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國浩集團有限公司

**Guoco Group Limited**

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

**Announcement of Final Results for the Year Ended 30 June 2010**

<b>FINANCIAL HIGHLIGHTS</b>			
	<b>2010</b>	2009	<i>Increase/ (Decrease)</i>
	<b>HK\$'M</b>	HK\$'M	
Turnover	<b>17,599</b>	22,071	(20%)
Revenue	<b>5,925</b>	8,897	(33%)
Profit from operations before finance cost	<b>3,058</b>	868	252%
Profit attributable to shareholders of the Company	<b>2,831</b>	476	495%
	<b>HK\$</b>	HK\$	
Earnings per share	<b>8.71</b>	1.46	497%
Dividend per share: Interim	<b>0.80</b>	0.50	
Proposed final	<b>2.00</b>	1.50	
Total	<b>2.80</b>	2.00	40%
Equity per share attributable to shareholders of the Company	<b>131.75</b>	120.63	9%

## RESULTS

The consolidated results of Guoco Group Limited (the “Company”) and its subsidiaries (the “Group”) for the financial year ended 30 June 2010 together with comparative figures for the previous year are as follows:

### CONSOLIDATED INCOME STATEMENT

	Note	2010 HK\$'000	2009 HK\$'000
Turnover	2 & 3	<u>17,598,886</u>	<u>22,070,626</u>
Revenue	2 & 3	<b>5,924,746</b>	8,896,580
Cost of sales		<b>(2,990,385)</b>	(5,912,962)
Other attributable costs		<b>(153,399)</b>	(156,110)
		<b>2,780,962</b>	2,827,508
Other revenue		<b>404,174</b>	454,117
Other net income / (losses)	4	<b>1,711,151</b>	(928,415)
Administrative and other operating expenses		<b>(1,837,920)</b>	(1,485,617)
Profit from operations before finance cost		<b>3,058,367</b>	867,593
Finance cost	2(b) & 5(a)	<b>(471,011)</b>	(514,498)
Profit from operations	2	<b>2,587,356</b>	353,095
Valuation surplus / (deficit) on investment properties		<b>35,458</b>	(462,720)
Share of profits of associates	5(c)	<b>630,926</b>	429,588
Share of profits / (losses) of jointly controlled entities	5(c)	<b>15,553</b>	(6,549)
Profit for the year before taxation	2 & 5	<b>3,269,293</b>	313,414
Tax (expenses) / credit	6	<b>(133,907)</b>	289,420
Profit for the year		<b>3,135,386</b>	<u>602,834</u>
Attributable to :			
Shareholders of the Company		<b>2,830,611</b>	475,577
Non-controlling interests		<b>304,775</b>	127,257
Profit for the year		<b>3,135,386</b>	<u>602,834</u>
Appropriations:			
Final dividend paid in respect of prior year	7	<b>(489,701)</b>	(974,536)
Interim dividend paid in respect of current year	7	<b>(260,847)</b>	(162,442)
		<b>(750,548)</b>	<u>(1,136,978)</u>
Earnings per share		HK\$	HK\$
Basic	8	<u>8.71</u>	<u>1.46</u>
Diluted	8	<u>8.71</u>	<u>1.46</u>
		HK\$'000	HK\$'000
Proposed final dividend	7	<b>658,103</b>	<u>493,577</u>

## CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	2010 HK\$'000	2009 HK\$'000
<b>Profit for the year</b>	<b>3,135,386</b>	<b>602,834</b>
<b>Other comprehensive income for the year (after tax and reclassification adjustments)</b>		
Exchange differences on translation of the financial statements of foreign subsidiaries, associates and jointly controlled entities	(306,612)	(1,725,583)
Exchange differences on monetary items forming part of the net investments in foreign subsidiaries and associates	53,292	80,903
Changes in fair value of available-for-sale financial assets	798,329	307,826
Transfer to profit or loss on derecognition / disposal of available-for-sale financial assets	398,608	380
Release of valuation reserve upon disposal of properties	(1,129)	(7,735)
Share of other comprehensive income of associates	4,476	5,448
<b>Other comprehensive income for the year, net of tax</b>	<b>946,964</b>	<b>(1,338,761)</b>
<b>Total comprehensive income for the year</b>	<b>4,082,350</b>	<b>(735,927)</b>
Total comprehensive income for the year attributable to:		
Shareholders of the Company	3,859,536	(119,872)
Non-controlling interests	222,814	(616,055)
	<b>4,082,350</b>	<b>(735,927)</b>

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	2010 HK\$'000	2009 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Fixed assets			
- Investment properties		2,616,609	2,170,470
- Other property, plant and equipment		9,948,035	10,491,985
Interest in associates		5,292,333	2,999,909
Interest in jointly controlled entities		836,083	768,523
Available-for-sale financial assets		5,965,598	3,366,302
Deferred tax assets		1,160	23,832
Intangible assets		1,266,740	1,249,192
Goodwill		265,020	262,752
		<u>26,191,578</u>	<u>21,332,965</u>
<b>CURRENT ASSETS</b>			
Development properties		21,393,197	22,946,690
Properties held for sale		1,429,317	2,034,921
Trade and other receivables	9	2,281,623	1,942,679
Trading financial assets		18,135,574	2,788,982
Cash and short term funds		6,412,166	22,818,170
		<u>49,651,877</u>	<u>52,531,442</u>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	10	5,742,194	5,446,848
Current portion of bank loans and other borrowings		7,414,400	5,738,097
Taxation		319,230	217,344
Provisions and other liabilities		9,777	12,571
		<u>13,485,601</u>	<u>11,414,860</u>
<b>NET CURRENT ASSETS</b>		<u>36,166,276</u>	<u>41,116,582</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>62,357,854</u>	<u>62,449,547</u>
<b>NON-CURRENT LIABILITIES</b>			
Non-current portion of bank loans and other borrowings		10,858,623	13,776,787
Provisions and other liabilities		53,385	83,314
Deferred tax liabilities		634,740	819,736
		<u>11,546,748</u>	<u>14,679,837</u>
<b>NET ASSETS</b>		<u>50,811,106</u>	<u>47,769,710</u>
<b>CAPITAL AND RESERVES</b>			
Share capital		1,280,736	1,275,093
Reserves		42,072,043	38,416,944
Equity attributable to shareholders of the Company		43,352,779	39,692,037
Non-controlling interests		7,458,327	8,077,673
<b>TOTAL EQUITY</b>		<u>50,811,106</u>	<u>47,769,710</u>

