 626.5%, to US\$80.1 million for the six months ended December 31, 2006, as compared to a profit from operations of US\$11.0 million for the six months ended December 31, 2005.

Our operating profit margin was 26.9% for the six months ended December 31, 2006 as compared to 5.9% for the six months ended December 31, 2005. This increase in operating margin was primarily due to an increase in our gross margin as weighted average selling prices increased for logs, plywood and veneer for the six months ended December 31, 2006.

Net financing costs

Financial income increased by US\$4.8 million, or approximately 153.9%, to US\$7.9 million for the six months ended December 31, 2006 from US\$3.1 million for the six months ended December 31, 2005.

However, financial expenses increased by US\$2.9 million, or approximately 36.2%, to US\$10.8 million in the six months ended December 31, 2006 from US\$7.9 million in the six months ended December 31, 2005.

The increase in financial income in the six months ended December 31, 2006 was primarily due to the recognition of unrealized foreign exchange gain of US\$7.5 million in the six months ended December 31, 2006, as compared to unrealized foreign exchange loss of US\$1.3 million in the six months ended December 31, 2005.

Primarily as a result of the foregoing, net financing costs decreased by US\$1.9 million, or approximately 39.4%, to US\$2.9 million for the six months ended December 31, 2006 from US\$4.8 million for the six months ended December 31, 2005.

業務回顧 (續)

經營溢利及經營溢利率

本集團截至二零零五年十二月三十一日止六個月之經營溢利達80,100,000美元，較截至二零零五年十二月三十一日止六個月之經營溢利11,000,000美元增加69,100,000美元或約626.5%，主要是由於所銷售原木、膠合板及單板之平均售價上漲、出口原木數量增加以及所銷售膠合板及單板數量增加所致。

截至二零零六年十二月三十一日止六個月，本集團之經營溢利率為26.9%，而截至二零零五年十二月三十一日止六個月則為5.9%。經營溢利率增加，主要是由於截至二零零六年十二月三十一日止六個月，原木、膠合板及單板之加權平均售價上升，令本集團之毛利率上升所致。

財務成本淨額

財務收入由截至二零零五年十二月三十一日止六個月之3,100,000美元增加4,800,000美元或約153.9%至截至二零零六年十二月三十一日止六個月之7,900,000美元。

然而，財務開支由截至二零零五年十二月三十一日止六個月之7,900,000美元增加2,900,000美元或約36.2%至截至二零零六年十二月三十一日止六個月之10,800,000美元。

截至二零零六年十二月三十一日止六個月之財務收入增加，主要是由於截至二零零六年十二月三十一日止六個月內確認未變現匯兌收益7,500,000美元，而截至二零零五年十二月三十一日止六個月內之未變現匯兌虧損則為1,300,000美元。

主要由於上述因素，財務成本淨額由截至二零零五年十二月三十一日止六個月之4,800,000美元，減少1,900,000美元或約39.4%至截至二零零六年十二月三十一日止六個月之2,900,000美元。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Share of profits less losses of associates

For the six months ended December 31, 2006, we recognized a profit of US\$2.1 million as our net share of profits less losses of associates, a change of US\$2.4 million, or approximately 839.2%, from the loss of US\$0.3 million recognized as our net share of profits less losses of associates for the six months ended December 31, 2005. This change was primarily attributable to an increase in net profits from our associated company, Glenealy Plantations (Malaya) Berhad ("Glenealy") in the six months ended December 31, 2006.

Our share of profits from Glenealy increased by US\$1.4 million, or approximately 537.6%, to US\$1.2 million for the six months ended December 31, 2006 from a loss of US\$0.3 million for the six months ended December 31, 2005 primarily due to gains from changes in the fair value of its oil palm plantation assets less estimated point-of-sale costs for the six months ended December 31, 2006, as compared to losses from changes in the fair value of its oil palm plantation assets for the six months ended December 31, 2005. Our share of profits from Sepangar Chemical Industry Sdn. Bhd. increased by US\$0.3 million, or approximately 115.1%, to US\$0.6 million for the six months ended December 31, 2006 from US\$0.3 million for the six months ended December 31, 2005, primarily due to an increase in its selling prices. Our share of profits from Daiken Miri Sdn. Bhd. ("Daiken Miri") increased by US\$0.7 million, or approximately 238.7%, to US\$0.4 million for the six months ended December 31, 2006 from a share of loss of US\$0.3 million for the six months ended December 31, 2005 primarily due to foreign exchange gains and increase in sales by Daiken Miri for the six months ended December 31, 2006.

Share of profits less losses of jointly controlled entities

For the six months ended December 31, 2006, we recognized US\$1.1 million as our net share of profits of a jointly controlled entity, a decrease of US\$0.2 million, or approximately 15.0%, from the US\$1.3 million recognized in the six months ended December 31, 2005. This decrease was primarily attributable to a decrease in the net profits of our door facing manufacturing joint venture, Magna-Foremost Sdn. Bhd. due to decrease in sales in the United States of America market.

業務回顧 (續)

應佔聯營公司溢利減虧損

截至二零零六年十二月三十一日止六個月，本集團已確認2,100,000美元溢利為應佔聯營公司溢利減虧損淨額，較截至二零零五年十二月三十一日止六個月確認為本集團應佔聯營公司溢利減虧損淨額之300,000美元虧損，增加2,400,000美元或約839.2%。此變動主要是由於截至二零零六年十二月三十一日止六個月內來自本集團聯營公司Glenealy Plantations (Malaya) Berhad (「Glenealy」)之純利增加所致。

本集團應佔Glenealy溢利由截至二零零五年十二月三十一日止六個月虧損300,000美元，增加1,400,000美元或約537.6%至截至二零零六年十二月三十一日止六個月之1,200,000美元，主要由於截至二零零六年十二月三十一日止六個月Glenealy之油棕人工林資產公允價值變動扣除估計銷售點成本錄得未變現收益，而截至二零零五年十二月三十一日止六個月其油棕人工林資產公允價值變動則錄得未變現虧損。本集團應佔Sepangar Chemical Industry Sdn. Bhd.溢利由截至二零零五年十二月三十一日止六個月之300,000美元，增加300,000美元或約115.1%至截至二零零六年十二月三十一日止六個月之600,000美元，主要由於其售價上升所致。至於本集團應佔Daiken Miri Sdn. Bhd. (「Daiken Miri」)溢利，則由截至二零零五年十二月三十一日止六個月應佔虧損300,000美元增加700,000美元或約238.7%至截至二零零六年十二月三十一日止六個月應佔溢利400,000美元，主要由於截至二零零六年十二月三十一日止六個月Daiken Miri錄得外匯收益及銷售額增加所致。

應佔共同控制實體溢利減虧損

截至二零零六年十二月三十一日止六個月，本集團確認1,100,000美元為應佔共同控制實體溢利淨額，較於截至二零零五年十二月三十一日止六個月確認之1,300,000美元減少200,000美元或約15.0%。應佔共同控制實體純利減少，主要是本集團從事製造門飾面之合營企業Magna-Foremost Sdn. Bhd.之純利減少，由於美國市場之銷售額減少所致。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

Business Review (continued)

Income tax

An income tax expense of US\$14.7 million was accounted for in the six months ended December 31, 2006, as compared to an income tax expense of US\$2.2 million for six months ended December 31, 2005, an increase of US\$12.5 million, or 555.3%. The difference is mainly due to higher income taxes payable on increased profits in the six months ended December 31, 2006.

