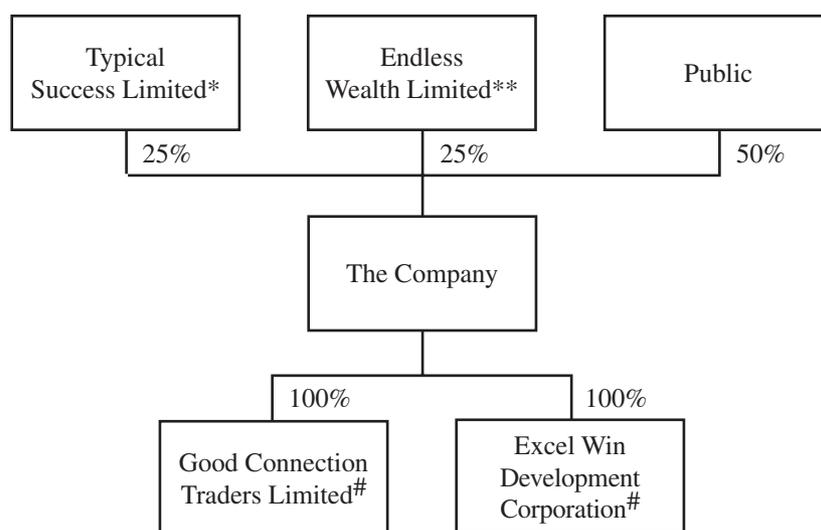

INFORMATION ON THE COMPANY

INTRODUCTION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 5th December, 2001. The Company is an investment company which will be principally engaged in investments in listed and unlisted companies in Hong Kong and the PRC. As at the Latest Practicable Date, the Company had not commenced operations or business and the only asset of the Company comprises a cash balance of HK\$30,000,000. In addition, the Company had not identified any investment opportunity as at the Latest Practicable Date.

SHAREHOLDING STRUCTURE

The following chart sets out the shareholding structure of the Company immediately following completion of the New Issue:



* Wholly-owned and controlled by Mr. Tsang Cheuk Lau, the chairman of Upbest Group Limited and one of the five executive directors of Upbest Group Limited.

** Wholly-owned and controlled by Mr. Chin Melvyn Michael, a third party independent to the Investment Manager.

These companies are formed for holding listed and unlisted investments for the Company after listing.

Note: Typical Success Limited and Endless Wealth Limited are neither connected parties to each other nor parties acting in concert.

INVESTMENT OBJECTIVES AND POLICIES

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving short to medium term (i.e. less than one year to five years) capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC. The Company also intends to invest in unlisted companies with the potential to seek a listing on the Stock Exchange or any overseas stock exchanges.

The Company has adopted the following investment policies:

1. A substantial portion of the Company's assets will be invested in equity securities, convertible notes, preference shares, options, warrants, futures contracts and debt securities issued by listed and unlisted companies in Hong Kong and the PRC, or such other types of investments

INFORMATION ON THE COMPANY

in accordance with the investment objectives and policies and restrictions adopted by the Company from time to time and the requirements of the Memorandum, the Articles, the Listing Rules and the Investment Management Agreement.

2. Investments will normally be made in the form of equity or equity-related securities and debt instruments in listed and unlisted companies engaged in industries including (but not limited to) the information technology, telecommunications, manufacturing, service, property and infrastructure sectors to maintain a balance in the Company's exposure to different industry sectors in order to minimize the impact on the Company of any downturn in any particular sector;
3. The Company will seek to identify entities with a record of profit growth, strong management, high levels of technical expertise and research and development capabilities as well as management commitment to long-term growth. However, the Company will also have the flexibility to consider investments in companies or other entities which are considered by the Board and the Investment Manager as being special or in recovery situations;
4. Where possible, the Board and the Investment Manager would seek to identify investments where there is a certain degree of synergy with other investee companies and where co-operation between such companies would be of mutual benefit to each other;
5. The Company's investments are intended to be held for short to medium term (i.e. less than one year to five years) capital appreciation. There is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Directors will from time to time realise investments where they believe the realisation would be in the best interests of the Company or where the terms on which such realisation can be achieved are believed by the Directors to be particularly favourable to the Company; and
6. Investment Limit exercisable by the Investment Manager for any single investment is the lower of 20% of the Net Asset Value or HK\$10,000,000 or such other amount as may be resolved by the Board from time to time.