## Notes:

### 1. ACCOUNTING POLICIES AND BASIS OF PREPARATION

(a) Statement of compliance

Although not required to do so under the Bye-Laws of the Company, these financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(b) The HKICPA has issued the following new and revised HKFRS, amendments to HKFRSs and interpretations that are first effective for the current accounting period of the Group and the Company and are relevant to the Group's financial statements:

- HKAS 1 (Revised 2007), Presentation of Financial Statements

As a result of the adoption of HKAS 1 (Revised 2007), details of changes in equity during the period arising from transactions with equity shareholders in their capacity as such have been presented separately from all other income and expenses in a revised consolidated statement of changes in equity. All other items of income and expenses are presented in the consolidated income statement, if they are recognised as part of profit or loss for the period, or otherwise in a new primary statement, the consolidated statement of comprehensive income. Corresponding amounts have been restated to conform to the new presentation. This change in presentation has no effect on reported profit or loss, total income and expenses or net assets for any period presented.

- HKFRS 8, Operating Segments

HKFRS 8 requires segment disclosure to be based on the way that the Group's chief operating decision maker regards and manages the Group, with the amounts reported for each reportable segment being the measures reported to the Group's chief operating decision maker for the purposes of assessing segment performance and making decisions about operating matters. The adoption of HKFRS 8 has resulted in the presentation of segment information in a manner that is consistent with internal reporting provided to the Group's most senior executive management (see note 2). Corresponding amounts have been provided on a basis consistent with the revised segment information.

- Improvements to HKFRSs 2008: Amendments to HKAS 40, Investment Property

As a result of amendments to HKAS 40, investment property which is under construction will be carried at fair value at the earlier of when the fair value first becomes reliably measurable and the date of completion of the property. Any gain or loss will be recognised in profit or loss, consistent with the policy adopted for all other investment properties carried at fair value. Upon adoption of the amendment with effect from 1 July 2009, the Group has reclassified certain properties which are currently under development for future use as investment properties from property, plant and equipment to investment properties.

## 1. ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

### (b) - Amendments to HKAS 27 (Revised) - Consolidated and Separate Financial Statements

#### (i) Cost of an investment in a subsidiary, jointly controlled entity or associate

The amendments to HKAS 27 have removed the requirement that dividends out of pre-acquisition profits should be recognised as a reduction in the carrying amount of the investment in the investee, rather than as income. As a result, as from 1 July 2009, all dividends receivable from subsidiaries, associates and jointly controlled entities, whether out of pre- or post-acquisition profits, will be recognised in the company's profit or loss and the carrying amount of the investment in the investee will not be reduced unless that carrying amount is assessed to be impaired as a result of the investee declaring the dividend. In such cases, in addition to recognising dividend income in profit or loss, the company would recognise an impairment loss. In accordance with the transitional provisions in the amendment, this new policy will be applied prospectively to any dividends receivable in the current or future periods. Accounts of previous periods have not been restated.

#### (ii) Accounting for acquisition of non-controlling interests

As a result of the amendments to HKAS 27 (Revised), the acquisitions of non-controlling interests are accounted for as transactions with equity holders in their capacity as equity holders and therefore no goodwill is recognised as a result of such transactions. Previously, goodwill arising on the acquisition of a non-controlling interest in a subsidiary was recognised, and represented the excess of the cost of the additional investment over the carrying amount of the interest in the net assets acquired at the date of exchange. The change in accounting policy was applied prospectively.

### - Amendments to HKFRS 3 (Revised) - Business Combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.

For acquisitions on or after 1 July 2009, the Group measures goodwill as the fair value of the consideration transferred including the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The Group elects on a transaction-by-transaction basis whether to measure non-controlling interest at its fair value, or at its proportionate share of the recognised amount of the identifiable net assets, at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

## 1. ACCOUNTING POLICIES AND BASIS OF PREPARATION (cont'd)

- (b) - Amendments to HKFRS 7, Financial instruments: Disclosures - improving disclosures about financial instruments

As a result of the adoption of the amendments to HKFRS 7, the financial statements include expanded disclosures about the fair value measurement of the Group's financial instruments, categorising these fair value measurements into a three-level fair value hierarchy according to the extent to which they are based on observable market data. The Group has taken advantage of the transitional provisions set out in the amendments to HKFRS 7, under which comparative information for the newly required disclosures about the fair value measurements of financial instruments has not been provided.

The adoption of these new interpretations and amendments have no material impact on the Group's results and financial positions as these changes will be first effective as and when the Group enters into a relevant transaction and there is no requirement to restate the amounts recorded in respect of previous such transactions. Accordingly, no prior period adjustment has been required.

The Group has not applied any new/revised standard or interpretation that is not yet effective for the current accounting period.

- (c) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 30 June 2010 comprise the Group and its interests in associates and jointly controlled entities.

The measurement basis used in the preparation of the financial statements is the historical cost modified by the revaluation of investment properties and the marking to market of certain financial instruments.

The preparation of financial statements in conformity with HKFRSs requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

## 2. SEGMENT REPORTING

In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has six reportable segments, as described below, which are the Group's strategic business units. The strategic business units engage in different business activities, offer different products and services and are managed separately. The following summary describes the operations in each of the Group's reportable segments:

Principal investment:	This segment covers equity and direct investments as well as treasury operations, with trading and strategic investments in global capital markets.
Property development and investment:	This segment engages in development of residential and commercial properties and holding properties for rental income in the key geographical markets of Singapore, China, Malaysia and Vietnam.
Hospitality and leisure business:	This business segment owns, leases or manages hotels and operates an integrated gaming location in the United Kingdom.
Securities, commodities and brokerage:	This segment provides stock and commodities broking and corporate advisory services principally in Hong Kong.
Oil and gas:	This segment receives royalty income from the entitlement of Bass Strait oil trust in Australia.
Financial services:	This segment covers commercial and consumer banking, Islamic banking, investment banking, life and general insurance, Takaful insurance, fund management and unit trust, corporate advisory services and stockbroking.

Performance is evaluated on the basis of profit or loss from operations before taxation. Inter-segment pricing is determined on an arm's length basis. The Group's measurement methods used to determine reported segment profit or loss remain unchanged from FY2008/09.



## 2. SEGMENT REPORTING (cont'd)

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the year is set out below.