Liquidity and financial resources

Cash generated from operating activities

For the six months period ended December 31, 2006, the Group's source of cash flow was mainly from its operations. The increase in cash flow from operations from US\$39.4 million for the six months ended December 31, 2005 to US\$44.7 million for the six months period ended December 31, 2006 was primarily due to the higher profit earned during the six months period ended December 31, 2006. This increase was primarily attributable to the increase in average sales prices of logs, plywood and veneer sold and increases in volume of exported logs, and of plywood and veneer sold.

The net income tax paid for the six months ended December 31, 2006 lower than December 31, 2005 was primarily due to timing differences and higher tax refund received during the six months period ended December 2006.

Cash used in investing activities

Net cash used in investing activities for the six months ended December 31, 2006 and 2005 amounted to US\$3.9 million and US\$22.1 million, respectively.

Our cash outflows for investing activities during the six months ended December 31, 2006 consisted of expenditures on property, plant and equipment, capital expenditure for construction in progress, lease prepayments and expenditures on plantation assets of US\$11.5 million and repayments of balances due to related parties of US\$5.7 million. Our cash inflows for investing activities during the six months ended December 31, 2006 consisted of proceeds from the disposal of property, plant and equipment of US\$9.9 million, primarily consisting of used logging equipment sold to third parties and repayments of balances due from jointly controlled entity of US\$2.7 million.

業務回顧 (續)

所得稅

於截至二零零六年十二月三十一日止六個月入賬之所得稅開支為14,700,000美元，較截至二零零五年十二月三十一日止六個月之所得稅開支2,200,000美元增加12,500,000美元或555.3%。此差異主要是由於就截至二零零六年十二月三十一日止六個月之增加溢利應付之所得稅較高所致。

流動資金及財務資源

經營活動所產生之現金

截至二零零六年十二月三十一日止六個月期間，本集團之現金流量來源主要來自其經營業務。截至二零零五年十二月三十一日止六個月經營業務所產生之現金流量由39,400,000美元增至截至二零零六年十二月三十一日止六個月期間之44,700,000美元，主要是由於在截至二零零六年十二月三十一日止六個月期間賺取之溢利較高所致。溢利增加，主要是由於所銷售原木、膠合板及單板之平均售價增加，以及出口原木及所銷售膠合板及單板之銷量增加所致。

於截至二零零六年十二月三十一日止六個月支付之所得稅淨額較於截至二零零五年十二月三十一日支付者為低，主要是由於時差及於截至二零零六年十二月止六個月期間收取之稅務退款較高所致。

投資活動所耗之現金

截至二零零六年及二零零五年十二月三十一日止六個月，投資活動所耗之現金淨額分別為3,900,000美元及22,100,000美元。

截至二零零六年十二月三十一日止六個月，本集團投資活動之現金流出包括物業、廠房及設備之開支、在建工程資本開支、租賃預付款項及人工林資產開支11,500,000美元，以及償還應付關連方款項餘額5,700,000美元。截至二零零六年十二月三十一日止六個月，本集團投資活動之現金流入包括出售物業、廠房及設備所得款項9,900,000美元，此等款項主要來自本集團向第三方出售二手砍伐原木設備及應收共同控制實體結餘之還款2,700,000美元。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Liquidity and financial resources (continued)

Cash used in investing activities (continued)

Our cash outflows for investing activities during the six months ended December 31, 2005 consisted of expenditures on property, plant and equipment, capital expenditure for construction in progress, lease prepayments and expenditures on plantation assets of US\$25.2 million and repayments of balances due to related parties of US\$8.9 million. Our cash inflows for investing activities during the six months ended December 31, 2005 consisted of proceeds from the disposal of property, plant and equipment of US\$4.5 million, primarily consisting of used logging equipment sold to third parties and repayment of balances due from jointly controlled entity of US\$4.5 million.

Cash used in financing activities

Net cash used in financing activities for the six month periods ended December 31, 2006 and 2005 amounted to an outflow of US\$31.3 million and an outflow of US\$30.9 million, respectively.

In the six months ended December 31, 2006 and 2005, the primary cash outflows for our financing activities were payment on the capital element of financial lease rentals, payment of interest on bank loans and finance lease rentals and net repayment of bank loans and other borrowings amounting to US\$31.1 million and US\$26.1 million respectively.

Net current liabilities

As at December 31, 2006 and June 30, 2006, we had net current liabilities positions of US\$71.1 million and US\$121.4 million, respectively. Our net current liabilities position as at such dates was primarily attributable to the recent restructuring of our Company. In connection with such restructuring, on June 29 and 30, 2006, the Controlling Shareholders transferred its equity interest in various timber companies in Malaysia and Guyana that it controlled to us, consideration for which was satisfied by the assignment of non-trade amounts due from related parties of Syarikat Samling Timber Sdn. Bhd. to the Controlling Shareholders in the amount of US\$150.2 million, as well as shares in our Company. The net current liabilities as at December 31, 2006 has improved compared to June 30, 2006 primarily due to the improved operating results.

業務回顧 (續)

流動資金及財務資源 (續)

投資活動所耗之現金 (續)

截至二零零五年十二月三十一日止六個月，本集團投資活動之現金流出包括物業、廠房及設備之開支、在建工程資本開支、租賃預付款項及人工林資產開支25,200,000美元，以及償還應付關連方款項餘額8,900,000美元。截至二零零五年十二月三十一日止六個月，本集團投資活動之現金流入包括出售物業、廠房及設備所得款項4,500,000美元，此等款項主要來自本集團向第三方出售二手砍伐原木設備及應收共同控制實體結餘之還款4,500,000美元。

融資活動所耗之現金

截至二零零六年及二零零五年十二月三十一日止六個月，融資活動所耗之現金淨額分別為現金流出31,300,000美元及現金流出30,900,000美元。

截至二零零六年及二零零五年十二月三十一日止六個月，本集團融資活動產生之現金流出主要為支付融資租賃租金之資金部分、支付銀行貸款及融資租賃租金之利息，以及償還銀行貸款及其他借款淨額分別31,100,000美元及26,100,000美元。

流動負債淨額

於二零零六年十二月三十一日及二零零六年六月三十日，本集團之流動負債淨額分別為71,100,000美元及121,400,000美元。本集團於該等日期之流動負債淨額狀況主要是由於本公司最近進行之重組所致。就重組而言，於二零零六年六月二十九日及三十日，控股股東轉讓於由其控制位於馬來西亞及蓋亞那之各木材公司之股本權益予本集團，有關代價乃以轉讓至控股股東Syarikat Samling Timber Sdn. Bhd.應收關連方之非貿易款項150,200,000美元，以及本公司股份支付。於二零零六年十二月三十一日之流動負債淨額較二零零六年六月三十日改善，主要是由於經營業績轉佳所致。

Management Discussion and Analysis (continued)

管理層討論及分析 (續)

Business Review (continued)

Liquidity and financial resources (continued)

Indebtedness

As at December 31 and June 30, 2006, we had the following outstanding indebtedness.

