(Company No: 463440-X) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2011 (The figures have not been audited)

ASSETS	As At 31.3.11 RM'000	(Audited) As At 31.12.10 RM'000
No. 10 months of the		
Non-current assets Property, plant and equipment	8,581	8,801
Investment properties	189	189
Other Investments	3,826	3,713
Calci invoduticino	12,596	12,703
	12,000	12,100
Current assets		
Inventories	4,322	4,384
Trade receivables	4,515	7,458
Other receivables	5,197	5,552
Tax recoverable	18	18
Fixed deposits with a licensed bank	-	-
Cash and bank balances		97
	14,052	17,509
Non-current assets held for sale	1,723	1,723
TOTAL ASSETS	28,371	31,935
EQUITY AND LIABILITIES		
Equity attributable to the equity holders of the Compa	any	
Share capital	45,502	45,502
Reserves	1,175	1,062
Accumulated losses	(32,298)	(31,747)
Total equity	14,379	14,817
Non-current liabilities		
Deferred tax liabilities	254	254
Current liabilities		
Trade payables	3,257	4,564
Other payables	1,688	1,997
Provision for liabilities	1,750	1,750
Amount owing to a director	1,919	3,933
Borrowings	5,124	4,620
	13,738	16,864
Total liabilities	13,992	17,118
TOTAL EQUITY AND LIABILITIES	28,371	31,935
Net assets per share (RM)	0.158	0.163

The condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010.

(Company No: 463440-X) (Incorporated in Malaysia)

#### CONDENSED CONSOLIDATED INCOME STATEMENT FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2011 (The figures have not been audited)

	3 MONTHS ENDED		3 MONTHS ENDED	
	31.3.11 RM'000	31.3.10 RM'000	31.3.11 RM'000	31.3.10 RM'000
Revenue	4,014	4,163	4,014	4,163
Operating expenses	(4,632)	(4,150)	(4,632)	(4,150)
Other operating income	138	111	138	111
(Loss)/ Profit from operations	(480)	124	(480)	124
Finance cost	(71)	(53)	(71)	(53)
(Loss)/ Profit before taxation	(551)	71	(551)	71
Taxation	**		***	-
(Loss)/ Profit for the period	(551)	71	(551)	71
Attributable to: Equity holders of the Company	(551)	71	(551)	71
Minority interest	***************************************		-94	_
•	(551)		(551)	71
Basic (loss)/ earnings per share attributable to equity holders of the Company based on weighted average weighted average number				
of shares in issue (sen)	(0.61)	0.08	(0.61)	0.08
Diluted earnings per share (sen)		<u>.</u>	-	-

The condensed consolidated income statement should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010.

(Company No: 463440-X) (Incorporated in Malaysia)

3 months ended 31.3.11

Balance as at 1 January 2011

Profit/ (Loss) for the period

Balance as at 31 March 2011

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2011 (The figures have not been audited)

Non-Distributable Fair Value Share Accumulated Total Capital Reserve Losses Equity RM'000 RM'000 RM'000 RM'000 45,502 1,062 (31,747)14,817 113 (551)(438)45,502 1,175 (32,298)14,379

-- Attributable to the equity holders of the Company --

12 months ended 31.12.10				
Balance as at 1 January 2010	45,502	-	(30,807)	14,695
Effect of adopting FRS 139		(195)		(195)
Profit/ (Loss) for the period	•	1,257	(940)	317
Balance as at 31 December 2010	45,502	1,062	(31,747)	14,817

The condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010.

(Company No: 463440-X) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER AND YEAR-TO-DATE ENDED 31 MARCH 2011 (The figures have not been audited)

	3 MONTH	HS ENDED	3 MONTH	IS ENDED
	31.3.11	31.3.10	31.3.11	31.3.10
	RM'000	RM'000	RM'000	RM'000
Profit/ (Loss) for the period	(551)	71	(551)	71
Other investments' fair value movement	113	(110)	113	(110)
Total comprehensive profit/ (loss)	(438)	(39)	(438)	(39)
Total comprehensive income attributable to: Equity holders of the Company	(438)	(39)	(438)	(39)
Minority interest	**************************************		-	**
	(438)	(39)	(438)	(39)

The condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the financial year ended 31 December 2010.