### (a) Reportable segment results, assets and liabilities

	Principal investment HK\$'000	Property development and investment HK\$'000	Hospitality and leisure business HK\$'000	Securities, commodities and brokerage HK\$'000	Oil and gas HK\$'000	Financial services HK\$'000	Total HK\$'000
<b>Segment results</b>							
<b>For the year ended 30 June 2010</b>							
Turnover	<b>12,089,656</b>	<b>2,791,680</b>	<b>2,651,468</b>	<b>66,082</b>	-	-	<b>17,598,886</b>
Revenue from external customers	415,516	2,791,680	2,651,468	66,082	-	-	5,924,746
Inter-segment revenue	21,251	7,816	-	4,678	-	-	33,745
Reportable segment revenue	<b>436,767</b>	<b>2,799,496</b>	<b>2,651,468</b>	<b>70,760</b>	-	-	<b>5,958,491</b>
Segment results	1,712,163	718,991	382,199	13,864	248,066	-	3,075,283
Finance cost	(3,067)	(200,791)	(259,711)	(771)	(23,587)	-	(487,927)
Valuation surplus on investment properties	-	35,458	-	-	-	-	35,458
Share of profits of associates	37,155	13,903	131,985	-	-	447,883	630,926
Share of profits of jointly controlled entities	-	15,553	-	-	-	-	15,553
Profit before taxation	<b>1,746,251</b>	<b>583,114</b>	<b>254,473</b>	<b>13,093</b>	<b>224,479</b>	<b>447,883</b>	<b>3,269,293</b>
<b>Segment assets and liabilities</b>							
<b>As at 30 June 2010</b>							
Reportable segment assets	26,607,025	31,730,545	10,153,528	308,597	915,344	-	69,715,039
Interest in associates	339,275	288,326	1,731,445	-	-	2,933,287	5,292,333
Interest in jointly controlled entities	-	836,083	-	-	-	-	836,083
Total assets	<b>26,946,300</b>	<b>32,854,954</b>	<b>11,884,973</b>	<b>308,597</b>	<b>915,344</b>	<b>2,933,287</b>	<b>75,843,455</b>
Reportable segment liabilities	1,510,033	18,941,633	4,519,264	60,298	1,121	-	25,032,349

## 2. SEGMENT REPORTING (cont'd)

### (a) Reportable segment results, assets and liabilities (cont'd)

	Principal investment HK\$'000	Property development and investment HK\$'000	Hospitality and leisure business HK\$'000	Securities, commodities and brokerage HK\$'000	Oil and gas HK\$'000	Financial services HK\$'000	Total HK\$'000
Segment results							
For the year ended 30 June 2009							
Turnover	13,866,541	5,478,329	2,675,869	49,887	-	-	22,070,626
Revenue from external customers	692,495	5,478,329	2,675,869	49,887	-	-	8,896,580
Inter-segment revenue	2,271	7,804	-	4,813	-	-	14,888
Reportable segment revenue	694,766	5,486,133	2,675,869	54,700	-	-	8,911,468
Segment results	(627,293)	729,928	502,772	3,456	259,001	-	867,864
Finance cost	(1,294)	(200,193)	(300,758)	(302)	(12,222)	-	(514,769)
Valuation deficit on investment properties	-	(462,720)	-	-	-	-	(462,720)
Share of profits/(losses) of associates	39,394	37,510	(8)	-	-	352,692	429,588
Share of losses of jointly controlled entities	-	(6,549)	-	-	-	-	(6,549)
Profit/(loss) before taxation	(589,193)	97,976	202,006	3,154	246,779	352,692	313,414
Segment assets and liabilities							
As at 30 June 2009							
Reportable segment assets	25,735,323	31,622,757	11,392,686	434,742	910,467	-	70,095,975
Interest in associates	321,459	257,877	1,565	-	-	2,419,008	2,999,909
Interest in jointly controlled entities	-	768,523	-	-	-	-	768,523
Total assets	26,056,782	32,649,157	11,394,251	434,742	910,467	2,419,008	73,864,407
Reportable segment liabilities	314,352	20,235,814	5,326,853	216,662	1,016	-	26,094,697

## 2. SEGMENT REPORTING (cont'd)

(b) Reconciliations of reportable segment revenue and finance cost

### Revenue

	2010 HK\$'000	2009 HK\$'000
Reportable segment revenue	5,958,491	8,911,468
Elimination of inter-segment revenue	<u>(33,745)</u>	<u>(14,888)</u>
Consolidated revenue (note 3)	<u><u>5,924,746</u></u>	<u><u>8,896,580</u></u>

### Finance cost

	2010 HK\$'000	2009 HK\$'000
Reportable finance cost	(487,927)	(514,769)
Elimination of inter-segment finance cost	<u>16,916</u>	<u>271</u>
Consolidated finance cost (note 5 (a))	<u><u>(471,011)</u></u>	<u><u>(514,498)</u></u>

## 2. SEGMENT REPORTING (cont'd)

### (c) Geographical information

The following table sets out information about the geographical location of the Group's revenue from external customers, profit/(loss) from operations, the Group's total assets and non-current assets other than financial instruments and deferred tax assets ("specified non-current assets"). The geographical information is classified by reference to the location of the income generating entities.

	Revenue from external customers		Profit/(loss) from operations	
	2010	2009	2010	2009
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
The People's Republic of China				
Hong Kong	<b>489,693</b>	626,270	<b>1,694,314</b>	(301,169)
Mainland China	<b>1,832,572</b>	320,102	<b>Note 412,472</b>	30,884
United Kingdom	<b>2,492,713</b>	2,622,084	<b>112,181</b>	95,055
Singapore	<b>516,075</b>	5,011,881	<b>Note 156,941</b>	498,595
Australasia and others	<b>593,693</b>	316,243	<b>Note 211,448</b>	29,730
	<b>5,924,746</b>	8,896,580	<b>2,587,356</b>	353,095

	Segment assets		Specified non-current assets	
	2010	2009	2010	2009
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
The People's Republic of China				
Hong Kong	<b>26,958,404</b>	26,205,802	<b>309,336</b>	276,415
Mainland China	<b>15,576,973</b>	14,203,267	<b>725,771</b>	6,069
United Kingdom	<b>11,466,328</b>	10,770,214	<b>10,700,132</b>	9,947,881
Singapore	<b>11,727,043</b>	13,245,998	<b>2,142,251</b>	2,061,000
Australasia and others	<b>10,114,707</b>	9,439,126	<b>6,347,330</b>	5,651,466
	<b>75,843,455</b>	73,864,407	<b>20,224,820</b>	17,942,831