Potential investors should note that while it is the intention of the Company to invest its funds in accordance with the investment objectives and policies outlined above as soon as practicable, due to market and other investment considerations, it may take some time before the funds of the Company are fully invested.

Cash pending investment, reinvestment or distribution will be placed on bank deposits in Hong Kong in any currency, bonds or treasury securities issued by the government of the United States or the government of Hong Kong, or their respective agencies or securities and other instruments denominated in any currency issued by various governments or international development agencies.

In order to hedge against interest rate risks, the Company may enter into forward interest rate agreements, interest rates and bond futures contracts and interest rate swaps and purchase and write (sell) put or call options on interest rates and put or call options on futures on interest rates. The Company will only engage in transactions in options and futures which are traded on recognized securities or futures

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exchanges and for hedging purpose only. The Company has no intention to purchase or write (sell) derivatives with an open position.

FIEs are required to conduct all their foreign exchange transactions through authorised banks and open a current account and a capital account with such banks. SAFE has the authority to determine the maximum amount of foreign exchange a FIE may maintain in its current account in accordance with its paid-up capital and its needs for foreign exchange working funds on a day-to-day basis. Any foreign currency income in the current account exceeding such maximum limit shall be sold to authorized banks. The Company may invest in FIEs to which the above-mentioned rules and regulations are applicable.

The Company's investment objectives and policies will remain in force for a minimum period of three years from the date of this prospectus unless otherwise decided by the Shareholders by way of an ordinary resolution in a general meeting. The Board has no present intention to change the Company's investment objectives and policies.

INVESTMENT RESTRICTIONS

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investments are imposed on the Company. In part to meet such restrictions, the Board has resolved that the Company may not:

1. either on its own or through its wholly-owned subsidiaries (formed solely for the purpose of holding listed and unlisted investments for the Company) or in conjunction with any connected person take legal, or effective, management control of underlying investments and in no event, will the Company on its own or through its wholly-owned subsidiaries own or control more than 30% (or such lower percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in any one company or body except in relation to wholly-owned subsidiaries of the Company, if any;
2. invest in any company or entity other than wholly-owned subsidiaries of the Company if such investment will result in more than 20% of the Net Asset Value being invested in such company or entity as at the date the investment is made;
3. buy or sell commodities, commodity contracts or precious metals, except that it may purchase and sell futures contracts on stock indices and securities which are secured by commodities or precious metals; and
4. invest more than 50% of its assets outside Hong Kong and the PRC to the extent of contravening its primary objective of achieving short to medium term (i.e. less than one year to five years) capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC.

The Company has to comply with investment restrictions 1 and 2 above at all times, which are set out in the Articles and cannot be changed while it remains listed as an investment company under Chapter 21 of the Listing Rules.

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Investment restrictions 3 and 4 cannot be changed for at least 3 years from the date of this prospectus without the approval of the Shareholders by way of an ordinary resolution.

The Board has no present intention to change any of the above-mentioned investment restrictions.

CONNECTED TRANSACTIONS

The following transactions have been, or will be, carried out between the Company and connected persons (as defined in the Listing Rules) of the Company following the listing of the Shares on the Stock Exchange.

1. Investment Management Agreement

Pursuant to the Investment Management Agreement dated 15th May, 2002 between the Company and the Investment Manager, the Investment Manager has agreed to provide the Company with investment management services for a three-year period commencing on the date of this prospectus at a monthly investment management fee payable in Hong Kong dollars at 1.5% per annum of the Net Asset Value as at the immediately preceding Valuation Date on the basis of the actual number of days in the relevant calendar month over a year of 365 days. Details of the terms and conditions of the Investment Management Agreement are set out under the section headed “Investment Management” on page 36 of the prospectus.

The Investment Manager is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the Investment Management Agreement constitutes a connected transaction for the Company under the Listing Rules.

The Board, including the independent non-executive Directors, and the Sponsor are of the view that the Investment Management Agreement has been entered into on normal commercial terms on an arm’s length basis and in the ordinary and usual course of business of the Company, and that the terms of the Investment Management Agreement are fair and reasonable in so far as the Shareholders and the Company are concerned.

