

00002433769

Companies Act 1997

Form 22

Section 215(1)

ANNUAL RETURN

Company number.

1-19553

Note: Information in this form must be either typed or handwritten in block letters. Where there is insufficient space on the form to supply the information required, annexe a separate sheet in the same format containing the information. All information must be stated as at the date in Item 8, unless otherwise specified.

1. Company name. VANIMO JAYA LIMITED

2. The year (dates) to which the annual return relates. 1 JANUARY 1999 TO 31 DECEMBER 1999

Note: Insert the dates e.g. 1 January - 31 December of the applicable year.

3. Address of registered office. SEC 52, LOT 55, HOHOLA, GORDONS INDUSTRIAL AREA, NCD P.O. BOX 3797, BOROKO, NCD, PAPUA NEW GUINEA

Note: The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. If at the premises of a firm or other person, specify the name of such. If in a building state particulars of the location within the building.

4. Address for service. SEC 52, LOT 55, HOHOLA, GORDONS INDUSTRIAL AREA, NCD, P.O. BOX 3797, BOROKO, NCD, PAPUA NEW GUINEA.

Note: Section 167(2) of the Act provides that the address for service may be the company's registered office or another place, but it must not be a postal address, and must be readily identifiable and accessible during normal business hours. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated. A village address is not acceptable.

Where the address for service is not at the registered office, the description must state the address of that place, and -

- (a) where the place is at the premises of any firm or other person - (i) that the address for service of the company is at the premises of that firm or person; and (ii) particulars of the location in any building of those premises; or (b) where the place is not at the premises of any firm or other person, but is located in a building occupied by persons other than, or in addition to, the company, state particulars of its location in the building.

5. Postal address to which communications from the Registrar may be sent. C/O: P.O. BOX 6999, BOROKO, NCD

Submitted by:Samuel Caris & Co
Address:P.O. Box 6999, Boroko NCD
Telephone:325 8029

REGISTRAR
Office use only.
09 MAR 2000
Submitted to the Office of the Registrar on:
COMPANIES PNG
DG

6. Date of the annual meeting held or deemed to be held for the year.

28 FEBRUARY 2000

Note: Where a resolution is passed under Section 103 in lieu of an annual meeting insert "Section 103 resolution" and the date of the resolution.

7. Date of the last annual meeting held or deemed to be held.

28 FEBRUARY 1999

Note: Where a resolution was passed under Section 103 in lieu of the annual meeting insert "Section 103 resolution" and the date of the resolution. Insert the date of the annual general meeting where the last annual meeting was held under the repealed Act. Where Section 149(6) of the repealed Act was applicable, insert the date on which the last thing required to be done at that meeting was done under that section.

8. Date to which this annual return is made up to.

28 FEBRUARY 2000

Note: This return must be made up to the date of the annual meeting or to a date not later than 14 days after the date of the annual meeting.

9. Details of registered charges.

Registration number	Registration date (not date of charge)	Name of chargeholder (Chargee)	Amount outstanding / owing as at the last balance date
NIL			K NIL
			K
			K
Total amount outstanding or owing as at the last balance date.			K

Note: The amount outstanding must be a specific amount. "Unspecified amount" or similar words are not acceptable. Insert "Nil" where no amount is outstanding or owing on a charge.

10. Records not kept at the company's registered office. (Complete only if applicable).

Description of records	Address of place where records kept
N/A	NIL

Note: This item is only to be completed where any of the records of the company referred to in Section 164(1) are not kept at the registered office of the company. A Form 18 must be submitted to the Registrar where this item is applicable.

11. Number of employees.

A. State the number of full time employees of the company as at the date of this annual return.

180

and

B. State the number of part time employees of the company as at the date of this annual return.

NIL

Note: Where the company has no full time or part time employees insert "Nil" in the appropriate box(es).