#### Note:

In accordance with applicable Hong Kong Financial Reporting Standards, at Group level we have recognised revenue arising from the pre-sale of properties upon completion of development projects instead of using the percentage of completion method adopted by GuocoLand Limited ("GLL") as permitted under the relevant Singapore Accounting Standards. Accordingly, operating profits of GLL for the year amounting to HK\$180.6 million (2009: HK\$32.6 million) and HK\$411.8 million (2009: HK\$129.4 million) in Singapore and Mainland China & other regions respectively have been deferred for recognition in the Group accounts. The Group has recognised operating profits of GLL which have been deferred in previous years amounting to HK\$nil (2009: HK\$297.6 million) and HK\$145.6 million (2009: HK\$17.8 million) in Singapore and Mainland China & other regions respectively for those development projects completed during the year. Up to 30 June 2010, accumulated operating profits of GLL totalling HK\$220.3 million (2009: HK\$38.0 million) in Singapore and HK\$408.7 million (2009: HK\$136.4 million) in Mainland China & other regions have been deferred for recognition, which will be recognised by the Group upon completion of the relevant development projects in subsequent years.

### 3. TURNOVER AND REVENUE

The principal activity of the Company is investment holding. The principal activities of the subsidiaries which materially affected the results or assets of the Group during the year include principal investment, property development and investment, securities and commodities broking, investment advisory and hotel and gaming operations.

An analysis of the amount of each significant category of turnover and revenue from principal activities during the year is as follows:

	2010 HK\$'000	2009 HK\$'000
Revenue from sale of properties	2,603,197	5,333,844
Revenue from hotel and gaming operations	2,586,896	2,675,869
Interest income		
- from listed securities	13,467	78
- others	253,374	547,699
Dividend income from listed securities	249,537	135,743
Rental income from properties	144,105	143,958
Securities commission and brokerage	54,662	39,084
Others	19,508	20,305
	<u>5,924,746</u>	<u>8,896,580</u>
Revenue	5,924,746	8,896,580
Proceeds from sale of investments in securities	11,674,140	13,174,046
	<u>17,598,886</u>	<u>22,070,626</u>
Turnover	<u>17,598,886</u>	<u>22,070,626</u>

In addition to turnover, revenue is used in presenting segmental information in note 2.

### 4. OTHER NET INCOME / (LOSSES)

	2010 HK\$'000	2009 HK\$'000
Net realised and unrealised gains on trading financial assets	624,044	643,995
Net realised and unrealised gains / (losses) on derivative financial instruments	78,755	(122,157)
Net realised losses on disposal of available-for-sale financial assets	(436)	(49,763)
Gain on derecognition of available-for-sale financial assets	280,674	-
Net gains / (losses) on foreign exchange contracts	28,016	(29,629)
Other exchange gains / (losses)	575,571	(1,400,125)
Net gains on disposal of fixed assets	389	922
Net gains on liquidation of subsidiaries	42,861	-
Gain on disposal of jointly controlled entities	52,397	-
Other income	28,880	28,342
	<u>1,711,151</u>	<u>(928,415)</u>

## 5. PROFIT FOR THE YEAR BEFORE TAXATION

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

### (a) Finance cost

	2010 HK\$'000	2009 HK\$'000
Interest on bank advances and other borrowings wholly repayable within five years	497,470	602,663
Other borrowing costs	298,096	294,101
Total borrowing costs	795,566	896,764
Less: borrowing costs capitalised into development properties (Note)	(324,555)	(382,266)
	<u>471,011</u>	<u>514,498</u>

Note: The borrowing costs have been capitalised at rates of 0.67% to 6.34% per annum (2009: 0.97% to 8.51%).

### (b) Staff cost

	2010 HK\$'000	2009 HK\$'000
Contributions to defined contribution retirement plan	13,864	13,873
Expenses recognised in respect of defined benefit retirement plans	10,291	4,743
Total retirement costs	24,155	18,616
Equity settled share-based payment expenses	18,558	5,510
Salaries, wages and other benefits	1,003,868	977,830
	<u>1,046,581</u>	<u>1,001,956</u>

### (c) Other items

	2010 HK\$'000	2009 HK\$'000
Depreciation	218,329	201,456
(Write-back) / provision of impairment loss on properties	(23,447)	123,436
Amortisation of Bass Strait oil and gas royalty	52,187	43,811
Operating lease charges		
- properties	30,032	34,992
- others	15,429	16,252
Auditors' remuneration		
- audit services	11,498	11,199
- tax services	-	39
- other services	413	992
Donations	2,725	4,053
Recognition of negative goodwill on acquisition of additional interests in subsidiaries	-	(179,857)
Gross rental income from investment properties	(144,105)	(143,958)
Less: direct outgoings	32,095	30,838
Net rental income	<u>(112,010)</u>	<u>(113,120)</u>
Share of (profits) / losses of associates:		
- listed	(634,374)	(421,861)
- unlisted	3,448	(7,727)
	<u>(630,926)</u>	<u>(429,588)</u>
Share of (profits) / losses of jointly controlled entities:		
- unlisted	<u>(15,553)</u>	<u>6,549</u>

## 6. TAXATION

Tax (expenses) / credit in the consolidated income statement represents:

	<b>2010</b>	2009
	<b>HK\$'000</b>	HK\$'000
Current tax - Hong Kong Profits Tax		
Tax for the year	<b>(22,684)</b>	-
Over-provision in respect of prior years	<b>117</b>	70,448
	<b>(22,567)</b>	70,448
Current tax - Overseas		
Tax for the year	<b>(281,640)</b>	(77,292)
Over-provision in respect of prior years	<b>50,988</b>	86,429
	<b>(230,652)</b>	9,137
Deferred tax		
Origination and reversal of temporary differences	<b>119,312</b>	209,013
Effect of changes in tax rate on deferred tax balances	-	822
	<b>119,312</b>	209,835
	<b>(133,907)</b>	289,420

The provision for Hong Kong Profits Tax is calculated at 16.5% (2009: 16.5%) of the estimated assessable profits for the year ended 30 June 2010. Taxation for overseas subsidiaries is similarly charged at the appropriate current rates of taxation ruling in the relevant countries.