2. Custodian Agreement

Pursuant to the Custodian Agreement dated 15th May, 2002 between the Company and the Custodian, the Custodian has agreed to provide securities services to the Company including the safe custody and physical settlement of the securities in the investment portfolio of the Company, and the collection of dividends and other entitlements in respect of such securities. The appointment of the Custodian shall commence on the date of commencement of trading of the Shares on the Stock Exchange and will continue in force until terminated by either the Company or the Custodian giving to the other not less than 30 days’ notice in writing expiring at any time. Details of the fees to be charged by the Custodian to the Company are set out in the paragraph headed “Custodian fee” under the section headed “Investment Management” on page 41 of this prospectus.

The Custodian is regarded as a connected person of the Company under Rule 21.13 of the Listing Rules. Accordingly, the Custodian Agreement constitutes a continuing connected transaction for the Company under the Listing Rules. The custodian fees payable to the Custodian are expected to fall below

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the de-minimis threshold under Rule 14.24(5) of the Listing Rules, and will be exempted from the reporting, announcement and/or Shareholders' approval requirements under the Listing Rules. The Company will comply with the applicable requirements under Chapter 14 of the Listing Rules and disclose full details by press notice and/or seek independent Shareholders' approval if the custodian fee payable to the Custodian during its terms of service in respect of any financial year of the Company exceeds the de-minimis thresholds as set out in Rule 14.24(5) and/or Rule 14.25(1) of the Listing Rules.

The Board, including the independent non-executive Directors, and the Sponsor are of the view that the Custodian Agreement has been entered into on normal commercial terms, on an arm's length basis and in the ordinary and usual course of business of the Company, and that the terms of the Custodian Agreement are fair and reasonable so far as the Shareholders and the Company are concerned.

Application for waiver

Under the Listing Rules, a connected transaction would normally require full disclosure by press notice and prior approval by independent Shareholders, if the annual aggregate value of the management fee payable to the Investment Manager in a financial year is more than HK\$10 million or 3% of the net tangible assets of the Company as disclosed in its latest published audited accounts. Given that the Investment Management Agreement is an on-going contract, the Directors are of the view that it would be impractical and unduly onerous on the part of the Company, if the Company is required to fully comply with the disclosure requirements as set out in Chapter 14.25(1) of the Listing Rules for the transactions contemplated under the Investment Management Agreement whenever it arises.

In view of the above, the Company has applied to the Stock Exchange for a waiver from strict compliance with the disclosure requirements under Chapter 14.25(1) of the Listing Rules in respect of the transactions contemplated under the Investment Management Agreement for a period of three years from the date dealings in the Shares on the Stock Exchange commences ("Waiver Period") based on the following conditions:

1. the transactions contemplated under the Investment Management Agreement will be entered into by the Company:
 - (a) in its ordinary and usual course of business;
 - (b) on normal commercial terms and on an arm's length basis; and
 - (c) on terms that are fair and reasonable so far as the Shareholders and the Company are concerned;
2. in any financial year during the Waiver Period, the aggregate value of the investment management fee payable to the Investment Manager does not exceed 3% of the Net Asset Value for the relevant year respectively;
3. during the term of the Investment Management Agreement, the Company's independent non-executive Directors will review the Investment Management Agreement annually and confirm in the Company's annual report of the relevant year that:

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- (a) the transactions contemplated under the Investment Management Agreement have been entered into by the Company in the ordinary and usual course of its business and are conducted in accordance with the terms of the Investment Management Agreement;
 - (b) the transactions contemplated under the Investment Management Agreement have been entered into on normal commercial terms and on arm's length basis; and
 - (c) the transactions contemplated under the Investment Management Agreement have been entered into on terms that are fair and reasonable so far as the Shareholders and the Company are concerned;
4. details of the transactions contemplated under the Investment Management Agreement as set out in Rules 14.25(1)(A) to (D) of the Listing Rules shall be disclosed in the Company's annual report;
5. during the term of the Investment Management Agreement, the auditors of the Company shall review the Investment Management Agreement annually and provide the Board with a written confirmation stating whether:
- (a) the transactions contemplated under the Investment Management Agreement have been approved by the Director(s);
 - (b) the transactions contemplated under the Investment Management Agreement have been conducted in accordance with the terms thereof;
 - (c) the transactions contemplated under the Investment Management Agreement have been entered into on terms that are fair and reasonable so far as the Shareholders and the Company are concerned.

A copy of such written confirmation will be submitted to the Stock Exchange. Where, for any reason, the Company's auditors decline to accept the engagement or are unable to provide the written confirmation, the Directors shall notify the Stock Exchange immediately.