業務回顧 (續)

流動資金及財務資源 (續)

債務

於二零零六年十二月三十一日及六月三十日，本集團之未償還債務如下。

		As at December 31 2006 於二零零六年 十二月三十一日 (US\$ in million) (百萬美元)	As at June 30 2006 於二零零六年 六月三十日 (US\$ in million) (百萬美元)
<i>Secured commercial indebtedness</i>	<i>有抵押商業債務</i>		
Loans and borrowings	貸款及借款	136.6	128.4
Bank overdrafts	銀行透支	15.0	12.1
Lease liabilities	租賃負債	93.5	78.3
Bonds	債券	42.5	40.8
Subtotal	小計	287.6	259.6
<i>Unsecured commercial indebtedness</i>	<i>無抵押商業債務</i>		
Loans and borrowings	貸款及借款	88.7	94.1
Bank overdrafts	銀行透支	11.2	16.4
Subtotal	小計	99.9	110.5
Total	總計	387.5	370.1
Current Subtotal	流動小計	148.7	144.6
Non current Subtotal	非流動小計	238.8	225.5
Total	總計	387.5	370.1

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Liquidity and financial resources (continued)

Indebtedness (continued)

As at December 31, 2006, our indebtedness consisted primarily of: (1) secured working capital facilities (including revolving credits, overdrafts, bank acceptances and trust receipts to meet our short term needs), (2) secured bank loans to meet our long-term needs, (3) financial leases related to purchases of heavy machinery and equipment for our logging operations, and (4) bond issuances. As at December 31, 2006, 74.2% of our total indebtedness was secured while 25.8% was unsecured. Of the secured facilities, 5.3% were secured by a parent guarantee from Samling Strategic Corporation Sdn. Bhd., 1.0% were secured by personal guarantee from our controlling shareholders and 0.5% was secured by our controlling shareholders' affiliate Anhui Hualin Wood-based Panel Co., Ltd.. As at the date of this report, all such guarantees have been released.

Our gearing ratio was 40% and 41% as at December 31, 2006 and June 30, 2006, respectively. Our gearing ratio is derived by dividing the total of bank overdrafts, loans and borrowings, finance lease liabilities and bonds by total assets. Our gearing ratio remained relatively stable from June 30, 2006 to December 31, 2006.

Financial management and treasury policy

The Group has adopted certain policies on financial risk management with the objective of:

- Ensuring that appropriate funding strategies are adopted to meet the Group's short term and long term funding requirements taking into consideration the cost of funding, gearing levels and cash flow projections of each project and that of the Group;
- Ensuring that appropriate strategies are also adopted to manage related interest and currency risk funding; and
- Ensuring that credit risks on sales to customers on deferred terms are properly managed.

業務回顧 (續)

流動資金及財務資源 (續)

債務 (續)

於二零零六年十二月三十一日，本集團之債務主要包括：(1)有抵押營運資金融資(包括用以滿足本集團短期需要之循環貸款、透支、銀行承兌匯票及信託收據)，(2)用以滿足本集團長期需要之有抵押銀行貸款，(3)與購買用作本集團砍伐原木業務之重型機械及設備有關之融資租賃，及(4)發行債券。於二零零六年十二月三十一日，本集團總債務中之74.2%為有抵押債務，25.8%為無抵押債務。在有抵押擔保之融資額中，5.3%是由Samling Strategic Corporation Sdn. Bhd.作出之母公司擔保作抵押，1.0%是由本公司控股股東作出之個人擔保作抵押，以及0.5%是由本公司控股股東之聯屬公司安徽華林人造板有限公司擔保作抵押。於本報告刊發日期，所有有關擔保均已解除。

於二零零六年十二月三十一日及二零零六年六月三十日，本集團之資產負債比率分別為40%及41%。本集團之資產負債比率以銀行透支、貸款及借款、融資租賃負債及債券之總和除以總資產之方式計算。本集團之資產負債比率於二零零六年六月三十日至二零零六年十二月三十一日相對地維持穩定。

財務管理及庫務政策

本集團已採納若干財務風險管理政策，目標是：

- 確保經考慮各項目及本集團之集資成本、資產負債比率及現金流量預測後，採納適當之集資策略，以應付本集團之短期及長期資金需要；
- 確保採取適當策略，以管理相關利息及貨幣風險集資；及
- 確保能妥善管理按遞延條款向客戶進行銷售之信貸風險。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Interest rate risk

We borrow both fixed and floating interest rate loans. Several of our secured and unsecured debt facilities carry interest at floating rates. Exposure to floating interest rates presents us with risk when there are unexpected adverse interest rate movements. Our policy is to manage such interest rate risk, working within an established framework, pursuant to which we selectively enter into swap or interest rate hedging transactions to ensure that we are not unduly exposed to significant interest rate movements and rates are appropriately fixed as necessary. As part of our interest rate hedging framework, we monitor and control our interest rate exposure by regularly monitoring relevant interest rates and their outlook. Our interest rate hedging policy is to initially enter loans, where possible, at floating interest rates then prevailing, determining the tenure of the loan consistent with our monitoring of relevant interest rates and their outlook, and then to switch to fixed interest rates by means of swap or interest rate hedging transactions if our monitoring of relevant interest rates and their outlook indicates that, considering their tenure, such a change would be prudent. Several of our secured and unsecured debt facilities carry interest at floating rates, and we currently enter into swap or interest rate hedging transactions in connection with some, but not all, of these debt facilities, considering their tenure. We currently hedge against interest rate risk related to certain loans currently secured by our New Zealand plantation assets with outstanding principal amounts, including capitalized interest, as of December 31, 2006 of US\$54.8 million and NZ\$30.5 million, respectively, thereby effectively fixing the interest rates of such loans. We also have a bond which is secured by Debt Service Reserve Accounts at fixed interest rate.

Foreign exchange risk

At present, most of our sales are denominated in U.S. dollars and some in Japanese yen, while we incur a significant portion of our costs in Malaysian Ringgit at our Malaysian operations, U.S. dollars and Guyanese dollars at our Guyanese operations, New Zealand dollars at our New Zealand operations and Renminbi in our PRC operations. Our sales and operations in Malaysia, Guyana, New Zealand and the PRC expose us to fluctuations in exchange rates among such currencies. The exchange rate between any of the currencies mentioned above may become volatile or may change significantly in the future.