## 7. DIVIDENDS

	2010 HK\$'000	2009 HK\$'000
Year 2008/2009:		
Final dividend paid of HK\$1.50 per ordinary share (Year 2007/2008: HK\$3.00 per ordinary share)	489,701	974,536
Year 2009/2010:		
Interim dividend paid of HK\$0.80 per ordinary share (Year 2008/2009: HK\$0.50 per ordinary share)	<u>260,847</u>	<u>162,442</u>
	<u>750,548</u>	<u>1,136,978</u>
Year 2009/2010:		
Proposed final dividend of HK\$2.00 per ordinary share (Year 2008/2009: HK\$1.50 per ordinary share)	<u>658,103</u>	<u>493,577</u>

The final dividend proposed for the year ended 30 June 2010 of HK\$658,103,000 (2009: HK\$493,577,000) is calculated based on 329,051,373 ordinary shares (2009: 329,051,373 ordinary shares) in issue as at 30 June 2010.

The final dividend proposed after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

## 8. EARNINGS PER SHARE

### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to shareholders of the Company of HK\$2,830,611,000 (2009: HK\$475,577,000) and the weighted average number of 325,024,511 ordinary shares (2009: 325,024,511 ordinary shares) in issue during the year.

### (b) Diluted earnings per share

Diluted earnings per share for the year ended 30 June 2010 and 2009 equal to the basic earnings per share as the potential ordinary shares outstanding during the year had an anti-dilutive effect on the basic earnings per share for the year.



## 9. TRADE AND OTHER RECEIVABLES

	<b>2010</b>	2009
	<b>HK\$'000</b>	HK\$'000
Trade debtors	<b>1,575,212</b>	1,190,857
Deposits and prepayments	<b>628,030</b>	739,236
Derivative financial instruments, at fair value	<b>63,233</b>	6,192
Interest receivables	<b>15,148</b>	6,394
	<b><u>2,281,623</u></b>	<u>1,942,679</u>

Included in trade and other receivables are amounts of HK\$798.7 million (2009: HK\$62.8 million) which are expected to be recovered after more than one year.

Included in trade and other receivables are trade debtors (net of allowance for bad and doubtful debts) with the following ageing analysis as of the end of reporting period:

	<b>2010</b>	2009
	<b>HK\$'000</b>	HK\$'000
Current	<b>690,531</b>	754,286
1 to 3 months	<b>45,266</b>	256,699
More than 3 months	<b>839,415</b>	179,872
	<b><u>1,575,212</u></b>	<u>1,190,857</u>

## 10. TRADE AND OTHER PAYABLES

	2010	2009
	HK\$'000	HK\$'000
Trade creditors	624,854	692,797
Other payables and accrued operating expenses	4,839,811	4,679,836
Derivative financial instruments, at fair value	185,113	41,905
Amounts due to fellow subsidiaries	89,816	29,807
Amounts due to associates	280	248
Amounts due to jointly controlled entities	2,320	2,255
	<u>5,742,194</u>	<u>5,446,848</u>

Included in trade and other payables are amounts of HK\$312.9 million (2009: HK\$306.1 million) which are expected to be settled after more than one year.

Included in trade and other payables are trade creditors with the following ageing analysis as of the end of the reporting period:

	2010	2009
	HK\$'000	HK\$'000
Due within 1 month or on demand	461,008	532,618
Due after 1 month but within 3 months	37,560	114,151
Due after 3 months	126,286	46,028
	<u>624,854</u>	<u>692,797</u>

The amounts due to fellow subsidiaries, associates and jointly controlled entities are unsecured, interest free and have no fixed repayment terms.

## 11. HONG KONG DOLLAR AMOUNTS

The audited consolidated financial statements of the Group are expressed in the United States dollars ("USD"), which are the functional currency of the Company. The Hong Kong dollar ("HKD") figures presented in the sections entitled "FINANCIAL HIGHLIGHTS" and "RESULTS" above are the HKD equivalents of the corresponding USD figures in the audited consolidated financial statements, which are translated at the rates ruling at the respective financial year ends for presentation purposes only (2010: US\$1 = HK\$7.7844, 2009: US\$1 = HK\$7.7501).

## 12. COMPARATIVE FIGURES

As a result of the application of HKAS 1 (Revised 2007), Presentation of Financial Statements, and HKFRS 8, Operating Segments, certain comparative figures have been adjusted to conform to the current period's presentation and to provide comparative amounts in respect of items disclosed for the first time in the annual report for the year ended 30 June 2010. Further details of these developments are disclosed in note 1(b).

## **DIVIDENDS**

The Directors will recommend to the shareholders for approval at the forthcoming annual general meeting a final dividend of HK\$2.00 per share, totalling HK\$658 million payable for the financial year ended 30 June 2010. The proposed final dividend, together with the interim dividend of HK\$0.80 per share paid on 22 March 2010, will amount to a total dividend of HK\$2.80 per share for the full year, totalling HK\$921 million (2009: HK\$2.00 per share, totalling HK\$658 million). Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 22 October 2010, the final dividend will be payable on 8 November 2010 to the shareholders whose names appear on the Register of Members of the Company on 22 October 2010.

## **REVIEW OF OPERATIONS**

### **Financial Results**

The audited consolidated profit attributable to shareholders for the year ended 30 June 2010, after taxation and non-controlling interests, amounted to HK\$2,831 million, as compared with HK\$476 million last year. Earnings per share amounted to HK\$8.71.

The major profit contributions (before finance cost and taxation) came from the following:

- property operations of HK\$719 million;
- hospitality and leisure business of HK\$382 million;
- total net exchange gain (including foreign exchange contracts) of HK\$604 million;
- total interest income of HK\$267 million;
- total realised and unrealised gain on trading financial assets of HK\$624 million;
- gain on reclassification of available-for-sale financial asset to investment in associate of HK\$281 million;
- dividend income of HK\$250 million; and
- contributions from associates and jointly controlled entities of HK\$646 million.

### **Principal Investment**

Financial assets went through significant volatility in the past twelve months. Riding on the unprecedented fiscal and monetary stimuli as well as recapitalization of the western banking sector, markets rallied strongly in the first half of the year. However, selling pressure emerged in the final quarter amidst concerns over the sustainability of fiscal positions in some developed countries, especially in parts of Europe. This had a potential knock-on effect on the banking system and economic outlook generally. Selling in equities was broad based and spilt over into other asset classes such as commodities and major non-USD currencies. In China, a clampdown on the property market by the authorities and fears of repercussions from excessive loan growth further dampened sentiment. While we recognize that short-term volatility will prevail, global authorities are unlikely to be pushing for aggressive exit strategies due to ongoing macro concerns.