(Company No: 463440-X) (Incorporated in Malaysia)

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31 MARCH 2011 (The figures have not been audited)

3 months ended 31.3.11 31.3.10 RM'000 RM'000 Cash flows from operating activities (Loss)/ Profit before taxation (551)71 Adjustments for: - Non-cash items 211 237 - Non-operating items 71 53 (269)361 Operating (loss)/ profit before working capital changes 62 (724)Inventories Receivables 3.322 248 **Payables** (1,626)(20)Cash generated/ (used in) from operations (135)1.489 Interest paid (71)(53)Income tax paid (10)Net cash from/ (used in) operating activities 1,418 (198)Cash flows from investing activities Purchase of investment properties (6)(8) Purchase of property, plant and equipment (8) Net cash used in investing activities (6)Cash flows from financing activities Director's account (2,014)770 Proceeds from conversion of warrants 318 (283)**Borrowings** (1,696)487 Net cash (used in)/ from financing activities Net (decrease)/ increase in cash and cash equivalents (284)281 Cash and cash equivalents at beginning (182)(341)Cash and cash equivalents at end (60)(466) Represented by: Cash and bank balances 51 Fixed deposits with a licensed bank Note Bank overdrafts (466)(111)(466)(60)

#### HOCK LOK SIEW CORPORATION BHD (Company No: 463440 -X) (Incorporated in Malaysia)

# PART A – Explanatory Notes pursuant to Financial Reporting Standard 134 on "Interim Financial Reporting"

#### A1. Accounting Policies and Method of Computation

Basis of preparation

The interim financial statements have been prepared under the historical cost convention.

The interim financial statements have been prepared in accordance with the requirements of FRS 134: Interim Financial Reporting and paragraph 9.22 of the Main Market Listing requirements of Bursa Malaysia Securities Berhad.

The interim financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with the audited financial statements for the year ended 31 December 2010. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of Hock Lok Siew Corporation Bhd ("HLS Corp") and its subsidiaries namely, Foremost Audio Sdn. Bhd. ("FASB"), HLS Manufacturing & Trading Sdn. Bhd. ("HLSM"), and HLS Properties Sdn. Bhd. ("HLSP"), (hereinafter referred to as the "Group") since the financial year ended 31 December 2010.

#### A2. Significant Accounting Policies

The same accounting policies and methods of computation are followed in the interim financial statements as compared with the financial statements for the financial year ended 31 December 2009 except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and IC interpretations with effect from 1 January 2011.

FRSs, Amendments to FRSs	and Interpretations		
FRS 1	First-time Adoption of Financial Reporting Standards		
FRS 3	Business Combination (revised)		
FRS 127	Consolidated and Separate Financial Statements		
Amendments to FRS 1	Limited Exemption from Comparative FRS 7 Disclosures for		
	First-time Adopters		
Amendments to FRS 1	Additional Exemptions for First-time Adopters		
Amendments to FRS 2	Share-based Payment		
Amendments to FRS 2	Group Cash-settled Share-based Payment Transactions		
Amendments to FRS 5	Non-current Assets Held for Sale and Discontinued		
	Operations		
Amendments to FRS 7	Improving Disclosures about Financial Instruments		
Amendments to FRS 132	Financial Instruments: Presentation		
Amendments to FRS 138	Intangible Assets		
Amendments to FRS 1,	Improvements to FRSs (2010)		
FRS 3, FRS 7, FRS 101,			
FRS 121, FRS 128, FRS			
131, FRS 132 FRS 134,			
FRS 139 and Amendments			

to IC interpretation 13	
IC Interpretation 4	Determining Whether an Arrangement Contains a Lease
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17	Distributions of Non-cash Assets to Owners
IC Interpretation 18	Transfers of Assets from Customers
Amendments to IC	Reassessment of Embedded Derivatives
interpretation 9	

The initial application of the aforesaid applicable standards, amendments or interpretations did not have any financial impact to the financial statements upon their first adoption.