12. Activities undertaken.

Has the company traded or undertaken any activity since -

- (a) the date of the last annual return submitted under the *Companies Act 1997* or the repealed Act; or
 (b) in the case of the first annual return of a company incorporated under the *Companies Act 1997*, the date of registration?

YES

NO

(Place a cross (x) in the appropriate box.)

State the principal activities of the company and the date of commencement of each activity.

Principal Activities of the Company	Date of Commencement
1. FORESTRY, LOGGING, AND RELATED SERVICE ACTIVITIES	25 TH MARCH 1995
2. SAWMILLING AND PLANING OF WOOD PRODUCTS	25 - 3 - 95
3. BARGING AND WATER TRANSPORT.	25 - 3 - 95
4.	

Note: The day, month and year of the date of commencement must be stated. The date may be estimated where the precise date is unknown.

13. Information relating to shares in the company.

Class of shares e.g. ordinary	Number of shares issued in each class	Price per share (value of consideration)	Number of shares issued for cash	Number of shares issued for other than cash	Amount called up on each share (1)
ORDINARY	20,000	K1.00	20,000	NIL	K 1.00

(1) Insert the value of the consideration paid or provided in respect of the issue of each share. Where the full consideration was not payable or required to be provided, or has not been paid in respect of the issue of a share, insert the words "partly paid" and the value of that part of the consideration paid or provided in respect of the issue of the share.

14. Total number of shares of the company on issue.

20,000 SHARES

Note: The number of shares on issue must be inserted, not the value. Insert the total number of valid shares on issue at the date of this form. Do not include shares that have been cancelled or redeemed, or that are no longer on issue.

15. Total amount of calls received.

K20,000.00

Note: Insert the total amount in kina received by the company, whether as cash or consideration other than cash, for the issue or allotment of all shares in the company since incorporation.

16. Total amount of calls unpaid.

KNIL

Note: Where the full consideration was not payable or required to be provided upon the issue or allotment of any shares, or has not been paid insert the total amount in kina of any amount that has not been paid. Insert "Nil" if not applicable.

17. Total number of shares forfeited. (i.e. not sold or otherwise disposed of)

NIL

Note: Insert the number of shares, not the value, of shares forfeited to the company. Forfeiture usually occurs where the obligations of a shareholder for allotment or issue of shares have not been fully discharged. Insert "Nil" if not applicable.

18. Total number of shares purchased or otherwise acquired by the company.

NIL

Note: A Form 11 must be submitted to the Registrar where the company has purchased or acquired any of its own shares. Insert "Nil" if not applicable.

19. Total number of shares redeemed by the company.

NIL

Note: A Form 11 must be submitted to the Registrar where the company has redeemed any of its own shares. Insert "Nil" if not applicable.

20. Share transfers.

Insert the total number of shares transferred by existing or past shareholders since -

- (a) the date of the last annual return under the **Companies Act 1997** or the repealed Act; or
- (b) in the case of the first annual return of a company incorporated under the **Companies Act 1997**, the date of registration.

NIL

Note: Insert "Nil" where no shares have been transferred. This item is not required to be completed by a company whose shares are subject to a listing agreement with a stock exchange.

21. Particulars of the ultimate holding company. (Complete only if applicable).

Name of ultimate holding company.	NIL
Registration number (if applicable).	N/A

22. Shareholder information.

Shareholder information for companies with less than 100 shareholders and not subject to a listing agreement with a stock exchange.

Note: Where the company is subject to a listing agreement with a stock exchange or has 100 or more shareholders this item is not required to be completed, but a Form 23 must be submitted with this form in respect of the 10 largest shareholders in the company.