We selectively increased our equity exposure by buying quality stocks to expand our investment portfolio and strategic positions during weakness in the markets. We continued to adopt a prudent approach in managing our portfolio. We increased our exposure in equities. We will continue to look for under-valued investments with sound fundamentals and business franchises that provide significant appreciation. Some of our portfolio under “available for sale” has seen substantial appreciation as reflected in the reserve account.

Team building and personnel development remain prime focus areas. The Treasury team was expanded with the recruitment of a number of seasoned professionals. This has contributed positively to our results.

## **Property Development and Investment**

### ***GuocoLand Limited (“GLL”) – 65.2% controlled by Guoco***

GLL delivered a credible performance, achieving a turnover (calculated using percentage of completion method under Singapore Accounting Standards) of S\$732.8 million for the financial year ended 30 June 2010, as compared to a turnover of S\$513.0 million a year earlier. It returned profitable results, posting a net profit of S\$134.3 million, as compared with the full-year net loss of S\$70.2 million in the previous financial year. The strong performance was largely contributed by sales in development projects in Singapore and China. As at 30 June 2010, shareholders’ funds rose to S\$2.01 billion from S\$1.94 billion as at 30 June 2009.

Other income increased by S\$16.3 million mainly due to the gain on disposal of a Malaysian jointly-controlled entity of S\$9.5 million and a net foreign exchange gain of S\$3.9 million comprising translation gain on USD borrowings for the year ended 30 June 2010. Other expenses decreased by 85% from S\$118.8 million to S\$17.8 million as the previous year figure included revaluation loss on GLL’s investment properties of S\$80.9 million and net foreign exchange loss of S\$34.3 million.

Administrative expenses comprised staff expenses, depreciation, operating lease expenses and other administrative expenses. These expenses increased by 31% to S\$51.3 million due mainly to increased staff and other administrative expenses for GLL’s China operations.

Income tax expense increased from S\$16.4 million to S\$41.3 million primarily due to higher profit contribution from property development projects in China.

## *Singapore*

In view of the positive sentiments of the real estate sector, GLL focused on generating turnover in Singapore, its home market. It has a pipeline of projects which it will be launching.

With Singapore's economy expected to maintain a healthy growth rate for 2010, a current low mortgage interest environment and an improved employment market, the outlook for the local residential property market is likely to remain positive.

## *China*

The higher profit of GLL achieved during the year was mainly due to recognition of profit from strong sales in China. Nanjing's Ascot Park, a 1,112-unit residential development was fully sold during the year. In Tianjin, 120 units of Seasons Park in the Laochengxiang area launched in June 2010 have been fully sold.

To date, GLL has sold an office block and approximately 81% of SOHO units in Guoson Centre Changfeng in Shanghai. Sale and purchase agreements had been signed for the sale of an office block with 200 carpark lots for a total sale consideration of RMB1 billion. RMB97.6 million of the sale consideration has been received. The purchaser of the office block, Shanghai Putuo District State Asset Management Co., Ltd, has requested for a deferral of completion and payment of the balance sale consideration till end 2011.

With regards to the Dongzhimen project ("DZM Project") in Beijing, various legal actions taken by GuocoLand (China) Limited to defend and protect its 90% interest in the DZM Project are still pending hearing and/or adjudication before PRC courts.

Despite recent government measures to cool the China property market, GLL's residential properties continued to receive positive response. GLL will continue to pursue attractive opportunities to acquire new land bank.

## *Vietnam*

The conditional Joint Venture Agreement ("JVA") between GuocoLand Vietnam (S) Pte. Ltd. and ECC VNPI Pte. Ltd. to develop a retail mall on The Canary in Binh Duong Province has been terminated as certain conditions in the JVA had not been satisfied.

## **Hospitality and Leisure Business**

### ***GuocoLeisure Limited (“GL”) – 65.5% controlled by Guoco***

GL's net profit before tax increased by 16.8% to US\$41.7 million for the financial year ended 30 June 2010, from US\$35.7 million in the previous financial year. This was mainly due to better operating margins as personnel costs and other operating costs were reduced by 7.8% and 12.9% respectively.

Profit after tax was however lower by 26.5% due mainly to additional tax provision made as well as lower deferred tax write-back in the current financial year as compared to the previous financial year.

Revenue decreased by 5.6% to US\$331.1 million, from US\$350.6 million in the previous financial year. This was principally due to losses suffered in gaming segment and lower property sales in Fiji as GL continued its exit from its property development business in Fiji.

Royalty income from oil and gas production in Australia registered a slight decrease of 1.5% to US\$38.6 million from US\$39.2 million. This was due to lower royalties received as a result of lower crude oil and gas prices. However, this was partly offset by the strengthening of the AUD.

Personnel expenses, at US\$87.9 million, were 7.8% lower as compared to US\$95.3 million in the previous financial year. Other operating expenses decreased by 12.9% to US\$24.9 million from US\$28.6 million in the previous financial year. The decrease arose as a result of cost and operational rationalisation efforts undertaken by GL's hotel operations.

### ***The Rank Group Plc (“Rank”) – 29.3% owned by Guoco***

Rank is a leading European gaming and betting company, headquartered in Great Britain with its shares listed on the London Stock Exchange. Rank's businesses comprise a number of established brands in gaming and leisure in Great Britain, Spain and Belgium, including:

- Mecca Bingo, a leading operator of bingo clubs in Great Britain;
- Grosvenor Casinos, operator of casinos under the Grosvenor and G Casinos brands in Great Britain and two other casinos in Belgium;
- Top Rank España operates 11 premium bingo clubs in Spain; and
- Rank Interactive is a remote gaming and betting business, principally comprising meccabingo.com, bluesq.com (sports betting and gaming) and GCasino.com.

Following the appointments of two representatives from Guoco to the board of directors of Rank in April 2010, we have begun to account for our investment in Rank as an associate using the equity method. A gain of HK\$281 million was recognized upon the reclassification of Rank from available-for-sale financial asset to investment in associate.

Rank achieved an increase of 5.4% in revenue to GBP269.6 million and an increase of 158.5% in its profit after exceptional items to GBP50.4 million compared with the first half of 2009. Its operating profit before exceptional items declined by GBP1.6 million or 5.3% to GBP28.6 million, as a result of taxation changes which cost Rank an additional GBP3.8 million in the period. Exceptional items totaling GBP32.9 million comprised mainly VAT refund of GBP42.5 million less related taxation of GBP12 million.

## **Financial Services**

### ***Hong Leong Financial Group Berhad (“HLFG”) – 25.4% owned by Guoco***

HLFG recorded a profit before tax of RM1,422.7 million for the financial year ended 30 June 2010 as compared to RM1,150.2 million in the previous financial year, an increase of RM272.5 million.