#### A3. Audit Report of the Preceding Annual Financial Statements

The audit report of the Group's preceding year's annual financial statements for the year ended 31 December 2010 was not qualified.

#### A4. Seasonality or Cyclicality of Operations

The business operations of the Group are affected by the cyclical factors in the speakers manufacturing industry whereby major part of the invoicing and deliveries typically takes place towards later part of the financial year.

#### A5. Exceptional or Unusual Items

There were no exceptional items reported in the financial statements during the quarter ended 31 March 2011.

#### A6. Changes in Estimation

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the current financial quarter.

#### A7. Changes in Debt and Equity Securities

There was no issuance and repayment of debt and equity securities, share buy-backs, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial quarter ended 31 March 2011.

#### A8. Dividends

There was no dividend paid or declared during the current financial quarter ended 31 March 2011.

#### A9. Segmental Reporting

#### 3 months ended 31/3/2011

	Manufacturing	Trading	Other	Total
	RM'000	RM'000	RM'000	RM'000
Revenue	3,993	21	-	4,014
Inter-segment revenue	-	-	-	-
Revenue from external	3,993	21	-	4,014
customers				

	Manufacturing	Trading	Other	Total
	RM'000	RM'000	RM'000	RM'000
Operating profit/ (loss)	(539)	20	39	(480)
Finance cost	(71)	-	_	(71)
Income tax expense		-		
Profit/ (Loss) for the period	(610)	20	39	(551)

#### 3 months ended 31/3/2010

	Manufacturing	Trading	Other	Total
	RM'000	RM'000	RM'000	RM'000
Revenue	3,594	569	-	4,163
Inter-segment revenue	-	-	-	-
Revenue from external	3,594	569	-	4,163
customers				

	Manufacturing	Trading	Other	Total
	RM'000	RM'000	RM'000	RM'000
Operating profit/ (loss)	83	34	7	124
Finance cost	(53)	-	-	(53)
Income tax expense	*	-		-
Profit/ (Loss) for the period	30	34	7	71

#### A10. Valuation of Property, Plant and Equipment

The valuation of property, plant and equipment has been brought forward, without amendment from the most recent annual financial statements.

#### A11. Material Events Subsequent to the End of the Current Interim Period

There was no material events subsequent to the end of the period reported at the date of issuance of this report.

#### A12. Effect of Changes in Composition of the Group

There were no changes in the composition of the Group for the current financial quarter and financial year to-date including business combinations, acquisitions or disposals of subsidiaries and long-term investments, restructuring or discontinuing operations.

### A13. Changes in Contingent Liabilities and Contingent Assets Since the Last Balance Sheet Date

The Company has issued corporate guarantee amounting to RM5.50 million (as at 31.12.2010: RM5.50 million) to a financial institution for banking facilities granted to FASB of which approximately RM5.124 million (as at 31.12.2009: RM4.620 million) has been utilised as at 31 March 2011.

There were no further material contingent liabilities since the date of the last balance sheet date.

#### A14. Capital commitment

- 1. The Company has entered into a Sale and Purchase Agreements dated 3 December 2009 with Duro Metal Industrial (M) Sdn. Bhd. to acquire the following properties for the respective total consideration:
  - a) All that piece of freehold land known as Lot No. 271, Pekan Kajang, Daerah Ulu Langat, Selangor comprised in Geran No. 112483 measuring approximately 209 square metres with premises erected thereon bearing Assessment No. 17 Jalan Balakong Jaya 5, Taman Industri Balakong Jaya, 43300 Kajang, Selangor for RM375,000.00; and
  - b) All that piece of freehold land known as Lot No. 272, Pekan Kajang, Daerah Ulu Langat, Selangor comprised in Geran No. 112484 measuring approximately 209 square metres with premises erected thereon bearing Assessment No. 19 Jalan Balakong Jaya 5, Taman Industri Balakong Jaya, 43300 Kajang, Selangor for RM375.000.00.
- 2. On 28 December 2009, The Company has entered into a Sale and Purchase Agreements with Duro Metal Industrial (M) Sdn. Bhd. to acquire all that piece of land known as lot No.17027, Mukim Setul, Daerah Seremban, Negeri Sembilan comprised in Geran No.135582 measuring approximately 279 square metres with premises erected thereon for a consideration of RM150,000.