業務回顧 (續)

利率風險

本集團之貸款包括固定利率貸款及浮動利率貸款兩種。本集團有幾項有抵押及無抵押債務融資是按浮動利率計息。當利率發生意料之外之不利變動時，浮動利率令本集團承擔風險。本集團之政策是管理此類利率風險，並在協定之框架（據此，本集團選擇性地進行掉期交易或利率對沖交易）內運作，以確保本集團不會過度地承擔重大利率變動所帶來之風險，並確保可在必要時適當釐定利率。本集團以定期監控相關利率及前景之方式，監督及控制利率風險，以此作為利率對沖框架之部分。本集團之利率對沖政策為按現行浮動利率初步訂立貸款（倘適用），然後以與監控所得之相關利率及前景一致之原則釐定貸款年期，倘本集團在計及年期後，監控所得之相關利率及前景顯示該變動應審慎處理，則本集團再以調期交易或利率對沖交易之方式按固定利率訂立貸款。本集團有幾項有抵押及無抵押債務融資之利息是按浮動利率計算，而本集團目前按年期就與部分（但並非全部）此等債務融資相關之利率進行掉期交易或利率對沖交易。本集團目前就由本集團新西蘭人工林資產作為抵押之若干貸款中尚未償還本金額（包括於二零零六年十二月三十一日分別為54,800,000美元及30,500,000新西蘭元之資本化利息）所產生之利率風險作出對沖，從而有效固定了該等貸款之利率。本集團亦有一份債券，乃以借款服務儲備賬按固定利率抵押。

外匯風險

目前，本集團大部分銷售均以美元列值，部分則以日圓列值，而本集團於馬來西亞、蓋亞那、新西蘭及中國之業務產生大量成本，分別以馬幣、美元及蓋亞那元、新西蘭元及人民幣計值。本集團於馬來西亞、蓋亞那、新西蘭及中國之銷售及業務令本集團須面對該等貨幣之間之匯率波動風險。上述任何貨幣之間之匯率或會波動，或於日後出現大幅變動。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Foreign exchange risk (continued)

Certain of our foreign exchange gains and losses are attributable to foreign exchange translations on the U.S. dollar loan described above booked on the accounts of our New Zealand plantation forest subsidiary Hikurangi Forest Farms Limited ("HFF") with outstanding principal amount, including capitalized interest, as of December 31, 2006 of US\$54.8 million. As our subsidiary HFF's functional currency is the New Zealand dollar, exchange differences on the value of HFF's U.S. dollar loans are recognized as part of our financial income and expense.

We do not enter into foreign currency swap agreements to hedge against our foreign currency risk. We manage our foreign currency risk by entering into borrowings in amounts consistent with our expected stream of revenues denominated in the relevant currency of such borrowing, which policy acts in effect as a natural hedge.

Capital Commitments

The Group's total commitments as at December 31, 2006 amounted to US\$21.2 million. (Authorised and contracted for amounted to US\$6.4 million. Authorised but not contracted for amounted to US\$14.8 million)

Charge on assets

As at December 31, 2006, the Group pledged assets with aggregate carrying value of US\$237.8 million (June 30, 2006: US\$204.3 million) to secure bank loans facilities of the Group.

Contingent liabilities

As at December 31, 2006, the Group had no material contingent liabilities except as already disclosed in note 33(c) of the Accountants' Report. No contingent liabilities has arisen since the last annual balance sheet date.

Material acquisitions and disposals of subsidiaries and associated companies

The Group had no material acquisition or disposal of subsidiaries and associated companies during the six months ended December 31, 2006.

業務回顧 (續)

外匯風險 (續)

本集團之若干外匯收益及虧損來自上述本集團新西蘭人工林附屬公司Hikurangi Forest Farms Limited (「HFF」) 之賬目中一筆美元貸款之外匯換算。於二零零六年十二月三十一日，該等未償還本金額(包括資本化利息)為54,800,000美元。由於本集團之附屬公司HFF之功能貨幣為新西蘭元，HFF之美元貸款價值之匯兌差異獲確認為本集團財務收入及開支之一部分。

本集團並未訂立外匯掉期協議以對沖本集團之外幣風險。本集團通過借款(金額與以該筆借款之有關貨幣列值之收入之預期趨勢一致)管理本集團之外幣風險，此政策實際上是一項自然對沖政策。

資本承擔

於二零零六年十二月三十一日，本集團之承擔總額為21,200,000美元。已授權及訂約之資本承擔合共6,400,000美元，而已授權但未訂約之資本承擔為14,800,000美元。

資產抵押

於二零零六年十二月三十一日，本集團質押賬面總值為237,800,000美元(二零零六年六月三十日：204,300,000美元)之資產，以取得本集團之銀行信貸融資。

或然負債

除於會計師報告附註33(c)所披露者外，於二零零六年十二月三十一日，本集團並無任何重大或然負債。自上個年度結算日以來，概無產生任何或然負債。

重大收購及出售附屬公司及聯營公司

截至二零零六年十二月三十一日止六個月，本集團並無重大收購或出售附屬公司及聯營公司。

Management Discussion and Analysis (continued) 管理層討論及分析 (續)

Business Review (continued)

Use of proceeds

The Company was successfully listed on the Main Board of SEHK on March 7, 2007. The net proceeds raised from the placing and public offer after deducting the relevant expenses were approximately US\$269.1 million. Subsequently, the Company received additional net proceeds from the exercise of the over-allotment option after deducting the relevant expenses of approximately US\$40.7 million on March 20, 2007. The Company intends to apply such proceeds in accordance with the proposed allocation as set out in the Company's prospectus dated February 23, 2007.

Employees

As at December 31, 2006, the Group employed a total of 12,734 employees. Employees were remunerated on the basis of their performance, experience and prevailing industry practices. The Group's remuneration policies and packages were reviewed on a regular basis. As an incentive for the employees, bonuses and cash awards may also be given to employees based on individual evaluation.

Pursuant to the written resolutions passed by the shareholders of the Company on February 2, 2007 and the Directors on February 4, 2007, the Company has conditionally adopted the share option scheme. The principal terms of the share option scheme are set out in Appendix VIII of the Company's prospectus dated February 23, 2007.

業務回顧 (續)

所得款項用途

本公司於二零零七年三月七日成功在聯交所主板上市。自配售及公開發售籌得之所得款項淨額(扣除相關開支後)約為269,100,000美元。其後,本公司於二零零七年三月二十日自行使超額配股權收取額外所得款項淨額(扣除相關開支後)約為40,700,000美元。本公司擬根據本公司於二零零七年二月二十三日刊發之招股章程所載之建議分配方式動用該等所得款項。

僱員

於二零零六年十二月三十一日,本集團僱用合共12,734名僱員。僱員薪酬乃按照其表現、經驗及當時行業守則而釐定。本集團之薪酬政委及組合會定期檢討。本集團亦會評估僱員之個別表現而發放花紅及現金回報,以獎勵僱員。

根據本公司股東於二零零七年二月二日通過及董事於二零零七年二月四日通過之書面決議案,本公司已有條件採納購股權計劃。購股權計劃之主要條款載於本公司於二零零七年二月二十三日刊發之招股章程附錄八。

Other Information 其他資料

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations

As at December 31, 2006, the Company had not received any notice of interests to be recorded under section 352 of the Securities and Futures Ordinance ("SFO") as the shares of the Company had not been listed on The Stock Exchange of Hong Kong Limited ("Stock Exchange") as at that date. As at March 19, 2007, the interests and share positions of the Directors and chief executive in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), were as follows:

董事及主要行政人員於本公司及聯法團之股本及債權證之權益及淡倉

於二零零六年十二月三十一日，本公司並無獲知會任何須根據證券及期貨條例（「證券及期貨條例」）第352條記錄之權益，因本公司股份於該日尚未於香港聯合交易所有限公司（「聯交所」）上市。於二零零七年三月十九日，董事及主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有按照證券及期貨條例第XV部第7及第8分部規定須通知本公司及聯交所（包括根據該等證券及期貨條例條文規定當作或視為由彼等擁有之權益及淡倉）之權益及淡倉，或根據證券及期貨條例第352條須登記於該條所指登記冊之權益及淡倉，或按照上市公司董事進行證券交易的標準守則（「標準守則」）須通知本公司或聯交所之權益及淡倉如下：