Upon expiry of the waiver, the Company will have to apply, if necessary, for a new waiver from the Stock Exchange.

In the event the annual investment management fee exceeds the threshold as stated in the Investment Management Agreement or if the Company renews or enters into any new agreement with any connected person, the Company will comply in full with the relevant provisions of Chapter 14 of the Listing Rules unless the Company applies for and obtains a separate waiver from the Stock Exchange.

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those in force as at the date of this prospectus to transactions of the kind to which the above connected transaction belong including, but not limited to, a requirement that such transactions be made conditional on approval by the Shareholders, the Company will take immediate steps to ensure compliance of such amendments within a reasonable time or such time as prescribed by the Listing Rules.

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BORROWING POWER

Pursuant to and in accordance with the Articles, the Company may exercise its borrowing power to borrow up to an aggregate principal amount representing not more than 50% of the latest available Net Asset Value at the time the borrowing is made. The approval of Shareholders at a general meeting is required if the Company is to borrow in excess of 50% of the latest available Net Asset Value at the time the borrowing is made. The Company's assets may be charged or pledged as security for borrowing. Subject to the provisions of the Articles and the Investment Management Agreement, the Company may from time to time borrow for the purposes of providing liquidity or taking advantage of investment opportunities.

DISTRIBUTION POLICY

Interest, dividends and other income of the Company will be used first to meet expenses. The Investment Manager will then assess whether it is reasonable to make provisions for future expenses and/or any possible diminution in value of investments, and will consider the amount of cash which should be retained by the Company for future investments. It is the Board's intention to distribute any excess balance by way of dividend to the extent permitted by law, the Memorandum and the Articles. Dividends will only be declared and paid to the extent that they are covered by the net income received from underlying investments. Distribution will be made annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to Shareholders if it appears to the Board to be justified by the financial position of the Company and permissible by the Memorandum, the Articles and the applicable laws. Distributions will be made in Hong Kong dollars.

FOREIGN EXCHANGE POLICY

The Company's investments may be denominated in currencies other than Hong Kong dollars, and there is accordingly a risk relating to exchange rate fluctuations. A summary of the major foreign controls or restrictions in the PRC as at the Latest Practicable Date is set out on page 45 of this prospectus.

VALUATION OF NET ASSETS

The Company will calculate and publish the Net Asset Value per Share as at the end of each month within 15 days of that date and the Investment Manager will assist the Company with such calculation.

The Net Asset Value will be calculated in accordance with the valuation methods set out in the Articles as follows:

1. the valuation shall be prepared in Hong Kong dollars and any assets or liabilities denominated in a currency other than Hong Kong dollars shall be converted into Hong Kong dollars at such rate of exchange as the Board shall in its absolute discretion determine to be ruling at the close of business on the relevant Valuation Date;
2. investments (not including securities in collective investment schemes) quoted, listed, traded or dealt in on any market shall be taken at the last transacted price on that market as at the

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- official close of such market on the relevant Valuation Date or the trading date immediately prior to the relevant Valuation Date if such Valuation Date is not a trading date on that market;
3. each unquoted investment shall be valued at the lower of cost or such other price as may be determined by the Board if it concludes that the Board has available to it sufficient reliable information upon which to base such a valuation;
 4. there shall be included in the valuation any interest accrued and any dividends declared but not yet received as at the relevant Valuation Date;
 5. in calculating the Net Asset Value there will be deducted all liabilities of the Company, such provisions and allowances for contingencies as the Board considers appropriate and such provisions and allowances in respect of costs and expenses payable by the Company as determined by the Board;
 6. the Board may permit some other methods of valuation to be used if a particular investment is not or cannot be valued as above or if the Board considers that the use of some other valuation methods better reflect the fair value; and
 7. the Board has absolute discretion on the calculation of the Net Asset Value and the adoption of valuation method in calculating the Net Asset Value.

For the purpose of preparing any valuation, the Directors are entitled to obtain, at the expense of the Company, and to rely on such independent professional advice as they consider appropriate.

The Board is empowered by the Articles to suspend calculation of the Net Asset Value upon the occurrence of any of the following events:

1. when, as a result of political, economic, military or monetary events or any circumstance outside the control, responsibility and power of the Company, disposal of investments is not reasonably practicable without materially and adversely affecting and prejudicing the interests of the Shareholders, or if, in the opinion of the Board, the value of any of the investments or other assets of the Company cannot reasonably or fairly be ascertained; or
2. when a breakdown occurs in any of the means normally employed in ascertaining the value of investments or when for any other reason the value of any of the investments or other assets of the Company cannot reasonably or fairly be ascertained.