# Part B - Additional Explanatory Notes pursuant to Appendix 9B of the Listing Requirements of Bursa Malaysia Securities Berhad

#### B1. Review of the Performance of the Company and its Principal Subsidiaries

	3 months ended		3 month	s ended
	31/3/2011 RM'000	31/3/2010 RM'000	31/3/2011 RM'000	31/3/2010 RM'000
Revenue	4,014	4,163	4,014	4,163
(Loss)/ Profit before tax	(551)	71_	(551)	71_

The Group recorded revenue of RM4.014 million for the current quarter. This represents a decrease of 3.58% as compared to that of the previous year's corresponding quarter. The decrease in revenues was mainly due lower sale recorded in the trading division.

The Group recorded loss before tax of RM551,000 for the current quarter mainly attributable to the increase in materials price and foreign exchange losses incurred during the quarter.

# B2. Material Changes in Quarterly Results of the Current Quarter as compared to the Results of the Immediate Preceding Quarter

	3 mont	3 months ended		
	31/3/2011	31/12/2010		
	RM'000	RM'000		
(Loss)/ Profit before tax	(551)	176		

The current quarter recorded a loss before tax of RM551,000 as compared to a profit in the immediate preceding quarter of RM176,000. This was mainly attributable to the increase in material price and foreign exchange losses incurred in the current quarter.

#### **B3. Prospects**

While there are signs of recovery in the 2011, the global outlook remains cautious. As the Group is seeking alternative business strategies and is aggressively taking initiatives to diversify, baring unforeseen circumstances, the Board of Directors expects to see improvements in its operations in the coming year.

The Board of Directors wishes to draw attention to the recent legal suit with Maybank. In the event that judgment is not in favour of the Company, the Company is exposed to the losses resulted from the above claim, interest and legal cost in respect from the Writ of Summons. The amount involved is expected to have a major impact on HLS Corp Group's cash flow position. However, based on the legal opinions, the Board of Directors is confident that the Company has good defence on merit to resist Maybank's action.

# **B4.** Variance of Actual Profit from Forecast Profit and Profit Guarantee Not applicable.

#### **B5.** Taxation

Taxation comprises:

·	3 months ended		3 months ended	
	31/3/2011	31/3/2010	31/3/2011	31/3/2010
	RM'000	RM'000	RM'000	RM'000
Based on result for the period:				
- Current tax expense	-		-	<b>A</b>

There is no taxation charge in the current quarter as the Group has no chargeable income.

#### **B6.** Sale of Unquoted Investments and/or Properties

There were no sale of unquoted investments and/or properties outside the ordinary course of the Group's business for the guarter ended 31 December 2011.

#### **B7.** Purchase or Disposal of Quoted Securities

There were no purchases or disposal of quoted securities for the quarter ended 31 March 2011.

Total investments in quoted securities are as follows:

·	RM'000
At cost	2,630
At carrying value	3,791
At market value as at 31 March 2011	3,791

#### **B8.** Status of Corporate Proposals

There is no outstanding corporate exercise which have been announced but not yet completed as at 31 March 2011.

#### **B9.** Borrowings and Debt Securities

Total Group borrowings as at 31 March 2011 were as follows:

	RM'000
Short Term - Unsecured	
Bank overdrafts	466
Bankers acceptance	4,658_
	<u>5,124</u>

There were no borrowings or debt securities denominated in foreign currencies.

#### **B10. Off Balance Sheet Financial Instruments**

As at 31 March 2011, no forward exchange contracts were entered into by the Group.