Name of Director 董事姓名	Interests in Company or which associated corporation 於本公司或相聯法團之權益	Number and class of shares/equity interest held 所持有股份／股本權益數目及類別	Capacity/ Nature of the interest 持有權益之身份／性質	Long/short position 好倉／淡倉	Approximate percentage of shareholding in such class of shares 佔該股份類別股權之概約百分比
Chan Hua Eng	Lingui Developments Berhad ("Lingui")	204,623 ordinary shares ⁽¹⁾ 204,623 股普通股 ⁽¹⁾	Beneficial owner/ Interest of a controlled corporation 實益擁有人／受控法團之權益	Long 好倉	0.03%
	Glenealy Plantations (Malaya) Berhad ("Glenealy")	32,000 ordinary shares ⁽²⁾ 32,000 股普通股 ⁽²⁾			

Other Information (continued) 其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations (continued)

董事及主要行政人員於本公司及相聯法團之股本及債權證之權益及淡倉 (續)

Name of Director 董事姓名	Interests in Company or which associated corporation 於本公司或相聯法團之權益	Number and class of shares/equity interest held 所持有股份／股本權益數目及類別	Capacity/Nature of the interest 持有權益之身份／性質	Long/short position 好倉／淡倉	Approximate percentage of shareholding in such class of shares 佔該股份類別股權之概約百分比
Yaw Chee Ming	Yaw Holding Sdn. Bhd.	30,937 ordinary shares 30,937股普通股	Beneficial owner 實益擁有人	Long 好倉	39.60%
		2,500 preference shares 2,500股優先股	Beneficial owner 實益擁有人	Long 好倉	50%
	Samling Strategic Corporation Sdn. Bhd. ("Samling Strategic")	75,000,000 ordinary shares ⁽³⁾ 75,000,000股普通股 ⁽³⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%
		1,497,021 redeemable preference shares ⁽³⁾ 1,497,021股可贖回優先股 ⁽³⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%
		3,122,467 Class A redeemable preference shares ⁽⁴⁾ 3,122,467股A類可贖回優先股 ⁽⁴⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%
4,102,879 Class B redeemable preference shares ⁽⁴⁾ 4,102,879股B類可贖回優先股 ⁽⁴⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%		

Other Information (continued)
其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations (continued)

董事及主要行政人員於本公司及聯法團之股本及債權證之權益及淡倉 (續)

Name of Director 董事姓名	Interests in Company or which associated corporation 於本公司或相聯法團之權益	Number and class of shares/equity interest held 所持有股份／股本權益數目及類別	Capacity/Nature of the interest 持有權益之身份／性質	Long/short position 好倉／淡倉	Approximate percentage of shareholding in such class of shares 佔該股份類別股權之概約百分比
		350,000 Class C redeemable preference shares ⁽⁵⁾ 350,000股C類可贖回優先股 ⁽⁵⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%
		950,000 Class D redeemable preference shares ⁽⁴⁾ 950,000股D類可贖回優先股 ⁽⁴⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	100%
The Company 本公司		2,320,290,260 shares ⁽³⁾ 2,320,290,260股 股份 ⁽³⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	55.99%
Glenealy		59,068,522 ordinary shares ⁽⁶⁾ 59,068,522股 普通股 ⁽⁶⁾	Interest of a controlled corporation 受控法團之權益	Long 好倉	51.77%
Strategic Corporation Sdn. Bhd.		17,040,000 ordinary shares ⁽⁷⁾ 17,040,000股 普通股 ⁽⁷⁾	Beneficial owner/ Interest in a controlled corporation 實益擁有人／受控法團之權益	Long 好倉	71%

Other Information (continued) 其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations (continued)

董事及主要行政人員於本公司及相聯法團之股本及債權證之權益及淡倉 (續)

Name of Director 董事姓名	Interests in Company or which associated corporation 於本公司或相聯法團之權益	Number and class of shares/equity interest held 所持有股份／股本權益數目及類別	Capacity/Nature of the interest 持有權益之身份／性質	Long/short position 好倉／淡倉	Approximate percentage of shareholding in such class of shares 佔該股份類別股權之概約百分比
	TSTC Sdn. Bhd.	6,125,000 ordinary shares ⁽⁸⁾ 6,125,000股普通股 ⁽⁸⁾	Interest in a controlled corporation 受控法團之權益	Long 好倉	100%
Cheam Dow Toon	Lingui	29,030 ordinary shares 29,030股普通股	Beneficial owner 實益擁有人	Long 好倉	0.01%
	Glenealy	14,000 ordinary shares 14,000 股普通股	Beneficial owner 實益擁有人	Long 好倉	0.01%

Notes:

附註:

- (1) (i) 96,290 ordinary shares of Lingui were held by CIMSEC Nominees (Tempatan) Sdn. Bhd. in favour of Chan Hua Eng. Additionally, Chan Hua Eng was directly interested in 58,333 ordinary shares in Lingui.
- (1) (i) CIMSEC Nominees (Tempatan) Sdn. Bhd.以Chan Hua Eng為受益人而持有Lingui之96,290股普通股。此外，Chan Hua Eng直接擁有Lingui之58,333股普通股。
- (ii) Chan Hua Eng was also deemed interested in 50,000 ordinary shares of Lingui since he and his spouse were each interested in 25% of the issued share capital of Tysim Holdings Sdn. Bhd., which in turn held 50,000 ordinary shares of Lingui.
- (ii) 由於Chan Hua Eng及其配偶各自擁有Tysim Holdings Sdn. Bhd. ("Tysim")已發行股本之25%，而Tysim則持有Lingui之50,000股普通股，故Chan Hua Eng亦被視為擁有Lingui之50,000股普通股。
- (2) 2,000 ordinary shares of Glenealy were held by CIMSEC Nominees (Tempatan) Sdn. Bhd. in favour of Chan Hua Eng. Additionally, Chan Hua Eng was deemed interested in 30,000 ordinary shares of Glenealy since he and his spouse were each interested in 25% of the issued share capital of Tysim Holdings Sdn. Bhd., which in turn held 30,000 ordinary shares of Glenealy.
- (2) CIMSEC Nominees (Tempatan) Sdn. Bhd.以Chan Hua Eng為受益人而持有Glenealy之2,000股普通股。此外，由於Chan Hua Eng及其配偶各自擁有Tysim已發行股本之25%，而Tysim則持有Glenealy之30,000股普通股，故Chan Hua Eng被視為擁有Glenealy之30,000股普通股。

Other Information (continued) 其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations (continued)