The commercial banking division recorded a profit before tax of RM1,185.3 million for the year, an increase of RM53.1 million. The increase is mainly contributed by higher share of results of associated company, higher contribution from the Islamic banking business and lower impairment charge.

The investment banking division recorded a profit before tax of RM20.4 million for the year as compared to a pre-tax loss of RM43.6 million arising from an impairment of goodwill in the previous year.

The insurance division recorded a profit before tax of RM249.1 million for the financial year as compared to RM91.6 million in the previous year.

## **GROUP FINANCIAL COMMENTARY**

### ***Capital and Finance***

- The Group's consolidated total equity (including non-controlling interests) as at 30 June 2010 amounted to HK\$50.8 billion, an increase of 6% compared to the total equity as at 30 June 2009.
- The Group's consolidated total equity attributable to shareholders of the Company as at 30 June 2010 amounted to HK\$43.4 billion, an increase of HK\$3.7 billion compared to the figure as at 30 June 2009.

### **Total Cash and Liquid Funds**

As at 30 June 2010, the Group has net liquid funds of HK\$6.2 billion, comprising total cash balance of HK\$6.4 billion and marketable securities of HK\$18.1 billion and after netting off the total group borrowings of HK\$18.3 billion.

The Group's total cash balance and marketable securities were mainly in USD (34%), RMB (11%), AUD (10%), GBP (10%) and SGD (10%).

### **Total Borrowings**

The decrease in total borrowings from HK\$19.5 billion as at 30 June 2009 to HK\$18.3 billion as at 30 June 2010 was primarily due to redemption and cancellation of convertible bonds issued by GLL. The Group's total borrowings are mainly denominated in SGD (60%), GBP (18%) and RM (10%).

The Group's bank loans and other borrowings are repayable as follows:

	<b>Bank loans</b>	<b>Mortgage debenture stock</b>	<b>Convertible bonds</b>	<b>Other borrowings</b>	<b>Total</b>
	HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
Within 1 year or on demand	6,997	-	-	417	7,414
After 1 year but within 2 years	620	-	2,003	-	2,623
After 2 years but within 5 years	5,321	2,210	-	-	7,531
After 5 years	11	694	-	-	705
	<u>5,952</u>	<u>2,904</u>	<u>2,003</u>	<u>-</u>	<u>10,859</u>
	<u>12,949</u>	<u>2,904</u>	<u>2,003</u>	<u>417</u>	<u>18,273</u>

Bank loans and mortgage debenture stock are secured by the following:

- legal mortgages on investment properties with an aggregate book value of HK\$409.4 million;
- legal mortgages on development properties with an aggregate book value of HK\$12.0 billion; and
- legal mortgages on property, plant and equipment with an aggregate book value of HK\$5.4 billion.

Committed borrowing facilities available to Group companies and not yet drawn as at 30 June 2010 amounted to approximately HK\$6.5 billion.

### **Interest Rate Exposure**

The Group's interest rate risk arises from treasury activities and borrowings. The Group manages its interest rate exposure with a focus on reducing the Group's overall cost of debt and exposure to changes in interest rates. The Group uses interest rate swaps to manage its interest rate exposure.



As at 30 June 2010, approximately 71% of the Group's borrowings were at floating rates and the remaining 29% were at fixed rates. The Group had interest rate swaps with outstanding notional amount of HK\$1.1 billion.

### ***Foreign Currency Exposure***

The Group from time to time enters into foreign exchange contracts, which are primarily over-the-counter derivatives, principally for hedging foreign currency exposures and investments.

As at 30 June 2010, there were outstanding foreign exchange contracts with a total notional amount of HK\$16.4 billion for hedging of foreign currency share investments.

### ***Equity Price Exposure***

The Group maintains a diversified investment portfolio which comprises listed and unlisted equities. Investments are classified as "trading" or "strategic". Equity investments are subject to asset allocation limits.

### ***Contingent Liabilities***

GL has given a guarantee to the owner of the 20 (2009: 20) hotel businesses sold in 2002 that the aggregate Earnings before Interest, Tax, Depreciation and Amortisation ("EBITDA") of the businesses will not be less than HK\$324 million (2009: HK\$357 million) per calendar year (or pro-rata amount) thereafter until 4 April 2012. The maximum liability for any one year under the guarantee is HK\$324 million (2009: HK\$357 million) and the maximum aggregate liability under the guarantee is approximately HK\$648 million (2009: HK\$715 million). Having considered the likelihood of crystallising this contingent liability, management has determined that no provision was required as at 30 June 2010.

In November 2007, GLL's wholly-owned subsidiary, GuocoLand (China) Limited ("GLC"), completed its acquisition of a 100% interest in Hainan Jing Hao Asset Limited ("Hainan Co"), which in turn held a 90% stake in Beijing Cheng Jian Dong Hua Real Estate Development Company Limited ("DZM Project Co"), the company undertaking the Dongzhimen project in Beijing ("DZM Project"). To date, an aggregate of RMB3.22 billion of the purchase consideration of RMB5.8 billion has been paid to the vendors of the DZM Project, Beijing Beida Jade Bird Company Limited ("BBJB") and its related corporations (collectively, the "DZM Vendors"). The balance of RMB2.58 billion has been withheld pending resolution of disputes described below.

Construction work on the DZM Project is in progress. Structural works have been completed for the residential, hotel, retail components and two office blocks. The airport terminal and transportation centre were completed and handed over to the Beijing government in July 2008.

(1) Alleged claims by Shenzhen Development Bank (“SDB”) and Agricultural Bank of China (“ABC”)

(a) SDB

SDB had claimed that a loan of RMB1.5 billion was granted by SDB to certain borrowers (the “Alleged Loans”). Amongst the security allegedly obtained by SDB is a guarantee by Beijing Dong Hua Guang Chang Zhi Ye Co Ltd (“Zhiye”), a related corporation of BBJB. SDB filed an earlier suit against Zhiye and DZM Project Co in The People’s High Court of Beijing (“Beijing Court”) but this was dismissed in December 2007. An appeal has been filed by SDB against Zhiye and DZM Project Co in respect of this dismissal (“SDB appeal”).

SDB has also initiated another suit directly against DZM Project Co for the recovery of its loan under the Zhiye guarantee (“second SDB suit”). It made an interim application to the Beijing Court to restrict dealing in DZM Project Co’s assets in the aggregate sum of its claims.