Given names (<i>natural persons only</i>)	Surname or corporate name and registration number, if applicable	Residential address or address of registered office	Date of birth (<i>natural persons</i>)	Nationality or country of incorporation	Class of shares	Number of shares
TOH HENG	LU	NO. 9, COMMERCIAL CENTRE, P.O. BOX 351, 97008, BINTULU, SARAWAK, MALAYSIA	12/08/46	MALAYSIAN	ORDINARY	1,968
TIW TUH	KUO	NO.2, NEW COMMERCIAL CENTRE, P.O. BOX 858, 97008 BINTULU, SARAWAK, MALAYSIA	26/11/48	MALAYSIAN	ORDINARY	3,000
WANG PING	KO	NO. 91, JALAN ABANG GALAU, NEW COMMERCIAL CENTRE, BINTULU, SARAWAK, MALAYSIA	18/08/47	MALAYSIAN	ORDINARY	950
HUAT PING	TING	1513, LORONG 33, PERSIARAN BROOKE, 96000, SIBU, SARAWAK, MALAYSIA	15/01/50	MALAYSIAN	ORDINARY	950
NGIE YUNG	LAU	3A, LORONG AURONG, SELATAN 4, SIBU, SARAWAK, MALAYSIA	30/11/63	MALAYSIAN	ORDINARY	7,000
ING KUONG	LAU	55A, TEKAN ROAD, SIBU, SARAWAK, MALAYSIA	24/02/46	MALAYSIAN	ORDINARY	3,168
TUNG MEI	SII	55A, TEKAN ROAD, SIBU, SARAWAK, MALAYSIA	05/10/49	MALAYSIAN	ORDINARY	1,966

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea. Where the above space is insufficient insert "see annexed shareholder list" and annexe a separate sheet containing the information in the prescribed format.

22. Shareholder information. Cont'd

Shareholder information for companies with less than 100 shareholders and not subject to a listing agreement with a stock exchange.

Note: Where the company is subject to a listing agreement with a stock exchange or has 100 or more shareholders this item is not required to be completed, but a Form 23 must be submitted with this form in respect of the 10 largest shareholders in the company.

Given names (<i>natural persons only</i>)	Surname or corporate name and registration number, if applicable	Residential address or address of registered office	Date of birth (<i>natural persons</i>)	Nationality or country of incorporation	Class of shares	Number of shares
KENG PING	LAW @ LAU	NO.105, TAMAN SRI SINONG, JALAN ABANG GALAU, P.O. BOX 642, 97008, BINTULU, SARAWAK, MALAYSIA.	19/07/1960	MALAYSIAN	ORDINARY	532
PANG HENG	CHEW	SECTION 52, LOT 55, HOHOLA, GORDONS INDUSTRIAL AREA, NCD, P.O. BOX 3797, BOROKO, NCD, PAPUA NEW GUINEA.	3/08/1955	MALAYSIAN	ORDINARY	<u>466</u> <u>20,000</u>

Note: Initials are not sufficient for the given names of a shareholder. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address or registered office. The country must also be stated if it is not Papua New Guinea. Where the above space is insufficient insert "see annexed shareholder list" and annexe a separate sheet containing the information in the prescribed format.

23. Details of director(s).

Given names	Surname	Residential address	Postal address	Nationality	Date of birth
PANG HENG	CHEW	SEC 439, LOT 20, ISLANDER VILLAGE	P.O. BOX 3797, BOROKO, NCD	MALAYSIAN	08/03/55
TOH HENG	LU	NO 9, NEW COMMERCIAL CENTRE, P.O. BOX 351, 97008 BINTULU SARAWAK, MALAYSIA	NO 9, NEW COMMERCIAL CENTRE, P.O. BOX 351, 97008 BINTULU SARAWAK, MALAYSIA	MALAYSIAN	12/08/46
TIW TUH	KUO	NO 2, NEW COMMERCIAL CENTRE, P.O. BOX 858, 97008 BINTULU, SARAWAK, MALAYSIA	NO 2, NEW COMMERCIAL CENTRE, P.O. BOX 858, 97008 BINTULU, SARAWAK, MALAYSIA	MALAYSIAN	26/11/48
WANG PING	KO	NO 91, JALAN ABANG GALAU, NEW COMMERCIAL CENTRE, BINTULU, SARAWAK, MALAYSIA	NO 91, JALAN ABANG GALAU, NEW COMMERCIAL CENTRE, BINTULU, SARAWAK, MALAYSIA	MALAYSIAN	18/08/47

Note: Initials are not sufficient for the given names of a director. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a director. The country of residency must be stated if it is not Papua New Guinea. A director must be a natural person.