- (3) Yaw Chee Ming was interested in approximately 39.60% of the issued share capital of Yaw Holding Sdn. Bhd., which in turn was interested in all the ordinary shares and redeemable preference shares of Samling Strategic. Yaw Chee Ming was therefore deemed to be interested in all the shares held by Samling Strategic. Samling Strategic in turn held 2,320,290,260 ordinary shares of the Company.
- (4) Samling Strategic and Yaw Holding Sdn. Bhd. held approximately 45% and 25% of Perdana Parkcity Sdn. Bhd. respectively. Accordingly, by virtue of note (3) above, Yaw Chee Ming was deemed interested in the 3,122,467 Class A redeemable preference shares and 4,102,879 Class B redeemable preference shares of Samling Strategic held by Yaw Holding Nominee Sdn. Bhd. in favour of Perdana Parkcity Sdn. Bhd., and the 950,000 Class D redeemable preference shares of Samling Strategic held by Perdana Parkcity Sdn. Bhd..
- (5) Yaw Holding Sdn. Bhd. held 100% of Samling Mewah Sdn. Bhd.. Accordingly, by virtue of note (3) above, Yaw Chee Ming was deemed interested in the 350,000 Class C redeemable preference shares of Samling Strategic held by Samling Mewah Sdn. Bhd..
- (6) (i) The Company held 100% of Samling Malaysia Inc., which (through a nominee, Bumiputra – Commerce Nominees (Asing) Sdn. Bhd.) in turn held 59.69% of Lingui, which in turn held 36.42% of Glenealy. By virtue of note (3) above, Yaw Chee Ming was deemed to be interested in the 41,548,522 ordinary shares of Glenealy held by Lingui; and
- (ii) Samling Strategic held 15.35% of Glenealy. By virtue of note (3) above, Yaw Chee Ming was deemed to be interested in the 7,520,000 ordinary shares of Glenealy held by Samling Strategic, and the 10,000,000 ordinary shares of Glenealy held by RHB Capital Nominees (Tempatan) Sdn. Bhd., in favour of Samling Strategic which has been pledged as security for bank borrowings by Eternal Grand Sdn. Bhd., a wholly-owned subsidiary of Yaw Holding Sdn. Bhd..

董事及主要行政人員於本公司及聯法團之股本及債權證之權益及淡倉 (續)

- (3) Yaw Chee Ming 擁有 Yaw Holding Sdn. Bhd. 已發行股本約 39.60%，而 Yaw Holding Sdn. Bhd. 則擁有 Samling Strategic 之全部普通股及可贖回優先股權益。因此，Yaw Chee Ming 被視為擁有 Samling Strategic 所持全部股份之權益，而 Samling Strategic 繼而持有本公司 2,320,290,260 股普通股。
- (4) Samling Strategic 及 Yaw Holding Sdn. Bhd. 分別持有 Perdana Parkcity Sdn. Bhd. 約 45% 及 25% 股權。由於上文附註(3)，Yaw Chee Ming 被視為擁有由 Yaw Holding Nominee Sdn. Bhd. 以 Perdana Parkcity Sdn. Bhd. 為受益人而持有之 Samling Strategic 之 3,122,467 股 A 類可贖回優先股及 4,102,879 股 B 類可贖回優先股，以及 Perdana Parkcity Sdn. Bhd. 所持 Samling Strategic 之 950,000 股 D 類可贖回優先股之權益。
- (5) Yaw Holding Sdn. Bhd. 持有 Samling Mewah Sdn. Bhd. 之 100% 權益。由於上文附註(3)，Yaw Chee Ming 被視為擁有由 Samling Mewah Sdn. Bhd. 持有之 Samling Strategic 之 350,000 股 C 類可贖回優先股之權益。
- (6) (i) 本公司持有 Samling Malaysia Inc. 之 100% 股權，Samling Malaysia Inc. 則 (透過代名人 Bumiputra-Commerce Nominees (Asing) Sdn. Bhd.) 繼而持有 Lingui 之 59.69% 股權，而 Lingui 再繼而持有 Glenealy 之 36.42% 股權。由於上文附註(3)，Yaw Chee Ming 被視為擁有 Lingui 所持有之 41,548,522 股 Glenealy 普通股之權益，及
- (ii) Samling Strategic 持有 Glenealy 之 15.35% 權益。由於上文附註(3)，Yaw Chee Ming 被視為擁有 Samling Strategic 所持有之 Glenealy 之 7,520,000 股普通股之權益，以及由 RHB Capital Nominees (Tempatan) Sdn. Bhd. 以 Samling Strategic 為受益人所持有之 10,000,000 股 Glenealy 普通股，以作為 Eternal Grand Sdn. Bhd. (其為 Yaw Holding Sdn. Bhd. 之全資附屬公司) 獲得銀行借款之抵押品。

Other Information (continued) 其他資料 (續)

Directors' and Chief Executive's Interests and Short Positions in the Share Capital and Debenture of the Company and the Associated Corporations (continued)

- (7) Samling Strategic held 71% of Strategic Corporation Sdn. Bhd. By virtue of note (3) above, Yaw Chee Ming was deemed to be interested in the 17,039,998 ordinary shares of Strategic Corporation Sdn. Bhd. held by Samling Strategic. Additionally, Yaw Chee Ming was directly interested in 2 ordinary shares of Strategic Corporation Sdn. Bhd.
- (8) (i) Strategic Corporation Sdn. Bhd. held 50.61% of TSTC Sdn. Bhd.. By virtue of notes (3) and (7) above, Yaw Chee Ming was deemed to be interested in the 3,100,000 ordinary shares of TSTC Sdn. Bhd. held by Strategic Corporation Sdn. Bhd., and
- (ii) Yaw Chee Ming and his spouse were each interested in 50% of Loyal Avenue (M) Sdn. Bhd., which in turn held 49.39% of TSTC Sdn. Bhd.. Yaw Chee Ming was therefore deemed interested in the 3,025,000 ordinary shares of TSTC Sdn. Bhd. held by Loyal Avenue (M) Sdn. Bhd..

Save as disclosed above, as at March 19, 2007, none of the directors or chief executive had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or required to be recorded pursuant to section 352 of the SFO, or as otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Interests of substantial shareholders and other shareholders with notifiable interests

As at December 31, 2006, the Company had not received any notice of interests to be recorded under section 336 of the SFO as the shares of the Company had not been listed on the Stock Exchange as at that date.

董事及主要行政人員於本公司及相聯法團之股本及債權證之權益及淡倉 (續)

- (7) Samling Strategic持有Strategic Corporation Sdn. Bhd.之71%權益。由於上文附註(3)，Yaw Chee Ming被視為擁有Samling Strategic所持有之17,039,998股Strategic Corporation Sdn. Bhd.普通股之權益。此外，Yaw Chee Ming直接擁有Strategic Corporation Sdn. Bhd.兩股普通股之權益。
- (8) (i) Strategic Corporation Sdn. Bhd.持有TSTC Sdn. Bhd.之50.61%股權。由於上文附註(3)及附註(7)，Yaw Chee Ming被視為擁有Strategic Corporation Sdn. Bhd.所持有之3,100,000股TSTC Sdn. Bhd.普通股之權益；及
- (ii) Yaw Chee Ming及其配偶各自擁有Loyal Avenue (M) Sdn. Bhd.之50%權益，而Loyal Avenue (M) Sdn. Bhd.則繼而持有TSTC Sdn. Bhd.之49.39%權益。因此，Yaw Chee Ming被視為擁有Loyal Avenue (M) Sdn. Bhd.所持有之3,025,000股TSTC Sdn. Bhd.普通股之權益。

除上文所述者外，於二零零七年三月十九日，董事或主要行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有任何按照證券及期貨條例第XV部第7及第8分部規定須通知本公司及聯交所之任何權益或淡倉，或根據證券及期貨條例第352條須予記錄之任何權益或淡倉，或按照標準守則須通知本公司及聯交所之任何權益或淡倉。