Based on the information available to GLC, DZM Project Co is neither a guarantor nor borrower of the Alleged Loans granted by SDB to the third party borrowers which were unrelated to DZM Project Co. GLC has been advised by its PRC lawyers that both the SDB appeal and second SDB suit have no merits.

Before the hearing of the SDB appeal and the second SDB suit, SDB and BBJB purportedly entered into a settlement agreement in May 2008 for DZM Project Co to pay RMB1 billion of the Alleged Loans to SDB. GLC has been advised by its PRC lawyers that this settlement agreement is void and unenforceable.

(b) ABC

ABC had claimed that DZM Project Co and its immediate holding company, Hainan Co, are guarantors of a loan of RMB2 billion owed by Zhiye to ABC. ABC had commenced legal proceedings against Zhiye, DZM Project Co, Hainan Co and BBJB.

ABC has made an interim application to the Beijing Court to restrict dealing in the assets of Zhiye, DZM Project Co and BBJB in the aggregate sum of its claims against them.

GLC’s PRC lawyers are of the view that if DZM Project Co is liable for the loan or any part thereof, GLC is entitled to set off any payment towards the loan against any outstanding balance of the purchase consideration for the DZM Project.

GLC’s PRC lawyers have also advised that the interim applications by SDB and ABC only restrict dealing in the assets of DZM Project Co pending final resolution of the SDB and ABC actions. The interim applications will be expunged in the event the PRC courts dismiss the SDB and ABC actions.

## (2) Hainan Co and DZM Project Co

In early 2008, GLC received a notice issued by the Industrial and Commercial Administration Bureau of Hainan Province purporting to revert registration of the shares in Hainan Co to its original shareholders, who are two of the DZM Vendors, allegedly on the ground that GLC had not paid the requisite registered capital of Hainan Co.

GLC has challenged the basis for this notice as the full consideration for the transfer of Hainan Co to GLC has been paid to the DZM Vendors. GLL has taken legal advice on these matters and will strongly defend and protect its 90% interest in the DZM Project. GLC has taken various legal actions which are pending hearing and/or adjudication before the PRC courts.

In March 2008, GLC filed a suit against the Industrial and Commercial Administration Bureau of Hainan Province on its reversion of the registration in Hainan Co to the original shareholders. In October 2008, GLC was notified that an administrative judgement by the Hainan Haikou Intermediate People's Court has ruled against GLC. GLC has since appealed to the Hainan High Court against such judgement. The case has been heard by the Hainan High Court and is pending judgement.

GLC has also sought to protect its 90% interest in the DZM Project and has consolidated its legal actions which are now before the Beijing Intermediate Court. GLC is seeking, inter alia, for an order as rightful owner that the 90% interest in DZM Project Co be transferred to GLC or its nominee as, amongst other arguments, the development costs of the DZM Project have been funded by the GLL Group. Pending final resolution of the aforesaid legal actions, the Beijing Intermediate Court has granted GLC's application for an asset preservation order in respect of the 90% shareholding in DZM Project Co held by Hainan Co.

## **HUMAN RESOURCES AND TRAINING**

The Group, including its subsidiaries in Hong Kong and overseas, employed approximately 3,100 employees as at 30 June 2010. The Group continued to follow a measured approach towards achieving an optimal and efficient size of its workforce and is committed to providing its staff with ongoing development programmes to enhance productivity and work quality.

The remuneration policy for the Group's employees is reviewed by management on a regular basis. Remuneration packages are structured to take into account the level and composition of pay and general market conditions in the respective countries and businesses in which the Group operates. Bonus and other merit payments are linked to the financial performance of the Group and individual achievement as incentives to optimise performance. Share options are granted to eligible employees to reward their contribution and foster loyalty to the Group.

## **OUTLOOK**

Whether the world will undergo a renewed contraction is unclear. With continued accommodative government policies and near-zero interest rates, we believe the global economy is unlikely to plunge into a double-dip recession. We remain cautiously optimistic and see opportunities in the markets. We intend to deploy more funds to expand our investment portfolio, and to build-up core businesses through organic growth and mergers and acquisitions.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the year the Company did not redeem any of its listed securities. Neither did the Company nor any of its other subsidiaries purchase or sell any of the Company's listed securities.

## **CODE ON CORPORATE GOVERNANCE PRACTICES ("CGP Code")**

The Board has adopted a Code of Corporate Governance Practices (the "CGP Code"), which is based on the principles set out in Appendix 14 (the "HKEx Code") to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The Company has complied throughout the year with the HKEx Code, save the following:

1. non-executive directors are not appointed for a specific term. However, they are subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws of the Company and the CGP Code. As such, the Company considers that such provisions are sufficient to meet the intent of the relevant provisions of the HKEx Code; and
2. up to 31 August 2009, the Board Remuneration Committee ("BRC") comprised Mr Quek Leng Chan as Chairman and Messrs Volker Stoeckel and Ding Wai Chuen as independent members. Mr Ding Wai Chuen, formerly an INED and a BRC member, was re-designated as an executive director of the Company with effect from 1 September 2009 and thus ceased to be a BRC member on even date. As a result, the number of the BRC members being INED for a short period fell below the minimum requirement under the provision as set out in the CGP Code. Mr Roderic N. A. Sage was appointed as an INED of the Company and a BRC member on 2 October 2009. The BRC did not hold any meeting or pass any resolution during the short period of technical non compliance.

## **REVIEW BY BOARD AUDIT COMMITTEE (“BAC”)**

The BAC has reviewed with the management the accounting principles and practices adopted by the Company and discussed the auditing, internal controls and financial reporting matters including a review of the audited annual results of the Company for the year ended 30 June 2010.

## **CLOSURE OF REGISTER OF MEMBERS**

The Register of Members of the Company will be closed from 19 October 2010 to 22 October 2010, both days inclusive, during which period no share transfers will be registered.

To qualify for the final dividends and for attending and voting at the forthcoming annual general meeting of the Company to be held on 22 October 2010, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 18 October 2010.

*As at the date of this announcement, the board of directors of the Company comprises Mr Quek Leng Chan as Executive Chairman; Mr Kwek Leng Hai as President, CEO; Mr Tan Lim Heng and Mr Ding Wai Chuen as executive directors; Mr Kwek Leng San as non-executive director and Mr Sat Pal Khattar, Mr Volker Stoeckel and Mr Roderic N. A. Sage as independent non-executive directors.*

By Order of the Board  
**Stella Lo Sze Man**  
Company Secretary

Hong Kong, 27 August 2010