### **B11. Material Litigation**

As at 31 March 2011 not earlier than 7 days from the date of issue of this quarterly report, the Group is engaged in the following material litigations:-

:	Plaintiff(s)	Defendant(s)	Court Reference	Status as at 31 March 2011
	Gan Seng Biang ("GSB")	HLS Corp, KKAA, Dato' Mohammed Radzi @ Mohd Radzi bin Manan, Siow You & IPO Corporation Sdn Bhd	Kuala Lumpur High Court Suit No. D1-22- 1947-2002	GSB has filed a claim for a liquidated sum of RM665,142 plus interest 10% per annum in respect of a corporate guarantee issued by the Company over specific performance of the tenancy agreement previously signed by Kenn Kenn Auto Accessories & Services Sdn. Bhn. ("KKAA").  On 25 November 2009, the Court has allowed the Plaintiff's claims against HLS Corp as follows:-  a. Arrears of rental until 25 July 2003; b. 8% of interest from the date of the Writ of Summons till the date of realisation; c. Costs of RM50,000-00 to the Plaintiff; and d. Costs of RM10,000-00 to the 3rd Defendant.  Nonetheless, the claims for damages were not allowed by the Court.  The Company had appealed against the said decision and on 23 July 2010, the Company's appeal was rejected with cost by the Court of Appeal.  GSB further filed an application to amend the judgment and statement of claim. However, the application was dismissed on 19 Jan 2011. Subsequently, the Plaintiff has filed a notice of appeal in the Court of Appeal on 26 Jan 2011. As at the date of this report, no date is fixed for the appeal hearing.  Pending the Plaintiff's application to amend the judgment, the Company had also filed to the High Court for stay of execution of Judgment.

	Plaintiff(s)	Defendant(s)	Court Reference	Status as at 31 March 2011
2	HLS Properties Sdn Bhd ("HLSP")	Fabina Properties Sdn. Bhd. ("Fabina")	Kuala Lumpur High Court Suit No. D3-22-774- 2006	HLSP filed a legal suit to recover RM5.5 million (with interest) or alternatively RM4.0 million (without interest) from Fabina being the loan granted to Fabina by HLSP. Fabina filed a defence and counter claimed for declarations that the loan granted is void and unenforceable, and damages to be assessed.
				On 3 December 2009, the Company entered into a Settlement Agreement with Fabina for the settlement of disputes and differences arisen in respect of and in connection with a loan agreement dated 2 September 2002, a supplemental agreement dated 5 September 2002, a project management services agreement dated 5 November 2002 and a debenture dated 1 October 2002, all executed between Fabina and HLSPROP.
				On 12 April 2011, HLSP entered into a supplemental agreement with Fabina whereas Fabina has agreed to dispose off some of its properties to repay HLSP.  Pending the completion of the
3	Fabina Properties Sdn. Bhd. ("Fabina")	HLS Properties Sdn Bhd ("HLSP")	Kuala Lumpur High Court Suit No. D3-22- 1846-2006	disposal by Fabina, the case is fixed for hearing on 29 July 2011.  Fabina commenced action vide Kuala Lumpur High Court seeking declaration that the appointment of Receivers and Managers pursuant to the Debenture
				provided by Fabina is void and sought an injunction against the appointed Receivers and Managers from acting or holding out as such.
				On 3 December 2009, the Company entered into a Settlement Agreement with Fabina as mentioned above.
				On 12 April 2011, HLSP entered into a supplemental agreement with Fabina whereas Fabina has