主要股東及擁有須予公佈權益之其他股東之權益

於二零零六年十二月三十一日，本公司並無獲知會任何須根據證券及期貨條例第336條記錄之權益，因本公司之股份於該日尚未於聯交所上市。

Other Information (continued)

其他資料 (續)

Interests of substantial shareholders and other shareholders with notifiable interests (continued)

As at March 19, 2007, the interests or short positions of substantial shareholders and other shareholders with notifiable interests in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO were as follows:

Long positions of substantial shareholders and other shareholders with notifiable interests who were entitled to exercise or control the exercise of 10% or more of the voting power at any general meeting of the Company

主要股東及擁有須予公佈權益之其他股東之權益 (續)

於二零零七年三月十九日，主要股東及擁有須予公佈權益之其他股東，於本公司之股份或相關股份擁有須根據證券及期貨條例第336條記錄於登記冊之權益或淡倉如下：

有權於本公司之任何股東大會上行使或控制行使10%或以上投票權之主要股東及擁有須予公佈權益之其他股東之好倉

Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholdings 股權之概約百分比
Yaw Chee Ming ⁽¹⁾	Interest of a controlled corporation 受控法團之權益	2,320,290,260	55.99%
Datuk Yaw Teck Seng ⁽²⁾ 拿督丘德星 ⁽²⁾	Beneficial owner/ Interest of a controlled corporation 實益擁有人／受控法團之權益	2,592,291,280	62.55%
Yaw Holding Sdn. Bhd. ⁽³⁾	Interest of a controlled corporation 受控法團之權益	2,320,290,260	55.99%
Samling Strategic	Beneficial owner 實益擁有人	2,320,290,260	55.99%

Long positions of other shareholders with notifiable interests

擁有須予公佈權益之其他股東之好倉

Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholdings 股權之概約百分比
Ahmad Bin Su'ut ⁽⁴⁾	Interest of a controlled corporation 受控法團之權益	225,592,070	5.44%
Tapah Plantation Sdn. Bhd. ("Tapah")	Beneficial owner 實益擁有人	225,592,070	5.44%

Other Information (continued)

其他資料 (續)

Interests of substantial shareholders and other shareholders with notifiable interests (continued)

主要股東及擁有須予公佈權益之其他股東之權益 (續)

Name 名稱	Capacity/ Nature of interest 身份／權益性質	Number of Shares 股份數目	Approximate percentage of shareholdings 股權之概約百分比
Abdul Hamed Bin Sepawi ⁽⁵⁾	Interest of a controlled corporation 受控法團之權益	207,334,280	5.00%
Wan Morshidi Bin Tuanku Abdul Rahman ⁽⁶⁾	Interest of a controlled corporation 受控法團之權益	207,334,280	5.00%
Perkapalan Damai Timur Sdn. Bhd. ("PDT")	Beneficial owner 實益擁有人	207,334,280	5.00%

Notes:

- (1) Yaw Chee Ming was interested in approximately 39.6% of the issued share capital of Yaw Holding Sdn. Bhd., which owns the entire issued ordinary share capital of Samling Strategic and is deemed to be interested in all the shares owned by Samling Strategic.
- (2) Datuk Yaw Teck Seng was interested in approximately 39.6% of the issued share capital of Yaw Holding Sdn. Bhd., which owns the entire issued ordinary share capital of Samling Strategic and is deemed to be interested in all the shares owned by Samling Strategic. Datuk Yaw Teck Seng also owns 99.9% of the issued share capital of Samling International Limited ("SIL") and is deemed to be interested in 203,764,310 shares, representing approximately 4.91% of our issued share capital, owned by SIL. He is also directly beneficially interested in 68,236,710 shares, representing approximately 1.65% of the issued share capital of the Company.
- (3) Yaw Holding Sdn. Bhd. was interested in the entire issued ordinary share capital of Samling Strategic and is deemed to be interested in all the shares owned by Samling Strategic.
- (4) Ahmad Bin Su'ut was interested in 99.998% of the issued share capital of Tapah and is deemed to be interested in all the shares owned by Tapah.
- (5) Abdul Hamed Bin Sepawi was interested in 60% of the issued share capital of PDT and is deemed to be interested in all the shares owned by PDT.

附註:

- (1) Yaw Chee Ming 擁有 Yaw Holding Sdn. Bhd. 已發行股本約 39.6%，而 Yaw Holding Sdn. Bhd. 則擁有 Samling Strategic 之全部已發行普通股股本，並被視為擁有 Samling Strategic 所持全部股份之權益。
- (2) 拿督丘德星 擁有 Yaw Holding Sdn. Bhd. 已發行股本約 39.6%，而 Yaw Holding Sdn. Bhd. 擁有 Samling Strategic 全部已發行普通股股本，並被視為擁有 Samling Strategic 所擁有全部股份之權益。拿督丘德星亦擁有 Samling International Limited (「SIL」) 99.9% 之已發行股本，並被視為擁有 SIL 所擁有之 203,764,310 股股份，佔本公司已發行股本約 4.91%。彼直接實益擁有 68,236,710 股股份，佔本公司已發行股本約 1.65%。
- (3) Yaw Holding Sdn. Bhd. 擁有 Samling Strategic 全部已發行普通股股本之權益，並被視為擁有 Samling Strategic 所擁有全部股份之權益。
- (4) Ahmad Bin Su'ut 擁有 Tapah 已發行股本 99.998% 之權益，並被視為擁有 Tapah 所擁有之全部股份之權益。
- (5) Abdul Hamed Bin Sepawi 擁有 PDT 已發行股本 60% 之權益，並被視為擁有 PDT 所擁有之全部股份之權益。

Other Information (continued)

其他資料 (續)

Interests of substantial shareholders and other shareholders with notifiable interests (continued)

(6) Wan Morshidi Bin Tuanku Abdul Rahman was interested in 40% of the issued share capital of PDT and is deemed to be interested in all the shares owned by PDT.

Save as disclosed above, as at March 19, 2007, no other person had any interests or short positions in the shares and underlying shares of the Company which are required to be recorded pursuant to section 336 of the SFO.

Interim Dividend

The Board of Directors does not recommend the payment of an interim dividend for the six months ended December 31, 2006. Accordingly, no closure of the Register of Members of the Company is proposed.

Purchase, sale or redemption of the listed securities of the Company

The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited on March 7, 2007. Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended December 31, 2006.

Compliance with the Code of Corporate Governance Practices

The Board is committed to the highest standards of corporate governance throughout the Group and is accountable to the Company's shareholders for good governance.

The Company has adopted a Corporate Governance Code since its listing on March 7, 2007. The Company has complied with all applicable provisions of Code of Corporate Governance Practices as set out in Appendix 14 to the Listing Rules since its listing. The Code Provision A.4.1 in respect of the specific term of non-executive directors has been met by the bye-laws requiring at each annual general meeting of the Company, one-third of the directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third), including the non-executive directors retiring from office by rotation so every director shall be subject to retirement of at least once every three years. A retiring director shall be eligible for re-election.