In the event that calculation of the Net Asset Value is suspended at the time at which the investment management fee payable to the Investment Manager pursuant to the Investment Management Agreement is to be calculated, the payment to the Investment Manager of its investment management fee will also be suspended until calculation of the Net Asset Value resumes.

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USE OF PROCEEDS

The net proceeds of the New Issue after deduction of fees, commissions and other expenses to be borne by the Company are estimated to be approximately HK\$25 million. Commission and listing fee, together with the SFC transaction levy and Stock Exchange trading fee, legal and professional fees, printing and other expenses relating to the New Issue, are estimated to amount to approximately HK\$5 million. It is presently intended that the proceeds will be applied in investments according to the investment policies and objectives of the Company as adopted by the Company from time to time and the requirements of the Memorandum, the Articles, the Listing Rules and the Investment Management Agreement. Any proceeds not invested will be placed on deposits with banks in Hong Kong. In order to hedge against interest rate risks, the Company may enter into forward interest rate agreements, interest rates and bond futures contracts and interest rate swaps and purchase and write (sell) put or call options on interest rates and put or call options on futures on interest rates. The Company will only engage in transactions in options and futures which are traded on recognized securities or futures exchanges and for hedging purpose only. The Company has no intention to purchase or write (sell) derivatives with an open position.

EXPECTED INVESTMENT DISTRIBUTION

The following illustrates the expected initial investment distribution of the Company. However, the investment distribution may vary depending on the market and economic conditions prevailing from time to time. Investors should use the following as a general guideline only:

Cash or cash equivalents	10%
Equities and equity related	
Listed companies	45%
Unlisted companies	45%
	<hr/>
	100%
	<hr/> <hr/>

DISTRIBUTABLE RESERVES

Under Cayman Islands law, share premium of the Company is available for paying distributions or dividends to the Shareholders subject to the provisions of the Memorandum and the Articles and a statutory solvency test. In accordance with the Articles, dividends may be declared or paid out of the profits and reserves of the Company lawfully available for distribution including share premium. With the sanction of an ordinary resolution, dividends may also be declared and paid out of share premium account or any other fund or account which is authorised for this purpose in accordance with the Cayman Islands Law.

PUBLISHED INFORMATION

The Net Asset Value per Share as at the end of each month calculated in Hong Kong dollars will be provided by the Company and will be published in one Chinese language newspaper and one English language newspaper in Hong Kong gazetted for the purpose of public notice within 15 days after the end of each month.

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A copy of the audited annual financial statements and unaudited interim financial statements of the Company will be sent to the Shareholders within four months and three months respectively of the end of the financial period to which they relate. All financial statements will be printed in both English and Chinese and further copies will be available on request from the Company.

DIRECTORS

The Board is responsible for the management and formulation of the Company's investment strategies and guidelines in accordance with the investment objectives and policies of the Company. As at the Latest Practicable Date, no chairman of the Company has been appointed. The Company will not appoint a chairman in a short period of time (i.e. within one year). The Board comprises the following persons:

Executive Directors

Mr. Choi Wai Yin, aged 43, is an executive Director. Mr. Choi holds a bachelor's degree in Business Administration from the Chinese University of Hong Kong, and has over 18 years of experience in finance and fund management. From 1992 to 1994, he was a manager of the assessing department of BOCI Direct Investment Management Limited managing direct investment funds of approximately US\$120 million. From 1994 to 1998, he was an executive director of CEF New Asia Partners Limited managing two direct investment funds, namely CEF New Asia Company Limited and CEFNA Greater China Investments Company Limited, of approximately US\$180 million on behalf of independent third parties. Mr. Choi is currently an investment adviser registered under the Securities Ordinance and an executive director of Success Talent Investments Limited which is the investment manager of a listed investment company on the Stock Exchange, Earnest Investments Holdings Limited (as at 28th February, 2002, the unaudited consolidated net asset value was approximately HK\$38 million). Mr. Choi will contribute to formulate the business direction of the Company, structure investment deals and monitor the performance of individual projects.