	Plaintiff(s)	Defendant(s)	Court Reference	Status as at 31 March 2011
			ivererence	agreed to dispose off some of its properties to repay HLSP.
				Pending the completion of the disposal by Fabina, the case is fixed for hearing on 29 July 2011.
4	Malayan Banking Berhad ("Maybank")	HLS Corp	Penang High Court, Civil Suit No.: 22-752- 2009	On 6 January 2010, the Company had been served with a Writ of Summons dated 30 November 2009 in respect of a suit filed by Maybank through a firm of lawyers acting on behalf of Maybank for failure to repay Maybank the total sum of RM31,114,10184 with interest as agreed on 1 March 2009 until full payment is made, of which was the amount provided by corporate guarantees of the Company which the Company has no knowledge or records thereof.  The Company had filed in its defence together with an application to strike out the Writ of Summons and Statement of Claim from Maybank. However, the application to strike out the Writ of Summons and Statement of Claim was dismissed by Court on 12 October 2010.  The Company has instructed its lawyer to make several applications and proceed to prepare for full trial. The Board of Directors of the Company is confident that the Company has good merit to defend the case. The matter is fixed for Case Management on 30 June 2011 pending the report from the
	LUZ A O	HLS	Musical automatica	Forensic Expert.
5	HK Ang & Partners ("HK Ang")	Properties Sdn Bhd ("HLSP")	Kuala Lumpur High Court Suit No.:S-22-774- 2010	On 14 September 2010, HLSP, a wholly owned subsidiary of the Company had been served with a Writ of Summons dated 18 August 2010 in respect of a suit filed by HK Ang & Partners for failure to pay for the balance of the professional fee and out of pocket expenses at a total sum of RM998,490.00 for being the

Plaintiff(s)	Defendant(s)	Court Reference	Status as at 31 March 2011
		ROTOTOTIO	defence and litigation lawyer for the following suit cases:
			a) Kuala Lumpur High Court Suit No. D3-22-774-2006 - Vintage Consortium Sdn. Bhd. v Fabina Properties Sdn. Bhd. ("Fabina"); and b) Kuala Lumpur High Court Suit No. D10(D3)-22-1846-2006 - Fabina Properties Sdn. Bhd. v Vintage Consortium Sdn. Bhd. & Dato' Abu Hanifah
			HLSP was named the Defendent and HK Ang & Partners as Plaintiff, claiming the following:
			a) Repayment sums of RM998,490.00; b) Interest claimed at the rate of 8% per annum on the repayment sums of RM998,490.00 and will be calculated from 6 January 2010 until full payment is made; and c) Other reliefs and damages deem fit by the court.
			On 3 December 2009, HLSP entered into a Settlement Agreement with Fabina to settle out of court for the recovery of the RM4million and all disputes and differences arisen therefrom. Therefore, the Management of the Company is of the opinion that the balance professional fees and out of pocket expenses of RM998,490 charged by HK Ang & Partners is too excessive.
			On 11 February 2011, The Plaintiff's application for Summary Judgment was dismissed with costs. HLSP's application for extension of time and stay pending taxation was also allowed on the same day. The matter is now pending taxation of fee.
			On 28 February 2011 and 2 March 2011, the Plaintiff further filed Notice of Appeal for Enclosure 12 and Enclosure 6 to Court. The

Plaintiff(s)	Defendant(s)	Court Reference	Status as at 31 March 2011
			matter is now waiting for hearing date for the appeals.

#### B12. Earnings/ (Loss) Per Share

Basic earnings/ (loss) per share is calculated by dividing profit/ (loss) for the period attributable to the equity holders of the Company by the weighted average number of ordinary shares in issue as at 31 March 2011.

	3 months ended		3 months ended	
	31/3/2011	31/3/2010	31/3/2011	31/3/2010
(Loss)/ Profit for the period attributable to the equity holders of the Company (RM'000)	(551)	71	(551)	71
Weighted average number of shares in issue during the quarter / year to date ('000)	91,005	91,005	91,005	85,404
Basic (loss)/ earnings per share attributable to the equity holders of the Company (sen)	(0.61)	0.08	(0.61)	0.08

Diluted earning per share has not been computed as the effect of the assumed conversion of warrants over shares is anti-dilutive in nature.

#### **B13. Realised and Unrealised Profit**

	3 months ended 31/3/2011 RM'000	3 months ended 31/12/2010 RM'000
Total accumulated losses of Hock Lok Siew Corporation Bhd and its subsidiaries		
Realised	(17,088)	(16,537)
Unrealised	(426)	(426)
	(17,514)	(16,963)
Less: Consolidated Adjustments	(14,784)	(14,784)
Total accumulated losses as per statements of financial position	(32,298)	(31,747)
		<del></del>

By Order of the Board

NG KIM WENG MANAGING DIRECTOR