主要股東及擁有須予公佈權益之其他股東之權益 (續)

(6) Wan Morshidi Bin Tuanku Abdul Rahman 擁有 PDT 已發行股本 40% 之權益，並被視為擁有 PDT 所擁有之全部股份之權益。

除上文所披露者外，於二零零七年三月十九日，概無任何其他人士於本公司之股份及相關股份擁有任何須根據證券及期貨條例第 336 條記錄之任何權益或淡倉。

中期股息

董事會不建議派付截至二零零六年十二月三十一日止六個月之中期股息，因此不建議暫停辦理股份登記手續。

購買、銷售或贖回本公司之上市證券

本公司股份於二零零七年三月七日在香港聯合交易所有限公司主板上市。截至二零零六年十二月三十一日止六個月，本公司或其任何附屬公司概無購買、銷售或贖回本公司之任何上市證券。

遵守企業管治常規守則

董事會致力於本集團內實施最高標準之企業管治，並就良好之管治向本公司股東負責。

本公司自其於二零零七年三月七日上市以來採納企業管治守則。董事認為，本公司自其上市以來遵守上市規則附錄 14 所載之企業管治常規守則之所有適用條文。有關非執行董事特定任期之守則條文第 A.4.1 條已遵守，方式為根據公司細則，於本公司之每屆股東週年大會上，當時在任之三分之一董事（或如人數並非三之倍數，則以最接近但不少於三分之一之數為準），包括非執行董事須輪值退任，以致每名董事須最少每三年輪值退任一次。退任董事將符合資格膺選連任。

Other Information (continued) 其他資料 (續)

Compliance with the Code of Corporate Governance Practices (continued)

In accordance with the arrangements disclosed in the Prospectus, the independent non-executive Directors are to review whether or not to exercise any of the call options granted to the Company in respect of the Remaining Businesses held by the Controlling Shareholders of the Company under the Call Options agreement on a quarterly basis.

The independent non-executive Directors have reviewed the relevant information up to or as at February 23, 2007, and have decided not to exercise any of the call options granted to the Company in respect of such Remaining Businesses under the Call Options agreement.

In accordance with the arrangements disclosed in the Prospectus, the independent non-executive Directors are to review whether or not to pursue or decline any investment or other commercial opportunity referred to the Company by the Controlling Shareholders of the Company under the non-competition agreement entered into between the Company and the Controlling Shareholders. No such investment or other commercial opportunity has been referred to the Company by the Controlling Shareholders of the Company for consideration by the independent non-executive Directors.

Compliance with the Model Code for Securities Transactions by Directors

The Board has adopted a code of conduct regarding securities transactions by directors on terms no less exacting than the required standard set out in Appendix 10 to the listing Rules (the "Code") effective from the listing of the Company's shares on March 7, 2007. Having made specific enquiry to all Directors, they confirmed that they have complied with the required rules set out in the Code since the listing of the Company.

Audit Committee

The audit committee was established in August 2006 to review and supervise the financial reporting process and internal control system of the Company, nominate and monitor external auditors and provide advice and comments to the Board. The audit committee has reviewed the Group's unaudited interim financial statements for six months ended December 31, 2006.

The audit committee comprises four members, namely Mr. Fung Ka Pun (Chairman of the committee), Mr. David William Oskin and Mr. Tan Li Pin, Richard, who are independent non-executive Directors, and Mr. Chan Hua Eng, who is a non-executive Director.

遵守企業管治常規守則 (續)

根據招股章程所披露之安排，獨立非執行董事須每季檢討是否根據認購期權協議行使就本公司控股股東所持有之其餘業務授予本公司之任何認購期權。

獨立非執行董事已審閱截至或於二零零七年二月二十三日之相關資料，並已決定不會根據認購期權協議就該等其餘業務任何授予本公司之任何認購期權。

根據招股章程所披露之安排，獨立非執行董事須檢討是否根據本公司與本公司之控股股東訂立之不競爭協議進行或拒絕控股股東介紹予本公司之任何投資或其他商機。本公司之控股股東未曾向本公司介紹該等投資或其他商機以供獨立非執行董事考慮。

遵守董事進行證券交易的操守守則

董事會已採納董事進行證券交易的操守守則，其條款如上市規則附錄10所載之規定標準（「守則」）般嚴謹，自本公司股份於二零零七年三月七日上市起生效。經向全體董事作出特定查詢後，彼等確認彼等自本公司上市以來一直遵守守則所載之規定規則。

審核委員會

審核委員會於二零零六年八月成立，以審閱及監督本公司之財務報告程序及內部監控系統、提名及監察外聘申報會計師，以及向董事會提供意見及建議。審核委員會已審閱本集團截至二零零六年十二月三十一日止六個月之未經審核中期財務報表。

審核委員會由四名成員組成，該等成員分別為獨立非執行董事馮家彬先生（委員會主席）、獨立非執行董事David William Oskin先生及談理平先生，以及非執行董事Chan Hua Eng先生。

Other Information (continued) 其他資料 (續)

Remuneration Committee

The remuneration committee was established in August 2006, comprising three members, namely Mr. David William Oskin (Chairman of the committee) and Mr. Fung Ka Pun, who are independent non-executive Directors, and Mr. Yaw Chee Ming, who is an executive director. The primary duties of the remuneration committee are to evaluate the performance and determine the remuneration packages of all the executive Directors and senior management and make recommendations on the remuneration of non-executive Directors.

Nomination Committee

The nomination committee was established in August 2006, comprising three members, namely, Mr. Tan Li Pin, Richard (Chairman of the committee) and Mr. Fung Ka Pun, who are independent non-executive Directors, and Mr. Chan Hua Eng, who is a non-executive Director. The primary duties of the nomination committee are to review structure, size and composition of the Board on a regular basis, and make recommendations to the Board regarding nomination of suitable candidates to fill vacancies on the Board.

Forward-looking Statements

The Company would also like to caution readers about the forward-looking nature of certain of the above statements. These forward-looking statements are subject to risks and uncertainties and assumptions, some of which are beyond our control. In addition, these forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law and the Listing Rules. Actual results may differ materially from the information contained in the forward-looking statements as a result of a number of factors.

薪酬委員會

薪酬委員會於二零零六年八月成立，委員會包括三名成員，分別為獨立非執行董事David William Oskin先生（委員會主席）及馮家彬先生及執行董事Yaw Chee Ming先生。薪酬委員會之主要職責為評估所有執行董事及高級管理層之表現及決定彼等之薪酬組合，並就非執行董事之薪酬提出建議。

提名委員會

提名委員會於二零零六年八月成立，委員會包括三名成員，分別為獨立非執行董事談理平先生（委員會主席）及馮家彬先生及非執行董事Chan Hua Eng先生。提名委員會之主要職責為定期檢討董事會之結構、規模及組成，並就提名合適人選填補董事會之空缺向董事會提出建議。

前瞻性陳述

本公司謹此提醒讀者，上述若干聲明包含前瞻性性質。該等前瞻性聲明含有風險、不明朗因素及假設，其中部分風險、不明朗因素及假設非本集團所能控制。此外，該等前瞻性聲明反映本集團有關未來事件之意見，惟並非未來表現之保證。本集團無責任就新資料、未來事件或其他原因而公開更新或修訂任何前瞻性聲明，法例及上市規則規定者則作別論。由於多項因素，實際業績或會與前瞻性聲明所載之資料有重大分別。



Samling Global Limited
三林環球有限公司