Ms. Chow Siu Fan, aged 37, is an executive Director. Ms. Chow is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Society of Accountants. She has worked for a Big-Five international audit firm in Hong Kong and has over 10 years' experience in finance, direct investment, corporate management, project management and strategic planning. She was an executive Director of Lamex Holdings Limited, a company listed on the Stock Exchange. Ms. Chow has extensive experience in direct investment and project management, in particular, the PRC market, where she participated in analysing the potential of the investment project, budgeting, fund arrangement and making investment decisions. With the experience of Ms. Chow, the Company can explore the opportunities in investment projects in the PRC which is expected to benefit from the accession of the PRC into the World Trade Organisation. She will also be responsible for structuring acquisitions and disposition of unlisted investment projects and negotiating the terms of the transactions.

Mr. Chan Nap Kee, Joseph, aged 41, is an executive Director. Mr. Chan holds a master degree in science from the University of Strathclyde in Glasgow, Scotland, United Kingdom and a diploma in "China Investment and Trade" from Beijing University, the PRC, and has over 18 years' experience in corporate finance and fund management. Since 1994, he has been the director of Oriental Patron Asia Limited where he provides investment and advisory service to listed and unlisted companies as well as individuals in and outside of Hong Kong which include advisory services on public offering of securities, mergers and acquisitions and debt financing exercises. Since 1996, he has been a managing member of

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Oriental Patron Capital Growth Fund, a fund of approximately HK\$10 million for independent third parties which mainly focuses on medium and small cap listed companies in Hong Kong. Mr. Chan is a dealer and an investment adviser registered under the Securities Ordinance. Currently he is also an executive director of AVANTA Investment (International) Limited which is the investment manager of a listed investment company on the Stock Exchange, Everest International Investments Limited (as at 28th February, 2002, the unaudited consolidated net asset value was approximately HK\$59 million). In addition, since 2000, he has been a director of Pacific Crown Investment Fund Limited, a fund of approximately US\$62 million for independent third parties. Mr. Chan will contribute to formulate the business direction of the Company and monitor the performance of listed and unlisted investments.

Each of the executive Directors has entered into a service contract with the Company for an initial term of one year and shall continue thereafter commencing on 6th May, 2002 which may be terminated by either party giving to the other three months' prior notice in writing. The annual remuneration for each of the executive Directors is HK\$50,000 for the initial term of one year.

Independent non-executive Directors

Mr. Kong Tze Wing, aged 51, is an independent non-executive Director. Mr. Kong is a fellow member of the Association of Chartered Certified Accountants since 1985 and become a fellow of the Hong Kong Society of Accountants in 1995. He is also a Board Member and Chairman of the China Liaison Committee of the Hong Kong Association of Accounting Technicians as well as the Chairman of the Institute of Financial Accountants in Hong Kong. Mr. Kong has been a Certified Public Accountant since 1981. Mr. Kong holds a bachelor degree in Accounting and a bachelor degree in Business Administration. He is a sole practitioner of the firm Messrs. James T. W. Kong & Co., Certified Public Accountants. Mr. Kong was an elected District Board member since 1991 and is currently an elected District Council member. He is actively participating in community services and has been appointed by the Hong Kong government to sit on various committees and appeal boards in Hong Kong.

Mr. Siu Siu Ling, Robert, aged 49, is an independent non-executive Director. Mr. Siu has been a solicitor since 1992 and has been admitted as solicitor of England and Wales since 1993. Mr. Siu holds a bachelor degree in laws and a postgraduate certificate in laws. Mr. Siu was a partner of the former firm Messrs. Joseph Chu, C.P. Cheung & Co. from 1997 to 1998 and partner of the firm Messrs. C.P. Cheung & Co. from 1997 to 2000. He is now a sole practitioner of the firm Messrs. Robert Siu & Co. Solicitors. Mr. Siu's practice is mainly in the field of commercial and corporate finance.

The Company intends to pay each of the independent non-executive Directors an annual fee of HK\$50,000. There is no service contract entered into between the Company and the independent non-executive Directors.

AUDIT COMMITTEE

The Company established an audit committee on 15th March, 2002 with written terms of reference in compliance with the Code of Best Practice as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group.

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The Company's audit committee consists of two independent non-executive Directors, namely, Mr. Kong Tze Wing and Mr. Siu Siu Ling, Robert. Mr. Kong Tze Wing is the chairman of the audit committee.

SHARE OPTION SCHEME

As at the Latest Practicable Date, the Company and its subsidiaries do not have full time employees and the Company has not adopted any share option scheme.