24. Details of secretary(ies). (Complete only if applicable).

Given names	Surname	Residential address	Postal address	Nationality	Date of birth
WANG PING	KO	NO.91 JALAN ABANG GALAU, NEW COMMERCIAL CENTRE, BINTULU, SARAWAK, MALAYSIA	NO.91 JALAN ABANG GALAU, NEW COMMERCIAL CENTRE, BINTULU, SARAWAK, MALAYSIA	MALAYSIAN	18/08/47

Note: Initials are not sufficient for the given names of a secretary. The suburb, and street name and number, or the allotment and section number or portion number, and the district and province must be stated for the residential address of a secretary. A secretary must be a natural person ordinarily resident in the country. Insert "Nil" where no secretary has been appointed.

25. Accounts and audit.

Since -

- (a) the date of the last annual return under the *Companies Act 1997* or the repealed Act; or
(b) in the case of the first annual return of a company incorporated under the *Companies Act 1997*, the date of registration

A. The company is an exempt company as defined in Section 171 of the Act and is not required to appoint an auditor.

or

B. The company is required to appoint an auditor and submit a certified copy of its financial statements with this annual return under Section 215(3) of the Act.

Note: Place a cross in only one (1) of the above boxes. Where A. is applicable a certified copy of any resolution made under Section 171 resolving not to appoint an auditor must be submitted with this annual return. Where B. is applicable a certified copy of the financial statements, any group financial statements and the audit report must be submitted with this annual return.

26. Details of Auditor. (Complete only if applicable.)

Given names (<i>natural persons</i>)	Surname or firm name	Postal address
NIL		

Note: A partnership may be appointed under Section 192 of the Act by the firm name to be an auditor where all or some of the partners are qualified to be appointed as auditors of the company. Initials are not sufficient for the given names of an auditor who is a natural person.

27. State the total value of the assets of the company as at the last balance date.

K 1,477,317.00

28. State the total value of the liabilities of the company as at the last balance date.

K 1,289,804.00

29. Declaration and signature.

I declare that the company satisfies the solvency test, and this declaration is made under a resolution by the company's board of directors to adopt the contents of the annual return, and all information in this form is true and correct, and the copy of every document submitted with this form is a true and correct copy of the original document.

Signature of Director or Secretary: _____

Name of Director or Secretary: _____ CHEW PANG HENG _____

Role: _____ DIRECTOR _____ Date: _____ 28/02/00 _____

**MINUTES OF THE ANNUAL MEETING OF SHAREHOLDERS AND DIRECTORS OF
VANIMO JAYA LIMITED**

HELD AT: Sec 439, Lot 20, Islander Village
P.O. Box 3797, Boroko, NCD

ON: 28 February 2000

PRESENT: Chew Pang Heng, Lu Toh Heng, Kwo Tiw Tuh and Ko Wang Ping

CHAIRMAN: Chew Pang Heng was appointed Chairman of the Meeting.

**EXEMPT
COMPANY:** **IT WAS RESOLVED** that as the company is an Exempt Company according to S171 of the Companies Act 1997, the company will not appoint an auditor.

CLOSURE: There being no further business the meeting then terminated.

Signed in accordance with the Companies
Act as a true and correct record.



CHAIRMAN

I certify that this is a true copy of the original of the Annual Meeting.

Signed by.....

VANIMO JAYA LIMITED

Chew Pang Heng
Chairman
Dated: 28 February, 2000